

**CONSTITUTION OF THE SCIENCE FICTION AND FANSTASY ASSOCIATION  
OF NEW ZEALAND**

**1 NAME**

1.1 The name of the Society shall be “The Science Fiction and Fantasy Association of New Zealand Incorporated” (SFFANZ).

**2 REGISTERED OFFICE**

2.1 SFFANZ shall keep and maintain a registered office. The registered office shall at all times be within the boundaries of metropolitan New Zealand.

**3 OBJECT**

3.1 The object of SFFANZ shall be to promote the study and appreciation of science fiction and fantasy. This shall include but not be limited to:

- a the awarding of the national science fiction and fantasy awards
- b administering the right to convene the national science fiction and fantasy convention
- c encouraging the establishment of science fiction and fantasy societies throughout New Zealand
- d facilitating communication between fan groups within New Zealand and overseas.

**4 COMMON SEAL**

4.1 The committee shall hold a common seal for SFFANZ. The common seal shall be in the custody of the Secretary who shall affix the same to all instruments requiring it, but only in accordance with a motion passed by the Committee to that effect.

**5 MEMBERSHIP**

5.1 All persons and incorporated bodies shall be eligible for membership, but only persons over the age of 16 years are to hold office.

*Classes of membership*

5.2 The classes of membership of SFFANZ shall consist of Ordinary Members, Life Members and Honorary Members.

*Rights of members*

5.3 Members may:

- a participate in all activities of SFFANZ on conditions as determined by the Committee
- b hold office in SFFANZ according to this Constitution
- c vote at general meetings according to this Constitution
- d receive any notices, newsletters or journals produced by SFFANZ.

*Admission of members*

5.4 A member of SFFANZ is a person or incorporated body who has:

- a applied for membership in accordance with this constitution
- b paid the entrance fee if any
- c paid the subscription fee for the appropriate period.

*Application for membership*

5.5 Application for membership must be:

- a in writing in a form approved by the Committee
- b accompanied by the periodic subscription fee and the entrance fee (if any).

5.6 Application for membership by an incorporated body must also be accompanied by a signed declaration that the members of that body have at a general meeting agreed to the incorporated body joining SFFANZ.

5.7 Members may be admitted as Life Members of SFFANZ for meritorious service in the interests of science fiction or fantasy. Life Members shall have full voting rights, but not be required to pay membership fees. The Committee shall recommend candidates for Life Membership to the members at a general meeting with admission by a vote of the members.

5.8 Admission of Honorary Members shall be by vote of the Committee. Honorary Members shall take no part in the management of SFFANZ may attend its meetings and outings, but not vote at such meetings.

*Register of members*

5.9 The Secretary is to keep a register of members in which is to be entered the full name, address, date of entry and period of membership of each member (the Register).

5.10 The Register must be available for inspection by members at any general meeting. The Register must be available for inspection upon receipt of any reasonable request for inspection.

*Periodic subscriptions*

5.11 The amount of the entrance fee (if any) and the periodic subscription fee are to be determined by the Committee. The Committee may determine different fees and subscriptions for different categories of membership.

5.12 A member who has not paid the periodic subscription for the current period is still a member but has no voting rights at meetings of SFFANZ.

*Period of subscription*

5.13 The Committee shall determine what the period of subscription is for each membership period. Such periods of subscription may be more or less than a continuous twelve month period, but shall not be overlapping or for a discontinuous period.

*Cessation of membership*

5.14 A member ceases to be a member if the member:

- a gives written notice of resignation from SFFANZ to the Secretary; or
- b has not paid a periodic subscription for the current and previous two periods of subscription.

5.15 Persons who have ceased to be members of SFFANZ under the provisions of the previous clause may reapply for membership.

5.16 The Committee may by resolution of at least three quarters of its members expel a member from SFFANZ if the member:

- a wilfully refuses or neglects to comply with the provisions of this constitution; or
- b is guilty of conduct, which in the opinion of the Committee is prejudicial to the interests and objects of SFFANZ.

5.17 Before resolving to expel a member the Committee must give the member:

- a at least two weeks' notice of the Committee meeting at which the resolution for expulsion is to be put and of the intended resolution for expulsion; and
- b an opportunity of attending the meeting and giving at that meeting any explanation or defence, oral and/or written, which the member may desire to offer.

## **6 GENERAL MEETINGS**

6.1 The Committee may at any time convene a general meeting. The Committee must convene in each year a general meeting, to be called the annual general meeting, which is to be held at such a time and place as may be determined by the Committee. Where practicable the annual general meeting is to be held at the national science fiction and fantasy convention of that year. A member may requisition or convene, or join in requisitioning or convening, a general meeting in accordance with the Incorporated Societies Act 1908. At least 21 days notice must be given to members of all general meetings.

### *Notice of general meeting*

6.2 A notice convening a general meeting must:

- a set out the place, date and time for the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- b state the general nature of any special business to be transacted at the meeting; and
- c contain the text of any proposed alterations if alterations to the Constitution are to be proposed at the general meeting.

6.3 A member wishing to bring any business before a meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting.

## **7 ANNUAL GENERAL MEETING**

7.1 The business of the annual general meeting is to:

- a confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting
- b receive and consider the accounts and reports of the Committee and the auditor (if so appointed) of the accounts
- c elect the Committee pursuant to this Constitution
- d administer the voting for the right to host the national science fiction and fantasy convention (the Annual Convention) and the particular year that right is to be exercised
- e transact any other business which may be transacted at a general meeting.

### *Right to vote*

7.2 Every member has one vote. In the event of a tie for the election of officers the matter shall be decided by the toss of a coin. In the event of a tie for all other matters the chair of the meeting shall have a casting vote in addition to that chair's deliberative vote.

### *Proxy voting*

7.3 Any member entitled to vote at a meeting may appoint a proxy to attend and vote on that member's behalf. The proxy holder has the same rights as the member to speak at the meeting. The proxy form must be completed correctly and in the hands of the Secretary before the start of the meeting.

7.4 The proxy form must state the member's name and who is to exercise the member's voting rights. The proxy form must be signed by the member. Signature is taken to include the member's electronic signature if the proxy form is submitted electronically.

7.5 Any proxy granted by an incorporated body is to be stamped with that body's common seal.

### *Quorum at general meetings*

7.6 The quorum at general meetings is ten voting members. The quorum includes proxy holders.

7.7 If a quorum is not present within 30 minutes after the appointed time for a meeting:

- a if the meeting was convened on the requisition of members the meeting is automatically dissolved; or
- b in any other case the meeting is adjourned for up to 30 days to another time and place determined by the Committee.

7.8 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting SFFANZ is to be wound up.

*Chair of general meetings*

7.9 The chair of general meetings is the President, or in the President's absence the Treasurer. In the absence of both these persons those members present shall choose the chair.

*Alterations to the Constitution*

7.10 Alterations to this Constitution shall require a voting margin of at least two votes for the proposed alteration against every vote against the proposed alteration, with abstentions of vote not counted. This shall apply if the members vote at a general meeting or by postal ballot.

**11 THE COMMITTEE**

11.1 The Committee shall be composed of no less than seven persons and no more than nine persons.

11.2 To be eligible to be voted on to the Committee candidates must be natural persons, current financial members of SFFANZ and consent to such an appointment.

11.3 The ballot for the election of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the current Committee may direct.

11.4 The incoming committee takes office at the close of the annual general meeting. The outgoing committee leaves office at the close of the annual general meeting.

*Officers of the Committee*

11.5 Immediately after each annual general meeting the Committee must elect the officers of the Committee, which are:

- a a President
- b a Treasurer
- c a Secretary.

11.6 No committee member may hold more than one office concurrently.

11.7 Any casual vacancy in the Committee must be filled by the Committee appointing a person from among the members. A Committee member appointed in this way holds office until the next election of the Committee.

11.8 Any casual vacancy in the office of President, Treasurer or Secretary must be filled by the Committee.

11.9 The membership of a Committee member is vacated if that member:

- a dies
- b resigns by written notice to SFFANZ
- c becomes bankrupt
- d is declared of unsound mind
- e ceases to be a member of SFFANZ.

*Defect in appointment*

11.10 If it is discovered that there was a defect in the appointment of a person to the Committee, or that the person appointed was disqualified, all acts of the Committee before the discovery was made are valid as if the person had been duly appointed and was not disqualified.

*Proceedings of the Committee*

11.12 The Committee may meet together for the conduct of business, adjourn or otherwise as it thinks fit, provided that it meets at least twice each year.

11.13 Committee meetings may be held by the Committee communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion. The Committee need not all be physically present in the same place for a Committee meeting to be held. Any member of the Committee who participates in a meeting held in accordance with this clause is deemed to be present.

*Committee quorum*

11.14 The quorum at Committee meetings shall be three.

*Chair of Committee meetings*

11.15 The chair of Committee meetings is the President, or in the President's absence the Treasurer. In the absence of both these persons those members present shall choose the chair.

**12 FINANCIAL ACCOUNTS**

12.1 The Committee must cause the financial accounts of SFFANZ to be laid before the annual general meeting.

12.2 A copy of the financial accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting.

**13 FINANCIAL YEAR**

13.1 The financial year shall end on the last day of February in each year, to which day the accounts of SFFANZ are balanced.

**14 CONTROL OF FUNDS**

14.1 The control and investment of the funds of SFFANZ shall be with the Committee. Banking operations on SFFANZ's accounts shall be carried out by the Treasurer, or in the absence of the Treasurer, by a member appointed by the Committee.

14.2 All cheques drawn on behalf of SFFANZ shall have two signatures. Any two of the Treasurer and two other committee members as previously agreed by the Committee shall have the power to sign.

**15 BORROWING POWERS**

15.1 The Committee may from time to time on resolution of the Committee and ratified at a general meeting borrow for the purposes of SFFANZ from any persons, firms or corporations any sum or sums of money on the securities on all or any of SFFANZ's property (real or personal) assets and effects both present or future or any part thereof by legal mortgages or charges with powers of sale and other usual powers or by the issue of debentures or other obligations that may be issued on such terms and conditions as to the rates of interest or otherwise as the Committee sees fit.

**16 PAYMENTS TO MEMBERS**

16.1 No member of SFFANZ or any person associated with a member shall participate in or materially influence any decision made by SFFANZ in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever. Any such income paid

shall be in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied in any document replacing this document.

## **17 WINDING UP**

17.1 Notwithstanding the operation of clause 7.8, SFFANZ shall be wound up by a resolution passed at a general meeting subject to the provisions of clauses 6.1, 6.2, 6.3 and 7.1. Such a resolution requires a simple majority of all the valid votes cast by Members voting at the general meeting.

17.2 If upon winding up or dissolution of SFFANZ there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of SFFANZ but shall be given or transferred to some other non-profit body having objects similar to the objects of SFFANZ, or for some other charitable purpose, within New Zealand.

17.3 In the event of winding the body to receive the property of SFFANZ shall be voted upon by the remaining members.

## **18 NATIONAL SCIENCE FICTION AND FANTASY AWARDS**

18.1 The national science fiction and fantasy awards awarded by SFFANZ shall be called “The Sir Julius Vogel Awards” (Awards). The Awards shall be given annually to recognise excellence in science fiction and fantasy by New Zealanders and New Zealand residents.

18.2 Awards may be given for original works published in the calendar year preceding the national convention. Awards may also be given for services in promoting science fiction or fantasy.

### *Nominations*

18.3 The Committee shall be responsible for deciding:

- a the categories of awards for nomination
- b the nomination process.

18.4 The Committee shall be responsible for calling for nominations for the Awards. The calling of nominations shall begin no later than three months before the Annual Convention and shall close no later than one month before the Annual Convention. If there is no Annual Convention to be held in that year then nominations shall open on 1 January and close at 8 p.m. on 31 March.

18.5 After nominations are closed the Committee may decide the categories to be awarded by redistributing nominations. Such redistribution is to take into account the number of nominees for any category and whether the nominees in a category are of similar enough nature.

### *Voting for categories*

18.6 Ballot papers are to be distributed after the Committee has decided the categories to be awarded.

18.7 The Committee shall be responsible for deciding:

- a whether voting for the awards shall be restricted to members of SFFANZ or shall also include members of the national science fiction and fantasy convention for that year
- b the method of voting, including whether proportional voting shall be used
- c whether the option of “no award” shall appear on the ballot
- d whether option of carrying the nominations forward to the next year shall appear on the ballot
- e when voting opens
- f when voting closes.

18.8 If there is no Annual Convention to be held in that year then voting shall open on 1 May and close at 8 p.m. on 31 May.

18.9 No person may have the right to complete more than one valid ballot paper for the Awards in any one year.

*Tied votes*

18.10 In the event of a tie for winner between nominations in any category all tied nominations will be deemed to have won the award for that category. In the event of a tie for winner between a nomination in any category and the option of “no award” or carrying the nominations forward the nomination shall be declared the winner. In the event of a tie between “no award” and carrying the nominations forward in any category “no award” shall be the winner.

18.11 The Committee shall announce the results of the Awards at the Annual Convention. If there is no Annual Convention to be held in that year then the Committee shall announce the results of voting by 30 June of that year.

**19 CONVENTION FUND**

19.1 SFFANZ is to maintain a separate bank account for funds received for the betterment of future conventions (Convention Fund). Such funds may only be used for the direct costs of recognised Conventions. The Committee may advance, lend or gift money from the Convention Fund to convention committees on such terms and conditions as the Committee determines.

This is the document marked "A" referred to in the annexed declaration of:

made at

this \_\_\_\_\_ day of \_\_\_\_\_ Year

before me:

