



Auckland Ultimate Incorporated Constitution

Article 1) Name

- a) The name of this Society is Auckland Ultimate Incorporated (hereafter referred to as 'the Society').

Article 2) Objects of the Society

- a) The Society is a non-profit organisation aiming to encourage people to play the sport 'Ultimate' by:
 - i using funds raised or borrowed by the Society for the benefit of the promotion or playing of Ultimate in the North of the North Island, with a primary focus on the Greater Auckland region;
 - ii creating and maintaining leagues, tournaments and special events for people to play Ultimate as a social and competitive sport;
 - iii creating and maintaining a communications system that allows people to keep in touch with regional developments and relevant national or international news;
 - iv developing coaching programmes and materials for people interested in coaching Ultimate;
 - v creating and establishing Ultimate as a popular sport alternative in educational centres;
 - vi facilitating the growth of independently-run, regionally-affiliated Ultimate clubs;
 - vii liaising with other regional, national and international bodies in the development of Ultimate;
 - viii liaising with local print and broadcast media in the publicity of Ultimate;
 - ix coordinating, authorising, undertaking or commissioning the design and production of Ultimate-related sports apparel, equipment and promotional items, along with the sale or promotion of the same; and
 - x all acts incidental or related to any or all of the above objects.

Article 3) Alteration of these Articles

- a) No addition to or alteration or recession of these articles regarding the non-profit aims of this Society or the winding up of this Society (Article 5) shall be approved without the consent of Inland Revenue. The provisions and effect of this clause shall not be removed from this constitution and shall be included and implied into any document replacing this Society's constitution.

- b) But for any clauses referred to in Article 3.a, articles may be altered, added to or rescinded by a resolution passed by at least a TWO-THIRDS (2:1) majority of votes at a general meeting of the Society.
- c) Meeting notifications must contain details of proposed changes.

Article 4) Common Seal

- a) The Society's Common Seal is to be held by a designated executive officer.
- b) Whenever the Common Seal is required to be affixed to any document, a resolution must first be passed by the executive to that effect.
- c) The officer authorised to affix the Common Seal must at the same time sign the document involved.
- d) The Society's Common Seal is to bear the Society's name, it's incorporation number and the words "Common Seal".

Article 5) Winding Up

- a) The Society may be wound up by a resolution passed in accordance with the provisions of the Incorporated Societies Act 1908, or of any subsequent amendments thereof.
- b) Upon winding up, or dissolution by the Registrar, the assets of the Society may be disposed of in accordance with a resolution passed at a General Meeting for the assets to be used for the benefit of another non-profit organisation. Neither funds nor assets may be distributed among members.
- c) Auckland Ultimate allows legally constituted non-profit organisations to become organisational members of the Society. However, once a N.P.O. becomes a member, they may not be permitted to receive assets, should the Society wind up. Therefore, care must be taken with organisational membership - non-profit school groups, for instance, could be denied property because of a membership with us.

Article 6) Control and Investment of Funds

- a) **Bank Accounts:**
 - i The Society shall maintain at least one current bank account.
 - ii The Society will only release money when a request is clear that it will be used to directly assist in following the objects described in Article 2.
 - iii At least one nominated officer of the Society shall sign all cheques or withdrawal slips.

Article 7) Power to Borrow Money

- a) The Society may borrow money subject to approval at a General Meeting through a majority vote.
- b) Money borrowed by the Society may only be used to assist in executing the objects described in Article 2.

Article 8) Membership

- a) Membership is subscription-based for the period of 1 April to 31 March of the following year.
- b) Membership is open to all individuals, as well as legally-recognised organisations, including, but not limited to, educational institutes, commercial businesses, clubs and Societies and trusts, provided that the individual or organisation does not have aims or agendas that conflict with the objects of this Society.
- c) **Eligibility:**
 - i **Individual** : Any individual interested in playing or promoting the sport of Ultimate may become an individual member.
 - ii **Organisation** : Any legally-constituted organisation or business interested in promoting the activity of Ultimate through playing, coaching, sponsorship, administrative support, facilities grant, or other related assistance or participation, may become an organisational member of this Society.
 - iii **Special / Honorary** : Any individual or organisation may be granted special or honorary membership status by a majority vote at the Society's AGM or a SGM.
- d) No individual or organisation may qualify to be nominated for a special membership unless they have been a member of the Society for at least THREE (3) years. The years need not be consecutive.
- e) Conditions surrounding membership subscriptions, eg. duration, services in kind and exceptions, will be determined by the executive.

Article 9) Membership Fees

- a) Membership fees may only be set or altered at a General Meeting.
- b) Changes in membership fees may be effective immediately, but may only affect new subscriptions, or members renewing their subscription once their current arrangement has expired.
- c) The membership fee shall be \$10. This fee shall be deducted from the first entry by an individual into any event organised by Auckland Ultimate within the subscription period.

Article 10) Termination of Membership

- a) **Resignation (Non-executive):**
 - i Any member may resign from the Society by notifying the executive by post, fax or email.
 - ii While the termination of membership rights is immediate, the executive will work with the outgoing member to resolve any outstanding fees or responsibilities.
- b) **Lapse:**
 - i **Non-Executive:** Membership will lapse if any member fails to re-new their membership fee by the due date specified on the membership subscription.
 - ii **Executive:** A current executive officer's membership will lapse THIRTY (30) days after the next AGM, OR if they fail to renew their membership by the due date specified on their membership subscription, whichever option is the longer.
- c) **Suspension or Expulsion:**
 - i Any member of the Society may call into question the actions of another member by submitting a case in writing to the executive.

- ii If a member has acted contrary to the Society's objects, that member may be suspended or asked to resign from the Society.
- iii The executive will consider the question of suspension or expulsion internally, inviting the parties concerned to meet and discuss. If mediation between the parties fails to produce a swift result in the opinion of the executive, the executive may elect to discuss the evidence in-committee and issue a decision.

Article 11) Appointment of Executive Officers

- a) **Officer – Definition:** Throughout this Society's constitution, the terms "officer", "executive officer" and "executive", refer to any and all officers voted or appointed to sit on the Society's administrative body.
- b) **Primary Executive Officers - Definition:**
 - i At the Society's AGM, the following positions MUST be filled from the Society's individual members (as outlined in Article 8.c.i) for the Society to be considered constitutionally operational:
 - **President** — Represents the Society in external organisational circles;
 - **Secretary** — Ensures records are kept and stored appropriately;
 - **Treasurer** — Ensures the integrity of the Society's financial state is appropriate with the Society's banking services, commercial businesses and government agents.
 - ii No person may hold more than one primary position on the Society's executive.
- c) **Auxiliary Executive Officers - Definition:**

Auxiliary officers are positions on the Society's administrative body, normally with specific roles, with equal voting and participation rights to the primary officers, but these positions are NOT counted toward forming a constitutionally operational executive.

 - i The number and roles of auxiliary officers may change from year to year, as a General Meeting of members deems appropriate.
 - ii A list of auxiliary roles might include, but is not limited to:
 - **Competition Director** — Charged with setting up and maintaining a healthy Ultimate scene by planning leagues, special tournaments, fees and facilities that allow the membership to play competitively and regularly.
 - **Student (Auckland) Representative** — Charged to represent student players in tertiary institutions.
 - **Membership Director** — Charged with processing membership to the Society, managing a membership database, issuing members with re-enrolment notices, preparing statistical analyses of membership composition for consideration.
 - **Members-At-Large** — Officers aiding the executive in normal and special duties in an ad-hoc capacity.
- d) **Election Order:**

The election of officers must follow this procedure:

 - i Anyone interested in campaigning for a position should at least recruit a nominator present at an appropriate General Meeting;
 - ii The voting-in of the executive must go in this order: The PRIMARY EXECUTIVE OFFICERS, as defined (and in the order listed) in Article 11.b, then AUXILIARY EXECUTIVE OFFICERS, in any order.
 - iii All confirmed nominees, contested or not, should be prepared to present credentials or testimony to the General Meeting for a particular position.

- e) **Liability:**
 - i The responsibility for the day-to-day running of the Society falls equally with all officers.
 - ii If an officer retires or leaves before their full term of office is up, they will be considered liable for any resolutions taken to action while they were in office.
- f) At an Annual General Meeting, the Chairman may put to a vote auxiliary officers for the year.
- g) All current officers automatically retire THIRTY (30) DAYS following the Society's next AGM. However, they are available for re-election. This 30 day period should be treated as a briefing period for the incoming executive, where any new officers are trained and assisted by the outgoing executive.

Article 12) Termination of Executive Officers

- a) **Resignation:**
 - i Any officer may step down FOURTEEN (14) days after notifying the executive.
 - ii A resigning officer must ensure that the rest of the executive is fully aware of any responsibilities that officer might have left unfinished.
 - iii If a resigning officer is one of the primary officers, the remaining officers may appoint any consenting auxiliary officer to that position in order to ensure the Society's operational quorum is intact.
- b) **Sudden Departure / State of Stall:**
 - i **Definition:** A State of Stall, or a Stalled Executive, is a mandatory halt on all new general business of the Society because the Society does not have a full roster of primary officers. A Stalled Executive may not enter into new contracts, authorise new initiatives or engage in any new activity other than the filling of the primary three seats on the executive.
 - ii A State of Stall occurs when one or more of the primary officers resigns or suddenly departs, and no auxiliary officer is able to fill the vacant primary position(s) as described in Article 12.a.iii.
 - iii The remaining officers are empowered to run the Society as a legal entity for no more than TWENTY-ONE (21) days after the executive is Stalled.
 - iv Current projects already underway, or events that occur within that 21 days that have already been fully arranged, may continue as planned at the discretion of the Society's remaining officers.
 - v The Stalled Executive is to immediately issue the membership with a notice of a Special General Meeting (as outlined in Article 13.c), the main purpose of which is to fill the vacant primary position(s).
 - vi Only when a primary executive has been fully established may the State of Stall be lifted.
 - vii If the State of Stall is not lifted after 21 days, the Society is to notify the Registrar of Incorporated Societies and begin proceedings for winding up the Society as outlined in Article 5.

Article 13) General Meetings

- a) **Mandatories:**

All General Meetings must satisfy the following conditions:

- i At least FOURTEEN (14) DAYS NOTICE must be given to the membership by email or other appropriate means, detailing the meeting's location, date, time and proposed agenda.
 - ii Once announced, the date and time of commencement may not be changed.
 - iii Excluding the date and time of commencement, changes to the agenda may be made after the initial announcement, but not within FORTY-EIGHT (48) HOURS of the meeting's proposed start time.
 - iv The location should be regionally comfortable to a significant number of the Society's members.
 - v A general meeting's quorum shall be at least TWO (2) primary officers and no less than 8 other members.
 - vi Any individual member of the Society (as defined in Article 8.c.i) may act as Chairman for the meeting, and the Chairman may change during the course of the meeting as the membership deems appropriate through a majority vote.
- b) **Annual General Meetings:**
- i An AGM should be held each year for the following purposes:
 - to receive the Society's Annual Report;
 - to receive the Society's annual financial statement;
 - to elect officers for the new year;
 - to recognize and reward significant achievements from the year;
 - to decide on any notice of motion proposed by any members;
- c) **Special General Meetings:**
- i A SGM may be called by the executive for any special purpose. That purpose may include, but is not limited to, these examples in the Society's interest:
 - extraordinary issues regarding the treasury;
 - proposed changes to these Articles of Association;
 - proposed changes to the make up, structure or role of the executive.
 - ii A SGM may also be called using a written notice of motion to the executive from no less than TEN (10) members of the Society.
- d) Minutes of General Meetings should be made available to the membership.

Article 14) Executive Meetings

- a) Executive meetings may be held as, when or where required, in order to transact the Society's business and decide on any resolutions put to the meeting.
- b) At all executive meetings, a quorum shall be at least half of the total number of officers elected.
- c) An agreed-upon Chairman will conduct all meetings and every officer is entitled to one vote on every motion put forward.
- d) Every motion put to a vote is, unless otherwise stated, decided by a simple majority vote. Voting follows the procedures outlined in Article 15.
- e) Minutes of meetings should be made available to all members of the Society.
- f) **Virtual Executive Meetings:**

- i Officers may conduct ongoing Society business, including administration, discussion, voting and publicity via electronic network or other agreed-upon method available to all members of the executive.
- ii At a physical executive meeting, email discussions and decisions since the last previous meeting should be summarised and entered into the minutes.

Article 15) Voting

- a) Voting will, in all cases, at all levels, except for contested elections to the executive or unless decided to the contrary by those present at the meeting, be open. It will comprise of a show of hands.
- b) Contested elections of officers will be resolved by a private polling of the attending members.
- c) Every motion put to a vote is, unless otherwise stated, resolved by a simple majority vote cast by members.
- d) In the event of a tie, the motion is defeated.
- e) Postal or proxy votes will only be accepted in a referendum. Votes in-absentia are not considered appropriate for motions undergoing discussion at a General or Executive Meeting.
- f) **Virtual Executive Voting:**
 - i Any officer may call for a vote of the executive via electronic network.
 - ii A motion put to a virtual vote must also include a deadline at which polling ends.
 - iii Virtual voting on motions or items worth less than TWO HUNDRED NZ DOLLARS (NZ\$200.00) inclusive of taxes, charges or sundry expenses, are actionable by the executive.
 - iv Virtual voting on motions or items equal to or more than the amount specified in Article 15.f.iii may be voted upon, but can only be ratified and executed by the executive at the next face-to-face executive meeting.
 - v A motion is passed if:
 - the majority of votes from the executive are in favour of the motion, AND;
 - at least half of the executive has voted by the polling deadline.

Historical Endnote

The Auckland Ultimate executive formed this constitution over the first half of 2003. The forming body was:

Rick Lewis-Shell (President)
Kristen Lewis-Shell (Secretary)
Iain Stewart (Treasurer)
Rebecca Blakey (League Coordinator)
Bryan Holyoake (Student Representative)
Richard Bulkeley (Member at Large)
Dave Horn (Member at Large)

The constitution was aimed to satisfy two main conditions:

- i to conduct ourselves in the business sector with strong, leadership principles, while providing the maximum protection for its membership, and;
- ii to provide a template that other discsports bodies may use or amend as they see fit, with a minimum of fuss.

The constitution has been looked over informally by a legal representative and has been deemed a fit document for incorporation.

The constitution was ratified and signed at Cox's Bay Reserve in light drizzle before a casual game of Ultimate on Sunday, 27 July, 2003 by members of AU:

Rebecca Blakey	Caedman Oakley	Richard Bulkeley
John Curtin	Bryan Holyoake	Shane Vuletich
Iain Stewart	Tom Webb	Alan McFarlane
Vickie Li	Louisa Moore	Chris Garton
Abby Dowd	Emma Lothian	Sherif Ibrahim

Any information not covered in this constitution about the running of Auckland Ultimate as a representative body is either covered in the Incorporated Societies Act 1908 (and subsequent amendments) or [AU Executive Bylaws](#).