

**RULES OF
New Zealand Esports Federation Incorporated**

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1 Name

- 1.1** The name of the Incorporated Society is the New Zealand Esports Federation Incorporated.

2 Registered Office

- 2.1** The registered office of the Society will be 1/63 Corinthian Drive, Albany, Auckland 0632

3 Objects

- 3.1** The objects of the New Zealand Esports Federation Incorporated (**Society**) are to:
- (a) To promote participation in esports in New Zealand.
 - (b) To advocate for the recognition of esports as an indoor sport in New Zealand and inclusion in the Olympics.
 - (c) To promote the social, health and educational benefits of esports and video games for youth and the wider community.
 - (d) To promote a healthy and balanced lifestyle for esports participants.
 - (e) To act as a regulatory body for esport events and competitions in New Zealand.
 - (f) To carry out any activity or support any person or organisation that may contribute to the above objects.
 - (g) Make regulations or bylaws to advance the attainment of any of the above objects.
 - (h) Do any act or thing incidental or conducive to the attainment of any of the above objects.
- 3.2** Notwithstanding Rule 3.1:
- (a) Pecuniary gain is not a purpose of the Society, and
 - (b) No member of the Society will derive any personal pecuniary gain from membership of the Society.

4 Powers

- 4.1** In addition to its statutory powers, the Society:
- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient or contract with commercial operators for the supply of goods or services,
 - (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
 - (c) May invest in any investment in which a trustee might invest, and
 - (d) Will have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers will not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members.
- 4.2** Notwithstanding any other provision, the Society will not expend any money:
- (a) Other than to further purposes recognised by law, nor
 - (b) For the sole personal or individual benefit of any Member.
- 4.3** Any transactions between the Society and any Member, Officer or member of the Committee, or any associated persons will be at arms' length, subject to approval by Executive Resolution and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions will be limited to:
- (a) A fair and reasonable reward for services performed,

- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5 Membership

5.1 The classes of membership and the method by which members are admitted to different classes of membership (together the **Members**) is as follows:

(a) **Executive Member**

An Executive Member is an individual or incorporated or unincorporated body admitted to membership under Rule 6 and who or which has not ceased to be a member under any other Rule and who has paid the required subscription or levy. An Executive Member will have all membership rights, privileges and duties plus the right to vote on any Executive Resolution.

(b) **Full Member**

A Full Member is an individual or incorporated or unincorporated body admitted to membership under Rule 6 and who or which has not ceased to be a member under any other Rule and who has paid the required subscription or levy. A Full Member will have all membership rights, privileges and duties.

(c) **Benefits Member**

A Benefits Member is an individual, incorporated or unincorporated body admitted to membership under Rule 6 and who or which has not ceased to be a member under any other Rule and who has paid the required subscription or levy. A Benefits will not be entitled to vote on any motion but will have all other membership rights, privileges or duties.

(e) **Associate Member**

An Associate Member is an individual, incorporated or unincorporated body admitted to membership under Rule 6 and who or which has not ceased to be a member under any other Rule and will not be required to pay any subscription or levy. An Associate Member will have no membership rights, privileges or duties.

(f) **Life Member**

A Life Member is a person honoured for meritorious services to the Society after recommendation by the Committee and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member will have all the rights and privileges of an Executive Member and will be subject to all the rights, privileges or duties of an Executive Member except those of paying subscriptions and levies.

(g) **Honorary Member**

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member will have no membership rights, privileges or duties.

5.2 Every Executive, Full, and Associate Member will advise the Secretary of any change of email address.

5.3 The Secretary will keep a membership register of Executive, Full, and Associate Members recording their names and email addresses and the dates each member became a member.

5.4 All Members will promote the interests and the objects of the Society and will do nothing to bring the Society into disrepute.

5.5 Copies of this constitution will be provided (at cost) to any Member on request.

6 Admission of Members

6.1 Any person upon payment of the required Full Member subscription or levy and completes any required application form (including supplying a valid email address) will be deemed to be a Full Member.

- 6.2** Any person upon payment of the required Benefits Member subscription or levy and completes any required application form (including supplying a valid email address) will be deemed to be a Benefits Member.
- 6.3** Any person upon completion of any required application form (including supplying a valid email address) will be deemed to be an Associate Member.
- 6.4** The period of membership for all Members will be consistent with the financial year of the Society except that where a membership is taken out within three months of the end of a financial year that membership will roll over to include the following financial year.
- 6.5** Any person or any Full, Benefits or Associate Member may apply to the Committee for membership as an Executive Member. In order for an applicant to be accepted as an Executive Member, an Executive Resolution in favour of that person or Member's acceptance must be passed.
- 6.6** If any Executive Member is a non-natural person and ceases to exist (whether through liquidation or removal from the applicable), any member, director, shareholder or other related party of that Member may be assigned that Member's status as an Executive Member subject to the approval of a majority of the Committee.
- 6.7** The Executive Members of the Society as at the date of incorporation of the Society are those persons listed in Appendix 1.

7 Subscriptions and Levies

- 7.1** The annual subscription and any capitation fees for different classes of membership for the following calendar year will be set by the Committee provided that Associate Members will not be required to pay any subscription or levy.
- 7.2** The Committee may by resolution impose a levy or levies on Members in different classes of membership in any calendar year up to a maximum totalling 50 per cent of the annual subscription for that year for each class of Member.
- 7.3** Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set will be considered as in default and will (without being released from the obligation of payment) have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Committee may determine, the Member's membership will be deemed to have been terminated and the Member will cease to hold himself or herself out as a member of the Society, and will return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals).

8 Cessation of Membership

- 8.1** Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation will take effect from the end of the Society's then current financial year, but the member resigning will remain liable to pay all subscriptions, levies and any other fees to the end of that year, and will cease to hold himself or herself out as a member of the Society, and will return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).
- 8.2** The Committee may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 8.3** After due enquiry and having given the Member the right to be heard, the Committee may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member or failing to act consistently with the objects of the Society. If the Member does not so retire, the Committee may recommend to a General Meeting that the member be expelled, and after the Member

has been given the opportunity of being heard by or providing written comments to the General Meeting, that General Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting.

9 Re-admission of former members

9.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Committee.

9.2 However, if a former member's membership was terminated under either of Rules 8.2 or 8.3 the applicant will not be re-admitted by the Committee without the prior approval of a General Meeting passed by a two-thirds majority of those present and voting.

10 Election of Officers and Executive

10.1 The following Officers will be elected annually from the Executive Members only:

- (a) A Chair, Deputy Chair, Secretary and Treasurer (**Officers**); and
- (b) not less than 2 other Committee members, who (together with the immediate past Chair in the year following that person's last year as Chair) will be the Society's Committee.

10.2 The Chair (and, in the absence of the Chair, the Deputy Chair) will, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Society.

10.3 The election of the Committee will be conducted as follows:

- (a) Written nominations for nominees from the Executive Members under Rule 10.1, accompanied by the written consent of each nominee, will be received by the Secretary not less than 20 clear days before the date of the Annual General Meeting.
- (b) Not less than 10 clear days before the date of the Annual General Meeting the Secretary will email to all Members such information (not exceeding two sides of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
- (c) If there are insufficient valid nominations received under sub Rule 10.3(a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) Only Executive, Full and Life Members may vote on the election of the Committee.
- (e) Votes will be cast in such manner as the chair of the Annual General Meeting will determine.
- (f) The Secretary and some other Member (who is not a nominee) designated by the chairperson of the Annual General Meeting will act as scrutineers for the counting of the votes and destruction of any voting papers.
- (g) In the event of any vote being tied the tie will be resolved by the incoming Committee.

10.4 The Secretary and Treasurer or Secretary/Treasurer (who must be Executive Members but need not be Committee members elected under Rule 10.1) will be appointed by the Committee and may be paid such remuneration or honorarium as the Committee may from time to time determine.

10.5 If a vacancy in the position of Chair, Deputy Chair, Secretary, Treasurer or Secretary/Treasurer or other Committee member occurs between Annual General Meetings that vacancy will be filled by an Executive Resolution.

10.6 Any member of the Committee may be removed by an Executive Resolution.

11 Management by the Committee

11.1 From the end of each Annual General Meeting until the end of the next, the Society will be administered, managed and controlled by the Committee, which will be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

- 11.2** Subject to these Rules and the resolution of any General Meeting, the Committee may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 11.3** All Committee meetings will be chaired by the Chair or in the Chair's absence by the Deputy Chair, or in the absence of both of them by some other Committee member elected for the purpose by the meeting, and any such chairperson will have a deliberative and casting vote.
- 11.5** The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 11.6** The quorum for Committee meetings is at least five of the Committee members. Any resolution of the Committee will be passed by a simple majority of Committee members present and entitled to vote. The Chair will have a deciding vote in the case of a deadlock on any resolution.
- 11.7** Any Member has the right to attend and speak at any Committee meeting, but not to exercise a vote. The Chair or other chairperson of a Committee meeting may declare that a member of the Committee or Member's right to speak has lapsed if the Chair or chairperson decides, in their discretion, that the member of the Committee or Member has exceeded their allocated time for addressing the Committee.
- 11.8** Only Committee members elected under Rule 10.1 or appointed under Rule 10.5 who are present in person or by telephone or video link will be counted in the quorum and entitled to vote at a Committee meeting.
- 11.9** The Committee may appoint subcommittees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
- (a) The quorum of every subcommittee is half the members of the subcommittee,
 - (b) No subcommittee will have power to co-opt additional members,
 - (c) No subcommittee may commit the Society to any financial expenditure without the express prior authorisation of the Committee, and
 - (d) No subcommittee may delegate any of its powers.
- 11.10** In lieu of a meeting of the Committee, the Committee and any subcommittee may act by written resolution approved by not less than two thirds of all the members of the Committee or subcommittee through a written ballot conducted by email.
- 11.11** The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies will be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies will be available at all reasonable times for inspection by members, and copies will be provided (at cost) to any Member on request.
- 11.12** The Chair (and in the absence of the Chair the Deputy Chair) will, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Society.
- 11.13** Other than as prescribed by statute or these Rules, the Committee may regulate its proceedings as it thinks fit.
- 11.14** Members of the Committee and of subcommittees will be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.
- 11.15** Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules will be final and binding on all Members.
- 11.16** Each Officer will within one calendar month of submitting a resignation or ceasing to hold office deliver to that Officer's successor all books, papers and other property of the Society possessed by such former Officer.
- 11.17** The Committee may employ any person or company to administer or manage the affairs of the Society.

11.18 Indemnity for Committee:

- (a) No Officer or member of the Committee will be liable for the acts or defaults of any other Officer or member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) The Officers, Committee and each of its members will be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

12 Secretary

- 12.1** The Secretary will record the minutes of all General Meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will prima facie be a true and correct record of what occurred at that meeting.
- 12.2** The Secretary will hold the Society's records, documents, and books.
- 12.3** The Secretary will deal with and answer correspondence and perform such other duties as directed by the Committee.
- 12.4** The Committee will have the power in its discretion to suspend or remove the Secretary from office by a vote passed by two thirds of the Committee members.

13 Registered Office

- 13.1** The Registered Office of the Society will be at such place as the Committee from time to time determines.

14 Finance

- 14.1** The Treasurer will keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Committee meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 14.2** The Committee will maintain bank accounts in the name of the Society, and all cheques and withdrawal forms will be signed by two members of the Committee or the Secretary and countersigned by a member of the Committee.
- 14.3** All money received on account of the Society will be banked within seven days of being received.
- 14.4** All accounts paid or for payment over \$500 will be submitted to the Committee for prior approval of payment.
- 14.5** The Society's financial year will commence on 1 October of each year and end on 30 September in the following year.
- 14.6** The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Committee will appoint a replacement auditor.

15 Execution of Documents and Changing Rules

- 15.1** The Common Seal of the Society will be retained by the Secretary.
- 15.2** Documents will be executed for the Society pursuant to a resolution of the Committee:
 - (a) By affixing the Common Seal witnessed by the Chair or Deputy Chair and countersigned by some other member of the Committee, or
 - (b) Where the document is not required by statute to be executed under common seal, by the Chair or Deputy Chair and some other member of the Committee signing on behalf of the Society.

- 15.3** The Society may alter or replace these Rules at any General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 15.4** Any proposed motion to amend or replace these Rules will be signed by at least 10 eligible Members and given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 15.5** At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary will give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 15.6** When a Rule change is approved by a General Meeting, no Rule change will take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- 15.7** No addition to our alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16 General Meetings

- 16.1** The Annual General Meeting will be held no later than 30 November in each year at a time and place fixed by the Committee.
- 16.2** Special General Meetings may be called by the Committee or by written requisition to the Secretary signed by not less than 25% of the financial Executive and Full Members.
- 16.3** At least 10 clear days before any General Meeting the Secretary will email to all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Committee's recommendations in respect thereof). The failure for any reason of any Member to receive such notice will not invalidate the meeting or its proceedings.
- 16.4** General Meetings may be attended by all Members of whatever class of membership, but only financial Executive, Full and Life Members are entitled to vote. Only Executive, Full and Life Members who are present in person, by proxy or by telephone or video link will be counted in the quorum and entitled to vote at a General Meeting.
- 16.5** A financial Executive, Full or Life Member will be entitled to vote by written proxy in favour of another financial Executive, Full or Life Member present at the meeting, but no other proxy voting will be permitted.
- 16.6** The quorum for General Meetings is no less than 10 Executive, Full or Life Members or, if there are less than 10 Executive, Full or Life Members of the Society, all the Executive, Full and Life Members.
- 16.7** All General Meetings will be chaired by the Chair or in the Chair's absence by the Deputy Chair or in the absence of both of them by some other Committee member elected for the purpose by the Meeting, and any such chairperson will have a deliberative and casting vote.
- 16.8** Votes will be exercised as follows:
- (a) At General Meetings voting will be by voices, by show of hands or, on demand of the chairperson or of any financial Executive Member present, by secret ballot, and on any secret ballot each financial Executive, Full or Life Member will be entitled to one vote.
 - (b) Unless otherwise required by these rules, all questions will be determined by a simple majority of those present and voting at the General Meeting.
- 16.9** Subject to any Executive Resolution to the contrary in respect of a Reserved Matter, a resolution passed by the required majority at any General Meeting binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 16.9** The business of the Annual General Meeting will be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the Committee,
- (c) Statement of Accounts,
- (d) Election of any Patron(s), the Officers, and the Committee,
- (e) Motions of which notice has been given,
- (f) Review of the operational budget for the next financial year, and
- (g) General business.

16.10 Any member wishing to give notice of any motion for consideration at the Annual General Meeting will forward written notice of the same to the Secretary not less than 5 clear days before the date of the Meeting. The Committee may consider all such notices of motion and provide recommendations to members in respect thereof.

17 Executive Resolutions and Spokespeople

17.1 A resolution of two thirds of the Executive Members (**Executive Resolution**) may be passed in order to veto a resolution of a Meeting of the Society (including an Annual General Meeting) in respect of any of the matters set out in Appendix 2 (**Reserved Matters**).

17.2 Spokespeople for the Society will be appointed by the Committee from the Executive Members. There will be at least two spokespeople at any one time. No other member will be authorized to speak on behalf of the Society in a public forum or to the media without the written consent of the Committee.

18 Intellectual Property

18.1 All intellectual property rights in any material produced by a Member (including without limitation text, photographs, videos, charts, graphs or diagrams) (**Society IP**) will at all times remain the property of the Society.

18.2 All intellectual property rights in any marketing, promotional or research materials produced by a Member for the Society (**Society Materials**) will at all times remain the property of the Society.

18.3 If required by the Committee, each Member will execute such documents as reasonably required by the Committee to vest ownership of the Society IP and Society Materials in the Society.

18.4 The Society will not pay for any materials to be produced by any third party for the Society (**Third Party Materials**) without first entering into a written agreement with that third party to record that ownership in such Third Party Materials vests in the Society or that the Society has a perpetual, royalty free and non-revocable licence to use such Third Party Materials which can be freely sublicensed.

19 Winding up

19.1 The Society may only be wound up after the passing of a resolution voting in favour of dissolution by an Executive Resolution and conducted in accordance with the Incorporated Societies Act 1908 (or any successor legislation).

19.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities will be transferred to a related charity and no Member will profit from that process

Appendix 1
Initial Executive Members

John McRae

Daniel Wrightson

Scott Couch

Duane Mutu

Benjamin Lenihan

James Lewis-Pullen

VADR Media Limited

Flametree Media Limited

V1 Media Ltd (Formally Let's Play Media Limited)

Appendix 2
Reserved Matters

1. Acceptance of a person as an Executive or Life Member.
2. Dissolution of the Society.
3. Any amendment or replacement of the Rules of the Society.
4. The entering into of any contract or financial commitment by the Society with an annual value of more than \$1,000.
5. Any removal of an Officer or member of the Committee from their post.
6. The expulsion of a Member from the Society.
7. Any borrowing or other credit arrangement by the Society.
8. The disposal or licensing of any of the intellectual property rights of the Society in the Society IP, Society Materials or Third Party Materials.