# The Society for Creative Anachronism (New Zealand) Inc.

# Constitution

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# Contents


**1 Introductory rules** **4**
- 1.1 Constitution . . . 4
- 1.2 Context . . . 4
- 1.3 Definitions . . . 5
- 1.4 The name of the society . . . 8
- 1.5 Charitable status . . . 9
- 1.6 The purposes of the society . . . 9
- 1.7 Act and regulations . . . 10
- 1.8 Restrictions on SCANZ powers . . . 10
- 1.9 Registered office . . . 10
- 1.10 Contact person . . . 10

**2 Members** **12**
- 2.1 Minimum number of members . . . 12
- 2.2 Types of members . . . 12
- 2.3 Becoming a member . . . 13
- 2.4 Members' obligations and rights . . . 13
- 2.5 Subscriptions and fees . . . 14
- 2.6 Ceasing to be a member . . . 14
- 2.7 Obligations once membership has ceased . . . 16
- 2.8 Becoming a member again . . . 16

**3 General meetings** **17**
- 3.1 Procedures for all general meetings . . . 17
- 3.2 Minutes . . . 19
- 3.3 Annual general meetings . . . 19
- 3.4 Special general meetings . . . 19

**4 Committee** **21**
- 4.1 Committee composition . . . 21
- 4.2 Functions of the committee . . . 21
- 4.3 Powers of the committee . . . 21
- 4.4 Sub-committees . . . 21
- 4.5 General matters: Committees . . . 22

**5 Committee meetings** **23**
- 5.1 Procedure . . . 23
- 5.2 Frequency . . . 23
- 5.3 Minutes . . . 24

**6 Officers** **25**
- 6.1 Qualifications of officers . . . 25
- 6.2 Officers' duties . . . 26

6.3 Election or appointment of officers . . . . . 31
6.4 Term . . . . . 34
6.5 Removal of officers . . . . . 35
6.6 Ceasing to hold office . . . . . 35
6.7 Conflicts of interest . . . . . 36

**7 Records** **38**
7.1 Register of members . . . . . 38
7.2 Interests register . . . . . 38
7.3 Access to information for members . . . . . 39

**8 Finances** **41**
8.1 Control and management . . . . . 41
8.2 Balance date . . . . . 42
8.3 Financial reporting . . . . . 42

**9 Dispute resolution** **43**
9.1 Meanings of dispute and complaint . . . . . 43
9.2 How a complaint is made . . . . . 44
9.3 Person who makes a complaint has a right to be heard . . . . . 44
9.4 Person who is subject of a complaint has a right to be heard . . . . . 45
9.5 Investigating and determining a dispute . . . . . 46
9.6 SCANZ may decide to not proceed further with a complaint . . . . . 46
9.7 SCANZ may refer a complaint . . . . . 46
9.8 Decision makers . . . . . 47

**10 Liquidation and removal from the register** **48**
10.1 Resolving to put SCANZ into liquidation . . . . . 48
10.2 Resolving to apply for removal from the register . . . . . 48
10.3 Surplus assets . . . . . 48

**11 Alterations to the constitution** **49**
11.1 Amending this constitution . . . . . 49

**12 Other** **50**
12.1 Common seal . . . . . 50
12.2 Bylaws . . . . . 50

# 1 Introductory rules

## 1.1 Constitution

1. This document is the **constitution** of the Society for Creative Anachronism (New Zealand) Incorporated (referenced in this **constitution** as "**SCANZ**"), incorporated under the Incorporated Societies Act 2022.
2. This **constitution** entirely replaces the rules of incorporation for the Society for Creative Anachronism (New Zealand) Incorporated under the Incorporated Societies Act 1908.
3. All rules in this **constitution** are numbered and lettered (e.g. 1.2.3.a.ii) to facilitate referencing.

## 1.2 Context

1. The Society for Creative Anachronism (SCA) is an international non-profit volunteer educational organisation comprised of affiliated organisations. The SCA is devoted to the research and re-creation of pre-17th century skills, arts, combat, culture, and employing knowledge of world history to enrich the lives of participants through events, demonstrations, and other educational presentations and activities.
2. **SCANZ** is the New Zealand instance of this global organisation.
3. Other instances of this organisation include:
   (a) The Society for Creative Anachronism Incorporated in California, USA (**SCA Inc**)
   (b) The Society for Creative Anachronism Limited Australia (**SCA Ltd**)
   (c) and other incorporations in Europe and Canada.
4. **SCANZ** and any other affiliates within New Zealand or Australia and their territories are the corporate organisations that provide the administration for recreational and educational activities of the shared recreational entity known as the **"Kingdom of Lochac"**, or "Lochac". The other affiliates include **SCA Ltd**, and any under the auspices of student unions in New Zealand and Australia.
   (a) This recreational entity has structures and appointments that support participation in the activities that are the organisation's purpose which may be outside of, but are subservient to the requirements and appointments in this **constitution**.
5. **SCA Inc** has a document known as the "Organizational Handbook", that contains the mission and values of the **SCA** and a section called **"Corpora"** that lays out the governance of the recreation activities of the **SCA**.

6. In order to remain aligned with the international **SCA** organisation, **SCANZ** will endeavour to maintain its body of rules in line with the mission and values and with **Corpora**. **SCANZ** reserves the right to deviate from **Corpora** where required by New Zealand law or the interests of its membership.
7. From time to time, **SCA Inc.** will make amendments to **Corpora**. When this occurs, **SCANZ** will evaluate what changes will be made this **constitution** and other policies, if any.
8. Changes to our **affiliate** organisations' rules and procedures have no effect within New Zealand unless implemented by **SCANZ**.
9. Changes to policies and procedures held jointly with **SCA Ltd** must be agreed to by both organisations, or the policy or procedure must be separated by jurisdiction.
10. The rules and procedures around **SCANZ's** activities that are not otherwise covered by the **SCANZ constitution**, **SCANZ** affiliation (operating) agreements or **SCANZ** bylaws or policies are found in:
    (a) The Corpora of the Society for Creative Anachronism Inc.,
    (b) **SCA Inc's** Society Officers' policies,
    (c) The document known as the “Book of Laws of the Kingdom of Lochac”, and
    (d) The **Kingdom of Lochac's** administrative handbooks and rules for the various activities and procedures that are regulated.

## 1.3 Definitions

1. In this **constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

   **Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

   **Affiliate and affiliates** means other instances of the Society for Creative Anachronism (**SCA**) encompassed by an **operating (affiliation) agreement**, whether directly or indirectly.

   **Affiliate member{** means a member of one of the other instances of the SCA encompassed by an **operating (affiliation) agreement**, whether directly or indirectly.

   **Annual general meeting (AGM)** means a meeting of the **subscribing members** of **SCANZ** held once per year which, among other things, will receive and consider reports on **SCANZ's** activities and finances.

   **Baron or Baroness** means the titular head of a **barony** and does not mean any real-world nobility.

   **Barony** A **geographical branch** of the **SCA**.

**Branch** means any branch of the **SCA**, as defined in **SCA Inc's** Corpora.

**Canton** A **branch** of the **SCA** that is supported within a **barony**.

**Chair** means the **officer** responsible for chairing **general meetings** and **committee meetings**, and who provides leadership for **SCANZ**.

**Chairperson** means the person chairing a meeting, who may or may not be the **chair** of **SCANZ**.

**College** means an affiliated **branch** of the **SCA** based in an educational institution that is under the auspices of a student union and its rules, not this **constitution**. They are administered independently of any **geographical branch** they are within the geographical boundaries of.

**Committee** means the governing body of **SCANZ**, as set out in this **constitution**.

**Committee meeting** means a meeting of the **committee** convened according to the process in this **constitution**.

**Complaint and dispute** have the meanings contained within section 38 of **the Act**.

**Constitution** means the rules in this document.

**Contact details** means a physical or an electronic address used by the person and a telephone number that is used by the person.

**Corporate officers** means the **SCANZ registrar**, SCANZ treasurer, and SCANZ diversity, equity and inclusion officer

**Crown** means the titular heads of the recreational entity of the **Kingdom of Lochac**, and does not mean any real-world royal persons.

The Crown is most commonly a **king** and **queen**, but may be any combination of the two.

**Event** means an **SCA**-sponsored event as defined in **SCA Inc's** Corpora

**Event member** means an individual who has consented to be granted temporary membership with limited privileges for a single **event**, according to this **constitution**.

**Financial statements** has the same meaning as section 6 of the Financial Reporting Act.

**General meeting** means either an **annual general meeting** or a **special general meeting** of the **subscribing members** of **SCANZ**.

**Geographical branch** means any **branch** either of **shire** or greater status, or of lesser status than **shire** but occupying a unique geographical area not encompassed by any other **branch**.

**Great officer** means one of the kingdom-level roles defined as a Great officer in the “Book of Laws of the Kingdom of Lochac”. These roles may or may not include **officers** of **SCANZ**.

**Interested member** means a member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**Interests register** means the register of interests of **officers**, kept under this **constitution** and as required by section 73 of the Act.

**King** means one of the pair that comprises the **Crown** and does not mean any real-world royal person.

**Kingdom** A geographical branch of the **SCA**, ruled by a **King** and **Queen** (or combination thereof).

**Kingdom-level** means something that supports the **Kingdom of Lochac** as a whole, not specific **branches**.

**Kingdom of Lochac** means the recreational entity that supports the educational and recreational aspects of **SCANZ's** purposes, jointly with **SCA Ltd**.

**Matter** means -

- **SCANZ's** performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by **SCANZ**.

**Member** means both **subscribing members** and **event members** as defined here.

**Notice** to **members** includes any notice given by email, post, or courier.

**Officer** means a natural person who is:

- a member of the **committee**, or
- occupying a position in **SCANZ** that allows them to exercise significant influence over the management or administration of **SCANZ**, including any Chief Executive or Treasurer.
- individuals appointed to roles that facilitate the management and administration of **SCANZ**, its branches and its activities, listed in 6.2.4.

**Operating agreement** An affiliation agreement between two instances of the SCA that documents the relationship between the two organisations and describes the mutual rights and obligations of the parties.

**Prince or Princess** means the titular heads of a **Principality** and does not mean any real-world royal person.

**Principality** A geographical branch within a **kingdom** of the **SCA**, ruled by a **Prince** and **Princess** (or combination thereof).

**Queen** means one of the pair that comprises the **Crown** and does not mean any real-world royal person.

**Reeve** The treasurer of a **branch**.

**Register of members** means the register of **members** kept under this **constitution** as required by section 79 of the Act.

**SCA** The Society for Creative Anachronism (SCA) is an international non-profit volunteer educational organisation comprised of affiliated organisations devoted to the research and re-creation of pre-17th century skills, arts, combat, culture.

**SCA Inc** means the Society for Creative Anachronism Incorporated in California, USA.

**SCA Ltd** means the Society for Creative Anachronism Ltd (Australia).

**SCANZ** means the Society for Creative Anachronism (New Zealand) Incorporated.

**SCANZ Registrar** means the officer who maintains the **register of members** of **SCANZ**.

**Secretary** means the officer responsible for the matters specifically noted in this **constitution**.

**Seneschal** The person responsible for the administrative oversight of a **branch**.

**Shire** A **geographical branch** of the **SCA**.

**Special general meeting** means a meeting of the **subscribing members**, other than an **annual general meeting**, called for a specific purpose or purposes.

**Subscribing member** means an individual who has consented to become a subscribing **member** of **SCANZ**, by following the procedure in the relevant section of this **constitution**.

**Vice-chair** means the **officer** elected or appointed to deputise in the absence of the **Chair**.

**Working days** mean as defined in the Legislation Act 2019. Examples of days that are not working days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 1.4 The name of the society

1. The name of the society is “Society for Creative Anachronism (New Zealand) Incorporated” (in this **constitution** referred to as **“SCANZ”**).

## 1.5 Charitable status

1. **SCANZ** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 1.6 The purposes of the society

1. **SCANZ** is a not-for-profit educational, sporting and recreational society whose purposes include:
   (a) conducting and promoting research into pre-17th century culture and life; and
   (b) presenting activities and events which recreate the environment of said era, such as, but not limited to, tournaments, jousts, feasts, fairs, dances, classes; and
   (c) actively pursuing and encouraging the recruitment of new **members** into **SCANZ** and its affiliates; and
   (d) undertaking such activities as may be reasonably expected in a society of this nature.
2. **SCANZ** must not operate for the purpose of, or with the effect of -
   (a) distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its **members** or other individuals (whether in money or in kind); or
   (b) having capital that is divided into shares or stock held by its **members** or other individuals; or
   (c) holding property in which its **member**s have a disposable interest (whether directly, or in the form of shares or stock in the capital of **SCANZ** or otherwise).
3. But **SCANZ** will not operate for the financial gain of **members** simply if **SCANZ** -
   (a) engages in trade,
   (b) reimburses a **member** for reasonable expenses legitimately incurred on behalf of **SCANZ** or while pursuing **SCANZ's** purposes,
   (c) provides benefits to members of the public or members of a class of the public and those persons include **members** or their families,
   (d) provides educational scholarships or grants to **members** or their families,
   (e) pays a **member** a salary or wages or other payments for services to **SCANZ** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit,

or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of **SCANZ**),

(f) provides a **member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of **SCANZ**.

(g) on removal of **SCANZ** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **member** that is a not-for-profit entity.

## 1.7 Act and regulations

1. Nothing in this **constitution** authorises **SCANZ** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 1.8 Restrictions on SCANZ powers

1. **SCANZ** must not be carried on for the financial gain of any of its **members**.
2. **SCANZ's** capacity, rights, powers, and privileges are subject to the following restrictions -
   (a) **SCANZ** may not borrow money, nor can its **branches** borrow money in the name of **SCANZ.**

## 1.9 Registered office

1. The registered office of ***SCANZ*** shall be at such place in New Zealand as the **committee** from time to time determines.
2. Changes to the registered office must be notified to the Registrar of Incorporated Societies -
   (a) at least 5 **working days** before the change of address for the registered office is due to take effect, and
   (b) in a form and as required by the **Act**.

## 1.10 Contact person

1. **SCANZ** must have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed.
2. **SCANZ's** contact person must be:
   (a) At least 18 years of age, and
   (b) Ordinarily resident in New Zealand.

3. A contact person is appointed by the **committee**.
4. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
   (a) a physical address or an electronic address, and
   (b) a telephone number.
5. Any change in that contact person or that person's name or contact details must be advised to the Registrar of Incorporated Societies within 20 **working days** of that change occurring, or **SCANZ** becoming aware of the change.

# 2 Members

## 2.1 Minimum number of members

1. **SCANZ** must maintain at least the minimum number of **members** required by the Act. These are counted from **subscribing members** only.

## 2.2 Types of members

1. The classes of membership and the method by which **members** are admitted to different classes of membership are as follows:
   (a) A **subscribing member** is an individual admitted to membership under this **constitution** and who has not ceased to be a **member**, or had their membership suspended, revoked or denied.
      i. A **junior member** is a **subscribing member** under the age of 18.
      ii. Subscribing membership conveys the following privileges:
         A. eligibility to hold office in **SCANZ**, if not otherwise ineligible.
         B. the right to vote in polls, submit and vote upon motions at meetings of **SCANZ**, if aged 14 years or older.
         C. a subscription to the newsletter of the **Kingdom of Lochac**
         D. any other privileges designated by **SCANZ** or its **branches** available to **subscribing members**.
   (b) An **event member** is an individual who is not a current **subscribing member**, but who has been granted temporary membership with limited privileges for a single **event**.
      i. Event membership is required by any individual who is not currently a **subscribing member** of **SCANZ** or an **SCA affiliate**, attending a **SCANZ event**.
      ii. Event memberships will not be granted to individuals who have had membership denied by **SCANZ** or its **affiliates**.
      iii. Event membership does not convey the privileges of a **subscribing membership**.
   (c) An **affiliate member** is an individual who is not a current **subscribing member** of SCANZ, but who has been granted temporary membership with privileges as determined by the **operating agreement** created with the organisation they are a member of.
      i. If there is no direct **operating agreement** with **SCANZ**, **affiliate members** will be granted the same limited privileges as an **event member** for a single **event**.

## 2.3 Becoming a member

### 2.3.1 Consent and approval

1. Every applicant for membership must consent in writing or equivalent electronic record to becoming a **member**.
2. The consent of every **member** to become a **SCANZ member** must be retained in **SCANZ's** membership records.
3. The **committee** may accept or decline an application for membership at its sole discretion. The **committee** must advise the applicant of its decision.
4. Memberships are not transferable.

### 2.3.2 Becoming a subscribing member

1. An applicant for subscribing membership must complete the application form supplying any information as may be reasonably required by the **committee** regarding an application for membership, and signing this completed form or an equivalent electronic action, will become a **subscribing member** on acceptance of that application by the **committee**, and payment of at least 1 year's membership fee.

### 2.3.3 Becoming an event member

1. Participants at **SCANZ events**, who are not **subscribing members** of **SCANZ** or its affiliates, must complete and sign an event membership form, and supply any information as may be reasonably required by the **committee** regarding an application for membership, and pay any relevant event member fee.
2. They will be considered **members** for the duration of that **event** but will accrue none of the privileges extended to **subscribing members**.

## 2.4 Members' obligations and rights

1. Every **subscribing member** must provide **SCANZ** in writing with that **member's** name and **contact details** (namely, physical and email address and a telephone number) and promptly advise **SCANZ** in writing of any changes to those details while they remain a **member**.
2. Every **event member** must provide **SCANZ** in writing with that **member's** name, physical or email address and a telephone number.
3. All **members** will promote the interests and purposes of **SCANZ** and its **affiliates** and must do nothing to bring **SCANZ** or its **affiliates** into disrepute.
4. All **members** agree to abide by the lawful and reasonable instructions of agents of **SCANZ**.

5. A **member** is only entitled to exercise the rights of membership (including attending and voting at **general meetings**, accessing or using **SCANZ's** premises, facilities, equipment and other property, and participating in **SCANZ** activities) if all subscriptions and any other fees have been paid to **SCANZ** by their respective due dates.
6. The **committee** may decide what access or use **members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by **SCANZ**, and to participate in **SCANZ** activities, including any conditions of and fees for such access, use or involvement.

## 2.5 Subscriptions and fees

1. Subscribing memberships are deemed to start on the date on which the **SCANZ Registrar** enters that membership on **SCANZ's** register of **members**.
2. Subscribing memberships are for 1 year or any longer periods chosen on the membership form and expire at the end of the calendar month the membership started in.
3. Fees for each class of membership may be reviewed at a **committee meeting** at the discretion of the **committee**. A review need not always result in an adjustment.
4. The **committee** may set different rates within each class of membership using clearly defined criteria, as determined by the **committee**.

## 2.6 Ceasing to be a member

### 2.6.1 General

1. An **event member** ceases to be an **event member** at the end of the **event** that the membership applies to, or earlier if removed from the event by the organisers.
2. A **subscribing member** ceases to be a **member** -
   (a) by resignation by written notice signed by that **member** to the **committee**, or
   (b) by failure to renew their membership subscription, or
   (c) on death, or
   (d) on termination of a **subscribing member's** membership following a dispute resolution process under this **constitution**, or
   (e) by resolution of the **committee** where, in the opinion of the **committee** the **member** has brought **SCANZ** into disrepute.
   (f) with effect from (as applicable) -

i. the date of receipt of the **member's** notice of resignation by the **committee** (or any subsequent date stated in the notice of resignation), or

ii. the date of the end of the **member's** membership subscription, or

iii. the date of death of the **member**, or

iv. the date of termination of the **member's** membership under this **constitution**, or

v. the date specified in a resolution of the **committee** and when a **member's** membership has been terminated the **committee** will promptly notify the former **member** in writing.

### 2.6.2 Revocation and denial of membership

1. Membership of **SCANZ** may be revoked and/or denied at the sole discretion of the **committee** for the following reasons:
   (a) Actions that endanger public health and safety, or disturb the peace of an **SCANZ** activity, in a manner which would make it reasonable for the modern authorities to be called in for assistance.

   (b) Actions in the course of performing official duties on behalf of **SCANZ** which would make it reasonable for the modern authorities to be called in for assistance.

   (c) Actions that endanger the operation or viability of **SCANZ**.

   (d) Violation of the **constitution** or other rules of **SCANZ**.

   (e) Conviction of violation of civil or criminal law.
2. Membership may also be denied if the reasons for a previous revocation of membership are still considered valid by the **committee**.
3. The **committee** may resolve to terminate/revoke or deny membership temporarily for a period determined by the **committee** at the time of the action (suspension), or permanently.
4. In the case of permanent denial of membership, no future membership application will be accepted from the party denied membership.
5. The following procedures must be followed for the **committee** to resolve to terminate/revoke an individual's membership of **SCANZ**:
   (a) a **committee meeting** must be called which the individual in question is invited to attend or submit written grounds to refute the allegations; and

   (b) the individual be provided with the full allegations upon which the revocation is based in writing no less than 1 month in advance of the **committee meeting**; and

   (c) that individual is to be given the opportunity to defend themselves; and

(d) a vote of the **committee** will be taken to decide the issue; and

(e) the individual will be informed in writing of the decision of the **committee**; and

(f) in situations where the **committee** makes a decision to revoke a membership, this decision and the reasons for it must be communicated in writing to the governing bodies of **SCA Inc** and any other **SCA** bodies affiliated with **SCANZ** and to the **SCANZ registrar** who will record the revocation in the membership records.

6. Revocations or denials of membership carried out with due process by **SCA Inc** or any of its **affiliates** and notified to **SCANZ** will be sustained by **SCANZ** in accordance with the **operating agreements** between **SCANZ** and its **affiliates**.

## 2.7 Obligations once membership has ceased

1. An individual who has ceased to be a **member** under this **constitution** -
   (a) must cease to hold themself out as a **member** of **SCANZ**, and

   (b) must return to **SCANZ** or its **branches** all material provided to **members** by **SCANZ** or its **branches.**

   (c) will cease to be entitled to any of the rights of a **SCANZ member**.

   (d) will not be refunded any remaining membership fee.

2. An individual who has had their membership terminated following a **dispute resolution process** under this **constitution** or a resolution by the **committee** that the individual has brought the organisation into disrepute -
   (a) must also cease to participate in the activities of **SCANZ** or any other **SCA** affiliate until this action is reversed.

## 2.8 Becoming a member again

1. Any former **member** may apply for re-admission in the manner prescribed for new applicants.

2. But, if a former **member's** membership was terminated following a disciplinary or dispute resolution process (revoked and/or denied by **SCANZ**), the applicant may be re-admitted only by a resolution passed at a **general meeting** on the recommendation of the **committee**.

# 3 General meetings

## 3.1 Procedures for all general meetings

1. The **committee** must give all **subscribing members** at least 6 weeks written notice of any **general meeting** and of the business to be conducted at that **general meeting**, including a request for any further business.
2. That **notice** will be addressed to each **subscribing member** at the email address notified to the **SCANZ registrar** and recorded in **SCANZ's** register of members. The **general meeting** and its business will not be invalidated simply because one or more members do not receive the **notice** of the **general meeting**.
3. Any interested party may attend **general meetings** but only **subscribing members** may submit motions for and vote at general meetings.
4. **Subscribing members** may vote at general meetings:
   (a) in person, or
   (b) by a written proxy naming an individual entitled to vote at the **general meeting** and received by the **committee** before the start of the **general meeting**, and
   (c) no other proxy voting will be permitted.
5. No **general meeting** may be held unless at least 2/3 of the **committee** and an equal number of eligible **subscribing members** attend throughout the meeting and this will constitute a quorum.
   (a) Either the **chair** or the **vice-chair** must attend the meeting.
6. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of subscribing members – will be dissolved. In any other case it will stand adjourned to a day, time and place determined by the **chairperson**, and if at such adjourned meeting a quorum is not present those **subscribing members** present in person or by proxy will be deemed to constitute a sufficient quorum.
7. A **subscribing member** is entitled to exercise one vote on any motion at a **general meeting** in person or by proxy, and voting at a **general meeting** will be by voices or by show of hands or appropriate electronic voting tool.
8. Unless otherwise required by this **constitution**, all questions will be decided by a simple majority of those **subscribing members** in attendance in person or by proxy and voting at a **general meeting**.
9. Any decisions made when a quorum is not present are not valid.

10. **SCANZ** may pass a written resolution in lieu of a **general meeting**, and a written resolution is as valid for the purposes of the **Act** and this **constitution** as if it had been passed at a **general meeting** if it is approved by no less than 75% of the number of **subscribing members** who are entitled to vote.
    (a) A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **subscribing members**.

    (b) A **subscribing member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **constitution** (for example, by electronic means).

11. **General meetings** may be held at one or more venues by **subscribing members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **subscribing member** a reasonable opportunity to participate.

12. All **general meetings** will be chaired by the **chair**. If the **chair** is absent, the **vice-chair** will chair the meeting.

13. Any person chairing a **general meeting** has a deliberative and, in the event of a tied vote, a casting vote.

14. Any person chairing a **general meeting** may -
    (a) With the consent of a simple majority of **subscribing members** present at any **general meeting** adjourn the **general meeting** from time to time and from place to place but no business can be transacted at any adjourned **general meeting** other than the business left unfinished at the meeting from which the adjournment took place.

    (b) Direct that any person not entitled to be present at the **general meeting**, or obstructing the business of the **general meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **chairperson** be removed from the **general meeting**, and

    (c) In the absence of a quorum or in the case of emergency, adjourn the **general meeting** or declare it closed.

15. The **committee** may propose motions for **subscribing members** to vote on (“committee motions”), which will be notified to **subscribing members** with the notice of the **general meeting**.

16. Any **subscribing member** may request that a motion be voted on (“member's motion”) at a **general meeting**, by giving notice to the **secretary** or **committee** at least 2 weeks before that meeting. The **subscribing member** may also provide information in support of the motion (“member's information”). If notice of the motion is given to the **secretary** or **committee** before written **notice** of the **general meeting** is given to **subscribing members**, notice of the motion will be provided to **subscribing members** with the written **notice** of the **general meeting**.

17. The agenda may not be changed within 2 weeks of the meeting, but may be altered prior to this as long as the agenda is republished.
18. Only motions relevant to the items on the agenda will be voted on at the **general meeting**.

## 3.2 Minutes

1. **SCANZ** must keep minutes of all **general meetings**.

## 3.3 Annual general meetings

1. An **annual general meeting** must be held once a year on a date and at a location and/or using any electronic communication determined by the **committee** and consistent with any requirements in the **Act**, and the **constitution** relating to the procedure to be followed at **general meetings** must apply.
2. The **annual general meeting** must be held within the period of 4 weeks either side of 15 July.
3. The business of an **annual general meeting** is to -
   (a) confirm the minutes of the last **annual general meeting** and any **special general meeting(s)** held since the last **annual general meeting**,
   (b) adopt the annual report on the operations and affairs of **SCANZ**,
   (c) adopt the **committee's** report on the finances of **SCANZ**, and the annual financial statements,
   (d) consider any motions of which prior **notice** has been given to **subscribing members** with notice of the **meeting**.
4. The **committee** must, at each **annual general meeting**, present the following information -
   (a) an annual report on the operation and affairs of **SCANZ** during the most recently completed accounting period,
   (b) the annual financial statements for that period, and
   (c) notice of any disclosures of conflicts of interest made by **officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## 3.4 Special general meetings

1. **Special general meetings** may be called at any time by the **committee** by resolution.

2. The **committee** must call a **special general meeting** if it receives a written request signed by at least 10 percent of **subscribing members.**
3. If more than 2/3 of the **committee** are unable to vote on a particular issue because they have an interest in it, the **committee** must call a **special general meeting** to determine the **matter**.
4. Any resolution or written request must state the business that the **special general meeting** is to deal with.
5. The rules in this **constitution** relating to the procedure to be followed at **general meetings** will apply to a **special general meeting**, and a **special general meeting** shall only consider and deal with the business specified in the **committee's** resolution or the written request by **subscribing members** for the **meeting**.

# 4 Committee

## 4.1 Committee composition

1. The **committee** will consist of 3 **officers**:
   (a) the **chair**
   (b) the **vice-chair**
   (c) the **secretary.**

## 4.2 Functions of the committee

1. From the end of each **annual general meeting** until the end of the next, **SCANZ** shall be managed by, or under the direction or supervision of, the **committee**, in accordance with the Incorporated Societies Act 2022, any regulations made under that **Act**, and this **constitution**.

## 4.3 Powers of the committee

1. The **committee** has all the powers necessary for managing - and for directing and supervising the management of - the operation and affairs of **SCANZ**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **constitution**.
2. The **committee** has the power to appoint such **officers** and enter into contracts for services as are required to carry out the objects of **SCANZ**.

## 4.4 Sub-committees

1. The **committee** may appoint sub-committees consisting of such persons (whether or not **subscribing members** of **SCANZ**) and for such purposes as it thinks fit. Unless otherwise resolved by the **committee** -
   (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
   (b) no sub-committee shall have power to co-opt additional members,
   (c) a sub-committee must not commit **SCANZ** to any financial expenditure without express authority from the **committee**, and
   (d) a sub-committee must not further delegate any of its powers.

## 4.5 General matters: Committees

1. The **committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **committee** or sub-committee meeting.
2. Other than as prescribed by the **Act** or this **constitution**, the **committee** or any sub-committee may regulate its proceedings as it thinks fit.

# 5 Committee meetings

## 5.1 Procedure

1. **Notice** of **committee meetings**, including the agenda, must be published electronically to the membership not less than 1 week before the date of the meeting, so that the membership can provide feedback to the **committee**.
2. Agendas must be worded in such a way as to protect the privacy of any individuals to be discussed.
3. The quorum for **committee** meetings is at least 2/3 the number of members of the **committee**.
4. A meeting of the **committee** may be held either -
   (a) by a number of the members of the **committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
   (b) by means of audio, or audio and visual, communication by which all members of the **committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
5. A resolution of the **committee** is passed at any meeting of the **committee** if a majority of the votes cast on it are in favour of the resolution. Every **officer** on the **committee** shall have one vote.
6. If the **chair** is unavailable, the **vice-chair** will perform the role of chairperson.
7. The **chairperson** has a casting vote in the event of a tied vote on any resolution of the **committee**.
8. The **committee** may choose to invite others, such as (but not limited to) **corporate officers** and the **Kingdom Seneschal**, to advise, inform and/or observe, for all or part of a meeting.
9. Except as otherwise provided in this **constitution**, the **committee** may regulate its own procedure.

## 5.2 Frequency

1. The **committee** shall meet at least monthly, but need only meet once in the December-January period. Meetings shall be at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as the **committee** may determine and otherwise where and as convened by the **chair** or **vice-chair**.
2. **Committee meetings** may be called by the **chair** or by 2 other **committee** members.

## 5.3 Minutes

1. Proper minutes of all proceedings of **committee meetings** must be kept by the **secretary**.
2. The minutes for each **committee meeting** must be reviewed and approved by the **committee** no later than the next succeeding meeting.
3. Duly recorded and approved minutes are, until proven otherwise, evidence that the meeting was convened and duly held, and all proceedings at the meeting have been duly held, and that appointments made at the meeting are valid.
4. Minutes of **committee meetings** will be published on **SCANZ's** website (sca.org.nz), within four (4) weeks after the date of the meeting.
5. Any letter or document sent to the **committee** and cited in the minutes will be considered a public document.
   (a) These may be obtained from the **secretary** by a written request as long as this request itself can be considered a public document.
   (b) The **committee** will honour requests for privacy and rights of authorship.
   (c) If the author of a communication stipulates at the time that it be kept private, it will not be cited in the minutes or distributed outside the **committee** or the appropriate **officers** of **SCANZ** unless the author's permission has been obtained first.
6. The **committee** will not receive, consider or act on anonymous communications.
7. All electronic votes held by the **committee** between **committee meetings** will be listed in the next set of **committee** minutes.

# 6 Officers

## 6.1 Qualifications of officers

1. Every **officer** must be a natural person who -
   (a) has consented in writing to be an **officer** of **SCANZ**, and
   (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **officer** of **SCANZ**.
2. **Officers** must not be disqualified under section 47(3) of **the Act** from being appointed or holding office as an **officer** of **SCANZ**, namely -
   (a) a person who is under 16 years of age
   (b) a person who is an undischarged bankrupt
   (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
   (d) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
   (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
      i. an offence under subpart 6 of Part 4 of **the Act**
      ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
      iii. an offence under section 143B of the Tax Administration Act 1994
      iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
      v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
   (f) a person subject to:
      i. a banning order under subpart 7 of Part 4 of the Act, or
      ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
      iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

(g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

3. To be a candidate for election or appointment as an **officer** a person must -
   (a) consent in writing to be an **officer**, and
   (b) certify in writing that they are not disqualified from being elected or appointed as an **officer** either by this **constitution** or **the Act**.
4. Each officer's certificate shall be retained in **SCANZ's** records.

## 6.2 Officers' duties

### 6.2.1 All officers

1. At all times each **officer**:
   (a) must act in good faith and in what they believe to be the best interests of **SCANZ**,
   (b) must exercise all powers for a proper purpose,
   (c) must not act, or agree to **SCANZ** acting, in a manner that contravenes **the Act** or this **constitution**,
   (d) when exercising powers or performing duties as an **officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
      i. the nature of **SCANZ**,
      ii. the nature of the decision, and
      iii. the position of the **officer** and the nature of the responsibilities undertaken by them
   (e) must not agree to the activities of **SCANZ** being carried on in a manner likely to create a substantial risk of serious loss to **SCANZ** or to **SCANZ's** creditors, or cause or allow the activities of **SCANZ** to be carried on in a manner likely to create a substantial risk of serious loss to **SCANZ** or to **SCANZ's** creditors, and
   (f) must not agree to **SCANZ** incurring an obligation unless they believe at that time on reasonable grounds that **SCANZ** will be able to perform the obligation when it is required to do so.

### 6.2.2 Committee members

1. The duties of the **committee** are to direct and supervise the management of the operations and affairs of **SCANZ** to ensure that the organisation operates for the purposes of the society stated in this **constitution**.
2. The **chair** is responsible for:
   (a) calling **committee meetings**
   (b) chairing **general meetings** and **committee meetings**,
   (c) and providing leadership for SCANZ.
3. The **vice-chair** is responsible for:
   (a) chairing **committee meetings** and **general meetings** in the absence of the **chair**,
   (b) performing the role of the **secretary** in the absence of the **secretary.**
4. The **secretary** is responsible for:
   (a) keeping the minutes of all proceedings of the **committee** and **general meetings**
   (b) any other duties specified in this **constitution**.

### 6.2.3 Corporate officers

#### 6.2.3.1 SCANZ registrar

1. The **SCANZ registrar** must:
   (a) receive all subscriptions and applications for membership, process them promptly and supply each new **member** with a membership card; and
   (b) keep a list of all **members**, containing their name, contact details, and date of membership and any subsequent changes to these, as required by **the Act**, and submit this list to the Registrar of Incorporated Societies if requested to do so; and
   (c) maintain the registered address of **SCANZ**, and notify any change to the Registrar of Incorporated Societies, as required by **the Act**.
   (d) report to the **committee** and its **affiliates** according to guidelines that may be set by the **committee** from time to time.

#### 6.2.3.2 SCANZ treasurer

1. The **SCANZ treasurer** must:
   (a) keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of **SCANZ**; and
   (b) compile an end of year account to be presented at the **annual general meeting**; and

(c) report to the **committee** and its **affiliates** according to guidelines that may be set by the **committee** from time to time.

2. The **SCANZ treasurer** may not be the **reeve** of any **branch**.

#### 6.2.3.3 SCANZ website administrator

1. The **SCANZ website administrator** must:
   (a) maintain the website of **SCANZ** (e.g. sca.org.nz), including publishing and updating such material as agendas, minutes, policies as the **committee** may from time to time require; and

   (b) perform other duties of a related nature, as may be negotiated with the **committee** from time to time.

2. Should the **committee** choose not to appoint a **SCANZ website administrator**, they must perform these duties themselves.

#### 6.2.3.4 SCANZ diversity, equity and inclusion officer

1. The **SCANZ diversity, equity and inclusion officer** must:
   (a) provide advice to the **committee** concerning diversity, equity and inclusion for **SCANZ's** policies and procedures for corporate and recreational activities.

   (b) provide advice and support to **branches** to improve diversity, equity and inclusion in their activities.

   (c) report to the **committee** and its **affiliates** according to guidelines that may be set by the **committee** from time to time.

   (d) perform other duties of a related nature, as may be negotiated with the **committee** from time to time.

2. Should the **committee** choose not to appoint a **SCANZ diversity, equity and inclusion officer**, they must perform these duties themselves.

#### 6.2.3.5 SCANZ health and safety officer

1. The **SCANZ health and safety officer** must:
   (a) provide advice to the **committee** and liaise with relevant officers concerning health and safety matters for **SCANZ's** corporate policies and procedures, and recreational activities.

   (b) provide advice and support to **branches** to improve health and safety in their activities.

   (c) report to the **committee** and its **affiliates** according to guidelines that may be set by the **committee** from time to time.

   (d) perform other duties of a related nature, as may be negotiated with the **committee** from time to time.

2. Should the **committee** choose not to appoint a **SCANZ health and safety officer**, they must perform these duties themselves.

## 6.2.4 Other officers

### 6.2.4.1 Kingdom officers

The following kingdom-level roles are **officers** of **SCANZ:**

#### 6.2.4.1.1 Kingdom Seneschal

1. The Kingdom Seneschal is responsible for coordinating the administration of Lochac's recreational activities on behalf of **SCANZ** and **SCA Ltd**. This includes:
   (a) Appointing:
      i. **seneschals** of New Zealand **branches**, who are also **officers** of **SCANZ**.
      ii. the Kingdom Seneschal's deputies.
   (b) They also administer the selection processes of other kingdom-level appointments even if they aren't the final decision-maker.
   (c) Managing the activities of:
      i. **branch seneschals**
      ii. the Kingdom Seneschal's deputies
   (d) Reviewing sanctions that have not yet been escalated to **SCANZ's** dispute resolution process.
2. The Kingdom Seneschal approves spending of **SCANZ** funds allocated for kingdom-level purchases as part of the Council of the Purse.

#### 6.2.4.1.2 Chancellor of the Exchequer

1. The Chancellor of the Exchequer and their deputy are responsible for coordinating the financial administration of funds that are allocated to the **Kingdom of Lochac** and **branches**. This involves:
   (a) Appointing **reeves** of New Zealand **branches**, who are also **officers** of **SCANZ**
   (b) Managing the activities of **branch reeves**
2. The Chancellor of the Exchequer and their deputy approve spending of **SCANZ** funds allocated to kingdom-level purchases as part of the Council of the Purse, in accordance with applicable financial policy.
3. They report to the **SCANZ Treasurer** as well as following any requirements of **SCA Ltd**.

#### 6.2.4.1.3 The Crown

1. The **Crown** are the titular heads of the recreational entity of the **Kingdom of Lochac**.
2. Their duties are to:
   (a) inspire the membership to engage in the purposes of the **SCA** and be an example of good behaviour and conduct.
   (b) provide recognition and awards to **members**.
   (c) appoint:
      i. **Barons** and/or **Baronesses** of **baronies**
      ii. other kingdom-level roles within the structure of the **Kingdom of Lochac** that are not **officers** of **SCANZ**
3. The **Crown** approves spending of **SCANZ** funds allocated to kingdom-level purchases as part of the Council of the Purse, in accordance with applicable financial policy.

### 6.2.4.2 Branch officers

The following **branch**-level roles in New Zealand are **officers** of **SCANZ**:

#### 6.2.4.2.1 Seneschal

1. The **seneschal** manages the administration of their **branch**.
2. They are delegated the authority to enter into agreements and commit **SCANZ** funds that are allocated to their **branch**, in accordance with applicable financial policy.
3. They can approve transactions for the **SCANZ** sub-account that holds their **branch's** allocated funds.

#### 6.2.4.2.2 Reeve

1. The **reeve** administers the finances allocated to their **branch**, in accordance with applicable financial policy.
2. They can approve transactions for the **SCANZ** sub-account that holds their **branch's** allocated funds.

#### 6.2.4.2.3 Baron and/or Baroness

1. The **Baron and/or Baroness** are the titular heads of a **barony**.
2. Their duties are to:
   (a) inspire the membership to engage in the purposes of the **SCA** and be an example of good behaviour and conduct.
   (b) provide recognition and awards to **members**.

(c) provide pastoral care to **members** of their barony.

(d) perform actions delegated to them by the **Crown**.

## 6.3 Election or appointment of officers

### 6.3.1 Committee members

#### 6.3.1.1 Restrictions on committee members

1. All **committee** members must be:
   (a) **subscribing members** of **SCANZ** throughout their term of office
   (b) eligible to hold an **office**
   (c) least 18 years of age
   (d) resident in New Zealand for at least 1 year prior to the start of their term.
2. **Committee** members must not be:
   (a) **Seneschal** of any sized **branch**
   (b) **Reeve** of any branch of size **barony** or above
   (c) any **Great officer** of any **kingdom**
   (d) **Baron or Baroness** of any **barony**
   (e) **Prince or Princess** of any **principality**
   (f) **King** or **Queen** of any **kingdom**.
3. No previous **committee** member can be eligible for election to the **committee** until 12 months has passed since the final meeting of their previous term.

#### 6.3.1.2 Election of committee members

1. New **committee** members are elected from a list of nominated candidates.
2. Only current **subscribing members** of **SCANZ** are eligible for selection.
3. When a new **committee** member is required, there must be a period of no fewer than 2 weeks during which nominations are called for from the membership.
4. Selection of a new **committee** member from the list of nominees must be made by a vote at the **annual general meeting**, or at a **special general meeting**, convened for the purpose of conducting the vote. The nominated **member** receiving the most votes at the meeting will be appointed to the **committee**.
5. If there is only one eligible **member** on the list of nominees, no vote need be held, and the nominee will be appointed.
6. The newest member on the committee will serve as **secretary**, and move to **chair**, and then **vice-chair** as new committee members are elected.

7. In the event that two new members join the **committee** simultaneously, the roles of **secretary** and **vice-chair** will be assigned as the **committee** sees fit. The role of chair must be assumed by the remaining experienced **committee member**, regardless of which role they would have been otherwise due to assume.
8. In the event that all three **committee members** are new, the roles will be assigned as the **committee** sees fit.

### 6.3.2 Appointment of corporate officers

1. A **SCANZ registrar** and a **SCANZ treasurer** must be appointed as **corporate officers** of **SCANZ** by a majority vote of the **committee**.
2. **Committee** members may not hold the **office** of **SCANZ treasurer** or **SCANZ registrar**.
3. A **SCANZ website administrator** and **SCANZ diversity, equity and inclusion officer** may be appointed as **corporate officers** of **SCANZ** by the same process, or the roles may be carried out personally by the **committee**.
4. All **corporate officers** must be:
   (a) **subscribing members** of **SCANZ** throughout their term of office
   (b) eligible to hold an office
   (c) at least 18 years of age
   (d) resident in New Zealand for at least 1 year prior to the start of their term.

### 6.3.3 Appointment of other officers of SCANZ

1. All **officers** of **SCANZ** must :
   (a) be **subscribing members** of **SCANZ** or **SCA Ltd** throughout their term of **office**
   (b) consent to being an **officer** of **SCANZ**
   (c) be eligible to hold an **office** and certify that they are not disqualified
   (d) at least 18 years of age
   (e) resident in New Zealand or Australia for at least 1 year prior to the start of their term.
2. The following **officers** of **SCANZ** are appointed by joint agreement between the **committee** and Board of **SCA Ltd**. Disagreement will be managed according to the procedures laid out in the **operating agreement**.
   (a) Kingdom Seneschal
      i. The **Kingdom Seneschal** is appointed as an **officer** of **SCANZ** by 2/3 majority vote of the **committee**. The Board of **SCA Ltd** must also approve the appointment.

ii. The Kingdom Seneschal is ineligible to be on the **committee** or become **Crown** during their term as **Kingdom Seneschal**.

(b) Chancellor of the Exchequer and their deputy

i. The **Chancellor of the Exchequer** is appointed as an **officer** of **SCANZ** by 2/3 majority vote of the **committee**. The Board of **SCA Ltd** must also approve the appointment.

ii. If the Chancellor of the Exchequer is not a **subscribing member** of **SCANZ** or not resident in New Zealand, a Deputy Chancellor of the Exchequer for New Zealand must be appointed.

iii. If the Chancellor of the Exchequer is a **subscribing member** of **SCANZ** and resident in New Zealand, a Deputy Chancellor of the Exchequer for Australia must be appointed.

iv. In either case, the Deputy Chancellor of the Exchequer is appointed as an **officer** of **SCANZ** by 2/3 majority vote of the **committee**. The Board of **SCA Ltd** must also approve the appointment.

v. The Deputy Chancellor of the Exchequer for New Zealand may be the **SCANZ treasurer**.

(c) The Crown

i. In addition to the requirements for **officers**, all potential candidates for the role must:

A. be acceptable to the **committee**

B. be acceptable to the current **Crown**

C. be able to obtain passports and other necessary travel documents to travel freely to all countries administered as part of the **Kingdom of Lochac**.

D. not be the current **Crown**.

ii. The **Crown** is appointed by the **committee**, following an approved selection process. The Board of **SCA Ltd** must also approve the appointment.

iii. The **Crown** is ineligible to be any other **officer** of **SCANZ** during their term as **Crown**.

3. Eligibility for **officers** of **SCANZ** for New Zealand **branches** is limited to **subscribing members** of **SCANZ** who have been resident in New Zealand for at least 1 year prior to the start of their term.

4. The appointment of **officers** of **SCANZ** for **branches** has been delegated by the **committee**.

(a) A **branch seneschal** is appointed by the Kingdom Seneschal, in consultation with the outgoing **branch seneschal**.

(b) A **branch reeve** is appointed by the Chancellor of the Exchequer, in consultation with the outgoing **branch reeve** and **branch seneschal**.

(c) **Baron and/or baroness** are appointed by the **Crown**, in consultation with the outgoing **baron and baroness** and local **members**.

## 6.4 Term

### 6.4.1 Committee officers

1. The normal term of office for all **officers** elected to the **committee** will be 3 year(s), expiring no later than 60 days after the end of the **annual general meeting** in the year corresponding with the last year of each **officer's** term of office. The exact date must be specified in the motion to select their replacement. The start of the term of the replacement **committee** member will be the same date.
2. In the event that a **committee** member is elected at a **special general meeting** less than six months before an **annual general meeting**, they may choose to serve until a date no later than 60 days after the fourth **annual general meeting** following their appointment.
3. In the event of no acceptable nominee being available to replace an outgoing member, and if the outgoing **officer** is willing to continue serving, the term may be extended for a period not to exceed 6 months by a unanimous vote of the remaining **committee** members.
4. **Committee officers** cannot serve consecutive terms.

### 6.4.2 Corporate officers

1. **Corporate officers** will be appointed for a term of 2 years, and may be reappointed for a subsequent term, or a new **officer** appointed, at the discretion of the **committee.**

### 6.4.3 Other officers of SCANZ

#### 6.4.3.1 The Crown

1. The normal term of office for the **Crown** is approximately 6 months, beginning at the coronation event after the crown tournament and ending at the coronation of their successors.
2. If one of the **Crown** becomes unable or unwilling to complete their term, the other may continue in the role alone and retain all of the role's authorities.
3. If the current **Crown** become unable or unwilling to complete their term, other eligible candidates from the selection process will be appointed to the role for the duration of the term, with limited authorities.
4. The **Crown** may not be appointed for consecutive terms.

#### 6.4.3.1.1 Baron and/or Baroness

1. The **Baron and/or Baroness** may hold their office for as long as they see fit, with the agreement of the **Crown**.

#### 6.4.3.1.2 Other officers

1. The term of office for all other **officers** of **SCANZ** will be 2 years.
2. They may be reappointed for a subsequent term.
3. No **officer** will be appointed for more than 2 consecutive terms.

## 6.5 Removal of officers

1. A **committee** member or other **officer** can be removed as an **officer** by resolution of the **committee** or the membership of **SCANZ** where in the opinion of the **committee** or the membership of **SCANZ**:
   (a) The **officer** elected to the **committee** has been absent from 3 consecutive **committee meetings** without leave of absence from the **committee**.
   (b) The **committee** member or **officer** has brought **SCANZ** into disrepute.
   (c) The **committee** member or **officer** has failed to disclose a conflict of interest.
   (d) The **committee** passes a vote of no confidence in the **committee** member or **officer**.

   with effect from (as applicable) the date specified in a resolution of the **committee** or the membership of **SCANZ**.
2. Impeachment of a **committee** member will only be considered once a dispute resolution process under this **constitution** has been completed.
   (a) A **committee** member can be impeached by a letter signed by 3 of the **corporate officers** and/or **committee** members, or 25% of the current **subscribing membership**.
   (b) The removal of a **committee** member must be enacted by the **committee** at its next regular meeting after the impeachment is filed, or at a special meeting called for the purpose.
   (c) An impeached member may not vote at this meeting.
3. The removal of **officers** appointed jointly by the **committee** and Board of **SCA Ltd** should be managed by agreement. Disagreement will be managed through the process laid out in the **operating agreement**.

## 6.6 Ceasing to hold office

1. An **officer** ceases to hold office if:

(a) they resign (by notice in writing to the **committee**),

(b) are removed,

(c) become disqualified from being an **officer** under section 47(3) of the **Act**,

(d) die,

(e) or otherwise vacate office in accordance with section 50(1) of the **Act**.

2. A **committee** member wishing to resign before the expiry of their term should give the committee as much notice as possible, in writing, so that the process of electing a replacement **committee** member can begin in a timely manner.

3. Each **officer** must within 20 **working days** of submitting a resignation or ceasing to hold office, deliver to the **committee** (or their successor) all books, papers and other property of **SCANZ** held by such former **officer**.

## 6.7 Conflicts of interest

1. An **officer** or member of a sub-committee who is an **interested member** in respect of any **matter** being considered by **SCANZ**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) -

   (a) to the **committee** and or sub-committee, and

   (b) in an interests register kept by the **committee**.

2. Disclosure must be made as soon as practicable after the **officer** or member of a sub-committee becomes aware that they are interested in the **matter**.

3. An **officer** or member of a sub-committee who is an **interested member** regarding a **matter** -

   (a) must not vote or take part in the decision of the **committee** and/or sub-committee relating to the **matter** unless all members of the **committee** who are not interested in the **matter** consent; and

   (b) must not sign any document relating to the entry into a transaction or the initiation of the **matter** unless all members of the **committee** who are not interested in the **matter** consent; but

   (c) may take part in any discussion of the **committee** and/or sub-committee relating to the **matter** and be present at the time of the decision of the **committee** and/or sub-committee (unless the **committee** and/or sub-committee decides otherwise).

4. However, an **officer** or member of a sub-committee who is prevented from voting on a **matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **matter** is considered.

5. Where 50 per cent or more of **officers** are prevented from voting on a **matter** because they are interested in that **matter**, a **special general meeting** must be

called to consider and determine the **matter**, unless all non-interested **officers** agree otherwise.

6. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **matter** because they are interested in that **matter**, the **committee** must consider and determine the **matter**.

# 7 Records

## 7.1 Register of members

1. **SCANZ** must keep an up-to-date Register of Members.
2. For each current **subscribing member**, the information contained in the Register of Members must include —
   (a) Their name, and
   (b) The date on which they became a **subscribing member** (if there is no record of the date they joined, this date will be recorded as “Unknown”), and
   (c) Their **contact details**, including —
      i. A physical address, and
      ii. An email address, and
      iii. A telephone number.
3. The register will also include when the **subscribing member's** membership expires.
4. Every current **subscribing member** must promptly advise the **SCANZ registrar** of any change of the **member's contact details**.
5. For **event members**, only name, email address and telephone number need to be collected.
6. **SCANZ** will also keep records of the former **members** of **SCANZ**. This includes the records of **event members**. For each **member** who ceased to be a **member** within the previous 7 years, **SCANZ** will record:
   (a) The former **member's** name, and
   (b) The date the former **member** ceased to be a **member**.
7. If membership was terminated or denied as a result of a dispute resolution process under this **constitution**, by resolution of the **committee**, or similar by an SCA affiliate, the former **member's** name will be kept indefinitely in order to be able to continue to deny them membership in the future.

## 7.2 Interests register

1. The **committee** must at all times maintain an up-to-date register of the interests disclosed by **officers** and by members of any sub-committee.

## 7.3 Access to information for members

1. A **member** may at any time make a written request to **SCANZ** for information held by **SCANZ**.
2. The request must specify the information sought in sufficient detail to enable the information to be identified.
3. **SCANZ** must, within a reasonable time after receiving a request -
   (a) provide the information, or
   (b) agree to provide the information within a specified period, or
   (c) agree to provide the information within a specified period if the **member** pays a reasonable charge to **SCANZ** (which must be specified and explained) to meet the cost of providing the information, or
   (d) refuse to provide the information, specifying the reasons for the refusal.
4. Without limiting the reasons for which **SCANZ** may refuse to provide the information, **SCANZ** may refuse to provide the information if —
   (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
   (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of **SCANZ** or of any of its **members**, or
   (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to **SCANZ**, or
   (d) the information is not relevant to the operation or affairs of **SCANZ**, or
   (e) withholding the information is necessary to maintain legal professional privilege, or
   (f) the disclosure of the information would, or would be likely to, breach an enactment, or
   (g) the burden to **SCANZ** in responding to the request is substantially disproportionate to any benefit that the **member** (or any other person) will or may receive from the disclosure of the information, or
   (h) the request for the information is frivolous or vexatious, or
   (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **constitution** and the **Act**.
5. If **SCANZ** requires the **member** to pay a charge for the information, the **member** may withdraw the request, and must be treated as having done so unless, within 10 **working days** after receiving notification of the charge, the **member** informs **SCANZ** -
   (a) that the **member** will pay the charge; or

(b) that the **member** considers the charge to be unreasonable.

6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

# 8 Finances

## 8.1 Control and management

1. The funds and property of **SCANZ** will be controlled, invested and disposed of by the **committee**, subject to this **constitution**, and devoted solely to the promotion of the purposes of **SCANZ**
   (a) **Branches** and the **Kingdom of Lochac** will have **SCANZ** funds allocated for their needs.
2. The **committee** will maintain bank accounts for **SCANZ**.
   (a) **Branches** will hold allocated **SCANZ** funds in their own sub-accounts, administered at the **branch** level with local account authorisers according to applicable financial policy.
   (b) The **Kingdom of Lochac** will hold allocated **SCANZ** funds for costs associated with kingdom-level activities, administered by the Council of the Purse according to applicable financial policy.
3. All money received on account of **SCANZ** must be banked within 10 **working days** after receipt or after the end of the event at which it was received.
4. All accounts paid or for payment from corporate or kingdom allocated funds must be submitted to the **committee** for approval of payment.
5. All accounts paid or for payment from **branch** allocated **SCANZ** funds must approved according to applicable financial policy.
6. The **committee** must ensure that there are kept at all times accounting records that —
   (a) correctly record the transactions of **SCANZ** and its **branches**, and
   (b) allow **SCANZ** to produce financial statements that comply with the requirements of the **Act**, and
   (c) would enable the financial statements to be readily and properly audited (if required under any legislation or **SCANZ's constitution**).
7. The **committee** must establish and maintain a satisfactory system of control of **SCANZ's** accounting records.
8. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.
9. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of **SCANZ**.

## 8.2 Balance date

1. **SCANZ's** financial year shall commence on 1 April of each year and end on 31 March (the latter date being **SCANZ's** balance date).

## 8.3 Financial reporting

1. **Branches** of **SCANZ** will report to the **SCANZ treasurer** or their appointed representative according to guidelines that may be set by the **SCANZ treasurer** from time to time.
2. Failure to report without appropriate explanation is grounds for suspension of the responsible **officer** in that **branch**.
3. Failure to report within a further month without appropriate explanation is grounds for the suspension of that **branch**.
4. The end-of-year accounts must be presented to the **annual general meeting** for approval by the membership.
5. A copy of the approved report shall be registered with the Registrar of Incorporated Societies within 4 weeks of that meeting accompanied by a certificate stating that it has been approved by a **general meeting** of the membership.

# 9 Dispute resolution

## 9.1 Meanings of dispute and complaint

1. A dispute is a disagreement or conflict involving **SCANZ** (as an organisation) and/or its **members** in relation to specific allegations set out below.
2. The disagreement or conflict may be between any of the following persons -
   (a) 2 or more **members**
   (b) 1 or more **members** and **SCANZ**
   (c) 1 or more **members** and 1 or more **officers**
   (d) 2 or more **officers**
   (e) 1 or more **officers** and **SCANZ**
   (f) 1 or more **members** or **officers** and **SCANZ**.
3. The disagreement or conflict relates to any of the following allegations -
   (a) a **member** or an **officer** has engaged in misconduct
   (b) a **member** or an **officer** has breached, or is likely to breach, a duty under **SCANZ's constitution** or bylaws or the **Act**
   (c) **SCANZ** has breached, or is likely to breach, a duty under **SCANZ's constitution** or bylaws or the **Act**
   (d) a **member's** rights or interests as a **member** have been damaged or **member** rights or interests generally have been damaged.
4. A **member** or an **officer** may make a complaint by giving to the **committee** (or any complaints subcommittee set up for that purpose) a notice in writing that -
   (a) states that the **member** or **officer** is starting a procedure for resolving a dispute in accordance with **SCANZ's constitution**; and
   (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
   (c) sets out any other information or allegations reasonably required by **SCANZ**.
5. **SCANZ** may make a complaint involving an allegation against a **member** or an **officer** by giving to the **member** or **officer** a notice in writing that -
   (a) states that **SCANZ** is starting a procedure for resolving a dispute in accordance with **SCANZ's constitution**; and
   (b) sets out the allegation to which the dispute relates.

6. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
7. A complaint may be made in any other reasonable manner permitted by **SCANZ's constitution**.
8. All **members** (including the **committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to **SCANZ's** activities.
9. The complainant raising a dispute, and the **committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 9.2 How a complaint is made

1. A **member** or an **officer** may make a complaint by giving to the **committee** (or a complaints subcommittee) a notice in writing that -
   (a) states that the **member** or **officer** is starting a procedure for resolving a dispute in accordance with **SCANZ's constitution;** and
   (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
   (c) sets out any other information reasonably required by **SCANZ**.
2. **SCANZ** may make a complaint involving an allegation or allegations against a **member** or an **officer** by giving to the **member** or **officer** a notice in writing that -
   (a) states that **SCANZ** is starting a procedure for resolving a dispute in accordance with **SCANZ's constitution**; and
   (b) sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by **SCANZ's constitution**.

## 9.3 Person who makes a complaint has a right to be heard

1. A **member** or an **officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

2. If **SCANZ** makes a complaint -
   (a) **SCANZ** has a right to be heard before the complaint is resolved or any outcome is determined; and
   (b) an **officer** may exercise that right on behalf of **SCANZ**.
3. Without limiting the manner in which the **member**, **officer**, or **SCANZ** may be given the right to be heard, they must be taken to have been given the right if -
   (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
   (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
   (c) an oral hearing (if any) is held before the decision maker; and
   (d) the **member's**, **officer's**, or **SCANZ's** written or verbal statement or submissions (if any) are considered by the decision maker.

## 9.4 Person who is subject of a complaint has a right to be heard

1. This clause applies if a complaint involves an allegation that a **member**, an **officer**, or **SCANZ** (the 'respondent') -
   (a) has engaged in misconduct; or
   (b) has breached, or is likely to breach, a duty under **SCANZ's constitution** or bylaws or the **Act**; or
   (c) has damaged the rights or interests of a member or the rights or interests of **members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is **SCANZ**, an **officer** may exercise the right on behalf of **SCANZ**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if -
   (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
   (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
   (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
   (d) an oral hearing (if any) is held before the decision maker; and

(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

## 9.5 Investigating and determining a dispute

1. **SCANZ** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this **constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## 9.6 SCANZ may decide to not proceed further with a complaint

1. Despite the “Investigating and determining a dispute” rule above, **SCANZ** may decide not to proceed further with a complaint if -
   (a) the complaint is considered to be trivial; or
   (b) the complaint does not appear to disclose or involve any allegation of the following kind:
      i. that a **member** or an **officer** has engaged in material misconduct:
      ii. that a **member**, an **officer**, or **SCANZ** has materially breached, or is likely to materially breach, a duty under **SCANZ's constitution** or bylaws or the **Act**:
      iii. that a **member's** rights or interests or **members'** rights or interests generally have been materially damaged:
   (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
   (d) the person who makes the complaint has an insignificant interest in the matter; or
   (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
   (f) there has been an undue delay in making the complaint.

## 9.7 SCANZ may refer a complaint

1. **SCANZ** may refer a complaint to -
   (a) a subcommittee, or an appointed individual member or an external person to investigate and report; or
   (b) a subcommittee, an appointed individual member, an arbitral tribunal, or an external person to investigate and make a decision.

2. **SCANZ** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 9.8 Decision makers

1. A person may not act as a decision maker in relation to a complaint if 2 or more members of the **committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be -
   (a) impartial; or
   (b) able to consider the matter without a predetermined view.

# 10 Liquidation and removal from the register

## 10.1 Resolving to put SCANZ into liquidation

1. **SCANZ** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
2. The **committee** shall give 6 weeks written **notice** to all **subscribing members** of the proposed resolution to put **SCANZ** into liquidation.
3. The **committee** shall also give written **notice** to all **subscribing members** of the **general meeting** at which any such proposed resolution is to be considered. The **notice** shall include all information as required by section 228(4) of the **Act**.
4. Any resolution to put **SCANZ** into liquidation must be passed by a simple majority of all **subscribing members** present and voting.

## 10.2 Resolving to apply for removal from the register

1. **SCANZ** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
2. The **committee** shall give 6 weeks written **notice** to all **subscribing members** of the proposed resolution to remove **SCANZ** from the Register of Incorporated Societies.
3. The **committee** shall also give written **notice** to all **subscribing members** of the **general meeting** at which any such proposed resolution is to be considered. The **notice** shall include all information as required by section 228(4) of the **Act**.
4. Any resolution to remove **SCANZ** from the Register of Incorporated Societies must be passed by a simple majority of all **subscribing members** present and voting.

## 10.3 Surplus assets

1. If **SCANZ** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **member** or other individual.
2. On the liquidation or removal from the Register of Incorporated Societies of **SCANZ**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a similar historical reenactment not-for-profit entity/entities in New Zealand.
3. However, in any resolution under this rule, **SCANZ** may approve a different distribution to a different not-for-profit entity from that specified above, so long as **SCANZ** complies with this **constitution** and the **Act** in all other respects.

# 11 Alterations to the constitution

## 11.1 Amending this constitution

1. All amendments must be made in accordance with this **constitution**. Any minor or technical amendments shall be notified to **subscribing members** as required by section 31 of the **Act**.
2. No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. 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.
3. **SCANZ** may amend or replace this **constitution** at a **general meeting** by a resolution passed by a 2/3 majority of those **subscribing members** present and voting.
4. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **constitution**.
5. Any proposed resolution to amend or replace this **constitution** shall be signed by at least 10 per cent of eligible **subscribing members** and given in writing to the **committee** at least 6 weeks before the **general meeting** at which the resolution is to be considered and shall be accompanied by a written explanation of the reasons for the proposal.
6. At least 4 weeks before the **general meeting** at which any amendment is to be considered, the **committee** shall give to all **members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **committee** has.
   (a) This **notice** will be accompanied by a request for feedback from the membership to be returned to the **committee** not less than one (1) week prior to the date of the **general meeting**.
7. When an amendment is approved by a **general meeting**, it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the later of: the date of registration, the date the **constitution** is updated on **SCANZ's** website, and the **members** given **notice** of the change.

# 12 Other

## 12.1 Common seal

1. **SCANZ** will have a common seal that must be kept in the custody of a **committee** member or **corporate officer** as the **committee** may decide from time to time.
2. The common seal may be affixed to any document:
   (a) by resolution of the **committee**, and must be countersigned by 2 **committee officers** and/or **corporate officers** or
   (b) by such other means as the **committee** may resolve from time to time.

## 12.2 Bylaws

1. The **committee** from time to time may make and amend bylaws, and policies for the conduct and control of **SCANZ** activities and codes of conduct applicable to **members**, but no such bylaws, policies or codes of conduct applicable to **members** shall be inconsistent with this **constitution**, the **Act**, regulations made under the **Act**, or any other legislation.