

AOTEAROA FIGHT DIRECTORS (AFD)



Article of Association
2019

Articles of Association

As adopted by the AFD General Assembly on the 19 of January, 2019.

ARTICLE 1: NAME AND PURPOSE

1.1. Name

1. The name of the association is: *Aotearoa Fight Directors* (abbreviation: *AFD*).
2. The use of the name and the identifying symbols of the organisation by any person or organization for PR-purposes, or for the purpose of applying for funding etc., must be consented by the AFD executive board, see article 4.

1.2. Purpose

AFD is a non-profit organization that provides services to its members by:

1. Furthering the art, study and enjoyment of stage fight.
2. Developing a standardized education system for stage fight.
3. Supporting historical research relevant to stage fight.
4. Seeking dialogue and cooperation with other relevant organisations and societies.
5. Supporting member organisations in their work.

1.3. Ethical responsibility

AFD will work with ethical responsibility. Members are obliged to avoid participation in projects that promote violence in (every day) life or serve as propaganda for totalitarian ideology.

ARTICLE 2: ORGANISATON

2.1. Structure

1. The AFD's members forms the *General Assembly* (abbreviation: *GA*), see article 5.
2. The AFD is governed by an executive board (abbreviation: *the board*), see article 4.

2.2. Official Seat (location)

The official seat of the AFD is usually the address of the chairperson unless the board designates another seat.

ARTICLE 3: MEMBERSHIP

3.1. Personal membership

1. Any individual interested in stage fighting can become a member of the AFD.
2. Personal membership becomes effective upon payment of the membership fee.
3. Personal members retain their membership as long as they are in good standing.

- A personal member is no longer in “good standing” if
- a. the member fails to pay the annual membership fee when required,
 - b. the member contravenes the purpose and ethical responsibility of the AFD, see article 3.5.

3.2. Honorary membership

1. Any individual can be nominated for honorary membership by any member of the AFD, based on his/her extraordinary efforts for the good of the AFD.
2. Honorary membership is given by a simple majority of votes at the GA.
3. Honorary members pay no membership fee and are considered lifetime personal members as long as they remain in good standing.
4. A honorary member is no longer in good standing if the honorary member contravenes the purpose and ethical responsibility of the AFD, see article 3.5.

3.3. Resignation of membership

Each personal member or honorary member may at any time resign from their membership upon request to the board.

3.4. Immediate exclusion

1. The board can set in effect immediate exclusion of any personal member or honorary member who contravenes the purpose and/or ethical responsibility of the AFD, see article 1.2. and 1.3.
2. An exclusion resolution shall always be considered at the upcoming GA (Ordinary or Extraordinary) and the resolution may only pass with a qualified majority of 3/4.
3. The personal member or honorary member subject to the exclusion shall have the opportunity to be heard at the GA considering their case.

ARTICLE 4 - THE EXECUTIVE BOARD

4.1. Composition

1. The board shall consist of a chairperson and 3 board members. A minimum of one substitute member will be elected to step in if a board member is excused.
2. The board constitutes itself with regards to vice chairperson, secretary etc. upon election.

4.2. Election

1. Any personal member or honorary member in good standing can be elected to the board by a simple majority vote at the GA.
2. The chairperson is elected directly by the members for two years at a time.
3. The three board members, plus chairperson, are elected for two years at a time. Two members are elected at alternate years.
4. Substitute members are elected for one year at a time.
5. Re-election is allowed.

4.3. Meetings

1. Any board member may convene a meeting.

2. Minutes regarding the decisions and resolutions of the board meetings shall be kept and made available upon request from the members.
3. Substitute members may participate in any meeting but do not have a vote.

4.4. Quorum

1. The quorum for a board meeting shall be a minimum of three voting members.
2. Voting members are the three board members and the chairperson.

4.5. Voting rules

1. The board shall pass resolutions by a simple majority.
2. In the event of a tied vote, the Chairperson shall have a casting vote.

4.6. Duties

1. The board governs in accordance with the decisions and resolutions taken by the GA and may enter into the necessary financial commitments for the daily operations of the AFD.
 2. The board determines its own rules of procedure.
 3. The board is required to seek advice in any matter that falls outside the board's expertise.
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ARTICLE 5 – THE GENERAL ASSEMBLY

5.1. Timing

The GA shall be held annually in conjunction with the summer workshop or in case of a cancelled workshop or a gap year, when the board finds it convenient.

5.2. Notification

1. Members shall be notified of the GA no less than six weeks prior.
2. Proposals for the consideration of the GA must be given to the board no less than four weeks prior.
3. Members receive the GA meeting papers, including the agenda, no less than two weeks prior.

5.4. Quorum

The General Meeting shall form a quorum with the total number of voting members present plus the approved proxies and written votes submitted.

5.5. Voting rules.

1. The resolutions of the GA shall be passed by a simple majority unless otherwise stated in the Articles.
2. All members in good standing have one vote. In the event of a tied vote the chairperson gets the casting vote.
3. Members unable to attend the GA can submit their vote in writing, or appoint another member as their proxy. Each member can however only represent a single proxy.
4. Voting is done by a show of hands or upon request by closed ballot.

5.6. Permanent items on the agenda

1. Declaration of the GA in session
2. Election of secretary and meeting leader
3. Determining the correct convening of proposed meeting
4. Election of two vote-counters
5. Determining the number of voting members present, including proxies and written votes
6. Chairperson's report
7. Presentation of annual accounts for the concluded financial year for approval
8. Granting discharge for the resigning board
9. Establishment of membership fees
10. Establishment of daily operations for the upcoming year, including the budget
11. Proposals to be put to vote (simple majority)
12. Special conditions (3/4 majority)
13. Election of the board members, and/or chairperson and substitute members
14. Election of the election committee (see article 7).
15. Election of the auditor and the substitute auditor
16. Any other business
17. Declaration of the GA as closed

5.7. Minutes

The minutes of the GA shall be signed by the meeting secretary, the meeting leader and the Chairperson.

ARTICLE 6 – EXTRAORDINARY GENERAL ASSEMBLY

6.1. Timing

1. An Extraordinary GA can be convened by the board if deemed necessary.
2. An Extraordinary GA shall be convened when at least one third of the personal members and honorary members hands in a written motion for its convention.

6.2. Notification

1. Members shall be notified no later than two weeks prior to the date the Extraordinary GA is to take place.
 2. The notification shall include the agenda of the meeting.
 3. Only the item(s) tabled as motions for the Extraordinary GA can be considered at the meeting.
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ARTICLE 7 – ELECTION COMMITTEE

7.1. Election

1. The Election Committee shall be elected at the GA and shall consist of two members in good standing.
2. Board members cannot serve on the Election Committee.
3. The Election Committee is elected for one year at a time. Re-election is allowed.

7.2. Duties

1. The Election Committee is responsible for finding and nominating suitable candidates to stand for election to serve as chairperson, board members, substitute board members, auditor, substitute auditor and election committee member for the following year.
 2. Proposals for candidates shall be submitted to the Election Committee no later than 6 weeks prior to the GA.
 3. Upon election the two members choose a representative and notify the board.
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ARTICLE 8 – ACCOUNTS AND ASSETS

8.1. Financial year

1. The society's financial year is the financial calendar year. (April 1 to March 31)
2. Personal membership fees shall be paid before the end of the first quarter of the financial year and covers the current financial year.

8.2. Accounts

1. The accounts shall be verified by the AFD's accountant prior to the GA
 2. The board appoints a Treasurer who shall be responsible for banking AFD receipts and payment approved by the board.
 3. The treasurer is appointed among the members of the board, including the substitute members.
 4. The Treasurer keeps a 'cash book' of all income and expenses in such a way that the society's actual financial situation is accessible.
 5. The Treasurer is responsible for producing the society's annual accounts.
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ARTICLE 9. AUTHORISED SIGNATORIES AND LIABILITY

9.1. Authorised signatories

1. The signatures of the Chairperson and one other member of the board will contract the AFD to external agreements.
2. For external agreements regarding less than \$1000 the signature of only one member of the board can contract the AFD.
3. For any loans or contracts entered into by the AFD all members of the board shall be equally liable.

9.2. Financial liability

AFD shall be liable for the contracts and agreements the society may enter into. The members cannot be held collectively or personally liable for AFD' obligations unless such obligations are the result of embezzlement or transactions in contravention of these Articles of Association.

ARTICLE 10 – AMENDMENT OF ARTICLES

10.1. Procedure

1. Any amendments to the Articles require a qualified majority of 3/4 of the voting members present at the GA.
 2. Based on experience with the amendment, the upcoming GA (ordinary or extraordinary) must validate the established amendment by a majority of votes, otherwise the change is discarded.
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ARTICLE 11 - DISSOLUTION

11.1. Procedure

Dissolution of the AFD requires a qualified majority of $\frac{3}{4}$ of the voting members at two consecutive GA's, of which one can be extraordinary.

11.2. Distribution of assets

In the event of dissolution the assets of the AFD shall pass to an organisation or society with objectives that do not conflict with the Articles of Association of the AFD.