**Rules
of the Jedi Society Incorporated**

**The Society**

**1.0 Name**

1.1 The name of the society is The Jedi Society Incorporated ("the Society").
1.2 The Society is constituted by resolution dated 6th April 2014.

**2.0 Registered Office**

2.1 The Registered Office of the Society is in Auckland.

**3.0 Purposes of Society**

3.1 The purposes of the Society are to:

• To advance and teach the tenets, doctrines, and culture associated with the Jedi.

• Advancement of the Jedi

• Promotion of the Jedi

• To promote and enable understanding and knowledge of the Force.

• To achieve formal legal recognition of self identification as Jedi

• To be Guardians of the Peace.

• To enable eternal vigilance of the Sith and their activities.

**MANAGEMENT OF THE SOCIETY**

**4.0 Managing Council – the Jedi Council**

4.1 The Society shall have a managing council (to be called “the Jedi Council”), comprising the following positions:

(a) Chief Jedi;

(b) Deputy Chief Jedi;

(c) The Treasurer;

 (d) Elector(s).

4.2 Only Members of the Society may be Council Members.

4.3 The Chief Jedi may invite other Jedi or non-Jedi to attend the Council meetings.

4.4 The Chief Jedi may assign more than one role to any member of the Council, if the Council member is willing. This includes the Chief Jedi, who may have more than one role than the Chief Jedi.

4.5 The Council will have 5 standing members. If circumstances occur that the council has less than 5, this does not preclude any member, including the Chief Jedi, from issuing their responsibilities that are needed to be performed.

4.6 If the Council is less than 5 members, the Council at the next Council meeting or Society meeting will seek to remedy this.

**5.0 Appointment of Chief Jedi**

5.1 Who will be Chief Jedi will decided by the following rule:

(a) The first Chief Jedi will be decided at the first Society meeting by the founding members voting for Chief Jedi when they sign up.

(b) If the Chief Jedi dies or is removed from the Council, then the Deputy Chief Jedi will become Chief Jedi.

(c) If there is no Deputy Chief Jedi, then the Council will decide who will be Chief Jedi. If the Council can not decide, then the Council will use a majority vote.

(d) If there are no Council members, for whatever reason, then any member may appoint themselves Acting Chief Jedi, and call for a Special General Meeting, where a vote for Chief Jedi will be held.

**6.0 Appointment of Council Members**

6.1 The Chief Jedi will decide:

 (a) Who shall be the Deputy Chief Jedi, the Treasurer, and appointed Elector(s) or any other created position(s);

(b) Whether any or which Council Member(s) may hold more than one position as an officer;

**7.0 Cessation of Council Membership**

7.1 Persons cease to be Council Members when:

(a) They resign by giving written notice to the Council.

(b) The Chief Jedi is allowed to decide that a Council member will be stepped down, and will no longer hold the post of Council member.

(c) A Council meeting is held, with all 5 members attending, and 4 Council members vote for the removal of a Council member. Any Council member can be removed this way, including the Chief Jedi.

7.2 If a person ceases to be a Council Member, that person must within one month give to the Council all Society documents and property.

**8.0 Role of the Council**

8.1 Subject to the rules of the Society (“The Rules”), the role of the Council is to:

(a) Administer, manage, and control the Society;

(b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;

(c) Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;

(d) Set accounting policies in line with generally accepted accounting practice

(e) Delegate responsibility and co-opt members where necessary

(f) Ensure that all Members follow the Rules;

(g) Decide how a person becomes a Member, and how a person stops being a Member;

(h) Decide the times and dates for Meetings, and set the agenda for Meetings;

(i) Decide the procedures for dealing with complaints;

(j) Set Membership fees, including subscriptions and levies;

(k) Make regulations.

8.2 The Council has all of the powers of the Society.

8.3 All decisions of the Council shall be determined by the Chief Jedi.

8.4 Decisions of the Council bind the Society.

**9.0 Roles of Council Members**

9.1 The Chief Jedi is responsible for:

(a) Ensuring that the Rules are followed;

(b) Convening Meetings and establishing whether or not a quorum is present;

(c) Chairing Meetings, deciding who may speak and when;

(d) Overseeing the operation of the Society;

(e) Providing a report on the operations of the Society at each Annual General Meeting;

(f) Appointing members of the Council, and what roles each member of the Council will have;

(g) Making the decisions for the Council;

(h) Deciding on changes to the Rules of the Jedi Society;

(i) Resolving any conflicts should any occur.

9.2 The Deputy Chief Jedi is responsible for:

(a) Should the Chief Jedi become incapacitated, or unable to perform the duties of the Chief Jedi, the Deputy Chief Jedi will become Acting Chief Jedi. In this event, the Acting Chief Jedi may appoint an Acting Deputy Chief Jedi. The Acting Chief Jedi can be assumed to be the Chief Jedi when referred to within the rules. Should the original Chief Jedi regain abilities to perform as Chief Jedi, then the original Chief Jedi will replace the Acting Chief Jedi, and any rule changes that the Acting Chief Jedi has implemented will be rescinded, unless the original Chief Jedi decides otherwise ;

(b) The Chief Jedi may appoint the Deputy Chief Jedi to perform as Acting Chief Jedi as the need arises, and this will be rescinded after an agreed time or activity, or else when decided by the original Chief Jedi. Any rule changes that the Acting Chief Jedi has implemented will be rescinded, unless the original Chief Jedi decides otherwise;

(c) Should the Chief Jedi step down, the Deputy Chief Jedi will become Chief Jedi;

9.3 The Treasurer is responsible for:

(a) Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained. This includes collection of tax invoices;

(b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies’ accounting policies (see 8.1.d).

(c) Providing a financial report at each Annual General Meeting;

(d) Providing financial information to the Council as the Council determines;

(e) Maintaining membership details and the Membership Registrar.

**10.0 Council Meetings**

10.1 Council meetings may be held via video, computer or telephone conference, or other formats as the Council or Chief Jedi may decide;

10.2 No Council Meeting may be held unless more than 2 of the Council Members attend, including the Chief Jedi;

10.3 The Chief Jedi shall chair Council Meetings;

10.4 Decisions of the Council will be decided by the Chief Jedi;

10.5 Subject to these Rules, the Council may regulate its own practices;

10.6 The Chief Jedi or his nominee shall adjourn the meeting if necessary.

10.7 The method for recording the minutes of the meeting will be decided by the Chief Jedi at the meeting.

10.8 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chief Jedi of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chief Jedi may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**Society membership**

**11.0 Types of Members**

11.1 There will be three types of membership to the Society;

(a) Founding members, who are members who joined the Society at first meeting;

(b) Full members, who are members who have paid their annual subscription fee;

(c) Signed member, who are members who have completed the application but not paid a subscription fee, or a previous Full member who has not paid their annual subscription fee.

11.2 All members of the Society may call themselves Jedi.

11.3 Members have the rights and responsibilities set out in these Rules.

**12.0 Admission of Members**

12.1 To become a Member, a person (“the Applicant”) must:

(a) Complete an application form; and

(b) Supply any other information the Council requires, namely the information pertaining to the Member Registrar.

12.2 The Council may interview the Applicant when it considers Membership applications.

12.3 The Council shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Council shall advise the Applicant of its decision, and that decision shall be final.

**13.0 The Register of Members**

13.1 The Treasurer shall keep a register of Members (“the Register”), which shall contain:

(a) The names of the members;

(b) The city they live in;

(c) The preferred method of contact, such as post, telephone, SMS text message or email;

(d) Contact information relating to 13.1(c);

(e) The date the member joined.

13.2 If a Member’s contact details change, that Member shall give the new contact to the Treasurer.

13.3 Each Member shall provide such other details as the Council requires.

13.4 Members shall have reasonable access to the Register of Members.

**14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Treasurer.

14.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Council is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Council may give written notice of this to the Member (“the Council’s Notice”). The Council’s Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Council giving reasons why the Council should not terminate the Member’s Membership.

(iii) State that if, within 14 days of the Member receiving the Council’s Notice, the Council is not satisfied, the Council may in its absolute discretion immediately terminate the Member’s Membership.

(iv) State that if the Council terminates the Member’s Membership, the Member may appeal to the Society.

(v) the Chief Jedi issue a communication (by the member’s preferred method of contact) that the member is to be removed.

(b) 14 days after the Member received the Council’s Notice, the Council may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Treasurer (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

(c) If the Member gives the Member’s Notice to the Treasurer, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Treasurer with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Treasurer to give the Member’s Explanation to every other Member within 7 days of the Treasurer receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Council Members.

(e) The Chief Jedi shall then decide whether to let the termination stand, or whether to reinstate the Member. The Chief Jedi’s decision will be final.

**15.0 Obligations of Members**

15.1 All Members (and Council Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

**Money and other assets of the society**

**16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

(a) It is for a purpose of the Society, or to compensate an expense for the purpose of the Society;

(b) A request for expenditure has been made by either a Member or any Council member and has been approved by the Chief Jedi. If the request has come from the Chief Jedi, another member of the Council needs to approve the expenditure. Authorization needs to be communicated to the Treasurer.

(c) As required in 9.3 and 16.1 (b), the Treasurer is required to keep all records of expenditure, as well as authorizations.

**17.0 Joining Fees, Subscriptions and Levies**

17.1 The Council will determine what the Annual Subscription rate will be. The Treasurer will keep track of Members’ subscriptions, and be responsible for communicating to members if their subscription has lapsed.

 **18.0 Additional Powers**

18.1 The Society may:

(a) Employ people for the purposes of the Society;

(b) Exercise any power a trustee might exercise;

(c) Invest in any investment that a trustee might invest in;

(d) Borrow money and provide security for that if authorised by Majority vote at any Society or Council Meeting.

**19.0 Financial Year**

19.1 The financial year of the Society begins on 1st of April of every year and ends on 31st of March of the next year.

**20.0 Assurance on the Financial Statements**

20.1 The Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Council, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Council shall appoint another Reviewer as a replacement.

The Council is responsible to provide the Reviewer with:

(a) Access to all information of which the Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters

(b) Additional information that the reviewer may request from the Council for the purpose of the review; and

(c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

**Conduct of meetings**

**21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society’s balance date. The Council shall determine when and where the Society shall meet within those dates. The Council will attempt to hold the AGM in May, and be near to the date of May the 4th as circumstances allow.

21.3 Special General Meetings may be called by the Council. The Council must call a Special General Meeting if the Treasurer receives a written request signed by at least 30% of the Members.

21.4 The Council will make sure that:

(a) Give all Members at least 14 days Notice, using phone, txt, mail, email or other methods, of the business to be conducted at any Society Meeting

(b) Additionally, the Treasurer will provide, appropriate:

(i) A copy of the Chief Jedi’s Report on the Society’s operations and of the Annual Financial Statements as approved by the Council,

 (ii) Notice of any motions and the Council’s recommendations about those motions.

(iii) If the Treasurer has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Society Meetings.

21.6 No Society Meeting may be held unless decided by the Chief Jedi. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the Chief Jedi. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chief Jedi shall in good faith determine whether to vote by:

(a) Voices;

(b) Show of hands; or

(c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chief Jedi will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

(a) Receiving any minutes of the previous Society’s Meeting(s);

(b) The Chief Jedi’s report on the business of the Society;

(c) The Treasurer’s report on the finances of the Society, and the Annual Financial Statements;

(d) Appointment of Council Members;

(e) Motions to be considered;

(f) General business.

21.10 The Chief Jedi or his nominee shall adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chief Jedi of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chief Jedi may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Treasurer at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Council may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 51% of eligible Members:

(a) It must be voted on at the Society Meeting chosen by the Member; and

(b) The Treasurer must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
If the Treasurer fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Council may also decide to put forward motions for the Society to vote on (“Council Motions”) which shall be suitably notified.

**Common seal**

**23.0 Common seal**

23.1 The Council will provide a common seal for the Society. The Council may replace it with a new one, or amend.

23.2 The Treasurer shall have custody of the common seal, which shall only be used by the authority of the Chief Jedi.  Every document to which the common seal is affixed shall be signed by the Chief Jedi and countersigned another member of the Council.

**Altering the rules**

**24.0 Altering the Rules**

24.1 The Council may alter or replace these Rules at a Council or Society Meeting.

24.2 Any Jedi may propose a motion to amend or replace these Rules. The motion shall be signed by at least 3 Members and given in writing or email to the Treasurer at least 28 days before the Society or Council Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal. The Council may either decide on the rule change at the Council meeting, or move the decision be made at a Society Meeting.

24.3 If the Rule change is to be made at a General Meeting, at least 14 days before the General Meeting at which any Rule change is to be considered the Treasurer shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Council has.

24.4 When a Rule change is approved by a General Meeting or Council no Rule change shall take effect until the Treasurer has filed the changes with the Registrar of Incorporated Societies.

**Bylaws**

**25.0 Bylaws to govern the Society**

25.1 The Council may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Treasurer.

**Winding up**

**26.0 Winding up**

26.1 If the Society is wound up:

(a) The Society’s debts, costs and liabilities shall be paid;

(b) Surplus Money and Other Assets of the Society may be disposed of:

(i) By resolution; or

(ii) According to the provisions in the Incorporated Societies Act 1908; but

(c) No distribution may be made to any Member;

(d) The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act]

(i) Diabetes New Zealand.

**Definitions**

**27.0 Definitions and Miscellaneous matters**

27.1 In these Rules:

(a) “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

(b) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

(c) “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Council Meeting.

(d) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(e) “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

(f) It is assumed that

(i) Where a masculine is used, the feminine is included

(ii) Where the singular is used, plural forms of the noun are also inferred

(iii) Headings are a matter of reference and not a part of the rules

(g) Matters not covered in these rules shall be decided upon by the Council.