

## **Constitution of The Endorphin Society (TES)**

1. The name of the society shall be “The Endorphin Society”. This may be abbreviated to TES.
2. The society is not incorporated.
3. The address (“Contact Point”) of the society is the electronic forum chosen by a simple majority of members at a duly constituted meeting. Initially this will be the “TES Wellington” group on fetlife.com. All notices of and to the society are to be posted to that Contact Point. A notice posted to the Contact Point is deemed to have been delivered to all members.

### **Object**

4. The object of the society shall be to encourage, support and educate people interested in bondage, discipline, sadism and masochism (BDSM) and related interests.

### **Membership and Meetings**

5. Membership shall be open to any person 18 years of age or older. A member is defined as a person who has, within the last two years, attended any TES event.
6. A “TES event” is defined as any event organised or publicly recognised by the TES committee. A record of TES events will be maintained on the Contact Point.
7. In the event of uncertainty, determination of membership will be at the sole discretion of the committee.
8. There is no membership fee.
9. Members are entitled to one vote each at meetings. In case of a tied vote, the chair of the meeting shall have a casting vote in addition to their vote as a member. Members must be present at the meeting in order to have their vote counted. Proxy votes are not permitted.
10. General meetings of the society for administrative purposes may be called by any two members giving at least one calendar month’s notice on the Contact Point. Any motions to be tabled at the meeting must be notified on the Contact Point at least two weeks before the meeting. Meetings may only be held between 6pm and 9pm on weekdays and between 9am and 6pm on weekends. A meeting may not be held on Christmas Day or New Year’s Day.
11. There is no requirement to hold an annual general meeting of the society.
12. The quorum for any general meeting of the society for administrative purposes is five members of whom at least one must be a current committee member. A committee member must be the chair of the meeting.

## **Committee**

13. The society shall have a committee of no fewer than three members and no more than five members. The committee's function shall be to administer the society's bank account and be the custodians of any equipment the society shall own.

14. Committee members shall serve one year terms starting in July each year. If no election is held, the committee will commence its term on 1 July. Committee members will be automatically re-appointed unless another member offers him/herself for election. Where notice is received before 1 June that another member wishes to offer him/herself for election to the committee, and there are six or more members wishing to stand for the committee, a meeting must be held within the first two weeks of July for the purpose of electing the committee. If there are five or fewer members offering themselves for election, those members will be appointed without an election being held.

15. Should a committee position become vacant part way through a year leaving fewer than three remaining committee members, the remaining committee members may co-opt another member to serve the remainder of the term. The co-opted member will not automatically be re-appointed to the committee at the end of the term but may be co-opted for another term if no other member offers themselves for election and the co-opted member is agreeable.

16. If there are fewer than three members offering themselves to stand on the committee, that member/those members will be appointed to the committee without election and will co-opt such further members as are required to bring the number of committee members to three.

## **Bank Account**

17. The society's bank account must have a minimum of three signatories at any one time, any two of whom must jointly authorise all withdrawals. All committee members must be signatories. If there are fewer than three committee members, the committee may co-opt another member to be a signatory on the bank account. The co-opted member is not required to join the committee.

18. The society is not permitted to borrow.

19. The committee will ensure that the society's bank account is used solely for the purposes of the society.

### **Interpretation of this Constitution**

20. The committee is the sole authority for the interpretation of this constitution. The decision of the committee upon any question of interpretation or upon any matter affecting the society and not provided for by this constitution shall be final and binding on the members.

### **Amending Constitution and Winding Up**

21. This constitution may be amended at any general meeting of the society for administrative purposes provided that the amendment is passed by 75% of the members eligible to vote at the meeting.

22. The society may be wound up by a resolution passed at any general meeting for administrative purposes by 75% of the members eligible to vote at the meeting.

23. Should the society be wound up, the bank account will be closed, any assets sold by auction and the closing balance donated to Wellington Women's Refuge (or successor organisation).

**Adopted at the Annual General Meeting of TES held on 3 July 2012**

END