



Rules of Well-LUG

Version 1.1 – April 2024

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THE SOCIETY

1. Name

- 1.1. The name of the society is Well-LUG Incorporated (the Society). Well-LUG stands for Wellington LEGO User Group.
- 1.2. The Society was originally constituted by resolution dated 1st Jan 2017.

2. Purposes of Society

- 2.1. The purposes of the Society are to support the AFOL (Adult Fan of LEGO) and TFOL (Teen Fan of LEGO) community by:
 - Bringing the AFOL & TFOL community together as a club to meet, share, participate and grow the community
 - Producing creative LEGO based events for the purposes of growing public awareness of the Fan of LEGO hobby, funding charitable causes and funding the society
 - To foster and grow a relationship with the LEGO Group for mutual benefit
 - Pecuniary gain is not a purpose of the Society
 - To grow the quality and capability of members' creations and displays
 - To promote the LEGO creations and displays of the Society's membership to other LEGO communities.

3. Financial Year

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

GENERAL RULES

4. General Rules

- 4.1. Members are expected to conform with all rules of the Society.
- 4.2. Members are also expected to conform to the rules set by The LEGO Group for a Recognised LUG.
- 4.3. Members will not engage in mass purchasing LEGO product with the intention of resale at an inflated price (scalping). This includes using the member benefit and/or discounts to procure sets for the purposes of resale at a profit.
- 4.4. Non-Society events, on occasion as LEGO hobbyists members may be requested to attend smaller, private style events/exhibits such as at a library, school, shopping centre etc. This activity is essential for any hobby group as it demonstrates commitment to the public and gains loyalty and trust. However, there are some considerations, any member participating in these activities must NOT intentionally or unintentionally represent the Society, without obtaining prior explicit approval from the committee. Representing the Society, may include wearing Society branded clothing, using Society branded signage etc or anything else that may lead any member of the public to believe the activity is supported by the Society.
- 4.5. All Members and their immediate families are excluded from winning any prizes where that member is one of the judges.
- 4.6. All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.



SOCIETY MEMBERSHIP

5. Types of Members

5.1. There are three categories of membership within Well-LUG:

- AFOL (Adult Fan of LEGO) - Full Member
- TFOL (Teen Fan of LEGO) - Full Member
- Associate Member

AFOL - Full Member

Full AFOL Membership is for adult members 18 years or older who intend on being active members.

To become a Full AFOL Member you must:

- i. Submit an application
- ii. Meet the membership criteria at the time of application
- iii. Have paid the AFOL – Full Member membership fee in full

TFOL - Full Member

Full TFOL Membership is for teenage members 13-17 years of age who intend on being active members.

To become a Full TFOL Member you must:

- i. Submit an application
- ii. Meet the membership criteria at the time of application
- iii. Have paid the TFOL – Full Member membership fee in full

Associate Member

Associate Member Status is recommended for members who are already registered with another LUG. Associate Member status does not qualify for any of the Full Member benefits

To become an Associate Member you must:

- i. Submit an application
- ii. Be approved by the committee
- iii. Have paid the Associate Member membership fee in full

Life Membership

A member can be nominated for Life Membership by a supermajority vote of the committee. Nominees for life membership are announced as part of the notification for the Annual General Meeting. Nominees are voted on by the membership and are confirmed by a supermajority vote of the membership

Life members must adhere to all rules of the Society but have their annual membership fee waived.

6. Admission of Members

- 6.1. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 6.2. If any Member does not pay their membership fee by the date set by the Committee, the Secretary will give notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.



7. Membership Fees

- 7.1. All membership fees are set by the Committee and are set by membership type.
- 7.2. The committee will advise the membership of the fees for the following year before 31st December of the current year.
- 7.3. Membership fees are payable by the 31st January each year.
- 7.4. For new members that join part way through a year, their fee is based on the number of quarters remaining in the year – including the current one – and set pro-rata.
- 7.5. A member can cancel his/her membership at any time by notifying the Secretary.
- 7.6. Membership fees are non-refundable.

8. The Register of Members

- 8.1. The Secretary shall keep a register of Members (“the Register”), which shall contain the names, email addresses and any other details as required by the committee of all Members, and the dates at which they became Members.
- 8.2. If a Member’s contact details change, that Member shall give the new details to the Secretary.
- 8.3. Each Member shall provide such other details as the Committee requires.
- 8.4. Members shall have reasonable access to their details as held in the Register.

9. Cessation of Membership

- 9.1. Any Member may resign by giving notice to the Secretary.
- 9.2. If, for any reason whatsoever, by Supermajority vote, the committee are of the view that a member is breaching the rules or acting in a manner inconsistent with the purposes of the Society, the committee may give notice of this to the member (“the Committee’s Notice”). The Committee’s Notice must:
 - Explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the Society.
 - State what the member must do in order to remedy the situation; or state that the member must advise the officers giving reasons why the officers should not terminate the member’s membership.
 - State that if, within 14 days of the member receiving the Committee’s Notice, the committee are not satisfied, the committee may in its absolute discretion, by supermajority vote, immediately terminate the member’s membership by supermajority vote. The member must be notified of termination (“termination notice”) within 14 days of the vote.
 - Having received a termination notice, the member may appeal to the Society at the next meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the member’s receipt of the Termination Notice.
 - If the member gives the Member’s Notice to the Secretary, the member will have the right to be fairly heard at the next Society meeting. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them (“the Member’s Explanation”), and the member may require the Secretary to give the Member’s Explanation to every other member within 7 days of the Secretary 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.
 - When the member is heard at a Society meeting, the Society may question the member and the officers.



- The LUG shall then by majority vote decide whether to let the termination stand, or whether to reinstate the member. The Society's decision will be final.

CONDUCT OF MEETINGS

10. Society Meetings

- 10.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 10.2. The Annual General Meeting shall be held once every year no later than five months after the Society's end of financial year. The Committee shall determine when and where the Society shall meet within those dates.
- 10.3. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the AFOL- Full Members.
- 10.4. The Secretary shall:
 - Give all Members at least 14 days Notice of the business to be conducted at any Society Meeting.
 - Additionally, the Secretary will provide, as appropriate:
 - iv. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - v. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - vi. Notice of any motions and the Committee's recommendations about those motions.
 - vii. If the Secretary 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.
- 10.5. There is no minimum quorum for in person attendance at a Society Meeting.
- 10.6. All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting.
- 10.7. The business of an Annual General Meeting shall be:
 - Receiving any minutes of the previous Society's Meeting(s);
 - The Chair/President's report on the business of the Society;
 - The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - Election of Committee Members;
 - Results of any Society Motions;
 - General business.

11. Voting on Society Motions

- 11.1. Only AFOL – Full Members may vote of Society Motions
- 11.2. Given the geographically dispersed nature of the Society vote on motions are to be done electronically and not in person. Voting on Society motions requires a quorum of 50% of eligible voters casting a vote. If insufficient votes are registered, then the motion is defeated. Motions are to be sent out at any time, not just for Society Meetings, but must be done with at least 14 days' notice and must be sent in good faith to all members.
- 11.3. If a vote is tied, the President will have a casting vote.



12. Motions at Society Meetings

12.1. Any Member may request that a motion be voted on (“Member’s Motion”) by the Society, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion, unless the Member’s Motion is signed by at least 20% of eligible Members.

MANAGEMENT OF THE SOCIETY

13. Role of the Committee

13.1. The committee is empowered by the membership to act in their best interest in delivering upon the Society’s purpose. Key responsibilities include:

- Administer, manage, and control the Society;
- Carry out the purposes of the Society, and use money or other assets to do that;
- Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- Set accounting policies in line with generally accepted accounting practice;
- Delegate responsibility and co-opt members where necessary;
- Ensure that all Members follow the rules of the Society;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings;
- Decide the procedures for dealing with complaints;
- Set Membership-wide fees, including subscriptions and levies;
- Create and change operating procedures;
- Manage the money and other assets of the society;

13.2. Bylaws to govern the Society - The Committee 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 Secretary.

13.3. Any AFOL – FULL Member can raise a motion to have the Society appoint an external Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with New Zealand laws and common accounting practices. The Auditor must be a suitably qualified person, such as a member of the New Zealand Institute of Chartered Accountants and must not be a member (or family member) of any member of the Society. The Committee is responsible to provide the auditor with access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters as well as any other information requested including reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

14. Managing Committee

14.1. The Society shall have a managing committee (“the Committee”), comprising the following persons:

- President
- Secretary
- Treasurer



- Branch Representative/s (one per branch), and
 - Such other General Committee Members as the Committee shall decide.
- 14.2. The Committee will allocate roles to committee members including but not limited to Ambassador, Secretary, Treasurer, Asset Manager, Reviewer, as required.
- 14.2.1 The Ambassador appointment must be ratified by a majority vote of AFOL - FULL Members. If the vote does not pass the committee must allocate the role to a new person and for that person to be ratified as above.
- 14.3. A committee member cannot hold any two of the following titles:
- President
 - Treasurer
 - Secretary
 - Branch Liaison
 - LUG Ambassador
 - Asset Manager
- 14.4. Only Full Members from the branch are eligible for Branch Representative positions for their branch.
- 14.5. All elected positions have a term of at least 3 years, but not greater than 4 years, end date being the date of the AGM that falls on their 3rd year anniversary or before their 4th year, whichever comes first.
- 14.6. Committee positions are not paid, and they cannot make profit from the Society. They may be reimbursed for expenses for society approved costs. A Committee member cannot approve their own, or any family members' expenditure or reimbursement. The position is voluntary.
- 14.7. Committee members must act in-line with the Society's purpose and must not operate with self-interest.
- 14.8. Committee members may supply good or services to the Society. These services can be financially compensated to a maximum of \$500 from all sources per year. These services cannot be valued greater than \$500. These services must be approved by all members of the committee (excluding the goods or service provider).

15. Roles of Committee Members

- 15.1. The President is responsible for:
- Ensuring that the Rules are followed
 - Convening Meetings and establishing whether or not a quorum (half of the Committee) is present
 - Chairing Meetings
 - Overseeing the operation of the Society
 - Providing a report on the operations of the Society at each Annual General Meeting
- 15.2. The Secretary is responsible for:
- Recording the minutes of Meetings
 - Keeping the Register of Members
 - Holding the Society's records, documents, and books except those required for the Treasurer's function
 - Receiving and replying to correspondence as required by the Committee
 - Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
 - Advising the Registrar of Incorporated Societies of any rule changes
- 15.3. The Treasurer is responsible for:



- Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
 - Preparing annual financial statements for presentation at each Annual General Meeting.
 - Providing a financial report at each Annual General Meeting
 - Providing financial information to the Committee as the Committee determines
- 15.4. The Ambassador is responsible for:
- acting as the primary point of contact between Well-LUG and the Lego Ambassador Network (LAN).
 - promoting WELL-LUG to Lego and the LAN.
 - being active within the LAN forum and meetings
 - ensuring that the Committee is informed of all requirements, objectives, opportunities, and other communication from Lego to the LUG's.
 - providing all reporting on the LUG's activities and any other information required by Lego within their timeframes.
 - ensuring all communication with the LAN and Lego represents the decisions and opinions of WELL-LUG

16. Appointment of Committee Members

- 16.1. Only AFOL - Full Members of the Society may be Committee Members.
- 16.2. All Committee Members must be elected by the Society's membership.
- 16.3. Once elected to a position, the committee member's term starts, irrespective of any previous term.
- 16.4. Committee positions vacancies must be notified via email to all Full Members (additional methods of notification may also be used at the Committee's discretion). Nominations must be open for at least 2 full weeks.
- 16.5. Any full member can nominate themselves by notifying the Secretary within the Nomination period. Members can only nominate themselves, not another person. Committee members whose term is ending can nominate themselves for another term. Committee members can nominate themselves for the same or a different position.
- 16.6. Once nominations have closed, any nominee with conflict of interest as determined by the committee will be withdrawn. Conflicts including being involved the operations or management or financial investment in services similar, in competition with the Society.
- 16.7. If the number of nominations for any position is equal to or less than the number of vacancies, then the position is immediately elected to the nominee/s. If the nominations exceed the vacancy, then an election is required. If there are fewer nominations than vacancies, then additional nomination notifications are to be made (following the same nomination process).
- 16.8. Voting on elections follows the Society's voting rules.

17. Control and Use of the Common Seal

- 17.1. The common seal of Well-LUG Incorporated will be kept by the President and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signatures of one committee member and the President.

18. Cessation of Committee Membership

- 18.1. Persons cease to be Committee Members when:
 - They resign by giving written notice to the Committee.
 - If they resign from a named role (President, Secretary, Treasurer, or Branch Representative), they can choose to remain on the committee only if there is a vacant



general position. If this occurs, their term continues from when they were elected. If there is no vacant position, then they are no longer a member of the committee.

- They are removed by majority vote of the Society.
 - They are removed by supermajority vote of the Committee.
 - Their Term expires.
- 18.2. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.
- 18.3. If a committee position becomes vacant, the existing committee may fill the role themselves via acting roles. Acting role can only be held for a maximum of 6 months, before which full membership notification and nomination process must start. All rules still apply.
- 18.4. If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 18.5. If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

19. Leave of Absence

- 19.1. A committee member can request a leave of absence for a term of no longer than 3 months. This must be approved by a majority vote of the committee. If approved, they will cease all committee rights and responsibilities for this period and will effectively be a non-committee member for this time. The committee can elect an acting person/s to take on any roles and responsibilities for this period including named roles providing these are consistent with the rules.
- 19.2. Only one leave of absence can be requested per elected term.

20. Committee Meetings

- 20.1. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 20.2. No Committee Meeting may be held unless more than half of the Committee Members attend.
- 20.3. The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect a Committee Member to chair that meeting.
- 20.4. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote. Committee members operating in an Acting position do not get additional votes for covering multiple positions.
- 20.5. Only Committee Members present at the time of the Committee Meeting (physical or virtual) may vote at that Committee Meeting.

ALTERING THE RULES

21. Altering the Rules

- 21.1. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those AFOL – FULL Members present.

OR

- 21.2. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by 50% of AFOL – FULL Members outside of a Society Meeting via electronic means as determined by the committee



WINDING UP

22. Winding up

22.1. If the Society is wound up:

- The Society's debts, costs and liabilities shall be paid;
- Surplus money to be donated to a charity;
- Surplus assets to be donated to a charity or other LEGO recognised LEGO User Group;
- No distribution is to be made to any member, or past member or their families.

DEFINITIONS

23. Definitions and Miscellaneous matters

23.1. In these Rules:

- "Majority vote" means a vote made by more than half of the eligible voters.
- "Super Majority vote" means a vote made by two thirds or more of the eligible voters.
- Casting Vote, in the case of a tie in a vote, a member with a casting vote right may make a second vote to break the tie.
- "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- It is assumed that:
- Where a masculine is used, the feminine is included.
- Where the singular is used, plural forms of the noun are also inferred.
- Headings are a matter of reference and not a part of the rules.
- Matters not covered in these rules shall be decided upon by the Committee.