

KiwiRPG Structure Proposal

For KiwiRPG hui

Please note this document is now CLOSED FOR REVIEW, as of 1 Jan 2023. New comments may not be seen.

1. What this is

In 2022, an existing group of creatives in the TTRPG podcast/streaming space linked up with a new network of TTRPG designers and freelancers to form **Kēmu Whakatau O Aotearoa | KiwiRPG**.

The new network drew global attention with its first event, **KiwiRPG Week** (May 2022).

This paper describes a proposal for a structure for Kēmu Whakatau O Aotearoa | KiwiRPG. This proposal was developed by a self-selected working group following a community survey.

This paper was prepared by Morgan Davie, November 3rd 2022.

Please note there are some amazing thoughts in the comments to this doc! Make sure you look at those too as you explore, and feel free to add your own!

2. Values and purpose

We begin by defining values and purpose for a KiwiRPG organisation. These are the values identified by the working group, and goals that emerge from those values:

1. **Helping Kiwi TTRPG creatives** (amateur to professional)
 - GOAL: to help all creators to develop and share their work and ensure it is valued
2. **Upholding Te Tiriti o Waitangi** (and its guiding principles of partnership, participation and protection, especially with any content or discussion that involves tangata whenua Māori)
 - GOAL: to support members to uphold these principles in their creative work
 - GOAL: to encourage the wider TTRPG industry to ensure any engagement with and representation of Aotearoa in general, and Māori culture in particular, is consistent with these principles.
3. **Supporting new voices** (especially to develop a KiwiRPG community that better represents the diversity of Aotearoa New Zealand)
 - GOAL: to welcome and support new Kiwi creators
 - GOAL: to actively encourage creators from marginalised communities
4. **Inclusion, respect and dignity** (Standing against hate and prejudice, and respecting and supporting the dignity of all)
 - GOAL: to be a visible champion of inclusion, respect and dignity within the TTRPG field in Aotearoa and beyond.

3. Proposal Overview

This proposal is for a membership-based KiwiRPG association.

Name: It is called in this document the “**KiwiRPG Creatives Association**”. This is a placeholder name, an actual name will be decided by members. (Deciding on a name will necessarily include the careful process of finding a Te Reo Māori name, either as the sole name of the association or as a dual name alongside one in English.)

Governance & Resources: The proposed Association is an unincorporated society with a 3-member elected board and annual general meetings. It holds no funds or shared resources directly, but coordinates donations from time to time to fund operations e.g. website hosting.

Membership: The proposed Association has a clear membership process, and maintains member lists. All local or local-affiliated creatives (game designers and freelancers, podcasters, streamers, and others who share interests) are invited to join. There are no membership fees.

Benefits & Responsibilities: Members pledge to uphold the association kaupapa in their own work and to support the wider KiwiRPG community. They gain access to the networks, resources and promotional channels of the association, such as the KiwiRPG website.

Activities: The Association coordinates promotional activities and events such as KiwiRPG week, provides spaces and opportunities for members to meet and develop, issues public comment on matters of importance to the Association and the wider community, and acts as a first point of contact for those wishing to connect with the KiwiRPG community.

Relationship with non-member creatives: The Association aims to promote and support the entire community of local TTRPG creatives, not just members. However, promotion and support of non-member creatives can only be offered as time and circumstance allow, and at the discretion of Association members. Additionally, promotion and support will not be offered when such activity would violate the Association kaupapa.

Conduct and sanctions: If a concern is raised about a member’s conduct, the committee will form a review panel consisting of one committee member and two unbiased members who are not part of the committee. The review panel will attempt to reach a mutually-agreed resolution with the member. If this fails, the panel will recommend to the committee an outcome such as suspension or cancellation of membership. The committee is not obliged to follow this recommendation but it cannot act before receiving a recommendation.

4. Questions and Possibilities

A. Is the proposal robust at different sizes?

Depending on community response, the proposed association could be a tiny group within a large KiwiRPG creative community, or it could include most of the creative community with only a small percentage outside, or any point in between. Membership will also naturally wax and wane as time goes on.

Can the proposal be improved to ensure the association will be robust at any size, whether it is widely adopted or becomes a tiny vanguard?

B. Who gets to use the KiwiRPG logo?

The KiwiRPG logo was created by Tim Denee (with significant helpful input from others) to be used by the KiwiRPG community, as it was understood then. It has already become an important and recognised symbol of Kiwi creativity in the TTRPG space. There are guidelines for using the logo alongside the logo files on the kiwiRPG website.

Should the KiwiRPG logo be reserved for members of the association, or is it best if it continues to be available for anyone who identifies with KiwiRPG, as with the hashtag?

C. How do we ensure members live up to the kaupapa?

Any concerns about fidelity to the kaupapa will need to be brought to the board's attention, and a review process will kick off. There is a separate review panel, so not all powers sit in the hands of the committee.

Does this procedure seem robust and fair enough to give confidence that we can collectively live up to our kaupapa?

D. What happens if there is a bad actor in the wider community?

If there is a local creative in the TTRPG field who is bringing KiwiRPG into disrepute in some way, the association (through the committee) could undertake communications with that person, and make a public statement about that person.

Are there any other actions the KiwiRPG Creatives Association should be able to take? Do such actions need any special reinforcement in the rules?

E. What about membership fees?

Membership fees would give the association the power to do more, and would build a sense of commitment among members, but they require more administrative care and also create barriers to access.

The initial proposal is for a fee-free association, however a membership fee could be instituted in future.

Should we make consideration of a switch to membership fees an issue to be reviewed and decided at a future AGM? Should we make free membership a foundational value, and if so, on what basis?

F. What about the website and social media?

The KiwiRPG website and social media are currently held by individuals who have kindly volunteered to manage them in support of the KiwiRPG community.

The current version of the rules is silent about how these could or should be managed in future. The association can coordinate fundraising and donations to cover costs but it cannot directly own these assets itself. (This is the way costs are currently covered for the KiwiRPG website; one person paying it, various people offering to contribute. It does risk bedding in some inequities where a small group of people cover costs and free riders enjoy the benefits.)

What is the most responsible way to manage the website and social media? Does this need to be included in the rules or can it be developed later once the association has come into being?

Appendix: Example Association Rules

These are based on an Australian template for unincorporated associations that want to be registered charities. Original at:

<https://www.acnc.gov.au/tools/templates/rules-for-charitable-unincorporated-association>

Further references on association rules:

<https://community.net.nz/resources/community-resource-kit/unincorporated-groups/>

<http://communitytoolkit.org.nz/choosing-the-right-legal-structure-for-your-group/unincorporated-groups/>

Association rules of KiwiRPG Creatives Association

An unincorporated association

1. Definitions

1.1 In these rules, words and phrases have the meaning set out below:

AGM means annual **general meeting**.

association means the unincorporated **association** described in rule 2.

committee and **committee member(s)** means the **association's committee** of management and the members of the **committee** of management respectively (see rule 11.2).

general meeting means the meetings of members of the **association** as described in rule 14, consisting of AGMs and special **general meetings**.

kaupapa means the association kaupapa as described in rule 8.1

purposes means the **purposes** of the **association** as described in rule 4.1.

special resolution means a resolution of members:

- of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- that is passed at a **general meeting** by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

2. Preliminary

- 2.1 The name of the **association** is KiwiRPG Creatives Association.
- 2.2 The **association** is unincorporated.
- 2.3 These rules are intended to be binding on members of the **association** and enforceable by courts in Aotearoa New Zealand.

3. Alteration of rules

- 3.1 These rules may be changed, added to, or replaced by **special resolution** of the **association's members** at a **general meeting**. This includes a change to the **association's** name, and a change to the association's **kaupapa** given in section 8.1, .

4. Association purposes and not-for-profit status

- 4.1 The **association** will pursue the following **purposes**:
 - i. promoting to the nation and the world the creative work of Aotearoa New Zealand's tabletop roleplaying game creatives;
 - ii. providing opportunities and spaces for these creatives to find advice, expertise, and mentors;
 - iii. providing spaces and opportunities for members to discuss and share views about tabletop roleplaying games;
 - iv. providing structures and opportunities for members to share or pool useful resources;
 - v. providing support and encouragement to new tabletop role-playing game creators from within Aotearoa New Zealand, particularly those from under-represented communities;
 - vi. promoting and upholding the association **kaupapa** for all matters related to tabletop roleplaying games and Aotearoa New Zealand, especially with regard to

depictions and derivations of its peoples, histories, myths, and other expressions of culture.

- 4.2 The **association** may do all things that help it to achieve these **purposes**, in accordance with these rules.
- 4.3 The **association** and its **committee** may only do things for the **purposes**.
- 4.4 The **association** must operate consistently with legal requirements for unincorporated associations.

5. Funds and assets

- 5.1 The **association** may not hold any funds or assets.
- 5.2 The **association** may arrange for the collection of funds by a delegated member to be used for a specific stated purpose. Such funding can come from:
 - i. donations
 - ii. grants
 - iii. fundraising
 - iv. any other lawful sources approved by the **committee** that are consistent with furthering the **association's purposes**.
- 5.3 The **association** will direct a delegate on how they will manage or dispose of any excess funds collected in a way that is consistent with the association's purposes and legal obligations.
- 5.4 The **association** may agree for an asset to be held by a delegated member on behalf of the association, in a way that is consistent with the association's purposes and legal obligations.

6. Record-keeping

- 6.1 The **association** must keep written records that correctly record its operations, and be able to produce these records if required by law.

- 6.2 The **association** must retain its records for at least seven years, or as otherwise required by relevant laws.
- 6.3 The **committee members** must take reasonable steps to ensure that the **association's** records are kept safe.
- 6.4 All record-keeping and sharing of records must be in accordance with the Privacy Act (2020) and other relevant legislation.

7. **Contracts**

- 7.1 As an unincorporated **association**, the **association** cannot enter into contracts in its own name but only in the collective names of three or more individuals appointed by the **committee**.
- 7.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the **association**, in which case the **committee** shall point one or more individuals in their place.

8. **Membership**

- 8.1 Association members will uphold the association kaupapa, which is as follows:
- i. Kiwi RPG values Te Tiriti o Waitangi, and its guiding principles of partnership, participation and protection, especially with any content or discussion that involves tangata whenua Māori.
 - ii. Kiwi RPG stands against hate & prejudice in all forms.
 - iii. Kiwi RPG respects and supports the dignity of all, regardless of belief, gender, ethnicity, sexuality, ableness, or any other points of difference within our shared humanity.
 - iv. Kiwi RPG seeks to support and encourage creators from marginalised groups in Aotearoa New Zealand.
 - v. Kiwi RPG opposes harassment and strives for considerate non- toxic discourse.
 - vi. Kiwi RPG values creators and their work. We support fair treatment and equitable pay for all creators.

- vii. Kiwi RPG is not one person, nor is it owned by any one person.
 - viii. Kiwi RPG members come together in this kaupapa for the betterment of the TTRPG community in Aotearoa and across the globe.
- 8.2 Anyone who supports the **purposes** and agrees to uphold the **kaupapa** and be bound by these rules can apply to join the **association** as a member.
- 8.3 The **committee** decides the process for receiving and approving or rejecting membership applications.
- 8.4 After the **committee** has approved or rejected a membership application, the **committee** must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the **association** does not have to give reasons.
- 8.5 The **committee** cannot set a joining or membership fee for members. Membership is free of fees or charges.
- 8.6 When membership is suspended, a member cannot exercise their members' rights such as voting at a **general meeting**.
- 8.7 A person immediately stops being a member if:
- i. their membership is cancelled under these rules
 - ii they resign by writing to the **committee**, or
 - iii. they die.

9. Register of members

- 9.1 The **association** must maintain a register of members.
- 9.2 Members' names and contact details (an email address is sufficient) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- 9.3 The **committee** must record the date that a person stops being a member of the **association** in the register of members as soon as possible after the person stops being a member.
- 9.4 If a member requests that access to their details on the register of members be restricted, the **committee** may decide whether access will be restricted and will notify the member of this.

10. Members' access to documents

- 10.1 Members have all normal rights under the Privacy Act 2020, including the right to request any information the association holds about them. and to correct it if it's wrong.
- 10.2 As well as rights noted under rule 10.1, a member may make reasonable requests to inspect (at a reasonable time) the:
- i. rules of the **association**
 - ii. **general meeting** minutes, and
 - iii. register of members.
- 10.3 Members may only use information that is accessed in accordance with rule 10.2 for lawful and proper **purposes** related to the **association**.
- 10.4 Subject to rule 10.5, the **association** must provide access to documents or copies requested under rule 10.2 within a reasonable time.
- 10.5 The **association** can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the **association**, or if the request is otherwise unreasonable.
- 10.6 Members cannot inspect or get copies of **committee** meeting minutes or parts of the minutes, unless the **committee** specifically allows it.

11. The committee

- 11.1 The **association** is governed by the **committee** that is made up of **committee** members. The role of the **committee** is to ensure that the **association** is responsibly managed and pursues its **purposes**.
- 11.2 The **committee** can exercise all powers and functions of the **association** (consistently with these rules or relevant New Zealand laws), except for powers and functions that the members are required to exercise at a **general meeting** (under these rules or relevant New Zealand laws).
- 11.3 The **committee** can delegate any of its powers and functions to a **committee** member, a sub-**committee**, or a member, other than the power of delegation or a duty that applies to the **committee** or particular **committee** member under New Zealand laws.

- 11.4 **Committee** members are elected by a ballot of members of the **association** at a **general meeting**.
- 11.5 The **committee** is made up of a minimum of three **committee** members.
- 11.6 At the first **committee** meeting after each **AGM**, the **committee** must appoint a **committee** member as Chair.
- 11.7 The **committee** may appoint and remove **committee** members to and from any positions (such as Chair, President, Deputy President, Treasurer and Secretary) and decide their responsibilities in those roles.
- 11.8 Each **committee** member finishes their time on the **committee** at the end of the next **AGM** after they were appointed, but they can be elected again.
- 11.9 A member can nominate to be on the **committee** by writing to the **committee** or at a **general meeting** where an election for the **committee** is held. Another member must support their nomination.
- 11.10 To be eligible to be a **committee** member, a person:
- i. must be nominated under rule 11.9
 - ii. must give the **association** their consent to act as a **committee member** of the **association**, and
 - iii. must be a member of the **association** at the time of their nomination, appointment, and for the duration of their time on the **committee**.
- 11.11 If the number of eligible applicants nominated to be **committee** members is equal to the number of **committee** members required, the chair may declare the positions filled without holding a ballot.
- 11.12 A **committee** member stops being on the **committee** if they:
- i. resign, by writing to the **committee**
 - ii. stop being a member of the **association**
 - iii. are removed by a resolution of members of the **association**
 - iv. are absent without the consent of the **committee** from all meetings of the **committee** held during a period of six months
 - v. are, by mutual agreement with the rest of the **committee**, unable to continue in the role

- vi. die.

11.13 If a **committee** member stops being on the **committee** before the next AGM, the **committee** may temporarily appoint a member of the **association** to fill the vacancy on the **committee** until the next AGM.

12. Duties of the committee

12.1 Among its other responsibilities, the **committee** is responsible for making sure that:

- i. accurate minutes of **general meetings** and **committee** meetings are made and kept
- ii. other records are kept in accordance with rules 6.1 to 6.4, and
- iii. documents of the **association** are made available to members in accordance with rules 10.1 to 10.6.

12.2 **Committee** members must:

- i. comply with their legal duties under New Zealand laws and ensure that the **association** complies with its duties under New Zealand laws, and
- ii. meet the following standards of responsible governance:
 - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a **committee** member of the **association**
 - b. to act in good faith (fairly and honestly) in the best interests of the **association** and to further the **purpose(s)** of the **association**
 - c. not to misuse their position as a **committee** member
 - d. not to misuse information they gain in their role as a **committee** member
 - e. to disclose any perceived or actual material conflicts of interest.

13. Committee meetings

13.1 A **committee** member can call a meeting by giving seven days' notice of a meeting to **committee** members unless the meeting is an urgent meeting (in which case reasonable notice must be given).

- 13.2 The **committee** can decide how often it meets, and the way in which it meets, including by allowing **committee** members to attend remotely, so long as it allows everyone to communicate.
- 13.3 The Chair will chair **committee** meetings. If the Chair does not attend, the **committee** members can choose who will chair that meeting.
- 13.4 A resolution is passed if more than half of the **committee** members voting at the **committee** meeting vote in favour of the resolution.
- 13.5 A majority (more than half) of **committee** members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for **committee** meetings).
- 13.6 The **committee** can allow circular resolutions. To pass a circular resolution, each **committee** member must agree to it in writing, including by email or other electronic communication, and it is passed once the last **committee** member has agreed to it.

14. General meetings of members

- 14.1 **General meetings** of members can be called by the **committee**. The **committee** must call a **general meeting** if requested by a group of members making up at least 10% of members who are entitled to vote at **general meetings**. The members must state in the request any resolution to be proposed at the meeting.
- 14.2 If the **committee** does not call and hold a meeting where requested to do so under rule 14.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a **general meeting**. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling **general meetings** set out in these rules.
- 14.3 At least 10% of the members that are entitled to vote at the meeting must be present at a **general meeting** (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for **general meetings**).
- 14.4 Written notice of **general meetings** must be provided to all members (and the **association's** auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.
- 14.5 Any notice of **general meetings** must include the meeting details, proposed issues to be discussed and resolutions to be moved at that meeting.

- 14.6 The **association** must hold its first **AGM** within 18 months of being formed. After that the **association** must hold an **AGM** at least once in every calendar year, at which it provides reports to members about the activities of the **association**, including financial delegations and activities under rules 5.2 and 5.4.
- 14.7 The ordinary business of the **AGM** is to confirm the minutes of the previous **AGM**, receive reports and statements on the previous financial year, and elect **committee** members. The notice of the **AGM** must include any special business or resolutions to be considered.
- 14.8 A group of at least 10% of members who are eligible to vote at a **general meeting** can propose resolutions to be voted on at a **general meeting** by writing to the **committee** advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the **general meeting** can be met (which will depend on the type of resolution proposed).
- 14.9 Any resolution proposed under rule 14.8 must be considered at the next **general meeting** held no more than two months after the date the **committee** is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.
- 14.10 The Chair (see rule 11.6 and 11.7) will chair **general meetings**. If the Chair does not attend, the members at the meeting can choose another **committee** member to be the chair for that meeting. The Chair is responsible for the conduct of the **general meeting**, and for this **purpose** must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 14.11 Each member has one vote.
- 14.12 A resolution (other than a **special resolution**) is passed if more than half of the members present at a **general meeting** vote in favour of the resolution.
- 14.13 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- 14.14 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 14.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.

- 14.15 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- 14.16 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

15. Disputes and conduct

Dispute resolution process

- 15.1 If there is a dispute between a member or **committee** member and:

- i. one or more members, and
- ii. one or more **committee** members

the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

- 15.2 If the dispute cannot be resolved between the people involved, the **committee** must be notified, and a dispute resolution process must be put in place by the **committee**. The **committee** may develop a policy regarding dispute resolution.
- 15.3 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the **committee** may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

Conduct and sanctions

- 15.4 If a concern is raised about a member's conduct, or if the **committee** considers that a member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the association, the committee can begin a conduct review.
- 15.5 The **committee** will form a review panel consisting of one **committee** member and two unbiased members who are not part of the committee. The review panel will attempt to reach a mutually-agreed resolution with the member and any other concerned party. If this fails, the panel will recommend an action to the committee.
- 15.6 If necessary, where unbiased members cannot be found, **committee** members can make up the membership of a conduct review panel.

- 15.7 The **committee** must write to the member to tell them why they are undertaking a conduct review and describing the process as it appears in these rules.
- 15.8 The member under review must be given the opportunity to explain or defend themselves to the review panel. This information must be made available in full to the **committee**.
- 15.9 When in receipt of a review panel's recommendation for action, the committee can take action against the member. The committee does not need to accept the review panel's recommendation.
- 15.10 Action can include sanctions such as written warnings, or suspension or cancellation of membership. Sanctions cannot include a fine. Membership cannot be suspended for more than 12 months.
- 15.11 The disciplinary procedure must be completed and the member notified of the outcome as soon as reasonably practical.

16. Winding up

- 16.1 The **association** can be wound up by its members if the members pass a special resolution to wind up the **association** at a **general meeting**.
- 16.2 If the **association** is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
- i. must not be distributed to the members or former members of the **association**, and
 - ii. subject to the requirements of New Zealand laws and any New Zealand court order, must be distributed to another organisation or other organisations with similar **purposes**, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.
- 16.3 In making distributions upon winding up, the **association** must satisfy any obligations that apply to assets over which a trust exists.