

## Whangarei Theatre Company Incorporated Society

<b>Constitution and Rules 2017</b>	
<b>NAME</b>	1. The name of the Society shall be the "Whangarei Theatre Company Incorporated."
<b>2. INTERPRETATION</b>	In these Rules unless a contrary intention appears: "Society" means the "Whangarei Theatre Company Incorporated": "committee" means the Executive Committee for the time being appointed under Rule 10 of these Rules: "Year" means the financial year of the Society which shall extend from the 1st day of January in any year until the 31st day of December (both inclusive) in the same year. "Special Resolution" means a resolution passed by a majority of not less than three-fourths of the members of the Society, who are entitled under the rules to vote, and who are present in person at the Annual General Meeting or Special General Meeting of which notice stating the intention to propose such a resolution has been given.
<b>3. OBJECTS</b>	The objects of the Society shall be: [a] To cultivate and advance the performing arts in New Zealand. [b] To provide educational opportunities for people of all ages in the production and performance of the performing arts. [c] To provide entertainment for the public and to support charitable and philanthropic objects by the production of performing arts. [d] To assist any charitable organisation to raise funds for such charitable objects as are permitted under the Charities Act 2005. [e] to do all such things as are incidental to or conducive to the attainment of the above object or any of them in New Zealand.
<b>4. NO PECUNIARY GAIN TO MEMBERS</b>	[a] Save as provided by Section 5 of "The Incorporated Societies Act, 1908" no member shall derive any pecuniary gain from the property or operations of the Society.  [b] Any person who is a member of the Society shall not be able to determine or materially influence in any way whatsoever any income, benefit or advantage that they may receive from the Society and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.
<b>5. CONFLICT OF INTEREST - FINANCIAL TRANSACTIONS</b>	[a] A member who in any way, whether directly or indirectly, has a material interest in any contract or proposed contract or arrangement or dealing with the Society (other than as a member) shall disclose the nature of that interest at a meeting of the members and such disclosure shall be recorded in the minutes of the meeting.  [b] Where, in pursuance of the objects of the Society, a member has entered into a financial transaction with the Society, any payment by way of interest or rent shall not exceed current commercial rates and any receipts by way of interest or rent shall not be less than current commercial rates.
<b>6. MEMBERSHIP</b>	There shall be four classes of Membership, viz: [a] Full membership [b] Associate membership [c] Honorary Life Members and [d] Junior membership  Full membership shall be persons who, in the opinion of the Executive Committee are eligible to take part in the productions of the Society in any way, and shall before participating in any such production have

paid the current annual subscription determined for Full membership.

Associate members shall be persons who support the Company's productions but are not in the cast.

Honorary Life Members shall be such persons who have rendered outstanding service to the Society and have been elected Honorary Life Members at a General or Special Meeting of the Society on the recommendation of the Executive Committee. They shall without the payment of any fees or subscriptions be entitled to hold any office and to have all the privileges of membership including full voting rights at all meetings of the Society.

Junior Members shall be children still attending school and wishing to participate in the activities of the Society.

#### 7. CESSATION OF MEMBERSHIP

[a] Any member may resign membership, but must notify the Secretary in writing to that effect.

[b] Any member whose current membership subscription remains unpaid at 31 March in each year shall cease to have full membership.

#### 8. SUBSCRIPTIONS

The amount of the annual subscription payable in respect of each class of members set out in Rule 6 shall be determined at each Annual General Meeting or at a Special General meeting and shall cover the year ending on the next succeeding 31st day of December and shall fall due for payment 14 days after being fixed. Only Full and Life members shall be entitled to vote at any meeting of the Society.

#### 9. PATRON

The position of Patron shall be offered to the Mayor of Whangarei at the time of the Annual General Meeting and the Society can at its discretion appoint a Vice-Patron.

#### 10. MANAGEMENT

[a] The management of the Society shall be vested in an Executive Committee comprising the officers of the Society being the President, Senior Vice President, and Junior Vice President, Secretary and Treasurer (being members of the Society) and nine other members of the Society.

[b] Eligibility of Executive Committee members: the following persons may not hold office as an Executive Committee Member

[i] an individual under the age of 18 years;

[ii] an individual who is an undischarged bankrupt or who is a discharged bankrupt but is prohibited by the Court from engaging in any form of business activity

[iii] a person who has been convicted of any crime involving dishonesty within the meaning of section 2(1) of the Crimes Act 1961, and sentenced for that crime within the last seven years or

[iv] Convicted of any offence punishable by a term of imprisonment of two or more years or sentenced to imprisonment for any offence.

(c) The President, Senior Vice President and Junior Vice President shall be elected at the Annual General Meeting for a term of two years:

[i] Should the President cease to hold office before the expiration of the term for which he/she was elected or for which he/she succeeded the Senior Vice President shall succeed to the office of President for the balance of the term and cease to hold the office of Senior Vice President.

[ii] Should the Senior Vice President cease to hold office the Junior Vice President shall succeed to the office of Senior Vice President for the balance of the term and cease to hold office of Junior Vice President.

(iii) Should the Junior Vice President cease to hold office the Executive Committee shall appoint a member of the Society who may be a member of the Executive Committee, to be Junior Vice President until the next succeeding Annual General Meeting.

[iv] if the Annual General Meeting shall not be one at which a Junior Vice President would normally be elected a Junior Vice President shall be elected at such a meeting to serve until the next succeeding Annual General Meeting.

[v] No person shall be elected President of the Society unless he/she has served on the Executive Committee for a period of at least two years.

[d] The Secretary, Treasurer and other nine members of the Executive Committee shall be elected at each Annual General Meeting and shall hold office until the next Annual General Meeting. One member may at any one time hold the positions of Secretary and Treasurer.

[e] Any President of the Society shall on ceasing to hold such office become the immediate Past President and shall be an ex-officio member of the Executive Committee with full voting rights for the period of two years from ceasing to hold office as President.

[f] All candidates for the positions of officers of the Society and members of the Executive Committee must be financial members of the Society before being eligible for election.

[g] Eight members shall constitute a quorum at any meeting of the Executive Committee.

#### 11. COMPLAINTS AND GRIEVANCES PROCEDURES

A: Complaints: member's right to be heard

[1] When the Society considers a complaint, or institutes a disciplinary procedure, regarding alleged misconduct of a member the member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.

[2] Without limiting the manner in which a member may be given a right to be heard, a member must be taken to have been given the right if-

[a] the member is fairly advised of all allegations concerning the member, with sufficient details and time given to enable the member to prepare a response; and

[b] the member has a reasonable opportunity to be heard in writing, or at an oral hearing (if one is held); and

[c] an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

[d] an oral hearing (if any) is held before the decision maker and the member's written statement or submissions are considered by the decision maker.

B: Grievances: member's right to be heard

[1] When the Society considers a member's grievance alleging damage to the member's rights or interests as a member or to members' rights or interests generally, the member has a right to be heard before the grievance is resolved or any outcome is determined.

[2] Without limiting the manner in which a member may be given the right to be heard, a member must be taken to have been given the right if-

[a] the member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

[b] an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

[c] an oral hearing (if any) is held before the decision maker and the member's written statement or submissions are considered by the decision maker.

C. Investigating and determining complaint or grievance

The Society must, as soon as is reasonably practicable after receiving a complaint or grievance made in accordance with its constitution, investigate and determine the complaint or grievance. To do this the President will form a Special Committee of three members.

#### 12. GENERAL MEETINGS

(a) The Annual General Meeting shall be held not later than three calendar months following the date of the end of the Society's financial year.

[b] All other General Meetings shall be termed Special General Meetings.

[c] The Executive Committee shall submit to each Annual General Meeting a report of the proceedings of the Society and a statement of accounts and the balance sheet, showing its financial position up to the 31st day of December last preceding, and such balance sheet shall be certified by the Reviewer.

[d] The Honorary Solicitor shall be appointed at the Annual General Meeting for the forthcoming year.

[e] Every General Meeting shall be held in Whangarei. The publication in a local paper of a notice convening a General Meeting, specifying the place and hour and stating the proposed business shall be

made ten days prior to the date of the meeting, and shall be considered sufficient notice.

[f] At any Annual General Meeting or Special General Meeting, twenty members shall form a quorum.

[g] If within one half hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such time and place a quorum of members is not present at such an adjourned meeting, it shall proceed.

[h] The committee upon receipt of a petition signed by at least twenty Full and/or Honorary Life members of the Society shall call a Special General Meeting to discuss the motion brought by the petitioners.

[i] The President or in his/her absence, the Senior of the Vice-Presidents, shall preside at every General Meeting of the Society. If neither the President nor any of the Vice-Presidents be present within ten minutes of the time appointed for the meeting, the members present shall choose another member of the Executive Committee to be Chairperson for such meeting.

[j] The Chairperson may, with the consent of any General Meeting, adjourn the meeting to a new time and 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.

[k] All nominations for Officers of the Society and Members of the Executive Committee shall be made in writing to the Secretary by the advertised date for the closing of nominations. The nominations must carry the signature of the proposer, seconder, and nominee, consenting to the nomination.

[l] If at the Annual General Meeting any vacancy in the office bearers is not filled by election, or if any vacancy should occur after the Annual General Meeting, the Executive Committee shall fill such vacancy

[m] Voting at all General Meetings, either Annual or Special of the Society, shall be by voices unless a show of hands or a secret ballot shall be called for.

### 13. COMMITTEE MEETINGS

The Executive Committee shall hold:

[a] Regular monthly meetings on such date and at such time as agreed upon, shall be held.

[b] Special meetings of the Executive Committee require forty-eight hours' notice.

### 14. POWERS OF COMMITTEE

[a] The Executive Committee shall have full power to direct and manage all affairs and business of the Society, and to do anything authorised by Clause 3

[b] The Executive Committee may delegate its powers and duties to sub-committees as it may appoint but shall be responsible to the Society for the acts and defaults of such sub-committees.

[c] The Executive Committee shall have power to cause the Society to become a member of any society or association having objectives similar to those of the Society or to become affiliated to any such society or association, and shall have power also to allow any other society or association to become affiliated to the Society on such terms and conditions as it thinks fit.

[d] The Executive Committee shall require that a list be kept of all equipment, costumes etc, hired or loaned to any organisation.

[e] The Executive Committee shall have power to exclude any person under the age of sixteen years, from participation in a production.

### 15. RULES

[a] Every member shall have access to the Rules of this Society.

[b] The Society may amend these rules at Annual General Meetings or Special Meetings called for that purpose.

[c] In giving notice of any General Meeting called for the purpose of making any amendments to these Rules, it shall be necessary to give full text of such amendments, unless a copy of the proposed amendments is available through the Secretary for inspection until the date of the meeting.

[d] Amendments shall be permitted if they in any way affect the charitable status of the Society.

#### 16. BY-LAWS

[a] The Executive Committee shall have the power to make by-laws which are not inconsistent with these Rules, and may vary or rescind such by-laws.

[b] By-laws shall be binding on every member of the Society.

#### 17. INTERPRETATION OF RULES AND BY-LAWS

The decision of the Executive Committee on the interpretation of the Rules and By-laws and any matter or things not contained in these Rules and which pertains to the Society, its property or interests, shall be conclusive and binding on the Society.

#### 18. SECRETARY AND TREASURER

[a] The Secretary shall be responsible for the maintenance of a Minute Book containing the full correct Minutes of all Meetings.

[b] The Treasurer shall keep:

[i] such books of accounts as the Executive Committee shall require.

[ii] a Register showing names and addresses of Members and dates at which they became members.

[c] A bank account shall be kept at such bank or banks as the Executive Committee may from time to time determine and shall be operated on by any two of the President, Vice-Presidents, Secretary or Treasurer.

#### 19. REVIEWER

The accounts of the Society shall be reviewed by an accountant not being a member of the Executive Committee, who shall be annually elected at the Annual General Meeting. The Reviewer shall have power to call for the production of all books, papers, accounts and documents relating to the affairs of the Society. The Annual balance sheet and statement of account shall be reviewed by him/her, and if correct, certified in writing under his/her hand before they are submitted to the Annual General Meeting.

#### 20. WINDING UP

In the event of the Society winding up, the funds, property and assets of the Society shall be disposed of to an organisation formed for charitable or educational purposes or any charitable organisation with similar objects to the Society, as a majority of members present at the meeting carrying the resolution of dissolution shall resolve. A resolution of dissolution must be ratified at a subsequent meeting held not less than thirty days after the passing of the resolution of dissolution. Notice of the ratified resolution of dissolution shall be sent to the Registrar of Incorporated Societies.

#### 21. REGISTERED OFFICE

The Registered Office of the Society shall be the Society's rooms, The Riverbank Centre, Reyburn House Lane, Whangarei.

#### 22. COMMON SEAL

The Common Seal of the Society shall remain in the custody of the Secretary and shall be affixed to any document only in accordance with a resolution of the Executive Committee. Any document to which the Common Seal is affixed shall be signed by any two of the President, Vice-Presidents or Secretary.

#### 23. GENERAL POWERS

To further the objects the Society is empowered to:

[a] Establish any trusts which may seem to the Society conducive to its objects.

[b] purchase, lease, exchange or hire any real or personal property

[c] acquire or to obtain from, or make any arrangements with any Central or Local Government or any Company, body corporate or person, any authority, right, privilege, concession or contract

[d] disseminate information on all matters concerning the objects of the Society

[e] accept or reject any legacy, bequest or gift.

[f] To sell, lease, exchange, bail, grant licences, in respect of or otherwise deal with or dispose of the Society's undertakings or any part thereof, or property, or interest in any property, rights, concessions or privileges, belonging to the Society. either together or in portions to any other firm, person, company, society, association or to any government (Supreme, Local, Municipal or other) for such consideration or promise or upon such terms as are reasonable and appropriate.

[g] To construct, maintain, alter, improve, enlarge, pull down, remove, replace, manage, carry on and control any building or works which may seem to the Society likely to advance its interests directly or indirectly.

[h] To do all things incidental or conducive to the attainment of any of the fore-going objectives objects or the exercise of any of its the fore-going powers.

#### 24. BORROWING

[a] The Executive Committee shall have the power, if authorised by a resolution passed by two thirds majority at any General Meeting of Full and Honorary Life members to borrow or raise money and secure payment of any money owing by the Society. In such manner as the Society shall determine and in particular by the issue of debentures or by mortgage or charge or levy upon the whole or part of the Society's property or assets whether present or future.

[b] The Executive Committee may purchase, redeem or pay off, such security or securities.