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CONSTITUTION OF  
WAIPUKURAU  
LITTLE THEATRE  
INCORPORATED

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## List of Amendments

<u>Date</u>	<u>Version</u>	<u>Changes</u>
19 Feb 2018	Original	----

# CONSTITUTION OF WAIPUKURAU LITTLE THEATRE INCORPORATED

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## NAME

1. The name of the Society is 'WAIPUKURAU LITTLE THEATRE INCORPORATED' hereinafter referred to as "the Society". The Society is constituted by resolution dated 19 February 2018.

## REGISTERED OFFICE

2. The registered office of the Society is 19 Ruataniwha Street, Waipukurau, Central Hawke's Bay or such other place as shall be determined by the Committee and advised to the Registrar.

## PURPOSES

3. The Purposes of the Society are to:
  - a. Produce and encourage all aspects of the performing arts for the benefit of the Members of the Society and the general public.
  - b. Become a Member of, or to co-operate with any other society or group (incorporated or unincorporated), having Purposes wholly or partly similar to those of the Society; or by which, membership or cooperation, may appear conducive to the attainment of any of the Purposes of the Society.
  - c. Provide opportunities for young members of the community to experience, participate in and, where appropriate, further their skills and qualifications in the performing arts.
  - d. Do all such lawful things as are incidental or conducive to the attainment of the above Purposes.

## MANAGEMENT OF THE SOCIETY

4. The Society shall have a managing committee comprising of the Executive Officers and such other Members as the Society shall decide.
5. The Executive Officers of the Society shall be:
  - a. The President
  - b. The Vice-President
  - c. The Secretary and
  - d. The Treasurer
6. The office of Vice-President may be held by either the Secretary or Treasurer.

7. In addition to the Executive Officers, there shall be a committee of four (4) Members (or such greater number as the Society may from time to time determine in General Meeting).
8. In furtherance of Purpose 3.c. the Society shall strive to elect a Youth Representative on to the Committee who may be included in or additional to the committee Members mentioned above. The Youth Representative shall have all the voting rights and privileges of other Members of the Committee.
9. The Executive Officers and elected committee Members shall be collectively referred to as “the Committee”.
10. Honorary Officers of the Society, including Patron, Solicitor or otherwise may be created by the Society in General Meeting in accordance with the recommendation of the Committee.
11. The management and control of the affairs of the Society shall be vested in the Committee, which shall have and may exercise all the powers of the Society which are not expressly required to be exercised by the Society in General Meeting or as otherwise provided by this Constitution or by law.

## **ELECTION OF OFFICERS AND COMMITTEE**

12. The Committee shall be elected annually at the Annual General Meeting, and shall hold office from the conclusion of the meeting at which they were elected, until the conclusion of the meeting at which they are either re-elected or their respective successors are elected. They shall all however, be eligible for re-election.
13. The election of the Committee shall be conducted in the following manner:
  - a. All nominations shall be in writing signed by the candidate and also by his/her proposer and seconder, who shall all be Members of the Society.
  - b. Nominations shall be open two (2) weeks before the Annual General Meeting but shall in any case be in the hands of the Secretary before the meeting opens.
  - c. Any individual being nominated shall also declare any bankruptcy or criminal convictions together with the country of conviction. If criminal convictions have been “clean slated”, they need not be declared. If the individual is elected, their declaration shall be retained by the Secretary for the term of office and any subsequent terms following re-election. The elected Committee member shall declare to the President or Vice-President if their situation changes during their term of office.  
(Note: This requirement is to protect the Society and its Members against potential harm, from individuals who may present a risk in terms of inappropriate financial procedures and/or inappropriate/criminal behaviour)
  - d. The Officers shall be elected by secret ballot, in accordance with procedures in Clause 60.
  - e. Notwithstanding anything hereinbefore contained, in the case of no nominations being received or an insufficient number of nominations being received for the Members of the Committee or for the office of Patron under the foregoing provisions, the Members present at the Annual General Meeting and entitled to vote may elect in such manner as the meeting shall

deem proper, some Member or zero (0) Members to fill the position or positions left vacant, provided that no Honorary or Committee Member shall be elected save with his prior written consent to nomination.

14. Any casual vacancy in the Committee may be filled by the Committee, such person to hold office upon the same terms as the predecessor.
15. Any Member of the Committee who shall absent himself from two (2) consecutive meetings of the Committee, shall have their membership of the Committee reviewed at the next meeting.

## **VACATION OF OFFICE**

16. The office of President, Vice-President, Secretary, Treasurer or membership of the Committee shall be vacated if the holder:
  - a. Ceases to be a Member of the Society; or
  - b. Resigns his or her office in writing; or
  - c. Is removed from office in accordance with Clause 17.
17. The Society may by resolution passed by a majority of not less than 75% of Members present and voting at a Special General Meeting, which has been called for the purpose, remove any Member of the Committee from office and appoint other Members to fill the vacancy so created.

## **DUTIES OF EXECUTIVE OFFICERS**

18. The President shall:
  - a. Chair meetings and ensure the Policies and Procedures of the Society are followed.
  - b. Ensure the Purposes of the Society are met.
  - c. Oversee the operation of the Society and provide a Performance Report on the Society's operation to the AGM.
  - d. Represent the Society as required at public meetings and events.
19. The Vice President will stand in for the President if he/she is not available.
20. The Secretary shall:
  - a. Take accurate minutes of all meetings.
  - b. Keep the Register of Members. This task may be delegated to a separate Membership Co-ordinator at the discretion of the Committee.
  - c. Hold the Society's records and documents (except for those required by and for the Treasurer).
  - d. Receive and respond to all correspondence as required by the Committee.
  - e. Be the custodian of the Common Seal of the Society.
  - f. File any changes to statutory documents with the appropriate regulatory body.
21. The Treasurer shall:
  - a. Have responsibility for the Society's cheque book and online banking operations.

- b. Be responsible for keeping proper and accurate records of the Society's financial transactions.
- c. Provide financial information to the Committee as the Committee determines.
- d. Provide financial information for presentation to the AGM as part of the Performance Report.
- e. File the annual accounts (financial statements) with the appropriate regulatory body.
- f. Be responsible for receiving money paid to the Society.

## **ROLE OF THE COMMITTEE**

- 22. It shall be the duty of the Committee generally, to conduct the affairs of the Society, and oversee the administration of the Society, particularly with regard to:
  - a. The proper collection and disbursement of the funds of the Society;
  - b. Ensuring that the Executive Officers are fulfilling their duties as described in Clauses 18-21.
- 23. The Committee may at its discretion, and upon such terms and conditions as it may from time to time think proper, delegate any of its powers and functions to such sub-committees of other Members of the Society.
- 24. The Committee may from time to time at its discretion make, amend or rescind Policies and Procedures not inconsistent with this Constitution for the conduct of the affairs of the Society. All such Policies and Procedures shall be binding on Members of the Society. A copy of the Policies and Procedures for the time being, shall be available for inspection by any Member on request to the Secretary.

## **MEETINGS OF THE COMMITTEE**

- 25. Within one calendar month after every Annual General Meeting, the Secretary shall cause to be convened, in manner hereinafter provided, a meeting of the Committee.
- 26. The Committee should meet monthly but shall meet at least once every two (2) calendar months thereafter, at such times and places as may from time to time be determined by the President, or (upon the requisition in writing of any four (4) Members of the Committee) by the Secretary, whose duty it shall be to call a meeting of the Committee forthwith upon receipt of any such requisition.
- 27. Notice of every such meeting shall be given by the Secretary, to every Member of the Committee, not less than 48 hours prior to the time appointed for the meeting in question.
- 28. The Committee shall determine its own procedure at all its meetings, and not less than half its Members with the right to vote shall constitute a quorum.
- 29. At all Committee meetings, the President, and in his/her absence, any other duly elected Chairman, shall take the chair, and every Member of the Committee present and entitled to vote, shall be entitled on every motion, to one vote exercised in

person, and in the case of an equality of votes, the Chairman shall have a casting vote as well as a deliberate vote.

30. If a Member of the Society would like to raise a question for answer by the Committee, the question must be communicated to the Secretary not less than five (5) days before the meeting, so it can be placed on the agenda.
31. Society Members are welcome to attend Committee meetings, though they have no voting rights on proposals.
32. If Society Members are present at any Committee meeting, a motion needs to be passed at the beginning of the proceedings to give them speaking rights to address their topic.

## **SOCIETY MEMBERSHIP**

33. Any person who undertakes to be bound by this Constitution and any additional Policies and Procedures and whose application for membership is not contested by the Committee, shall, upon payment of a subscription in respect of the membership year then current (or such portion thereof as the Committee in its discretion may determine), become a Member of the Society.
34. All Members shall be required to give express consent to be a Member, this shall be included in the application form.
35. The Society will maintain a membership of a minimum of ten (10) Members at all times. The Committee will ensure this requirement is adhered to.
36. A Register of Members, showing the names, the postal and email addresses and telephone numbers of all Members, shall be kept by the Committee. It is the Member's responsibility to ensure they update their contact details should they change during their membership.
37. All Members shall promote positively the Purposes of the Society and shall do nothing to bring the Society into disrepute.
38. The Society may in General Meeting:
  - a. Divide or consolidate its membership into or from various sub-divisions (subscribing or otherwise) and attach such qualifications, privileges, restrictions and subscriptions to each type of membership as may be approved or deemed appropriate from time to time.
  - b. Grant honorary or life membership to suitably qualified persons in recognition of outstanding services, subject to such privileges or restrictions as may be decided from time to time. Life Members may exercise all the rights and privileges of membership of the Society but shall not be liable to pay any subscription fee.

## **RESIGNATION AND EXPULSION**

39. Any Member may resign his/her membership by notice in writing to the Secretary, but such resignation shall not release the Member from payment of a subscription for the financial year then current, provided however that the Committee shall have the power to remit such proportion thereof as it may think fit.

40. The Committee may at any time require any Member to retire from membership for breach of this Constitution or for misconduct and in default of such retirement, may deal with the question of the expulsion of that Member at a meeting of the Committee, to be held within two (2) calendar months of the date of the formal communication and at such meeting the Member whose expulsion is under consideration, shall be allowed to offer an explanation verbally, or in writing, and if thereupon one half of the Members of the Committee present, providing those present constitute a quorum, shall vote for his/her expulsion, he/she shall forthwith (but without release from antecedent liability to the Society) cease to be Member.

## **SUBSCRIPTIONS**

41. The annual Subscription for Members shall be fixed each year at the Annual General Meeting and shall become payable from 1<sup>st</sup> May of the same year.
42. Every Member whose Subscription for the membership year then current remains unpaid by 31<sup>st</sup> July, shall thereupon cease to be a Member of the Society.
43. In fixing from time to time the annual Subscription referred to in Clause 41, the Society shall not be bound to prescribe a uniform Subscription in respect of all Members and may prescribe a scale of Subscriptions computed in such a manner as may from time to time be deemed fit.

## **FINANCIAL MANAGEMENT**

44. The funds and property of and belonging to the Society may, with the prior agreement of the Committee, be applied in the manner and for the following purposes:
- a. In the payment of all expenses incurred in the carrying out of all or any of the Purposes of the Society, including, but not limited to payments to adjudicators and professional producers, expenses of delegates to any meeting, expenses of any Members travelling for any competitions or festivals, rent of land, buildings or rooms, stage and lighting equipment, interest on money lent to the Society.
  - b. The Society shall be able to purchase, take on lease, hire, or otherwise acquire, and to hold, turn to account, and dispose of any real or personal property, and any rights, licences, privileges, or concessions, which to the Society may appear necessary or expedient in attaining all or any of the Purposes of the Society or promoting the interests of the Society or its Members.
  - c. In awarding prizes or trophies for competitors among kindred societies or any individual Member or Members thereof.
  - d. In any other manner which from time to time may be authorised by the Committee.
45. The funds of the Society shall be lodged in such bank or banks as the Committee may from time to time determine.



46. All cheques or online transactions drawn on the bank account shall be signed or authorised as determined by the Committee from time to time.
47. The financial year of the Society shall end on 31<sup>st</sup> January in each year.
48. The Society shall cause proper financial accounts to be kept by the Treasurer who shall prepare information for inclusion in the President's Performance Report.

### **BORROWING POWERS**

49. The Society shall have the power to borrow money, with or without security, in such manner, and on such terms and conditions as the Committee shall from time to time think fit, and for such purpose to give and execute bonds, debentures, mortgages, promissory notes, and securities of every kind, and to mortgage or charge all, or any part of the property, real or personal, of the Society (provided however that the powers hereby conferred shall not be exercised save with the prior approval of the Society in a General Meeting).

### **AUDIT/FINANCIAL REVIEW**

50. The accounts of the Society shall be reviewed by a competent person who shall not be a Member of the Committee and who shall be elected annually by a majority of the Members present at the Annual General Meeting.

### **PAYMENT TO MEMBERS (Pecuniary Profit)**

51. All income, benefit, or advantage must be used to advance the charitable Purposes of the Society.
52. No Member of the Society, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
53. Any payments made must be for goods or services that advance the charitable Purpose and must be reasonable and relative to payments that would be made between unrelated parties.
54. As a voluntary organisation, the Society has no paid employees, though it may, from time to time, contract services as needed for which an invoice will be required.

### **ANNUAL GENERAL MEETING**

55. The Annual General Meeting of the Society shall be held no later than ten (10) weeks after the end of the financial year.
56. Not less than fourteen (14) clear days before the Annual General Meeting, the time and place of the meeting shall be notified to Members. Notice is deemed to have been given provided that:
  - a. All members have been notified individually by means of mail or email; and/or
  - b. At least two advertisements have been placed in local publications; and/or

- c. Details have been posted on the Society website, social media pages or in the newsletter
57. The business of the Annual General Meeting shall be:
- a. To receive and consider the President's Performance Report;
  - b. To elect Officers and Members of the Committee;
  - c. To appoint an Auditor/Financial Reviewer (who need not be a Member of the Society and who shall not be a Member of the Committee);
  - d. To fix the subscriptions for the coming membership year; and
  - e. To transact any other business which under this Constitution ought to be transacted at a General Meeting.

### **SPECIAL GENERAL MEETINGS**

58. A Special General Meeting may be called at any time by the Committee of its own motion or may be called at the written request of not less than six (6) Members stating the reason for the meeting.
59. Not less than seven (7) clear days before a Special General Meeting, the time and place of the meeting and the business to be dealt with shall be notified to Members. Notice is deemed to have been given provided that either:
- a. All members have been notified individually by means of mail or email; and/or
  - b. At least two advertisements have been placed in local publications; and/or
  - c. Details have been posted on the Society website, social media pages or in the newsletter

### **PROCEDURES FOR GENERAL MEETINGS**

60. Voting at General Meetings shall be in accordance with the following:
- a. Voting at General Meetings is restricted to those Members over the age of sixteen (16).
  - b. There shall be no voting by proxy.
  - c. At all General Meetings, ten (10) Members present and voting shall constitute a quorum. Any General Meeting at which there shall not be a quorum shall stand adjourned to such date as shall be determined by the Chairperson or by a majority of the Members present.
  - d. The mode of voting at all General Meetings shall be on the voices or by show of hands or, if the Chairman or any three (3) other Members present shall require, by secret ballot, for which purpose a sufficient number of scrutineers shall be appointed at the meeting. All voting papers utilised in any secret ballot will be destroyed after the ballot count and voting are complete.
  - e. A register of voters at any General Meeting will be taken by the Secretary.

## **COMMON SEAL**

61. The Society shall have a common seal which shall be kept in the custody of the Secretary.
62. A document shall be executed on behalf of the Society if:
  - a. A resolution has been passed by the Committee to sign the document; and
  - b. The common seal is attached to the document; and
  - c. The document is witnessed by any one of the Chairperson, Secretary or Treasurer and countersigned by one other Member of the Committee.

## **ALTERATIONS TO THE CONSTITUTION**

63. The Society may alter or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting, providing that the number present represents a quorum.
64. Any proposed motion to amend or replace this Constitution shall be signed by at least three (3) Members and given in writing to the Secretary at least twenty-eight (28) days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
65. At least fourteen (14) days before the General Meeting at which any Constitution change is to be considered, the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
66. When a Constitution change is approved by a General Meeting, such change shall not take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **DISPUTES PROCEDURE**

67. If any Member shall have a dispute with any Committee decision, or with any activity or action of other Members, they should communicate this dispute to the President or other Committee Member for resolution. Communication may be verbal or written and the Member can expect an initial response within no more than fourteen (14) days. In the event of a formal (written) complaint, the matter shall be discussed at a Committee meeting. The complainant can attend this meeting and present their viewpoint. The President shall ensure resolution and communicate with the complainant, with support from the Secretary.
68. The Committee will endeavour to resolve the issue as it feels appropriate and an independent third party may be requested to participate in the resolution if necessary.
69. In the event of a complaint being made by a Member about the President, the Vice President or any other Committee Member may take the lead in resolution.

## WINDING UP

70. The Society may, provided all its liabilities have been discharged, be wound up voluntarily and subject to the following:
- a. Such winding up shall be effected upon a resolution of Members passed by a majority of those present and voting at a Special General Meeting convened for the purpose. Notice of such resolution shall be sent to the Registrar of Incorporated Societies.
  - b. The said resolution must be confirmed by a majority vote at a Special General Meeting to be held not earlier than thirty (30) days and not later than sixty (60) days after the date on which the resolution so to be confirmed was passed.
  - c. Such winding up shall be deemed to commence from the date of the confirming resolution and from that date the Society shall cease to carry on its business and functions except in so far as the same is necessary for the beneficial winding up thereof.
  - d. If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other charitable organisation or body within New Zealand, having Purposes similar to the Purposes of Waipukurau Little Theatre Incorporated. The selection of this benefactor will be a Committee decision. Members are welcome to make suggestions and/or attend the Committee meeting.

## INTERPRETATION OF THE CONSTITUTION

71. In the event of any dispute, doubt or difference arising as to the interpretation or application of any one or more of the Clauses in this Constitution, the decision of the Committee in respect of such dispute, doubt or difference shall be final and binding.

## DEFINITIONS

72. In this Constitution it is assumed that:
- a. A “majority” vote, unless further qualified, means a number of votes greater than half of the total votes cast
  - b. Where a masculine is used, the feminine is included
  - c. Where the singular is used, plural forms of the noun are also inferred
  - d. Headings are a matter of reference and not part of the Clauses
  - e. A Member is any Life or fully paid up financial member of the Society
  - f. The “Youth Representative” can be any Member of the Society between the ages of 16 and 25.