

1. Name and Definitions:

A. Name: The name of the society is **Nelson Musical Theatre Incorporated**, (in these rules referred to as the 'Society')

B. Definitions:

- In these rules, unless the context requires otherwise, the following words and phrases have the following meanings:
- **'Act'** means the Incorporated Societies Act 2022, or any Act which replaces it (including amendments), and any regulations made under the Act or any Act that replaces it.
- **'Annual General Meeting'** means a meeting of the **Members** of the **Society** held once a year which, among other things, will receive and consider reports on the **Society's** activities and finances.
- **'Associated Person'** means a person who:
 - a. may obtain a financial benefit from any matter being dealt with by any **Member** for or on behalf of the **Society** where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that member;
 - b. may have a financial interest in any person where that person may derive a financial benefit from any matter that is being dealt with for or on behalf of the **Society**;
 - c. is a partner, director, officer, board **Member**, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a Committee **Member**, or in any **General Meeting**, or otherwise for the **Society**) relates;
 - d. may be interested in the matter because the **Society's** constitution so provides; but no such **Member** shall be deemed to have any interest;
 - e. merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under the **Act**; or
 - f. if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other **Members** of the **Society** due to the membership of those **Members**; or
 - g. if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under the **Act** or the **Society's** constitution; or
 - h. if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its **Members'** collective employment interests.
- **'Clear Days'** means the days between the date on which the **Notice** is given, and the date of the event referred to in the **Notice** (for instance, excluding the date a Notice of meeting is posted or sent to **Members** and the date of the meeting.)
- **'Committee'** means the **Society's** governing body.

- **‘Committee Member’** means a **Member** of the **Committee**, including the **President, Vice President, Secretary, and Treasurer**.
- **‘Executive’** means the office holders of the **Committee**, being the **President, Vice President, Secretary** and the **Treasurer**,
- **‘General Meeting’** means either an Annual **General Meeting** or a Special **General Meeting** of the **Society**.
- **‘Matter’** means (a) the **Society’s** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- **‘Member’** means a person properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.
- **‘Notice’ to Members** includes any notice given by post, courier, or email; and the failure for any reason of any **Member** to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- **‘President’** means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.
- **‘Register of Interests’** means the **Register of Interests** of **Committee Members** kept under these **Rules**.
- **‘Register of Members’** means the **Register of Members** kept under these **Rules**.
- **‘Rules’** means the **Rules** in this document.
- **‘Secretary’** means the **Committee Member** whose duties shall include, among other things, maintaining the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meeting’s**, and **Committee** meetings.
- **‘Special General Meeting’** means a meeting of the **Members**, other than an Annual **General Meeting**, called for a specific purpose or purposes.
- **‘Treasurer’** means the **Committee Member** whose duties shall include, among other things, overseeing the finances of the **Society**.
- **‘Vice President’** means the **Committee Member** elected or appointed to deputise in the absence of the **President**.

2. Purpose

- 2.1** The **Society** is established and maintained exclusively for charitable purposes (including any purpose ancillary to those charitable purposes), namely to benefit the community by:
- (a) the study and/or production of a musical, dramatic or cultural works.
 - (b) creating an inclusive and safe environment that fosters, supports and encourages the **Society's** members to explore their form of creative expression.
 - (c) providing quality, hands-on opportunities and experience across all facets of the show experience.
 - (d) delivering training opportunities that enrich the skills within the **Society's** theatre community, and champion the experience and expertise of the **Society's** membership.
 - (e) developing key relationships within the **Society's** diverse community to actively encourage participation in the performing arts;
 - (f) supporting and encouraging other local societies to fulfil their objectives through means such as (but not limited to) equipment hire, shared resources, event advocacy, knowledge sharing, and engagement as and when appropriate.
- 2.2** Any income, benefit, or advantage received by the **Society** must be used to advance the charitable purposes of the **Society**.
- 2.3** No **Member** or **Associated Person** is allowed to take part in, influence, or vote on any decisions made by the **Society** in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- 2.4** Any payment made to a **Member** or **Associated Person** must only be for goods and services that advance the **Society's** purpose and must be reasonable and relative to payments that would be made between unrelated parties.

3. Tikanga/Culture

The tikanga of the **Society** is both inclusive and equitable. We welcome and include any and all members of our community who wish to participate in theatre arts, without any prejudice to gender, ethnicity, ability or means. We honour the Treaty of Waitangi and in our activities, we enact the partnership in the Treaty. These Rules shall be interpreted having regard to this tikanga.

4. ACT & REGULATIONS

- 4.1** Nothing in this Constitution authorizes the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other regulation.

5. Registered Office

- 5.1** The Registered Office of the Society is **95 Atawhai Drive, The Wood, Nelson 7010**
- 5.2** Any changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies as prescribed by the **Act**

6. Power to Borrow Money

The Society has the power to borrow monies

7. Other Powers

7.1 In addition to its statutory powers, the **Society** may:

- (a) use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- (b) Invest in any investment in which a trustee as defined in the Trustee Act 1956 (or any Act replacing that Act) may lawfully invest.

8. Membership

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

8.1 Type of Memberships:

The classes of Membership and the method by which **Members** are admitted to different classes of Membership are as follows:

- (a) **Active Members**
Active members shall be those (performing or non - performing) who in the opinion of the Executive are eligible for inclusion in the programme of a particular show.
- (b) **Associate Members**
Associate Members shall be those who wish to maintain contact with the Society but do not qualify for any other class of membership.
- (c) **Life Members**
 - (i) Life Members shall be those who have rendered outstanding service to the Society. Such members shall be entitled to all the privileges of Active Membership without any financial obligation.
 - (ii) All recommendations for Life Membership shall be made by the Executive who may submit no more than three names for election at each Annual General Meeting.
- (d) There shall be two classes of Active and Associate membership
 - (i) Individual,
 - (ii) Family: for those of the same household

9. Becoming a Member

9.1 Consent

Every applicant for Membership must consent in writing to becoming a **Member**

9.2 Process

- (a) An applicant for Membership must complete and sign any application form, supply any information, or attend an interview, as required by the Committee
- (b) The Committee may accept or decline an application for Membership. The Committee must advise the applicant of its decision (but it is not required to provide reasons for the decision).

10. Obligations and Rights of Membership

- 10.1** Every **Member** shall provide the **Society** with the **Member's** name and contact details (including postal address, telephone number(s), and email address) and promptly advise the **Society** of any changes to those details.
- 10.2** Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.
- 10.3** All **Members** (including **Committee Members**) shall promote the interests and the purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 10.4** A **Member** is only entitled to exercise the rights of Membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions and fees have been paid to the **Society** by due date, but no **Member** or **Life Member** is liable for any obligation of the **Society** by reason of being a **Member**.

In order to vote at **General Meetings**, a **Member** must have been a **Member** at least three months prior to the Annual **General Meeting**.

11. Subscriptions and Fees

- 11.1** The **Society** in Annual **General Meeting** has the power to determine the amount of fee (if any) payable by any new **Member** of the **Society**. Financial membership shall run from 1 January to the end of the calendar year.
- 11.2** A **Member** is not entitled to vote or take advantage of membership in any way unless they are a current **Member** of the **Society**.

12. Privileges of Membership

- (a) **Life Members** shall receive four (4) complimentary tickets per year to be used at any performance of the **Society's** productions.
- (b) Newsletter: All **Members** and Subscribers shall receive Newsletters and other communications issued by the **Society** about its activities.

13. Ceasing to be a Member

A Member ceases to be a **Member**:

- (a) on death, or
- (b) by resignation from that **Member's** class of membership by notice in writing to the **Secretary**, or
- (c) on termination of a **Member's** membership following a dispute resolution process under these **Rules**

with effect from the death of the **Member** or the date of receipt by the **Secretary**, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these **Rules**.

14. OBLIGATIONS ON RESIGNATION

14.1 A **Member** who resigns or whose membership is terminated under these **Rules**:

- (a) remains liable to pay all subscriptions and other fees or payments due to the **Society's** next balance date,
- (b) shall cease to hold themselves out as a **Member** of the **Society**,
- (c) shall return to the **Society** all material provided to **Members** by the **Society** and
- (d) shall cease to be entitled to any of the rights of a **Society Member**.

15. Becoming a Member Again:

15.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

15.2 If a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by resolution made at a **General Meeting** on the recommendation of the **Committee**.

16. GENERAL MEETINGS

16.1. Annual General Meeting

An Annual **General Meeting** of the **Society** shall be held within three (3) calendar months of the end of the financial year at a time and place to be fixed by the **Executive**.

17. BUSINESS OF ANNUAL GENERAL MEETING

17.1. The Business of Annual **General Meeting** shall be to:

- (a) confirm the minutes of the previous Annual **General Meeting** of the **Society**,
- (b) receive and adopt the **President's** annual report on **Society** business,
- (c) receive and adopt the **Treasurer's** report on the finances of the **Society**, and the Annual Financial statements,
- (d) set any subscriptions for the current financial year,
- (e) elect the **Committee**,
- (f) consider any motions,
- (g) consider any general business

17.2. The **Committee** must, at each Annual **General Meeting**, present the following information:

- (a) an annual report on the affairs of the **Society** during the recently completed financial year,
- (b) the annual financial statements for the period, and
- (c) notice of any disclosures of conflicts of interest made by **Committee Members** during the period (including a brief summary of the matters, or types of matters, to which these disclosures relate).

18. SPECIAL GENERAL MEETINGS

(a) a Special **General Meeting** may be called at any time by the **Committee** by resolution. The **Committee** must call a Special **General Meeting** if the **Secretary** receives a written request signed by at least 10 financial **Members**. Any resolution

or written request must state the business that the Special **General Meeting** is to deal with.

- (b) the **Rules** relating to the procedure to be followed at the **General Meetings** shall apply to a Special **General Meeting**, and a Special **General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the meeting.

19. PROCEDURE

- 19.1. The **Committee** shall give all **Members** at least 21 clear days' notice of any **General Meeting**. The **Committee** shall also give all **Members** at least 5 Clear Days' Notice of any business to be conducted at that **General Meeting**.
- 19.2. The **General Meeting** and its business will not be invalidated simply because not all **Members** have received the notice.
- 19.3. All financial **Members** may attend, speak, and vote at **General Meetings**:
- (a) in person, or
 - (b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, and
 - (c) no other proxy voting will be permitted.
- 19.4. No **General Meeting** may be held unless at least twelve (12) eligible financial **Members** (including the individuals comprising a Family membership) are present. This will constitute a quorum.
- 19.5. If, within thirty (30) minutes after the time appointed for a meeting a quorum is not present, the meeting - if convened upon request of **Members** - shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 19.6. **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate, including the right to vote.
- 19.7. All **General Meetings** shall be chaired by the **President**. If the **President** is not available, the **Vice President** or another nominated Committee Member shall chair the **Meeting**. In special circumstances the committee may appoint a third party, who may not necessarily be a member, to chair the meeting.
- 19.8. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 19.9. Any person chairing a **General Meeting** may:
- (a) with the majority consent of **Members** at that **General Meeting** adjourn the **General Meeting** from time to time and from place to 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;

- (b) direct that any person not entitled to be present at the **Meeting**, obstructing the business of the **Meeting**, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the **Meeting**, and
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

19.10. The **Committee** may put forward motions to **Members** to vote on ('Committee Motions'), which shall be notified to **Members** with the notice of the **General Meeting**.

19.11. Any **Member** may request that a motion be voted on ('Member's Motion') at a **General Meeting**, by giving notice to the **Secretary** at least ten (10) Clear Days before the meeting. The **Member** may also provide information in support of the motion (Member's Information').

20. MINUTES

20.1. Minutes of all **General Meetings** must be kept by the **Secretary**.

21. COMPOSITION OF COMMITTEE

21.1. Composition

- (a) The **Committee** will consist of **Committee Members** who are:
 - (i) **Members** of the **Society**
 - (ii) natural persons; and
 - (iii) not disqualified by these **Rules** or the **Act**.
- (b) The **Committee** will include the following officers:
 - (i) a **President**
 - (ii) a **Vice President**
 - (iii) a **Secretary**
 - (iv) a **Treasurer**
 - (v) If the **President** of the previous year retires, they are, ex-officio, a member of the **Executive** for the current year

Plus a committee of no less than 4 and no more than 8 persons

21.2. Qualifications

- (a) Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify that they are not disqualified from being appointed or holding office as a **Committee Member** by these rules or the **Act**.
- (b) The following persons are disqualified from being appointed or holding office as a **Committee Member**:
 - (i) a person who is under 16 years of age,
 - (ii) a person who is an undischarged bankrupt,
 - (iii) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,

- (iv) a person who is disqualified from being a **Member** of the **Committee** of a charitable entity under section 31 (4)(b) of the Charities Act 2005,
- (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years:
 - (a) an offence under subpart 6 of Part 4,
 - (b) a crime involving dishonesty (within the meaning of section 2 (1) of the Crimes Act 1961),
 - (c) an offence under section 143B of the Tax Administration Act 1994
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs A to C,
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (vi) a person subject to:
 - (a) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (b) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (c) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (vii) a person who is disqualified from being a **Member** of the **Committee** of a charitable entity under section 16 of the Charities Act 2005.

22. ELECTION OR APPOINTMENT

22.1 The election of **Committee Members** shall be conducted as follows:

- (a) At least 5 **Clear Days** before the date of the Annual **General Meeting** the **Secretary** shall give **Notice** to all **Members** by emailing or circulating to them such information (not exceeding the size of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee in support of the nomination.
- (b) Completed nomination forms shall be signed by the **Member** being nominated, and by the **Member's** nominator, both of whom must be current members of the **Society**, and be submitted to the **Secretary** ten (10) **Clear Days** before the date of the Annual **General Meeting**
- (c) The **Secretary** shall give notice to all **Members** by post or email such information as supplied to the **Secretary** by or on behalf of each nominee, in support of nomination five (5) **Clear Days** of the Annual **General Meeting**.
- (d) The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election;
- (e) Only financial members who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections. In order to be elected to **Committee**, a **Member** must have paid all annual subscriptions (if applicable) and been a financial member for at least three months prior to any **General Meeting**

- (f) The officers of the **Society** shall be appointed at the Annual **General Meeting** of the **Society** from the **Members** nominated under sub clause (b) then a nomination of a current **Member** for any office may be made at the Annual **General Meeting** with the consent of the person nominated.
- (g) The mode of voting at all **General Meetings** shall be on show of hands, provided that if any members so demand, voting shall be by secret ballot, for which purposes a sufficient number of scrutineers shall be appointed at the **General Meeting**
- (h) If at the Annual **General Meeting** any vacancy in the office bearers is not filled by election, or if any such vacancy shall occur after the Annual **General Meeting**, the **Executive** shall fill that vacancy. Any person so chosen to fill a vacancy shall remain in office only until the next election of officers.

23. TERM

- 23.1 The term of office for the **President, Vice President, Secretary and Treasurer** shall be one (1) year.
- 23.2. The term of office for all other **Committee Members** shall also be 1 year, expiring at the end of the Annual **General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.
- 23.3 The **Committee** has the power to appoint a financial **Member** to fill any casual vacancy on the **Committee** until the next Annual **General Meeting**. Any member so appointed must retire at the next Annual **General Meeting** but is eligible for re-election.

24. COMPLAINT AGAINST COMMITTEE MEMBER AND REMOVAL

- 24.1 (a) Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a **Member** of the **Society**) the following steps shall be taken:
 - (b) The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint,
 - (c) The **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response,
 - (d) The complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee** (excluding the **Committee Member** who is the subject of the complaint) if it considers an oral hearing is required.
 - (e) If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a simple majority of those present and voting.

25. CESSATION OF COMMITTEE MEMBERSHIP

- 25.1** A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**.
- 25.2** A **Committee Member** shall also be deemed to have ceased to be a **Committee Member** if they fail to turn up to three consecutive **Committee Meetings** without reasonable grounds.
- 25.3** Each **Committee Member** shall within ten (10) **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by the former **Committee Member**.

26. FUNCTIONS OF COMMITTEE

From the end of each Annual **General Meeting** until the end of the next, the **Society** shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by the **General Meeting**.

27. OFFICERS' MANADATORY DUTIES

At all times each **Committee Member**:

- (a) shall act in good faith and in what the committee member believes to be the
The best interests of the **Society**,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this Constitution,
- (d) when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by him or her,
- (e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors,
- (f) must not agree to the **Society** incurring an obligation unless the **Committee Member** believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

28. POWERS OF THE COMMITTEE

Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:

- (a) exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and

- (b) enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-**Committee**, employee, or other person.

29. SUB-COMMITTEES

The **Committee** may appoint sub-**Committees** consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-**Committee** is half the **Members** of the sub-**Committee**
- (b) no sub-**Committee** shall have power to co-opt additional **Members**,
- (c) a sub-**Committee** must not commit the **Society** to any financial expenditure without express authority, and,
- (d) a sub-**Committee** must not further delegate any of its powers.

30. AUDITION COMMITTEE

- (a) Before any auditions are held, every step should be taken to appoint a production committee, comprising all Heads of Department for the impending show as well as putting in place the show budget.
- (b) The Audition Committee for any prospective production shall comprise the Director, the Musical Director, Choreographer (as required), and a member of the **Executive**.
- (c) A representative from the Audition Committee shall notify all those present at an audition promptly of the result of the audition

31. GENERAL ISSUES

- 31.1 The **Committee** and any sub-**Committee** may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.
- 31.2 Other than prescribed by the **Act** or these **Rules**, the **Committee** or sub-**Committee** may regulate its proceedings as it thinks fit.
- 31.3 Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules**, and on matters not provided for these **Rules** shall be final and binding on all **Members**

32. CONFLICTS OF INTEREST

- 32.1 A **Member** of the **Committee** and / or sub **Committee** is interested in a matter if the **Member** of the **Committee** and / or sub **Committee**:
 - (a) may obtain a financial benefit from the matter, or

- (b) is the spouse, civil union partner, child, parent, grand parent, grandchild or first cousin of a person who may obtain a financial benefit from the matter, or
- (c) may have a financial interest in a person to whom the matter relates; or,
- (d) is a partner, director, **Member** of the **Committee** and / or sub-**Committee**, board Member or trustee of a person who may have a financial interest in a person to whom the matter relates.

32.2 However, a **Member** of the **Committee** and / or sub-**Committee** is not interested in a matter:

- (a) merely because the **Member** of the **Committee** and / or sub-**Committee** receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (b) if the **Member** of the **Committee's** and / or sub committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or
- (c) If the **Member** of the **Committee's** and / or sub committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the **Member** of the **Committee** in carrying out the **Member** of the **Committee** and / or sub-**Committee's** responsibilities under the Act or the Rules; or
- (d) If the Member of the **Committee** and / or sub-**Committee** is a **Member** of the **Committee** of a union and the **Member** of the **Committee's** and / or sub-**Committee's** interests is merely as an employee that will benefit from the union acting in the ordinary course of promoting its **Members'** collective employment interests.

32.3 **Member** of the **Committee** and / or sub-**Committee** who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the **Committee** and / or sub-**Committee**; and
- (b) in an Interests Register kept by the **Committee**

32.4 Disclosure must be made as soon as practicable after the **Member** of the **Committee** and / or sub-**Committee** becomes aware that they have an interest in the matter.

32.5 A **Member** of the **Committee** and / or sub-**Committee** who is interested in a matter:

- (a) must not vote or take part in the decision of the **Committee** and / or sub-**Committee** relating to the matter; and

- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter but
- (c) may take part in any discussion of the **Committee** and / or sub-**Committee** relating to the matter and be present at the time of the decision of the **Committee** and / or sub-**committee** (unless the **Committee** and / or sub-**Committee** decides otherwise)

32.6 However a **Member** of the **Committee** and / or sub-**Committee** who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

32.7 Where half or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a Special **General Meeting** must be called to consider and determine the matter, unless all non - interested **Members** agree otherwise, and where fifty percent (50%) or more of **Members** of a sub-**Committee** are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

33 COMMITTEE MEETINGS

33.1 The **Committee** shall meet as determined by the current **Committee**, and in such manner (including by audio and visual or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

33.2 The **Secretary** shall give **Members** of the **Committee** at least three **Clear Days**' notice of the time and place of the **Committee Meeting**, and issue an agenda for the meeting.

33.3 Quorum: At any **Committee Meeting**, five (5) **Committee Members** will constitute a quorum.

34. RECORDS

34.1 Register of Members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required under the **Rules** or prescribed by the Regulations under the **Act**

34.2 Contents of Register of Members

- (a) The information contained in the **Register of Members** shall include each **Member**'s:
- (i) Postal Address
 - (ii) Telephone number
 - (iii) Email address
 - (iv) The date the **Member** became a **Member**
 - (v) Class of membership
 - (vi) Whether the **Member** is financial or unfinancial

(b) Every **Member** shall advise the **Secretary** of any change of their contact details

34.3 Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than required by law.

34.4 Register of Interests

The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members**.

34.5 Access to other information

(a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

(b) The request must specify the information sought in sufficient detail to enable the information to be identified.

(c) The **Society** must, within a reasonable time after receiving a request:

(i) provide the information, or

(ii) agree to provide the information within a specified period, or

(iii) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or

(iv) refuse to provide the information, specifying the reasons for the refusal.

(d) Without limiting the reasons for which the **Society** may refuse to provide the information if:

(i) Withholding the information is necessary to protect the privacy of natural persons, or

(ii) the disclosure of information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or

(iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or

(iv) withholding the information is necessary to maintain legal professional privilege, or

(v) the disclosure of the information would, or would be likely to, breach an enactment, or

(vi) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or

(vii) the request for the information is frivolous or vexatious.

(e) if the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so

unless, within 10 working days after receiving notification of the charge, the **Member** informs the **Society**:

- (i) that the **Member** will pay the charge, or
- (ii) that the **Member** considers the charge to be unreasonable

(f) Nothing in this Rule limits information Principle 6 of the Privacy Act 1993

35. FINANCES

35.1 Control and Management

The funds and property of the **Society** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- (b) devoted solely to the promotion of the purposes of the **Society**,
- (c) the accounts of the **Society** shall be reviewed or audited as required by the **Act**, by a Chartered Accountant, not being a **Member** of the **Committee** and appointed at the Annual **General Meeting**.

35.2 Balance Date

The **Society's** financial year shall commence on 1 January of each year and end on 31 December (the latter being the **Society's** balance date).

36. DISPUTE RESOLUTION

36.1 Raising Disputes

- (a) Any grievance by a **Member**, and any complaint by any individual, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- (b) The complainant raising a grievance or complaint, and the **Committee**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) The **Society** reserves its right to engage the advice and services of the **Society's** Honorary Solicitor in such matters

37. INTERPRETATION

Should any questions arise as to the meaning of the application of these **Rules**, the opinion of the **Society's** Honorary Solicitor shall be final.

38. ALTERATION TO THE RULES

- (a) The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a simple majority of those **Members** either present and voting, or voting by proxy.
- (b) Any proposed motion to amend or replace these **Rules** shall be signed by at least 10 eligible **Members** and given in writing to the **Secretary** at least ten (10) **Clear 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.
- (c) At least five (5) **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give all **Members** notice of the proposed motion, the reasons for the proposal, and the recommendations the **Committee** has.
- (d) When an amendment is approved by a **General Meeting** it will be notified to the Register of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration
- (e) When an amendment is approved by a **General Meeting** it shall be provided to Charities Services within three (3) months of the date of the amendment.

39. WINDING UP

39.1 Process:

- (a) The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- (b) The **Secretary** shall give notice to all **Members** of the proposed motion to wind up the **Society**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Committee** in respect to such notice of motion
- (c) Any resolution to wind up or remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** either present and voting, or voting by proxy.

40 SURPLUS ASSETS

If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, the property must be used to further the charitable purposes as defined in section 5(1) of the Charities Act, 2005.

41. OTHER

41.1 Contact Person

- (a) The Society's Contact Officer must be:
- (i) At least 18 years of age, and
 - (ii) A **Committee Member**, and
 - (iii) At all times be resident in New Zealand, and
 - (iv) Not disqualified under the **Act** from holding that office.
- (b) Any change in the Contact Officer or the person's name or contact details shall be advised to the Register of Incorporated Societies and the Charities Commission within 25 **Clear Days** of the change occurring, or the **Society** becomes aware of the change.

41.2 Bylaws

The **Committee** from time to time may make and amend bylaws and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members** but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act** or these **Rules**.



[Hugh Neill \(Feb 14, 2025 18:44 GMT+13\)](#)

Hugh Neill

President 14/02/2025



[Samuel Nicholls \(Feb 18, 2025 19:06 GMT+13\)](#)

Samuel Nicholls

Vice President 18/02/2025



Tobias Young

Secretary 14/02/2025



[Jack Manson \(Feb 16, 2025 19:28 GMT+13\)](#)

Jack Manson

Treasurer 16/02/2025



[Hayden Jefcoate \(Feb 14, 2025 15:23 GMT+13\)](#)

Hayden Jefcoate

Committee Member 14/02/2025



[Timothy Nicholls \(Feb 14, 2025 15:29 GMT+13\)](#)

Timothy Nicholls

Committee Member 14/02/2025



[Mark Nicholls \(Feb 15, 2025 18:36 GMT+13\)](#)

Mark Nicholls

Committee Member 15/02/2025