

WHANGAREI THEATRE COMPANY INC.

CONSTITUTION AND RULES

1. NAME

The name of the Society shall be the "Whangarei Theatre Company Incorporated."

2. INTERPRETATION

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 9 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.

3. OBJECTS

The objects of the Society shall be:

- (a) To cultivate and advance the arts of the Opera, Drama, Ballet, or Music in New Zealand in their various branches.
- (b) To provide healthy instruction and amusement for the Members of the Society by the production of the Operas, Ballet and other musical and dramatic entertainment for the benefit of the Society, and for charitable, philanthropic and patriotic objects.
- (c) To assist any charitable organisation to raise funds for such charitable objects as are permitted under the Incorporated Societies Amendment Act
- (d) To do all such things as are incidental to or conducive to the attainment of the above objects or any of them.

4. NO PECUNIARY GAIN TO MEMBERS

- (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.

5. CONFLICT OF INTEREST - FINANCIAL TRANSACTIONS

- (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, the members have entered into a financial transaction, 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.

6. APPOINTMENTS

Appointments to the office of Dramatic Director, Musical Director, Ballet Mistress, Wardrobe Mistress and Property Mistress or Property Master and such others as the Executive Committee shall deem expedient, shall be for such purposes upon such terms, and during such annual or other periods the committee shall from time to time determine.

7. MEMBERSHIP

There shall be six classes of Membership, viz:

- (a) Active members
- (b) Associate members
- (c) Sponsor members
- (d) Junior members
- (e) Honorary Life Members
- (f) Family members

Active Members 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 Active members.

Associate Members shall be persons who, on acceptance of their application by the Executive Committee shall be entitled to receive such information and booking privileges from time to time determined by the Executive Committee.

Sponsor Members shall be persons or bodies approved by the Executive Committee who have agreed to sponsor either solely or in association with any other person or persons any cost related to the Society's productions.

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

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 and shall without the payment of any fees or subscriptions be entitled to hold <my office and to have all the privileges of membership including full voting rights at all meetings of the Society.

Family Members shall be adult active members belonging to the same family provided that there shall not be more than two family members from anyone family. All members shall receive newsletters and other information published by the Society and have such privileges in relation to booking and admission charges as the Executive Committee shall determine.

8. CESSATION OF MEMBERSHIP

- (a) Any member may resign his membership, but must notify the Secretary in writing to that effect, provided that at the date of such notice, all subscriptions or other monies due by such members shall have been paid.
- (b) A member whose conduct either in or out of the Society, shall in the opinion of the Committee be injurious to the character or the interests of the Society, may be requested to resign, and in default of such member so doing, the Committee shall suspend such member pending the decision of a Special Committee as to whether such membership shall continue.

- (c) Any member whose current membership subscription remains unpaid at 30th April in each year, after notice of amount due has been forwarded by mail, shall ipso facto cease to be a member.

9. SUBSCRIPTIONS

The amount of the annual subscription payable in respect of each class of members set out in Rule 6 hereof shall be determined at each Annual General Meeting or at a Special General meeting and shall cover the year ending on the next succeeding 31 st day of December and shall fall due for payment 14 days after being fixed. No member shall be entitled to vote at any meeting of the Society unless he is a financial member of the Society. The Executive Committee shall have the power to remit such proportion of any subscription as it thinks fit.

10. PATRON

The 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.

11. 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, Junior Vice President, Secretary and Treasurer (being members of the Society) and nine other members of the Society.
- (b) The President, Vice President and Junior Vice President shall be elected at the Annual General Meeting held in 1981 and at every alternate Annual General Meeting thereafter and shall be elected for a term of two years. Should the President die, resign or otherwise cease to hold office before the expiration of the term for which he was elected or for which he succeeded the Senior Vice President shall succeed to the office of President for the balance of the said term and cease to hold the office of Senior Vice President; and should the Senior Vice President die, resign or otherwise cease to hold office before the expiration of the term for which he was elected or for which he succeeded the Junior Vice President shall succeed to the office of Senior Vice President for the balance of the said term and cease to hold office of Junior Vice President' and should the Junior Vice President die, resign or otherwise cease to hold office before the expiration of the term for which he was elected or for which he succeeded 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 and if such 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 Provided However that no person shall be elected President of the Society unless he has served on the Executive Committee (or on the Committee of the Society prior to the creation of an Executive Committee) for a period of at least one year.
- (c) 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 succeeding Annual General Meeting. One member may at anyone time hold the positions of Secretary and Treasurer.
- (d) Any President of the Society shall on ceasing to hold such office become the immediate Past President and as such shall be an ex-officio member of the Executive Committee with full voting rights thereon for the period of one year from when he ceases to hold office as President.
- (e) All candidates for the positions of officers of the Society and members of the Executive Committee shall be financial members of the Society before being eligible for election.

- (f) Five members shall constitute a quorum at any meeting of the Executive Committee.

12.GENERAL MEETINGS

- (a) (As amended in 1968) The Annual General Meeting shall be held each year, not later than three calendar months following the date of the end of the Society's financial year.
- (b) The above mentioned meeting shall be termed the Annual General Meeting. 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 duly certified by the Auditor.
- (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 place and hour and stating 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, fifteen 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 President or in his 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 Chairman for such meeting.
- (i) The President, may with the consent of any General Meeting adjourn the same 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.
- (j) 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.
- (1) 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. Any person elected to fill a vacancy shall remain in office only until the following Annual General Meeting.
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. SPECIAL RESOLUTIONS

"Special Resolution" means a resolution passed by a majority of not less than three-fourths of members of the Society, entitled under the rules to vote as 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.

14. COMMITTEE MEETINGS

Regular monthly meetings on such date and at such time as agreed upon, shall be held from February to November. Special meetings require forty-eight hours notice.

15. POWERS OF COMMITTEE

- (a) The Executive Committee may delegate its powers and duties to such sub-committees as it may appoint but shall be responsible to the Society for the acts and defaults of such sub-committees.
- (b) The Executive Committee shall have full power to direct and manage all affairs and business of the Society, and to do any act, matter or thing authorised by Clause 3 thereof.
- (c) The Executive Committee shall have power to cause the Society to become a member of any society or association having objects 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 to any organisation or loaned.
- (e) The Executive Committee shall have power to exclude any person under the age of sixteen years, from participation in a production, unless the permission of a parent or guardian is obtained in writing, except when under the control of a ballet mistress.

16. RULES

- (a) Every member shall have access to, or a copy of if so wished the Rules of this Society.
- (b) No alterations, rescissions or additions, shall be made to the Rules except 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 alterations, rescissions or additions to these Rules, it shall be necessary to give full text of such alterations, rescissions or additions, unless a copy of such alterations, rescissions or additions is available at the Secretary's office for inspection until the date of the meeting.
- (d) No alterations, rescissions or additions shall be permitted if they in any way affect the charitable status of the organisation.

17. BY-LAWS

The Executive Committee shall have the power to make from time to time by-laws not being inconsistent with these Rules, and may vary or rescind such by-laws. Bylaws shall be binding on every member of the Society.

18. INTERPRETATION OF RULES AND BY-LAWS

The decision of the Executive Committee on the interpretation of the Rules, By-laws or any amendment or alteration thereto or deletion therefrom, or 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.

19. SECRETARY AND TREASURER

- (a) The Secretary shall be responsible for the maintenance of the following:
- (1) A Minute Book containing the full correct Minutes of all Meetings.
 - (2) A Register showing names and addresses of Members and dates at which they became members.
- (b) The Treasurer shall keep such books of accounts as the Executive Committee shall from time to time require.
- (c) A bank account shall be kept as 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.

20. AUDITOR

The accounts of the Society shall be audited by a person not being a member of the Executive Committee, who shall be annually elected at the Annual General Meeting. The Auditor 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 audited by him, and if correct, certified in writing under his hand before they are submitted to the Annual General Meeting.

21. 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 our own, as a majority of members present at the meeting carrying the said resolution of dissolution shall resolve. Notice of such resolution of dissolution shall be sent to the Registrar of Incorporated Societies, after having been ratified at a subsequent meeting held not less than thirty days after the passing of the resolution of dissolution.

22. REGISTERED OFFICE

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

23. 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 the President, Vice-President, (any one of the Two) and the Secretary.

24. GENERAL POWERS

The Society is empowered to:

- (a) Undertake and execute any trusts which may seem to the Society conducive to its objects.
- (b) Generally, to purchase or lease or in exchange hire any real or personal property and any rights or privileges which the Society may think necessary and convenient for the purpose of any of the aforesaid objects.
- (c) To acquire or to obtain from, or make any arrangements with any Government (Supreme, Municipal, Local or otherwise) or any Company, body corporate or person, any authority, right, privilege, concession, contract or charter, which the Society may consider desirable to obtain or which may appear conducive to any of the objects of the Society, and to accept, make payment and carry out, exercise and comply with, any such arrangement, authority, right, privilege, concession, contract or charter.
- (d) To disseminate information on all matters concerning the objects of the Society and to print, publish, and issue and circulate such papers, periodicals, books, circulars and other literary undertakings, as may seem conducive to the objects of the Society.
- (e) To accept or reject any legacy, bequest or gift whether such legacy, bequest or gift is offered with entailed conditions or otherwise.
- (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 objects or the exercise of any of the fore-going powers.

25. BORROWING

- (a) The Executive Committee shall have the power if authorised by a resolution passed by two thirds majority at any General Meeting to borrow or raise money and secure payment of any money owing by the Society or the satisfaction or performance of any money owing by the Society or the satisfaction or performance of any obligations or liability incurred or undertaken by the Society in such manner as the Society shall by such resolution aforesaid determine and in particular by the issue of debentures or by mortgage or charge or levy upon the whole or in part of the Society's property or assets whether present or future.
- (b) Except as provided in Clause A of this Rule the Society shall not have the power to borrow money.
- (c) The Executive Committee may purchase, redeem or payoff, such security or securities.