

Constitution

of the

Waiheke Island Choral Society, Inc.

[As last amended at a Special General Meeting on 18 June 2024]

1. NAME

The name of the Society is THE WAIHEKE ISLAND CHORAL SOCIETY INCORPORATED.

2. OBJECTS

The purposes of the Society are entirely not-for-profit and charitable. The objects for which the Society is established are:

- (i) To foster choral singing on Waiheke Island.
- (ii) To provide pleasure and entertainment for the people of Waiheke Island through singing and musical performances.
- (iii) To encourage and promote cultural activities for the people of Waiheke Island both within and beyond Waiheke Island.
- (iv) To encourage musical appreciation and to foster musical skills.
- (v) To promote musical activities for the people of Waiheke Island.
- (vi) To acquire funds and/or assets for all or any of the Society's objects by gift, subscription or bequest or otherwise.
- (vii) To undertake establish and carry out any trusts which may be incidental or beneficial to the objects of the Society or any of them.
- (viii) To deal in real and/or personal property of any nature exactly as an individual owner of any such property may do. To set up premises in which to conduct any activity of the Society, and to let or hire out such premises and any chattels in them, on such terms as the Committee may decide. To mortgage or charge any property of the Society.
- (ix) To invest or deposit its money in any bank or savings bank or in any investment decided upon by the Committee.
- (x) To borrow money either with or without security.
- (xi) To co-operate with any other person firm or body corporate in carrying out any of the objects of the Society.
- (xii) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

3. MEMBERSHIP

The membership of the Society shall be open to all persons interested in music: and in particular the promotion and development of music on Waiheke Island. There shall be the following classes of members: Ordinary members; Life members; and Patrons.

(i) Rules for Ordinary members:

(a) Application for membership shall be made to the Secretary.

(b) The applicant may be auditioned in such manner as the Committee shall determine.

(c) If the application is approved by the Committee the applicant shall be requested in writing to pay the appropriate subscription and upon payment shall become a member of the Society. The applicant's name shall be entered in the roll of members.

(ii) The Committee at its discretion may propose at an Annual General Meeting persons for Life membership. Such persons will not be required to pay a subscription and will hold this status until such time as they resign from the Society.

(iii) The Committee may propose persons for the position of Patron at an Annual General Meeting. Such persons must have rendered valuable service to the Society. There shall not be more than two (2) Patrons at any one time. Patrons need not have been singers in the choir. They shall be accorded free entry to any performance by the Society.

(iv) The Committee at its discretion may reduce individual subscriptions.

(v) No person shall become a member of the Society without that person's explicit consent.

(vi) The Secretary, or such other member as the Committee shall designate, shall maintain the roll of members.

4. ANY MEMBER shall cease to be a member of the Society if:

(i) Such member resigns in writing.

(ii) Such member is expelled by a resolution of not less than two-thirds of those present at a meeting of the Committee.

(iii) Such member's subscription remains unpaid for a period of 6 months from the date upon which it became overdue.

5. MEETINGS

(i) The Society shall hold an Annual General Meeting in each calendar year at such time and place as the Committee shall decide but not later than 30 June. Under special circumstances where an in-person meeting is not possible or not practical, the Committee may decide to hold the Annual General Meeting or other General Meeting as a teleconference or by other electronic means. Attendees at such a General Meeting shall be deemed 'present in person' for the purposes of these rules.

(ii) The Society shall hold such other General Meetings as the Committee shall decide. The Committee shall call a General Meeting within twenty (20) working days

of the receipt of a requisition therefor signed by not less than fifteen members of the Society.

(iii) Notice of every General Meeting shall be advertised in a newspaper and/or public social media forum originating on the Island. If no such publication is available notice shall be posted or emailed to each member. The notice shall be advertised not less than ten (10) working days before the meeting. The accidental failure to give any such notice shall not invalidate the proceedings at any meeting.

(iv) The persons entitled to attend and vote at General Meetings shall be all Ordinary and Life members of the Society. The acceptance of proxy votes, if any, shall be at the discretion of the General Meeting.

(v) The business to be conducted at the Annual General Meeting shall be:

(a) The receipt and consideration of the Statement of Accounts and Annual Report of the President.

(b) The fixing of the amount of annual subscription for the financial year next following.

(c) The election of Officers and the Committee.

(d) Appointment of an Independent Financial Reviewer.

(e) Appointment of the Society's Patron(s).

(f) Such other business as shall be submitted by the Committee or brought forward by any member present.

(vi) The business to be conducted at any other General Meeting shall include such business as shall be submitted by the Committee, or requested in any requisition of members for the calling of a meeting, or with the consent of the meeting brought forward by any member present.

(vii) The Chair of all General Meetings shall be the President, or in their absence some member appointed by the meeting. The Chair shall have no vote at the General Meeting except in the case of an equality of votes.

(viii) All actions and decisions of the General Meeting shall be taken by majority vote of members present except as otherwise provided in these Rules. Voting at General Meetings shall be conducted in such manner as the Chair shall determine. A poll shall be held if demanded by not less than two persons present at the meeting and entitled to vote.

(ix) A quorum at a General Meeting shall be ten members present in person. Members voting by proxy shall not count towards the quorum.

(x) The Secretary, or such other member as the General Meeting shall appoint, shall record the minutes of actions and decisions taken by the General Meeting.

(xi) Members of the Society shall at all times have the right to access the recorded minutes, Statement of Accounts, financial reports, and President's reports of any General Meeting.

6. OFFICERS AND COMMITTEE

(i) The Officers of the Society shall be:

(a) A President.

(b) A Vice President.

(c) A Secretary.

(d) A Treasurer.

(e) The Conductor.

(ii) The Committee shall consist of the aforementioned Officers and not more than six Committee members.

(iii) All Officers and Committee members shall be elected at the Annual General Meeting of the Society. They shall hold office until the next Annual General Meeting, unless an intervening General Meeting shall decide to alter the composition of the Committee or the Officers.

(iv) Nominations for any office shall be made in writing signed by the nominator and the persons nominated.

(v) The Committee may co-opt not more than three persons (who need not be members of the Society) to act as associate members of it, to attend its meetings and to take part in its discussions and decisions but without power to vote.

(vi) Positions which fall vacant between Annual General Meetings due to the death or resignation of any Officer (or Committee member) of the Society shall be filled by the Committee.

(vii) Any Officer may call a meeting of the Committee at a time, place and manner to be agreed upon by the Committee. The Committee may meet either in person or by electronic means. A quorum at a meeting of the Committee shall be four persons entitled to vote. Decisions at a Committee meeting shall be made by majority vote of those present except as otherwise provided in these Rules. The Secretary, or such other member as the meeting shall appoint, shall record the minutes of all decisions.

(viii) The Chair of all meetings of the Committee shall be the President, or in their absence another Committee member appointed by that meeting. The Chair shall have the same voting power as other Committee members present.

(ix) The Committee may determine whether or not an honorarium is to be paid to the Secretary, Treasurer and any other officer and the amount thereof.

(x) No person shall serve as an Officer of the Society or as a member of the Committee who is disqualified from doing so under currently applicable law.

(xi) The President, or such other Officer or Committee member as the Committee shall appoint, shall serve as the Contact Person for the Society.

7. MANAGEMENT

The general control of the affairs and the property and funds of the Society and the ability to enter into legal obligations shall be vested in the Committee. Such Committee shall be subject

to any direction given by any decision of a General Meeting.

- (i) All the objects and activities of the Society shall be carried out within New Zealand, and shall be in accordance with currently applicable New Zealand law regarding Incorporated Societies and Registered Charities.
- (ii) The Society may not own or have an interest of any nature in real or personal property outside New Zealand.
- (iii) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation or the Committee in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such conflict of interest shall be recorded in the minutes of the meeting.
- (iv) Any such income paid shall be reasonable and relative to that which would be paid in an arms-length transaction being the open market value. The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

8. ACCOUNTS AND INDEPENDENT FINANCIAL REVIEW

- (i) The financial year of the Society shall commence on the first day of January and terminate on the 31st day of December following.
- (ii) The Treasurer or such other person as the Committee shall appoint shall prepare in the form required by the Committee and the Independent Financial Reviewer a Statement of Accounts and balance sheet as soon as may be after the end of each financial year. Such statement and balance sheet shall after consideration by the Committee be submitted to the Independent Financial Reviewer who shall report thereon in writing.
- (iii) The statement of accounts and balance sheet together with the Independent Financial Reviewer's report thereon shall be submitted to the Annual General Meeting next following its preparation and shall be open for discussion thereat.
- (iv) An Independent Financial Reviewer who shall meet the qualifications required by applicable law shall be appointed by each Annual General Meeting or if not so appointed then by the Committee and shall hold office until the termination of the Annual General Meeting next following such appointment. The remuneration of the Independent Financial Reviewer shall be agreed between the Committee and the Independent Financial Reviewer. Any dispute on this shall be decided by arbitration.

9. DUTIES

- (i) The duties of the President, Vice President, Secretary and Treasurer shall be such as shall be determined from time to time by the Committee.
- (ii) A Conductor for the Society shall be appointed by the Committee for a term not exceeding one year. The same person's appointment may be renewed if the Committee sees fit. No Conductor need be a member of the Society. The Society may pay the Conductor such salary as shall be agreed upon.
- (iii) A Deputy Conductor may be appointed by the Committee on the nomination of the Conductor. The Conductor shall be responsible for defining the duties of the Deputy Conductor.

10. DISPUTES AND GRIEVANCES

- (i) Any member of the Society shall have the right to bring to the attention of the Committee a dispute or grievance regarding the governance of the Society or the behaviour of its Officers.
- (ii) The Committee shall consider all sides of the dispute or grievance in accordance with the principles of fairness, impartiality and natural justice.
- (iii) Any member who is dissatisfied with a decision of the Committee may request that the matter be discussed at a subsequent General Meeting, and the General Meeting may, at its discretion, discuss it. The General Meeting shall have the power to overturn any decision of the Committee, and/or to alter the composition of the Committee, including to remove or replace any Officer of the Society.
- (iv) Either the Committee or the General Meeting may refer any matter under dispute to an independent arbitrator to be selected by that meeting.

11. REGISTERED OFFICE

The registered office of the Society shall be at such place as the Committee shall from time to time appoint.

12. SEAL

The Committee shall provide a Seal for use by the Society which shall be a circular seal bearing the words "The Common Seal of the Waiheke Island Choral Society Incorporated". The Seal shall not be affixed to any document except by resolution of the Committee and in the presence of two members of such Committee and of the Secretary. The Seal shall be kept in the custody of the Secretary.

13. ALTERATION OF RULES

- (i) The Rules of the Society may be rescinded, added to or amended by resolution passed at any General Meeting of the Society provided that notice of the proposed alteration shall have been given in the notice convening the meeting.
- (ii) The Rules of the Society may not be added to altered or rescinded in any manner which would affect the exclusively charitable nature of the Society or give it effect beyond New Zealand.

14. GENERAL

Any matters not provided for in these Rules shall be subject to the laws of New Zealand and to the objects of the Society and be decided by the Committee.

15. WINDING UP

- (i) The Society may be wound up by decision of a General Meeting provided that notice of the proposed winding up shall have been given in the notice convening the meeting. Such decision to wind up must be approved by two-thirds of those present and eligible to vote at the General Meeting.
- (ii) In the event of the Society being wound up the assets and funds of the Society after paying or discharging the debts and liabilities of the Society and the costs of winding up shall be transferred to one or more Waiheke Island registered charities to be selected by the General Meeting.

(iii) If the General Meeting should decide, by amendment to these Rules, to distribute the assets of the Society in any other manner, then the assets shall be applied to purposes similar to those to which they would have been applied had the Society continued in existence but only for exclusively charitable objects within New Zealand.