

# **TITIRANGI FOLK MUSIC CLUB (INCORPORATED)**

## **RULES AND CONSTITUTION**

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# 1 NAME OF SOCIETY

The name of the Society shall be "The Titirangi Folk Music Club Incorporated" (in this document referred to as "the Society").

# 2 OBJECTIVES OF THE SOCIETY

The objective of the Society is:

To encourage the appreciation and performance of folk music of all kinds.

The primary means by which the Society will meet its objective are (but not limited to) :-

- 2.1 assisting individuals, whether financially or otherwise, in attaining the Society objective.
- 2.2 co-operating with other Societies or organisations, whether financially or otherwise, in attaining the Society objective.
- 2.3 acquiring, purchasing, printing and/or publishing any descriptive, recorded or educational material that TFMC may think desirable for the promotion of the Society objective.
- 2.4 seeking and securing recognition and/or financial support from (but not limited to)
  - the Government of New Zealand or
  - any local Governing Bodies or
  - any interested individual or
  - any organisation or
  - State or private agency,
- 2.5 adopting such means of promoting the objective of the Society as may seem expedient. This may include but is not limited to:
  - advertising
  - films
  - recordings
  - drawings, paintings or photographs
  - posters
  - the presentation of events, concerts, workshops or competitions
  - the publication of books and periodicals
  - the granting of prizes, rewards or donations.
- 2.6 providing suitable premises for meetings and carrying on the work of the Society and, for the purpose of carrying into effect the objectives of the Society, including engaging and dismissing employees and agents.

- 2.7 purchasing, taking on, leasing or in exchange or hire or otherwise, acquiring any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objectives of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 2.8 selling, improving, maintaining, managing, exchanging, leasing, mortgaging, disposing of, turning to account or otherwise dealing with all or any part of the property assets and rights of the Society which the Executive Committee thinks necessary or proper for the purpose of attaining the objectives of the Society.
- 2.9 borrowing or raising money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit.
- 2.10 investing surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit.
- 2.11 carrying on any business as may from time to time be necessary or desirable to give effect to and attain the objectives of the Society.
- 2.12 setting out resolutions at General Meetings.

#### **Income, Benefit or Advantage to be Applied to Objectives**

- 2.13 Any income, benefit or advantage will be applied to the objectives of the Society.
- 2.14 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society or the Executive Committee in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 2.15 Any such income paid shall be reasonable and relative to that which would be paid in an “arm’s length” transaction (being the open market value).
- 2.16 The provision and effect of 2.13 – 2.16 inclusive shall not be removed from this constitution and shall be transferred into any document replacing this constitution.

### 3 MEMBERSHIP

#### Full Members

- 3.1 Full membership of the Society shall be open to all persons over the age of fifteen (15) years interested in the objectives of the Society and subject to the membership requirements set out in paragraphs 3.2 & 3.3
- 3.1.1 Full Membership entitles the member to one vote unless otherwise prescribed.
- 3.1.2 Full Membership entitles a member to stand for election to the Executive Committee subject to section 8.1
- 3.2 To become a Full Member (financial), a person shall pay to the Society such subscriptions or levies as may, from time to time, be prescribed by the Executive Committee of the Society subject to any directions or limits as may be prescribed by the Society in General Meeting. Subscriptions shall be payable in advance and shall be due and payable on the 1st day of August in each year.
- 3.2.1 Full Membership is available to a family upon payment of to the Society such subscriptions or levies as may, from time to time, be prescribed by the Executive Committee of the Society subject to any directions or limits as may be prescribed by the Society in General Meeting. Subscriptions shall be payable in advance and shall be due as set out in 3.2
- 3.2.2 Voting rights, election to the Executive Committee and nomination for Life Membership of members covered by family membership is subject to the appropriate rules set out in this document.
- 3.3 A Member is either a Full Member or a Life Member.
- 3.4 A Full Member has the rights and responsibilities set out in these Rules.

#### Life Members

- 3.5 A Life Member is a person (not a family – see 3.2.1 & 3.2.2) who is acknowledged as a longstanding Member of the Society and has made a significant contribution to the activities of the Society. A Life Member has all the rights and responsibilities of a Full Member (including the right to vote), but does not have to pay annual subscriptions.
- 3.6 A Life member becomes a Life Member by:
- 3.6.1 nomination from at least 5% of the Full Members (but no less than four Full Members) of the Society and subsequent endorsement of that nomination by the Executive Committee; and

- 3.6.2 notification of the nomination to the membership of TFMC in the notice of any General Meeting;
- 3.6.3 any member may request a vote on the proposed Life Membership at any General Meeting.

### **Cessation of Membership**

- 3.7 A member shall cease to be a Full Member or Life Member of the Society if:
  - 3.7.1 having paid the then current years subscription (where applicable) and all previous years subscriptions they resign their membership, by notice in writing to the Executive Committee, or
  - 3.7.2 they are more than three months in arrears with their subscription (where applicable) in any one year, or
  - 3.7.3 they are expelled from membership by a resolution of the Executive Committee of the Society or the Society at an Annual or any General Meeting.

### **Expulsion of Members**

- 3.8 A Member may have their Membership terminated in the following way:
  - 3.8.1 If, for any reason whatsoever, including receipt of a complaint (which must be in writing) the Executive Committee is of the view that a Member is:-
    - (i) breaching the Rules; or
    - (ii) acting in a manner inconsistent with the purposes of the Society; or
    - (iii) acting in a manner likely to bring the Society into disrepute

the Executive Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

- (iv) be mailed by either registered mail or courier to the member’s address appearing in the Society Register of Members. Whichever method is used proof of delivery is required.
- (v) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

- (vi) State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive Committee giving reasons why the Executive Committee should not terminate the Member's Membership.
- (vii) State that if, within 14 days of the Member receiving the Committee's Notice, the Executive Committee is not satisfied, the Executive Committee may in its absolute discretion immediately terminate the Member's Membership.
- (viii) State that if the Executive Committee terminates the Member's Membership, the Member may appeal the decision to the Society.

3.8.2 14 days after the Member received the Committee's Notice, the Executive Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at an Annual or Special General Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

3.8.3 If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at an Annual or Special General Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to promptly distribute the Member's Explanation to every other Member. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard at a General Meeting.

3.8.4 When the Member is heard at a General Meeting, the Society may question the Member and the Executive Committee Members.

3.8.5 the Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

### **Reinstatement of Members**

3.9 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Executive Committee or the Society, the Applicant shall not be readmitted without the approval of the Executive Committee by majority vote.

## 4 REGISTER OF MEMBERS

- 4.1 A register of members of the Society will be maintained by the Society in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.
- 4.2 The Society Operating Manual will list the information required by the Incorporated Societies Act, 1908 and subsequent enactments.
- 4.3 Other information may be requested of a member but a member is not legally required to give information other than that specified in the Incorporated Societies Act, 1908
- 4.4 The Executive Committee may establish a standard form on which to collect appropriate information to establish a register of members. The form may be set out in the Society Operating Manual and the legally required information will be clearly identified on the form.
- 4.5 Every reasonable effort will be made to maintain the Register of Members up to date.

## 5 REGISTERED OFFICE

- 5.1 The Society shall have a registered office to which all communications may be addressed and notice of the address of that office and of any change of address shall be given to the Registrar or Assistant Registrar of Incorporated Societies as required by the Incorporated Societies Act 1908 (in this document referred to as "the Act").

## 6 ALTERATION OF RULES

- 6.1 The Society may alter or replace these Rules at an Annual or Special General Meeting by a resolution passed by a 75% majority of those Full Members present (or by proxy).
- 6.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of the Full Members and given in writing to the Secretary at least 40 days before the Annual or Special General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 6.3 At least 28 days before the Annual or Special General Meeting at which any Rule 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 Executive Committee has.

- 6.4 When a Rule change is approved by an Annual or Special General Meeting the Executive Committee shall ensure the Rule changes are filed with the Registrar of Incorporated Societies in the required manner. No Rule change shall take effect until this is done.
- 6.5 No addition to or alteration of the objectives clauses (Section 2), the pecuniary profit clauses (2.13 – 2.16 inclusive ) or the winding up clauses (Section 15) will be approved without the prior consent of the Department of Inland Revenue and the Registrar as appropriate.

## 7 GENERAL MEETINGS

### Annual General Meeting

- 7.1 An Annual General Meeting of the Society shall be held once in every calendar year at a time (not being more than fifteen months after the holding of the last preceding General Meeting) and at a place that the Executive Committee determine.
- 7.1.1 Twenty-eight days' notice of the Annual General Meeting shall be given to members and such notice shall specify the general nature of any business intended to be transacted at such meeting.

### Special General Meeting

- 7.2 Special General Meetings of the members may be convened at any time by the Secretary or President under the direction of the Committee and shall be convened on the request of not less than 50% of the members of the Executive Committee or not less than 10% of the members of the Society.
- 7.2.2 Fourteen days notice of any Special General Meeting shall be given to members and such notice shall specify the general nature of any business intended to be transacted at such meeting.

### Conduct of General Meetings

- 7.3 At every Annual General Meeting or Special General Meeting the “Chair” shall be taken by the President if present or in their absence by the Vice President. In the absence of both, the chair will be taken by a member of the Committee or outgoing Committee nominated by members present at the meeting.

- 7.4 On any given motion at Annual General Meeting or Special General Meeting, the Chairperson shall in good faith determine whether to vote by:
- Voices; or
  - Show of hands; or
  - Secret ballot.
- 7.6 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 7.7 In the event of an equality of votes, the Chairperson will have a casting vote.
- 7.8 The business of an Annual General Meeting shall be:
- 7.8.1 Any minutes of the previous Meeting(s);
  - 7.8.2 The President's report on the business of the Society;
  - 7.8.3 The Treasurer's report on the finances of the Society, and the Statement of Accounts;
  - 7.8.4 Election of Officers (see section 8)
  - 7.8.5 Election of remaining Executive Committee Members ( see section 9);
  - 7.8.6 Motions to be considered;
  - 7.8.7 Approval of future plans; and
  - 7.8.8 General Business.
- 7.9 The transaction of any General Business of the Society and any other special business of which notice in writing has been given to the secretary of the Society at least fourteen days prior to the date fixed for the holding of the Annual General Meeting.
- 7.10 No business shall be transacted at any Annual or Special General Meeting unless a quorum is present at the commencement of such business. Such quorum shall be no less than 10% (with a minimum of 10) of the Full Members (financial) either personally present or represented by proxy.

### **Voting at General Meetings**

- 7.11 No person shall be eligible to vote at any Annual or Special General Meeting either in person or represented by proxy unless they are a financial or life member.
- 7.12 Subject to the foregoing provisions every member shall have one vote.
- 7.13 Any member having been duly appointed to vote as a proxy may additionally record one vote for each member for whom they hold proxy.
- 7.14 Votes may be recorded personally or by proxy.
- 7.15 The completed form establishing proof of proxy must be received by the Secretary or other Officer of the Society three days before the meeting at which it is proposed to be used.
- 7.16 The form appointing a proxy shall be signed by the member making the appointment and shall be in a form approved by the Executive Committee and set out in the Society Operating Manual:

## **8 OFFICERS**

- 8.1 The officers of the Society must be 18 years of age or over, Full Members (financial) and shall be as follows:
  - 8.1.1 A President
  - 8.1.2 A Vice-President
  - 8.1.3 A Treasurer
  - 8.1.4 A Secretary
- 8.2 The President, Vice-President, Treasurer and Secretary of the Society shall be members of the Committee by virtue of their office.
- 8.3 Tenure for the Officers of the Society shall be as follows
  - 8.3.1 President - one year
  - 8.3.2 Vice-President – one year
  - 8.3.3 Treasurer – one year
  - 8.3.4 Secretary – one yearunless they are expelled from office or membership of the Society by a resolution of the Executive Committee of the Society or the Society in General Meeting.

- 8.4 Any Officer of the Society may resign their office by notice in writing to the Executive Committee,
- 8.5 Any office so vacated or vacated for any other reason may be left vacant until the next Annual General Meeting of the Society or may be filled by any member of the Society who may be appointed for the purpose by resolution of the Executive Committee to hold that office until the next Annual General Meeting of the Society.

#### 8.6 – Duties

##### **Duties of the President**

- 8.6.1 Oversee the general direction and policy of the Society
- 8.6.2 Be the public spokesperson and representative for the Society
- 8.6.3 Act as Chairperson for Annual & Special General Meetings of the Society and Executive Committee meetings.
- 8.6.4 Produce an Annual Report of TFMC business for presentation at the Annual General Meeting.
- 8.6.5 Liaise with other organisations beneficial to the objectives of the Society.

##### **Duties of the Vice - President**

- 8.6.6 Assist the President in overseeing the general direction and policy of the Society
- 8.6.7 Deputise for the President as necessary.

##### **Duties of the Secretary**

- 8.6.8 Ensure that a register of current TFMC members is maintained.
- 8.6.9 Keep a record of all proceedings at
- Executive Committee Meetings
  - Annual General Meetings
  - Special General Meetings
- and of the attendance of officers and members of the Society at such meetings.
- 8.6.10 Carry out other duties in relation to the affairs of the Society as may from time to time be required by the Executive Committee or the President.
- 8.6.11 Receive and reply to correspondence as required by the Committee;
- 8.6.12 Advise the Registrar of Incorporated Societies of any rule changes.
- 8.6.12 Retain the common seal of the Society, if the Society has a common seal.

### **Duties of the Treasurer**

- 8.6.13 Collect and receive all payments made to the Society and ensure these payments are banked into the Society account within thirty days after the Treasurer receives them.
- 8.6.14 Ensure any person may lodge monies to the credit of the Society in any of its bank accounts.
- 8.6.15 Disburse the funds of the Society as may be determined by the Executive Committee or by the Society in General Meeting
- 8.6.16 Ensure the bank accounts of the Society are operated only with the joint authority of any two of the following three officers:
- the Treasurer
  - the Secretary
  - the President
- whose respective signatures shall be necessary to withdraw any sum of money from the funds of the Society. Any member of the Executive Committee, authorised by the Committee for this purpose may be substituted for the Secretary or the President for the purposes of operating the accounts of the Society. Appropriate arrangements to effect this must be made with the Society bankers.
- 8.6.17 Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- 8.6.18 Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Executive Committee or a majority of the Society decides this.
- 8.6.19 Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.
- 8.6.20 Carry out other duties in relation to the affairs of the Society as may from time to time be required by the Executive Committee or the President.
- 8.6.21 The Executive Committee may instruct the Treasurer to arrange for an independent verification of the accounts of the Society for any financial year by a person(s) with appropriate competencies and appointed for that purpose.

## 9 THE EXECUTIVE COMMITTEE

### Responsibilities & Composition

- 9.1 It is the responsibility of the Executive Committee to manage the affairs of the Society subject to any directions or policies indicated to the Executive Committee by the Society in General Meeting.
- 9.2 The Executive Committee shall be Full Members (financial) of the Society.
- 9.3 The Executive Committee shall comprise not less than five and not more than ten such persons (including the Officers of TFMC).
- 9.4 The Officers (President, Vice-President, Treasurer and Secretary) of the Society shall be members of the Executive Committee by virtue of their election to office.
- 9.5 The remaining 1 – 6 positions (Ordinary Committee Members) on the Executive Committee will be filled by election as prescribed in section 7.
- 9.6 Tenure for Ordinary Committee Members is one year. If a person is elected part way through a year their tenure ceases at the next AGM.

### Conduct of Executive Committee Meetings

- 9.6 The meetings of the Executive Committee will be no less than ten per year and chaired by the President. The President may delegate the chairing of a meeting to any of the Executive Committee.
- 9.7 In the absence of the President the Vice-President will assume the duties of the president for the meeting.
- 9.8 If neither the President or Vice –President are available to chair the meeting a member of the Executive Committee shall be nominated by the Executive Committee to chair the meeting.
- 9.9 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 9.10 Executive Committee business may be conducted in the following ways:
- at 'face to face' meetings which are minuted
  - by email correspondence/discussion
  - by telephone/teleconference/text message
  - by ordinary mail
  - by video conference

- 9.11 In all but exceptional circumstances, Motions and Resolutions will be made and voted upon at 'face to face' meetings. Motions or Resolutions arising at any meeting of the Executive Committee shall be decided by a majority of votes.
- 9.12 In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 9.13 Any financial member of the Society may attend any meeting of the Executive Committee and shall have speaking rights in relation to any business or matter affecting the Society but shall not be entitled to a vote thereon at an Executive Committee meeting.
- 9.14 The dates, times and venues for Executive Committee meetings shall be made available to TFMC members and notified in advance to all Executive Committee Members.
- 9.15 The quorum necessary for the transaction of the business of the Executive Committee will be no less than 50% of the serving committee members.
- 9.16 The Executive Committee may delegate any of its powers or duties to sub-committees consisting of such Executive Committee member and/or members of the Society or other persons as it thinks fit.
- 9.17 The Executive Committee may vote to co-opt to the Executive Committee any person, for any reason it thinks fit. Co-opted persons do not have any voting rights within the Executive Committee.

### Indemnity

- 9.18 No Officer or member of the Executive Committee shall be liable for the acts or defaults of any other Officer or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
- 9.19 The Officers, Executive Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

## **10 COMMON SEAL**

- 10.1 The Common Seal of the Society will be kept in the custody and control of the Secretary.
- 10.2 When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee and will be signed by the President and one other person appointed by the Executive Committee.

## 11 NOTICES

11.1 TFMC Members may be notified of TFMC business by:

- email
- notices in newspapers and other publications
- the TFMC Newsletter
- Registered mail
- Ordinary mail
- Couriered 'mail'

11.2 The arrangements for Annual or Special General Meetings will be notified by email to the Member's email address. A request to acknowledge receipt of the email will be included. Members not on email will have the notice posted to them by ordinary mail to the address appearing in the Society Register of Members. Additional notification of such meetings will be by way of the Society Newsletter.

11.3 The delivery of 'Committee's Notices' (see 3.8) must be by Registered or Courier Mail and receipt acknowledged by signature.

## 12 BY-LAWS, REGULATIONS & GUIDANCE

12.1 The Executive Committee may from time to time make by-laws, regulations or guidance for the efficient running of the affairs of the Society.

12.2 Such by-laws, regulations or guidance will be consistent with the rules of the Society.

12.3 The Committee may repeal, amend or substitute such by-laws, regulations or guidance.

12.4 By-laws, regulations or guidance will be set out in the Society Operating Manual.

## 13 WINDING UP

13.1 The Society may be wound up at a General Meeting of its members, if a resolution to wind up is passed.

13.2 The resolution must be confirmed at a subsequent General Meeting called together specifically for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

13.3 Any surplus assets after the payment of all outstanding liabilities will be distributed among such community organisations in New Zealand that have similar objectives to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated

Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

- 13.4 Any organisation to which surplus assets are distributed shall agree, in writing, to hold in trust such property or assets for two years from the date of the winding up of the Society.
- 13.5 If the Society is not reformed within the two year period the said assets or property shall become the property of the recipient organisation. (see also 13.7)
- 13.5 The Society shall be deemed to have reformed when permitted to do so under the relevant provisions and subsequent enactments of the Incorporated Societies Act 1908,
- 13.6 A notice to that effect shall appear in the Public Notices column of a daily newspaper circulating in the greater Auckland area.
- 13.7 If the Society is legitimately reformed within two years of the date of its winding up, its property or assets held by other organisations shall revert to the reformed TFMC.

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