

CONSTITUTION & RULES

-of-

THE WAITAKI SUMMER MUSIC CAMP INCORPORATED

1. TITLE

The name of the Society is “The Waitaki Summer Music Camp Incorporated” (herein after referred to as “the Society”, provided however that the name of a sponsor may form part of the name of the Society in any suitable manner as agreed by the Committee).

2. REGISTERED OFFICE OF THE SOCIETY

The registered office of the Society shall be at 81 Spottiswoode St, Dunedin 9013. Notice of any change shall be given the Registrar of Incorporated Societies.

3. PURPOSES OF THE SOCIETY

The purposes of the Society shall be:

- (a) To establish a society for the promotion and encouragement of music at camp venues.
- (b) To organize and implement music education and performance camps.
- (c) To promote the art of music among its members,
- (d) To promote participation in music making among youth,
- (e) To promote, encourage and implement music festivals,
- (f) To promote and encourage family involvement in music activities,
- (g) To conduct educational workshops,
- (h) The performance of music in all its aspects,
- (i) To promote such social and other activities as may appear advisable to further the objects and purpose of the Society,
- (j) To raise money by way of subscriptions, sponsorship, or otherwise,
- (k) To borrow money by way of a bank overdraft or otherwise to give such security over the property of the Society as may be necessary to secure such advances.

4. MEMBERSHIP

4.1 General:

Any person interested in the objects of the Society is eligible for membership and on payment of the subscription hereinafter provided shall become a member of the Society subject to compliance with rule 4.3 hereunder in respect of those persons other than Founder Members.

4.2 Founder members:

Any person who signs the application for incorporation of the Society and who satisfies the requirements of rule 4.1 shall be a Founder Member of the Society.

4.3 Admission to membership:

- (a) Membership is by invitation of the committee.
- (b) Application for membership shall be made to the committee on a prescribed form, which may be electronic, and provided to the Secretary of the Society.
- (c) Every applicant for membership shall forward with his or her application the full amount of the year's membership subscription.
- (d) Elections for membership shall be confirmed by ordinary resolution of the Committee at a properly constituted meeting.
- (e) The Secretary shall advise every newly elected member of his or her election in writing or by email sent not later than seven days following the date of election.

4.4 Termination of membership:

Membership may be terminated in any of the following ways:

- (a) Any member may resign his or her membership at any time by notice in writing delivered personally, emailed or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Society, but no such resignation shall relieve the member from payment of any moneys due by him or her to the Society.
- (b) Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, may be expelled from membership.

5. SUBSCRIPTIONS

5.1 Annual Subscriptions:

The annual subscription shall be determined by the Committee.

5.2 Failure to Pay Subscriptions:

Any member who does not pay his or her subscription within one calendar month of the date the same was set shall be considered as un-financial and shall have no membership rights until all arrears are paid. If such arrears are not paid within three months of the date the subscription became due or such later date as the Committee may determine the member's membership shall be deemed to have terminated.

6. MANAGEMENT

6.1 The Committee:

The affairs of the Society shall be managed by a Committee comprising; the Chairman, Secretary and Treasurer, the Camp Organisers, up to two members of the Society over 16 years of age to be elected annually at the Annual General Meeting of members and up to two other members of the Society co-opted at the discretion of the committee.

6.2 Eligibility and nominations:

- (a) Any member shall be eligible for election to the Committee except that no member who, at the time of nomination, has been under any financial liability to the Society for a period of at least two months, shall be eligible for election.
- (b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Camp Organisers not less than 7 days prior to the date of the annual general meeting.
- (c) Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated unless he or she has previously signified to the Camp Organisers in writing a desire not to seek re-election.
- (d) If in any year the number of members nominated for the Committee is not more than four, the members so nominated shall be declared the elected member of the Committee for the ensuing year following voting at the Annual General Meeting. Retiring committee members must be confirmed by a vote at the Annual General Meeting, New committee members must be confirmed by a ballot at the Annual General Meeting.
- (e) If in any year the number of members nominated for the Committee exceeds four, the candidates to be elected to the Committee shall be determined by a ballot held at the Annual General Meeting.

6.3 Vacancies on the Committee:

Any vacancy occurring on the Committee between one Annual General Meeting of the Society and the next may be filled by the Committee. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of Rule 6.2(c).

6.4 Camp Organisers:

Paul & Kris Claman, Al & Jenn Sands are appointed as the Camp Organisers of the Society and remain in these positions at their pleasure. On relinquishing of the position by any of the Camp Organisers, the Committee shall have full powers to appoint a replacement Camp Organiser.

The Committee may enter into such contracts as to payments and conditions to any of the Camp Organisers as the Committee thinks fit provided any payments are reasonable reward for service performed.

7. OFFICERS AND THEIR ELECTIONS

7.1 Officers:

The officers of the Society shall comprise a Chairman, Secretary and Treasurer.

7.2 Election:

The Chairman, Secretary & Treasurer shall be elected at the Annual General Meeting on the recommendation of the Committee. If for any reason an office in the Society becomes vacant between one Annual General Meeting of the Society and the next, the Committee may fill the vacancy. Any person appointed to fill such vacancy shall retire from the office at the next Annual General Meeting and be deemed to be nominated for re-election at the next Annual General Meeting.

8. THE COMMITTEE

8.1 Meetings:

- (a) The Committee shall meet three monthly.
- (b) The day and time of each three monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) At any meeting of the Committee the Chairman, if present, shall preside. In the absence of the Chairman from any meeting the Secretary or Treasurer shall preside. In the absence of a Camp Organiser the meeting shall be abandoned.
- (d) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberative vote and in the event of an equality of votes a casting vote as well.
- (e) Three members personally present at the beginning of and throughout the meeting shall form a quorum.
- (f) A meeting may be held by telephone, video-conference or other electronic means.

8.2 Powers of Committee:

Without prejudice to the general powers conferred by the rules the Committee shall have the following powers:

- (a) It shall be responsible for the management of the affairs of the Society including the control and investment of the Society's funds.
- (b) It may make by-laws and regulations for the internal conduct of the Society.
- (c) It may make and give receipts, releases and other discharges for the moneys payable to the Society and for the claims and demands of the Society.
- (d) It shall make provision for the opening and operating of such bank account or accounts as may be deemed necessary for the purposes of the Society.
- (e) It may invest and deal with such money of the Society upon such security and in such manner as it thinks fit and it may from time to time vary such investments.

- (f) It shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of members.
- (g) It shall ensure that proper books of account are kept by the Secretary/Treasurer who shall present an annual financial statement to the Committee and an annual statement of income and expenditure together with a balance sheet to the members at the Annual General Meeting.
- (h) It shall exercise the rights, powers and duties, which under these rules are required to be performed by the Committee.

9. MEETINGS OF MEMBERS

9.1 Business:

An Annual General Meeting of the members of the Society shall be held every twelve months during the month of January. The business of the annual general meeting shall be to receive and consider:

- (a) The report of the Committee on the affairs of the Society for the past financial year.
- (b) The accounts made up to the previous thirty-first day of March.
- (c) The appointment of the Chairman, Secretary, Treasurer in accordance with rules 6.2 and 7.2.
- (d) The election of the Committee comprising up to four members in accordance with rule 6.2.

9.2 Motions and special meetings:

- (a) A member wishing to bring any motion before the Annual General Meeting shall give written notice to the Secretary/Treasurer of the Society on or before the thirtieth day of November immediately preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting except it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the rules.
- (b) A Special or Extraordinary General Meeting of members may be called by the Committee at any time and shall be called at the written request of ten financial members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.

9.3 Notice:

Notice of a general meeting shall be given to members in writing at their last known address at least fourteen clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting.

9.4 Procedure:

- (a) Five members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
- (b) The Chairman and in his or her absence, the Secretary or Treasurer or Camp Organiser, shall be chairperson of a general meeting. In the absence of any Camp Organiser the meeting will be abandoned.

- (c) Voting shall be on the voices unless a show of hands or a ballot is called for. The chairperson shall have a second or casting vote in addition to his or her deliberative vote.
- (d) Resolutions passed at any general meeting shall be conclusive and binding on all members of the Society whether present at the meeting or not.

10. FINANCE

10.1 **Money on account:**

All moneys received on account of the Society shall be paid into the account of the Society with its bankers and shall be acknowledged by an officer of the Society.

10.2 **Cheques:**

All cheques drawn upon the bankers of the Society shall be signed in such manner and by such persons as the Committee shall from time to time determine.

10.3 **Endorsement:**

Cheques or other negotiable instruments paid or payable to the Society's bankers for collection requiring the endorsement of the Society may be endorsed by such person or persons as the Committee shall from time to time appoint.

10.4 **Account books:**

The Secretary/Treasurer shall keep or cause to be kept a proper account of the income and expenditure of the society and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society in books to be provided for that purpose and shall produce the account books, properly written up, when required by the Committee.

10.5 **Financial year:**

The financial year of the Society shall be from the first day of April in one year to the thirty first day of March the next year.

10.6 **Filing requirements:**

The Secretary/Treasurer shall file with the Registrar of Incorporated Societies within thirty days after the annual general meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

11. ALTERATION OF RULES

11.1 **Alteration:**

These rules may be amended or replaced by an ordinary resolution of members at a properly conducted general meeting of the Society provided that notice in writing setting out such amendment or replacement has been posted to members with a Notice of Meeting not less than fourteen clear days prior to the meeting, provided that no amendment or replacement may be made which would alter:

- (a) The exclusively charitable nature or tax-exempt status of the Society.
- (b) The rules precluding Members from obtaining any personal benefit from their membership, or
- (c) The rules as to winding up.

11.2 **Filing requirements:**

The Committee shall within thirty days register any such alteration, addition and rescission with the Registrar of Incorporated Societies.

12. EXPULSION

After due inquiry and having given the member the right to be heard, the Committee may by letter invite any member within a specified time to retire for failure to comply with these rules or any of the other duties of a member. If the member does not so retire, the Committee may recommend to General Meeting that the member be expelled, and after the member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting. The member in question shall be advised in writing of the decision of the Meeting. Any such former member shall remain liable to pay all subscriptions to the end of the Society's then financial year.

13. POLICIES AND PROCEDURES

13.1 **Making Policies and Procedures:**

The Committee shall have power to make, alter or rescind policies and procedures not inconsistent with these rules for the conduct and behaviour of members or any other matter related to the affairs of the Society. Members will be notified of changes or additions to Policies and Procedures in a timely manner.

13.2 **Inspection:**

A copy of the rules and Policies and Procedures for the conduct of the Society shall always be open to inspection by members.

14. COMMON SEAL

The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document pursuant to a resolution of the Committee passed for that purpose by affixing the common seal in the presence of two members of the Committee.

15. LIQUIDATION OF SOCIETY

The society may at any time go into liquidation by the resolution of a majority of the financial members present at any general meeting of the Society. Such resolution must be confirmed at a subsequent general meeting of the Society held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. Notice of the passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies. In the event of such liquidation the property of the Society shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up be transferred to a charitable society with similar objects to the Society or if no such society exists then in accordance with the directions of the Registrar of Incorporated Societies.

16. INDEMNITY

16.1 **Indemnity:**

The members of the Committee, the Chairman, Secretary and Treasurer shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective willful default.

16.2 **Limitation of liability:**

No members of the Committee, the Chairman or the Secretary/Treasurer shall be liable for the acts or defaults of any other member of the Committee, the Chairman or the Secretary/Treasurer, or for any loss or expense happening to the Society, unless the same happen from his or her own willful default.

17. PAYMENT TO MEMBERS

Any income, benefit or advantage must be applied to the charitable purposes of the Society.

Each member of the Society is prohibited from influencing any decision made by the organisation in respect of payment to, or on behalf of, that member.

Any transaction between the Society and any member, officer or member of the Committee, or any persons with the Society shall be at arm's length and in accordance with any prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for service performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

18. INTERPRETATION

The following words and expressions used in these Rules have the meanings set out below unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say:

"The Society" shall mean "The Waitaki Summer Music Camp Incorporated"

"The Chairman" shall mean the Chairman for the time being of the Society and shall include an acting Chairman.

"Month" shall mean calendar month.

Words importing only the singular number shall include the plural number and vice versa.

"The Committee" shall mean the Committee of the Society as elected in accordance with these rules.

"In writing", "printed" and "written" shall include handwriting, printing, lithography, telex, telecopier, facsimile and other modes of representing or reproducing words in a visible form.

Words importing persons shall include corporations.