

Wellington Regional  
Orchestra  
Foundation  
Incorporated



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## WELLINGTON REGIONAL ORCHESTRA FOUNDATION INCORPORATED

A Society duly incorporated under the Incorporated Societies Act 1908.

### RULES

#### 1 NAME

The name of the Society is Wellington Regional Orchestra Foundation Incorporated or such other name as the Board may adopt by resolution from time to time.

#### 2 DEFINITIONS AND CONSTRUCTION

##### 2.1 Defined terms

In these rules, unless the context requires otherwise:

*Auditor* means the auditor (if any) of the Society, appointed in accordance with Rule 15;

*Annual General Meeting* means an annual general meeting of the Society in accordance with Rule 11.1;

*Balance Date* means 31 December or any other date which the Board adopt by resolution as the date up to which accounts are to be made in each year;

*Board* means the Board of Governance of the Society as may be established (by election and/or co-option and/or appointment from time to time under Rule 6 of these Rules), and *Board member* means a member of that Board;

*Casual Player* means a Player on the casual list;

*General Meeting* means either an Annual General Meeting or a Special General Meeting

*Income Year* means any year or other accounting period ending on a Balance Date;

*Life Member* means a life member elected in accordance with Rule 5.3;

*Member* means a person who is a member of the Society in accordance with these Rules;

*Objects* mean the objects of the Society, as set out in Rule 3.1;

*Orchestra* means orchestral and other musical groups operated by the Society;

*Player* means a person who is a member of the Orchestra – whether on the Orchestra core list, or a Casual Player;



*Related Person* for the purposes of Rule 8.2 and in relation to any business to which section CW 42 of the Income Tax Act 2007 applies includes:

- (a) a Member or Board member of the Society if the Society carries on a business; and
- (b) a person specified in paragraphs (i) to (iv) of subsection (5)(b) of that section, the persons currently specified being:
  - (i) a settlor or trustee of the trust by which the business is carried on; or
  - (ii) a shareholder or director of the company by which the business is carried on; or
  - (iii) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
  - (iv) a person associated with a settlor, trustee, shareholder or director already mentioned in this definition;

*Rules* means the rules set out in this document amended from time to time in accordance with Rule 17 of these Rules;

*Special General Meeting* means a special general meeting of the Society in accordance with Rule 11.2; and

*Society* means the incorporated society governed by these Rules.

## 2.2 **Construction**

In the construction of these Rules, unless the context requires otherwise:

- (a) Headings appear as a matter of convenience and shall not affect the construction of these Rules.
- (b) The singular includes the plural and vice versa, and words importing one gender include the other genders.
- (c) A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations.

## 3 **OBJECTS**

3.1 The objects of the Society, for the benefit of the community in New Zealand, are to:

- (a) promote classical, orchestral or other music through the operation, administration and promotion of the Orchestra;



- (b) foster and encourage orchestras, musical groups and artistic performers in New Zealand;
- (c) foster, promote and encourage the study, composition, practice and performance of music in all its branches, especially orchestral concerts or as accompaniment to choral, theatrical, operatic and ballet works; and
- (d) train musicians and other artists in New Zealand.

3.2 In order to achieve its Objects, the Society may:

- (a) present concerts and entertainments of whatever kind to the general public;
- (b) provide workshops, studios, halls, rehearsal rooms, theatres, club rooms and similar amenities on whatever terms the Society may think fit;
- (c) generally promote the work of musicians and other artists; and
- (d) do all other acts and things which the Society may consider conducive or incidental to the attainment of the Objects.

#### 4 **REGISTRATION UNDER THE CHARITIES ACT 2005**

If it considers it appropriate the Board may apply to be registered as a charitable entity under the Charities Act 2005. If and while so registered, the Board will comply with the requirements of that Act.

#### 5 **MEMBERSHIP**

5.1 The members of the Society shall, subject to these Rules, comprise such persons (including bodies corporate) who shall from time to time apply to, and be accepted as Members by written acknowledgment of, the Board or its agent for membership.

5.2 The Board may (but need not), in respect of any Income Year, fix:

- (a) a membership fee to be paid by each Member (other than any Life Member and any Member who is under 20 years of age or a student of music) in respect of any Income Year; and
- (b) a lesser membership fee to be paid by each Member (other than any Life Member) who is under 20 years of age or a student of music,

and determine the date by which such membership fee must be paid, and each member must pay any applicable membership fee by such date. No membership fee shall be payable by any Life Member.

5.3 Any Member may on the recommendation of the Board be elected a Life Member by a majority of the Members present and entitled to vote at any Annual General Meeting.



- 5.4 Any Member of the Society may resign his, her or its membership of the Society at any time by notice in writing addressed to the Board at the Society's Registered Office. The Board may terminate the Membership of any Member who fails to pay any applicable membership fee fixed under Rule 5. within fourteen days of being sent a written reminder to pay from or on behalf of the Board.
- 5.5 The Members entitled to be present and vote at a General Meeting shall be Life Members and :
- (a) if a membership fee has been fixed in accordance with Rule 5.2 in respect of the Income Year during which that General Meeting is held, and is payable before the date of that General Meeting, those Members who have paid that membership fee (as applicable to them) before the date of that General Meeting;
  - (b) if Rule 5.5(a) does not apply, if a membership fee had been fixed in accordance with Rule 5.2 in respect of the Income Year immediately prior to that during which that General Meeting is held and was payable before the date of that General Meeting, those Members who have paid that membership fee (as applicable to them) before the date of that General Meeting; and
  - (c) in all other cases, all Members as at the date of that General Meeting.
- 5.6 No Member, nor any person associated with a Member, may determine or materially influence any decision of the Board relating to:
- (a) the payment of any income of the Society to, or on behalf of, that Member or associated person; or
  - (b) the conferring of any benefit or advantage on, or on behalf of, that Member or associated person.
- 5.7 Any such income paid must not exceed an amount which is reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 5.8 Membership shall not confer on any Member the right to receive any of the income or capital of the Society or to control the Board in the exercise of their powers.

## **6 OFFICERS AND GOVERNANCE**

### **6.1 Role of the Board**

The governance and control of the affairs of the Society shall be vested in the Board.

### **6.2 Composition of the Board**



The Board shall consist of no more than eight members and not less than five, of which:

- (a) up to six shall be elected as members of the Board, in accordance with Rule 6.3 (of which, pursuant to Rule 6.9, up to two may be Players); and
- (b) up to two shall be co-opted as members of the Board, by the members of the Board, in accordance with Rule 6.5.

### 6.3 **Election of members of the Board**

- (a) Subject to Rules 6.2 and 6.7, any person may be nominated by a Member or Board member for election to the Board at an Annual General Meeting. Nomination under this Rule must be made in writing to the Chairman of the Board, who must receive such nomination no later than seven days prior to the Annual General Meeting at which the election is to take place.
- (b) Subject to Rule 6.2, any person nominated in accordance with Rule 6.3(a) may be elected (or deemed to be elected) as a Board member at the Annual General Meeting following that person's nomination. If nominations made under Rule 6.3(a) exceed vacancies for election to the Board at the Annual General Meeting, election of Board members shall take place at the Annual General Meeting by ballot of Members present and entitled to vote. In the event that it is impossible to identify which persons should become Board members, as a result of an equality of votes cast for two or more persons who, pursuant to Rule 6.2(a), cannot both become Board members, the persons with equality of votes shall decide who between them shall become a Board member by drawing lots. If nominations made under Rule 6.3(a) are less than or equal to such vacancies, all persons nominated under Rule 6.3(a) shall be deemed to have been elected as members of the Board at the Annual General Meeting.

### 6.4 **Term of elected members of the Board**

Each person who becomes a member of the Board pursuant to Rule 6.3(b) shall hold office for a period commencing at the conclusion of the Annual General Meeting at which he or she is elected (or deemed to have been elected) and concluding at the conclusion of the third Annual General Meeting following that Annual General Meeting, or such shorter period (if any) as the Board notifies to the Annual General Meeting prior to that person being elected or deemed to have been elected as a Board member.

### 6.5 **Co-option of Board members**

- (a) Subject to Rules 6.2, 6.7, 6.8 and 6.9, the Board may, at its discretion, co-opt any person as an additional Board member.
- (b) In exercising its discretion under Rule 6.5(a), the Board shall have regard to the desirability of having an appropriate mix of skills, experience and independence amongst its members, and the desirability, where consistent with the foregoing, of at least one Board member being a Player.





- (c) Any co-option made by the Board under Rule 6.5(a) may be for such period as the Board sees fit, not exceeding three years.
- (d) Subject to Rule 6.8, nothing in Rule 6.5(c) limits the ability of the Board to co-opt a person as a Board member for an additional period after a period of co-option expires.

#### 6.6 **Casual vacancies**

- (a) Subject to Rules 6.2, 6.7, 6.8 and 6.9, if a position on the Board becomes vacant, the Board may, at its discretion, appoint a new member of the Board.
- (b) In exercising its discretion under Rule 6.6(a), the Board shall have regard to the factors to which the Board is required to have regard when co-opting Board members under Rule 6.5(b).
- (c) Any person appointed as a member of the Board pursuant to Rule 6.6(a) shall cease to hold office at the conclusion of the first Annual General Meeting after their appointment, unless otherwise co-opted or elected as a member of the Board in accordance with these Rules.

#### 6.7 **Ineligibility for membership of the Board**

No person shall become a Board Member if that person:

- (a) is undischarged bankrupt;
- (b) is prohibited from being a director or promoter, or being concerned in the management, of an incorporated or unincorporated body under the Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or the Companies Act 1993;
- (c) is prohibited from being a director or promoter, or being concerned in the management, of an incorporated or unincorporated body, under the law of a country, state or territory outside New Zealand;
- (d) is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1998;
- (e) is prohibited from being an officer of a charitable entity under Section 16 of the Charities Act 2005; or
- (f) has been convicted of an indictable offence.

#### 6.8 **Restriction on continuous terms**

No person shall be a member of the Board, whether by way of one or more of election, deemed election, co-option or appointment, for a period that exceeds (or one or more periods that, in aggregate, exceed):

- (a) six years in any period of seven years, except to the extent expressly approved by the Board; and



- (b) nine years in any period of ten years.

**6.9 Player Board members**

- (a) No more than two Players may hold office as Board Members at any time, and any purported election, deemed election, co-option or appointment to the Board of a Player shall be invalid and of no effect if the result would be that more than two Board members would be Players. If any Board member who is not a Player becomes a Player and the result is that more than two Board members are Players, that Board member must resign as a Board member immediately.
- (b) Any Player that is a Board member shall have, in all respects, the duties and obligations of a Board member under these Rules and the law.

**6.10 Chairman and Vice-Chairman**

The Board shall elect from the members of the Board a Chairman and a Vice-Chairman, with terms of office in each case until the date they cease to hold office.

**6.11 Office of member of Board vacated in certain situation**

A person shall cease to hold office as a member of the Board if that person:

- (a) resigns from their position as a member of the Board;
- (b) dies;
- (c) is absent from three consecutive regular meetings of the Board without obtaining leave of absence from the Board; or
- (d) becomes ineligible to become a Board member pursuant to Rule 6.7 or 6.8.

**6.12 Attendance at Board meetings**

- (a) The following persons may at the invitation of the Board attend and speak (but not vote) at Board meetings:
  - (i) the Administrator / General Manager (if any);
  - (ii) the Musical Director (if any) unless elected a member of the Board; and
  - (iii) the Orchestra Leader / Concert Master (if any) unless elected a member of the Board.
- (b) The Board shall have the power to require any employee of the Society to attend any Board meeting in addition to his or her other duties.

**6.13 Initial Board members**

Notwithstanding Rules 6.2 and 6.9, upon the taking effect of the alteration to the Rules approved at the Annual General Meeting held on 30 April 2011, each person who is either:



- (a) elected as a Board member by the Annual General Meeting held on 30 April 2011; or
- (b) elected as Player representative by the Orchestra, whose election was informed to the Annual General Meeting held on 30 April 2011,

shall be deemed to have been elected in accordance with Rule 6.2 and Rule 6.3, and shall have all rights and obligations of Board members under these Rules.

## 7 INTERESTED BOARD MEMBERS

### 7.1 Disclosure of interests

- (a) A Board member will be interested in a transaction to which the Society is a party if the Board member:
  - (i) is a party to, or will derive a financial benefit from that transaction;
  - (ii) has a material financial interest in another party to the transaction;
  - (iii) is a director, officer or trustee of another party to, or person who will or may derive a material financial benefit from the transaction, not being a party that is wholly owned by the Society;
  - (iv) is the parent, child or spouse of another party to, or person who will or may derive a financial benefit from, the transaction; or
  - (v) is otherwise directly or indirectly interested in the transaction.
- (b) As soon as a Board member becomes aware of the fact that he or she is interested in a transaction with the Society, he or she must disclose to the other Board members at a meeting of the Board:
  - (i) the nature and monetary value of that interest (if the monetary value of the Board member's interest is able to be quantified); or
  - (ii) if the monetary value of the Board member's interest cannot be quantified, the nature and extent of that interest.
- (c) A disclosure of interest by a Board member must be recorded in the Board minutes.
- (d) Any failure by a Board member to comply with Rule 7.1(b) does not affect the validity of a transaction or contract entered into by the Society or the Board member.
- (e) A Board member who is interested in a transaction or contract entered into, or to be entered into, by the Society may not vote on a matter relating to the transaction or contract, but may:



- (i) be present in the room where or on the call or video conference at which where the matter is being discussed, whether or not a decision is being taken on the transaction or contract at that time; or
  - (ii) sign a document relating to the transaction or contract on behalf of the Society.
- (f) The Board may, however, require a Board member to leave the room or the call or video conference if and when a matter is being discussed that relates to a transaction or contract in which that Board member is interested.

#### 7.2 **Dealing with interested Trustees**

Subject to Rule 7.1(b) and Rule 7.1(e), each Board member may act as a Board member and still contract or otherwise deal with the Board in his or her personal capacity or in any other capacity as if he or she had not been appointed as a Board member. This right to continue to act as a Board member shall apply even though a Board member's interest or duty in a particular matter may conflict with his or her duty to the members of the Society.

### 8 **RESTRICTIONS ON PRIVATE PECUNIARY PROFIT AND ON BENEFITS IN BUSINESS ACTIVITY**

#### 8.1 **No private pecuniary profit of any individual and exceptions**

- (a) No private pecuniary profit shall be made by any person involved in the Society, except that:
- (i) any Board member or committee member appointed by the Board shall be entitled to be reimbursed out of the assets of the Society for all expenses which he or she properly incurs in connection with the affairs of the Society;
  - (ii) the Society may pay reasonable and proper remuneration to any officer, servant or member of the Society (whether a Board member or not) in return for services actually rendered to the Society;
  - (iii) any Board member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board member or by any firm or entity of which that Board member is an employee or associate in connection with the affairs of the Society;
  - (iv) any Board member may retain any remuneration properly payable to that Board member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board member has acted in any capacity whatever, notwithstanding that that Board member's connection with that company or undertaking is in any way attributable to that Board member's connection with the Society.
- (b) The Board, in determining all reimbursements, remuneration and charges payable in terms of this Rule, shall ensure that the restrictions imposed by Rule 8.2 are strictly observed.



## 8.2 **Prohibition of benefit or advantage in business activity**

- (a) In the carrying on of any business under these Rules, no benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:
- (i) the nature or amount of that benefit, advantage or income; or
  - (ii) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.
- (b) A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the society or to any company by which any business of the society is carried on, be in breach of the terms of this Rule 8.2.

## 9 **POWERS AND DUTIES OF THE BOARD**

- 9.1 The Board shall meet at such regular times as the Board shall decide and shall generally govern the affairs of the Society.
- 9.2 It is intended that, in the exercise of its discretion, the Board shall have the fullest possible powers, and that it may do anything it thinks necessary, expedient or desirable whether or not provided for in these Rules. However this general power does not authorise the Board to do anything which may prejudice the charitable nature of the purposes of the Society.
- 9.3 Without prejudice to the generality of Rule 9.2, or to any of the Board's express or implied powers, the Board shall have the following powers, which it may exercise in such manner (as is consistent with the Objects and these Rules), as it thinks fit:
- (a) to appoint, employ and dismiss a Musical Director, Administrator, a General Manager, an Orchestra Leader, Concertmaster, performers and such other officers and staff as may be necessary for the proper management of the affairs of the Society;
  - (b) to appoint committees of the Board and chairs of such committees and to define and limit the powers of such committees, including the power to co-opt;
  - (c) to purchase, lease, or otherwise acquire land or buildings or any interest therein and any other property;
  - (d) to acquire by purchase, hire or otherwise and to sell, lend or hire out all chattels and other articles of whatsoever kind;
  - (e) to construct, improve, alter, maintain, sell, lease or hire out any buildings owned or used by the Society;



- (f) to borrow and raise money for the purpose of the Society upon the security of any of its property or assets;
- (g) to hire, employ and dismiss (whether casually or under contract of employment) conductors, musicians, concert artists, secretaries, clerks, managers, servants and workmen of all kinds and to pay these and other persons proper remuneration for services rendered by them to the Society by salaries, wages, gratuities and pensions;
- (h) to fix and levy charges for admission to concerts, entertainments or any other activity organised by the Society;
- (i) to join, become a member of, associate or amalgamate with any other society or association having interests similar to or associated with the objects of the Society;
- (j) to open, operate and close any bank account or trust account;
- (k) to invest any moneys belonging to the Society in any form of investment whatsoever including the lending of such moneys with or without security;
- (l) to invest and deposit moneys in any of the modes of investment for the time being authorised by the law of New Zealand for the investment of trust funds and in shares, stock and debentures of any limited liability company whether carrying on business in New Zealand or elsewhere, and to vary or transpose such investments in to or for others of any nature hereby authorised;
- (m) to borrow or raise and give security for money in such manner as the Society shall think fit and in particular by overdrawing the account of the Society at its bankers, by the issue of bearer bonds, debentures, promissory notes, or by mortgage or charge upon all or any part of the property or assets of the Society;
- (n) to adopt standing orders for Board meetings and other procedural matters affecting the management of the Society;
- (o) to engage in any activity or do any thing which it considers to be within the objects of the Society or necessary to advance its interests; and
- (p) to decide all questions not provided for in these Rules.

## 10 PROCEEDINGS OF THE BOARD

- 10.1 The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. A question shall be decided by secret ballot if such a ballot is demanded by any member of the Board who is present. In the event of an equality of votes the Chairman shall have a casting vote in addition to a deliberative vote.



- 10.2 The quorum for a Board Meeting shall be three.
- 10.3 If a Board member ceases to hold office, pursuant to Rule 6.11, the Board may continue to act notwithstanding any vacancy, to the extent that its number is not reduced below five. If, as a result of a Board member ceasing to hold office, pursuant to Rule 6.11, there are 4 or fewer Board members, the Board may continue to act, but must, as soon as is practicable, appoint and/or co-opt additional Board Members, so that there are 5 or more Board members.
- 10.4 Except in case of emergency, not less than seven days written notice of every intended Board Meeting shall be given to every member of the Board with an Agenda clearly stating the nature of the business proposed to be dealt with at such meeting.
- 10.5 The Chairman may call a meeting of the Board at any time and the Chairman shall call a Board meeting to be held within fourteen days after the Chairman shall have been presented with a written requisition for such a meeting signed by not less than three members of the Board.
- 10.6 If the Chairman or Vice-Chairman is not present within fifteen minutes after the time appointed for holding any Board meeting the members present may choose one of their number to be Chairman of the meeting.
- 10.7 All proceedings of the Board shall be recorded in the form of minutes, which may be inspected by any member of the Board at any time upon request.

## 11 GENERAL MEETINGS

### 11.1 Annual General Meeting

- (a) The Annual General Meeting of the Society shall be held between 1 February and 30 April in each year.
- (b) The Annual General Meeting shall:
- (i) consider a report, balance sheet and statement of accounts for the preceding year;
  - (ii) elect Board members pursuant to Rule 6.3;.
  - (iii) appoint an auditor;
  - (iv) decide on any resolution of which the mover shall have given not less than twenty-one days' notice to the Board of his intention to move;
  - (v) discuss general business; and
  - (vi) if thought fit, elect Honorary Vice-Presidents (such persons not be entitled to membership of the Board).



### 11.2 **Special general meeting**

The Board may at any time call a Special General Meeting and the Chairman shall call a Special General Meeting to be held within twenty-one days after the Chairman shall have been presented with a written requisition for such a meeting signed by not less than ten Members.

### 11.3 **Procedure at meetings**

(a) Notice of every General Meeting shall be provided to every Member at his or her last advised and recorded address at least fourteen days before the General Meeting which shall include:

- (i) a general statement of the business to be transacted at such General Meeting;
- (ii) the place day and hour of such meeting;
- (iii) a copy of any resolution to be considered by the Members at the General Meeting (of which the mover shall have given to the Chairman not less than twenty-one days' notice of his intention to move); and
- (iv) in the case of the Annual General Meeting, a copy of the Annual Report and Accounts,

provided that any inadvertent failure to give such notice to a Member shall not invalidate any meeting. Notice sent by post shall be deemed to have been served on the day on which the letter was posted.

- (b) The Chairman or Vice Chairman shall take the chair at every General Meeting but if neither the Chairman nor Vice-Chairman is present within fifteen minutes after the time appointed for the holding of the Meeting, or is unwilling to act, the meeting shall appoint a Chairman.
- (c) The quorum for a General Meeting shall be ten Members entitled to be present and to vote (in accordance with Rule 5.5).
- (d) At every General Meeting every member present and entitled to vote shall have one vote, and in the event of an equality of votes the Chairman shall have a casting vote in addition to a deliberative vote.
- (e) At any General Meeting a resolution put to the vote of the General Meeting shall be decided on the voices only or on a show of hands, unless a poll is (before or on the declaration of the result of the vote) demanded by at least five Members present and entitled to vote. Unless a poll is so demanded a declaration by the Chairman that a resolution has on the voices or on a show of hands been carried or lost shall be final and an entry to that effect in the minute book shall be conclusive evidence of that fact without proof of the number of votes recorded in favour of or against that resolution. If a poll is demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.





#### 11.4 **Resolutions**

- (a) Except where these Rules provide otherwise, a resolution is validly made when it is passed by a simple majority of those present and entitled to vote at a duly convened and conducted meeting of the Board or members of the committee, or of the Members(as the case may be).
- (b) A written resolution circulated whether by facsimile, email or post and signed by all the Board members or by all the members of a committee or by two thirds of the Members entitled to vote at an Annual General Meeting shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Board or of the committee, or the Society (as the case may be). Such a resolution may comprise several duplicated documents, each signed by one or more of the Board members or members of the committee, or members of the Society (as the case may be).

#### 12 **THE SEAL**

The Society shall have a Common Seal which shall be kept in the custody of the Chairman and shall not be affixed to any document or instrument except in pursuance of a resolution of the Board and in the presence of two Board members who shall sign every document or instrument to which the Seal is affixed.

#### 13 **FINANCE**

- 13.1 The financial year of the Society shall commence on the first day of January in each year and end on the 31st day of December of the same year.
- 13.2 The Board shall cause proper books of account to be kept in which shall be kept full true and complete accounts of the affairs and transactions of the Society. The books of account shall be kept at the Society's office or at such other place or places as the Board thinks fit and shall be open to the inspection of any member of the Board at all reasonable times.
- 13.3 Members shall pay such membership fee (if any) in respect of an Income Year as shall be fixed by the Board in accordance with Rule 5.2, and if the Board omits to fix a fee for an Income Year it shall remain unaltered from the previous Income Year.
- 13.4 The Board may, at its discretion, cancel the unpaid fees owing by any Member.

#### 14 **AUDIT**

The accounts of the Society will be audited by a Chartered Accountant who shall not be a Board member and who will be appointed each year at the Annual General Meeting by the members present and entitled to vote. The auditor shall have the right of access at all times to the books, accounts and vouchers of the Society and shall be entitled to require from the Board and the employees of the Society such information and explanations as may be necessary for the performance of his duties. The Board may fill any casual vacancy in the office of Auditor until the next Annual



General Meeting. If any Auditor is appointed a duly audited Balance Sheet shall be presented to the next Annual General Meeting.

## 15 **TREASURER**

All moneys of the Society shall be paid to the Treasurer, or such other person appointed by the Board, who shall keep correct accounts and books showing the financial affairs of the Society and the particulars usually shown in books of like nature, and shall pay into the Society's bank (direct to the credit of the Society) all moneys he may receive. He shall submit a statement of the financial affairs of the Society to the Annual General Meeting, such statement having been previously examined and certified by the Auditor (if any has been appointed). All payments out of the funds of the Society shall be made pursuant to an order of the Board by cheque signed by such person or persons as the Board shall from time to time direct.

## 16 **CONDUCT AND COMPLAINTS**

- 16.1 If the conduct of any Members appears to the Board to endanger the good order or welfare of the Society it may convene a Special General Meeting of the Society to consider the question of the expulsion or some other form of discipline of such Member. The vote at such meeting shall be taken by ballot of Members present and entitled to vote. If at such meeting a resolution is carried, by two-thirds or upwards of the Members present and entitled to vote, to the effect that the name of such Member be removed from the list of Members then he or she shall cease thenceforth to be a Member.
- 16.2 All complaints as to conduct of a Member must be made in writing to the Chairman, in order for consideration by the Board. No complaint will be considered at a General Meeting unless it is made in writing to the Chairman.

## 17 **ALTERATION TO RULES**

- 17.1 These Rules may be altered, added to or rescinded at any General Meeting, subject to the following conditions:
- (a) a Notice of Motion to alter, add to or rescind these Rules must be given to the Chairman not fewer than twenty-one (21) days before the date of the General Meeting at which the motion is to be moved.
  - (b) notice stating the general tenor of any proposed alteration or addition to the Rules shall be given to each member who is entitled to vote.
  - (c) the General Meeting may amend any such proposals.
  - (d) no resolution of any General Meeting shall effect any alteration or addition to the Rules unless it be carried by a majority of at least two-thirds of the members present at such meeting and entitled to vote.



- 17.2 Before resolving to make any alteration to these Rules, the Board must be satisfied that the proposed alteration does not prejudice the charitable nature of the Society, and in particular the efficacy of Rules 3, 5.6, 5.7, 5.8, 7.1(e), 8.1, 8.2, this Rule 17.2 and 19.3 in meeting the requirements for any exemption available to charities under the New Zealand revenue laws.

## 18 **DISPUTES**

Every dispute which may arise in relation to the affairs of the Society which is unable to be resolved by reference to these Rules shall be referred to mediation or arbitration, the mediator or arbitrator to be appointed by the President of the Arbitrator and Mediators Institute of New Zealand Inc. Any arbitration will be in accordance with the provisions of the Arbitration Act 1996 and its amendments or any act passed in substitution thereof.

## 19 **DISSOLUTION**

- 19.1 The Society may be dissolved by a resolution receiving the affirmative votes of a majority of the Members present and voting at a Special General Meeting held for that purpose.
- 19.2 A resolution passed in pursuance of the Rule 19.1 shall not be effective unless and until confirmed by resolution receiving the affirmative votes of two-thirds of the Members present and voting at a further Special General Meeting held for that purpose, not earlier than 30 days after the Special General Meeting at which the first resolution has been passed. The time and place of such further Special General Meeting shall be fixed at the first meeting by the Chairman thereof.
- 19.3 Subject to the direction of the Special General Meeting at which the resolution to dissolve the Society has been duly passed, or of any subsequent Special General Meeting, if the Society goes into recess, the funds of the Society shall be invested in a trustee security under the Trustee Act 1956 and its amendments or any act passed in substitution therefor and if the Society does not resume activities within five years the Board, or failing the Board, the Registrar of Incorporated Societies, shall direct that the funds be made available to musical organisations in the Wellington area that are charitable according to the laws of New Zealand.