

BAY OF PLENTY SYMPHONIA

REVISED CONSTITUTION

AS ADOPTED BY SPECIAL GENERAL MEETING

20th February 2014

Amended by Annual General Meeting 25th February 2016

Amended by Annual General Meeting 28th February 2019

Rules of Bay of Plenty Symphonia Incorporated

The Society

1.0 Name

1.1 The name of the society is Bay of Plenty Symphonia Incorporated ('the Society').

1.2 The Society is constituted by resolution dated 2nd October 1975.

2.0 Purposes of Society

2.1 The purposes of the Society, which are limited to and established for exclusively charitable purposes in New Zealand, are to:

- a) maintain and develop a symphony orchestra in which amateur musicians, primarily from the Bay of Plenty, can play a variety of styles and perform public concerts to the highest standard realistically achievable;
- b) facilitate opportunities for the musicians to enhance their experience and improve their proficiency by collaborating, either in the orchestra or as smaller groups, with other musical and cultural groups and/or with accomplished soloists or conductors;
- c) promote and encourage, particularly in young people, the active and passive appreciation and enjoyment of live orchestral music in the Bay of Plenty;
- d) provide opportunities for younger orchestral players, aspiring soloists and/or conductors to develop their skills in performance with an orchestra;
- e) do anything necessary or helpful to the above purposes.

2.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

3.0 Managing Committee

- 3.1 The Society shall have a managing committee ('the Committee'), comprising the President, Secretary and Treasurer ('the Officers') and zero to four other Committee members;
- 3.2 Only members of the Society may be Committee members;
- 3.3 At least half of the above members of the Committee shall be playing members of the Society;
- 3.4 The Musical Director shall be an *ex officio* member of the Committee and shall have a vote except in matters concerning his or her position;
- 3.5 If the Secretary and Treasurer roles are combined (see 4.1), the managing committee ('the Committee'), shall comprise the President, Secretary/ Treasurer ('the Officers') and one to five other Committee members.

4.0 Appointment of Committee Members

- 4.1 At the Annual General Meeting, the members shall elect the President, Secretary, and Treasurer and any other Committee members. The offices of Secretary and Treasurer may be combined in one person.
- 4.2 All Officers and other Committee members shall be elected for a term of one year.
- 4.3 Officers may serve a maximum of three consecutive terms in the same position.

5.0 Cessation of Committee Membership

- 5.1 Persons cease to be Committee members when:
- a) they resign by giving written notice to the Committee;
 - b) they are removed by majority vote of the Society at a Society Meeting;
 - c) their term expires and they are not re-elected at the Annual General Meeting;
 - d) their membership of the Society ceases for whatever reason.
- 5.2 If any Committee member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

5.3 If a person ceases to be a Committee member, that person must, within one month, give to the Committee all Society documents and property.

6.0 Nomination of Committee Members

6.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members of the Society and shall provide written consent. The completed nomination shall be received by the Secretary at least 48 hours before the meeting. In the absence of sufficient nominations, nominations may be accepted at the meeting.

6.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

6.3 If the position of any other Committee member becomes vacant between Annual General Meetings, the Committee may appoint another Society member to fill that vacancy until the next Annual General Meeting.

7.0 Role of the Committee

7.1 Subject to the rules of the Society ('The Rules'), the role of the Committee is to:

- a) administer, manage, and control the Society, subject to any valid direction given to it by the members at a General Meeting;
- b) carry out the purposes of the Society, and use money or other assets to do that;
- c) propose membership criteria for adoption at a General Meeting, and determine applications for membership;
- d) appoint, employ or dismiss a Musical Director, an orchestra Leader, guest artists and such other officers and staff under such terms as may be necessary for the proper management of the affairs of the Society, including the provision of honoraria;
- e) manage the Society's financial affairs, including approving the annual financial statements for presentation to the members at Annual General Meetings; accounting policies shall be set in line with generally accepted accounting practice;

f) delegate responsibility to subcommittees and co-opt members to those subcommittees (who may or may not be members of the society) where necessary. Any subcommittee shall, in exercising the delegated responsibility, report to the Committee and conform to any requirements of the Committee;

g) ensure that all members follow the Rules;

h) decide the procedures for dealing with complaints.

7.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

7.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

8.0 Roles of Committee Members

8.1 The President is responsible for:

a) ensuring that the Rules are followed;

b) convening meetings and establishing whether or not a quorum is present (see 9.4 and 21.6);

c) chairing meetings, deciding who may speak and when;

d) overseeing the operation of the Society;

e) providing a report on the operations of the Society at each Annual General Meeting.

8.2 The Secretary is responsible for:

a) keeping the Register of Members;

b) recording the minutes of meetings;

c) notifying members of forthcoming meetings and calling for nominations as required;

d) providing the necessary documents for meetings.

e) holding the Society's records, documents, and books except those required for the Treasurer's function;

- f) receiving and replying to correspondence as required by the Committee;
- g) forwarding the annual financial statements for the Society to the Charities Commission upon their approval by the Members at an Annual General Meeting;
- h) advising the Registrar of Incorporated Societies of any rule changes.

8.3 The Treasurer is responsible for:

- a) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b) preparing annual financial statements, in accordance with the Society's accounting policies, for presentation at each Annual General Meeting;
- c) providing a financial report at each Annual General Meeting;
- d) providing financial information to the Committee as the Committee determines.

8.4 Musical Director

The duties of the Musical Director shall be specified in a job description prepared by the Committee.

9.0 Committee Meetings

9.1 At least 7 days written notice of all Committee meetings must be given to each Committee member, unless all members agree that this requirement can be waived.

9.2 Committee meetings will be convened by the President. Any two Committee members may request the President (or in his/her absence, another Officer) to convene a meeting.

9.3 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

9.4 No Committee meeting may be held unless more than half of the Committee Members attend.

9.5 The President shall chair Committee meetings, or if the President is absent, the Committee shall elect a Committee member to chair that meeting.

9.6 Decisions of the Committee shall be by majority vote, each member having one vote.

9.7 The President or person acting as Chair has a casting vote, that is, a second vote.

9.8 Only Committee members present at a Committee meeting may vote at that Committee meeting.

9.9 If within half an hour after the time appointed for a Committee meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place agreed by the members present.

9.10 The Chair may adjourn a Committee meeting but only unfinished business may be transacted at the subsequent adjournment.

9.11 Following a resolution of the Committee, matters of a confidential nature must be discussed in a special confidential section of the meeting, and the minutes kept separately.

9.12 Minutes must be kept of all proceedings and must be available to members on request, with the exception of any confidential sections.

9.13 Subject to these Rules, the Committee may regulate its own practices.

10.0 Indemnity

The Committee and every member of the Committee shall be fully indemnified from the funds of the Society against any loss, expense, damage or liability incurred by reason of or in connection with legal proceedings instituted against them for any act authorised by the Management Committee, excepting acts of a criminal nature, committed in relation to the performance of any of their official duties.

Society membership

11.0 Classes of Members

11.1 The classes of membership shall include Playing, Non-playing and Life members, with additional classes and their voting rights able to be added, altered and determined at a General Meeting.

11.2 Each Playing, Non-playing and Life member shall be entitled to one vote at any General Meeting

11.3 Members have the rights and responsibilities set out in these Rules.

11.4 The Society may invite individuals to play in the orchestra for a particular programme on an *ad hoc* basis, under such terms as may be agreed. Such invited players will not be classed as members of the Society. Non-members of the Society may only play in the orchestra by such invitation.

12.0 Admission of Members

12.1 To become a member, a person ('the applicant') must:

- a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
- b) Supply any other information the Committee requires; and
- c) Pay a subscription if applicable.

12.2 Membership criteria will be determined/alterd at a General Meeting following a proposal by the Committee.

12.3 Any application for membership will be determined by the Committee or a formally delegated subcommittee.

12.4 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

12.5 At the implementation of these rules, any current Society Playing Members will remain Playing Members, and any current Life Members will remain Life Members.

12.6 Life Membership

12.6.1 Any former member, current member, or other person who has taken an active part and displayed outstanding service in furthering the objects of the Society may be nominated as a Life Member.

12.6.2 A nomination for Life Membership must be proposed and seconded by 2 Society members, and submitted to the Committee in writing. The Committee must approve the nomination prior to consideration by the Society members.

12.6.3 The nomination must be approved by ordinary resolution at an Annual General Meeting.

13.0 The Register of Members

13.1 The Secretary shall keep a register of members ('the Register'), which shall contain the names, the postal and email addresses and telephone numbers of all members, and the dates at which they became members.

13.2 If a member's contact details change, that member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 A Member shall cease to be a member and shall forfeit all rights of membership upon the following grounds:

14.1.1 a written resignation being received by the Committee;

14.1.2 failure to pay any subscription or any other debt to the Society within one month of the final due date, unless the delay can be justified to the satisfaction of the Committee;

14.1.3 If no subscription is payable, failure to confirm an intention to remain a member by the date set by the committee (excluding Life Members).

14.2 a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ('the Committee's Notice'). The Committee's Notice must:

(i) explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) state what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;

(iii) state that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied that the member has remedied the breach of the Rules or is no longer acting in a manner inconsistent with the purposes of the

Society, the Committee may in its absolute discretion immediately terminate the Member's Membership;

(iv) state that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

b) 14 days after the Member received the Committee's Notice, the 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 the next Meeting by giving written notice to the Secretary ('Member's Notice') within 14 days of the Member's receipt of the Termination Notice.

c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. 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 give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. 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 until the following Society Meeting.

d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

e) 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.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

16.0 Use of Money and Other Assets

16.1 The Society may only use money and other assets if:

- a) it is for a purpose of the Society;
- b) it is not for the sole personal or individual benefit of any member; and
- c) that use has been approved by either the Committee or by majority vote of the Society.

17.0 Joining Fees, Subscriptions and Levies

17.1 Membership subscriptions (if any) will be determined by majority vote at an AGM or Special General Meeting, following a proposal by the Committee.

17.2 The Annual Subscription shall cover the period from the 1st day of January to the 31st of December in each year and shall be payable from the date of the Annual General Meeting.

17.3 Membership subscriptions (if any) remaining unpaid 2 months after the AGM in any year, or such later date as the Committee may from time to time decide, shall be deemed to be in arrears. The Secretary shall give to the member written notice that, unless the arrears are paid by a nominated date, the membership will be terminated (see 14.1 and 14.1.2). The member may continue to play as an invited player (see 11.4) at the Committee's discretion.

17.4 Life membership shall be granted in perpetuity, and shall not be subject to a subscription period.

17.5 If no subscription is payable in any one year, Members must notify the Society in writing (which may be by electronic means) of their intention to remain a member within 2 months of the AGM, or such later date as the committee may from time to time decide.

18.0 Additional Powers

18.1 The Society may:

- a) use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including to purchase, sell or lease or otherwise acquire any real or personal property for the purpose of attaining the objects of the Society;
- b) open and operate accounts in the name of the Society with any Trading Bank;
- c) borrow or raise money with or without security if authorised by majority vote at any Society Meeting;
- d) contract with any person, firm, company, government department, local authority, trust or community based organisation;

- e) employ or dismiss any firm, company, trust, community based organisation or person for the purposes of the Society, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments;
- f) invest any funds not immediately required for the business of the Society in any way permitted by law for the investment of incorporated society funds, and upon such terms as the Committee, after due diligence, thinks fit;
- g) do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Society.

19.0 Financial Year

19.1 The financial year of the Society begins on 1st January of every year and ends on 31st December of the same year.

20.0 Assurance on the Financial Statements

20.1 In accordance with the provisions of the Charities Commission, no formal review or audit of the financial statements is required.

20.2 The Society may appoint a Reviewer or Auditor to review/audit the annual financial statements of the Society in any year, if requested by the Managing Committee or a majority of members at a Society Meeting. In that case The Reviewer/Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Reviewer/Auditor must be a suitably qualified person, and must not be a member of the Committee, or an employee of the Society.

The Committee shall be responsible for providing the Reviewer/Auditor with:

- a) access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b) additional information that the Reviewer/Auditor may request from the Committee for the purpose of the audit; and
- c) reasonable access to persons within the Society from whom the Reviewer/Auditor determines it necessary to obtain evidence.

Conduct of meetings

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4 The Secretary shall give all Members at least 14 days written notice of the business to be conducted at any Society Meeting.

21.4.1 Additionally, the Secretary will provide, as appropriate:

- a) a copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;
- b) a list of nominees for the Committee, and information about those nominees if it has been provided;
- c) notice of any motions and the Committee's recommendations about those motions;

21.4.2 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All members may attend and every member shall have one vote at Society Meetings. A member unable to attend a Society meeting shall be entitled to:

- (i) be represented by a proxy appointed by him or her to vote on his or her behalf or
- (ii) submit his or her vote by post or email communication to the Secretary.

21.6 No Society Meeting may be held unless at least 15 eligible members or 50% of the members, whichever is lower, attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Committee member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:

- a) voices;
- b) show of hands; or
- c) secret ballot.

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. If a secret ballot is held, the President will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- a) receiving any minutes of the previous Society's Meeting(s);
- b) the President's report on the business of the Society;
- c) the Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d) election of Committee members;
- e) motions to be considered;
- f) general business.

21.10 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Society Meetings

22.1 Any member may request that a motion be voted on ('Member's Motion') at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The member may also provide information in support of the motion ('Member's Information'). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 3 members:

- a) it must be voted on at the Society Meeting chosen by the Member; and
- b) the Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the member; or:
If the Secretary fails to do this, the member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on ('Committee Motions') which shall be suitably notified.

Common seal

23.0 Common seal

23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or another member of the Committee.

Altering the rules

24.0 Altering the Rules

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 3 members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the 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 Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Winding up

25.0 Winding up

25.1 If the Society is wound up:

- a) the Society's debts, costs and liabilities shall be paid;
- b) surplus money and other assets of the Society may be disposed of:
 - (i) by resolution; or
 - (ii) according to the provisions in the Incorporated Societies Act 1908; but the surplus money and other assets shall be distributed to some other body whether incorporated or not that has purposes similar to those described in Rule 3 hereof and which is established for exclusively charitable purposes in New Zealand.
- c) no distribution may be made to any member.

Definitions

26.0 Definitions and Miscellaneous matters

26.1 In these Rules:

- a) 'Majority vote' means a vote made by more than half of the members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) 'Money or Other Assets' means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c) 'Society Meeting' means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d) 'Use Money or Other Assets' means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e) 'Written Notice' means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f) It is assumed that

(i) where a masculine is used, the feminine is included;

(ii) where the singular is used, plural forms of the noun are also inferred;

(iii) headings are a matter of reference and not a part of the rules.

g) Matters not covered in these rules shall be decided upon by the Committee.