

Woodend Beach Country Music Club Incorporated

CONSTITUTION and HOUSE RULES

As per Incorporated Societies Act 2022

1) NAME

- a. The name of the Club shall be Woodend Beach Country Music Club Incorporated hereinafter referred to as Club.

2) Registered Office

- a. Club registered office shall be such place as determined by the current Committee. Any change in the Registered Office shall be notified to the Registrar of Incorporated Societies as required by the Act.

3) Charitable Status

- a. The Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

4) DEFINITIONS

- a. In these Rules words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings.
- b. The term **Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces such regulations.
- c. **Annual General Meeting (AGM)**. This meeting is held once per year; will receive and consider reports on the Club's activities and finances.
- d. **Club** – the “term” Club, in this document will substitute for the term “Club” as defined in the Act.
- e. **Committee** means the General Committee of Woodend Beach Country Music Club.
- f. **Committee Member** means a member of the General Committee including elected Officers and Committee Members and Co-opted Committee Members.
- g. **General Meeting** means an Annual General Meeting (AGM), or Special General Meeting (SGM).
- h. **Interests Register** means the register of interests of Officers, including Committee Members kept under these Rules.
- i. **Member** means and includes all classes of financial Members of Club.
- j. **Notice to Members** includes any notice given by post, courier, email or other electronic communication; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- k. **Officer** means member who has been elected to **Committee** in any of the following positions – President, Vice-President, Secretary, or Treasurer.
- l. **Ordinary Resolution** means a Resolution passed by a majority of votes cast.
- m. **Patron** means a person appointed as the Patron of Club.
- n. **President** means the President of the Club. They are responsible for overseeing the governance and operations of the Club and chairing General and Committee Meetings.
- o. **Register of Members** means the register of Members kept under these Rules.
- p. **Reviewer** means a person appointed to undertake a Review of the Club's finances.
- q. **Rules** means the rules in this document.
- r. **Secretary** means the **Committee Member** responsible for, among other things, keeping the Register of member, the **Interests Register**, recording of the **Minutes of General Meetings and Committee Meetings** and registering with the Registrar as the **contact** for the Club.
- s. **Special General Meeting (SGM)** – a meeting of the **Members**, other than an Annual General Meeting; called for a specific purpose or purposes.
- t. **Special Resolution** means a Resolution passed by two-thirds of votes cast.

5) AIMS AND OBJECTIVES

The Aims and Objectives of the Club are:

- a. To promote, develop and foster the art and performance of Country Music in live stage production for the recreation and entertainment of the general public in New Zealand.
- b. To promote opportunities and facilities to enable, assist and enhance the participation enjoyment and performance of Members in Club activities.
- c. To present Monthly public concerts as and when determined by the Membership.

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- d. To represent the interests of Club in all activities.
- e. To promote, develop and co-ordinate Competitions / Awards / Festivals and related activities of Club as and when required.
- f. To associate and co-operate with kindred and other similar Organisations in promoting Country Music.

6) INTERPRETATION

The Club has the power to:

- a. Determine who are its members.
- b. Make, alter, rescind, and enforce By-Laws, Rules, Regulations, Policies and Procedures for the governance, management and operation of Club.
- c. Determine, implement and settle disputes between Members.
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences.
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees.
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of Club and grant such rights and privileges over such property as it considers appropriate.
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise.
- h. Produce, develop, create, license, and otherwise exploit, use and protect the intellectual property of Club.
- i. Enter into, manage, and terminate contracts or other arrangements with Employees, Sponsors, Members and other persons and Organisations.
- j. Organise and control Competitions, Awards, Events and Programmes.
- k. Assign functions to and/or enter into agreements with outside Organisations as and when appropriate.
- l. Delegate powers of Club to any Person, Committee or Sub-Committee.
- m. Do any other acts or things which are incidental or conducive to the fulfilment of the Aims and Objectives of Club.

7) MEMBERSHIP

Minimum number of members will be no less than 10, as stated in the 2022 Act (Section 74).

a. Types of Membership

i) General Member

A General Member is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **member**.

ii) Life Member

A **Life Member** is a person honoured for highly valued services to the **Club** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

iii) Honorary Member

An **Honorary Member** is a person honoured for services to the **Club** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a two thirds majority of those present and voting. An **Honorary Member** has no membership rights, privileges, or duties.

b. Membership Process

- i) **All Members must consent in writing to becoming a member, in such format as may be required by the Committee. All applications for Membership will be determined by the Committee.**
- ii) **The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.**
- iii) **The signed written consent of every Member to become a Club Member shall be retained in the Club's membership records.**
- iv) All Members are bound by the Rules and Regulations, By-Laws, Policies and Procedures of Club.
- v) In order to receive or continue to receive Membership entitlements, **Members** must meet all requirements of Membership set out in these Rules or as otherwise set by the Committee, including but not limited to **payment of any Membership or other Fees within a required time period.**

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- vi) The failure by a Member to comply with Rules may result in withdrawal of Membership entitlements but shall not excuse such Member from being bound by the Rules of the Club.

c. Duration of Membership

- i) A Member may resign by notice in writing to the Committee.
- ii) Membership may also be withdrawn, sanctioned, suspended or terminated by the Committee if a Member fails to comply with these Rules including any codes of conduct or requirements set out in Rules and Regulations, By-Laws, Policies or Procedures of Club or if a Member acts in a manner which is considered by the Committee to be harmful to Club or inconsistent with the standards of behaviour expected of a Member.
- iii) A Member whose Membership is withdrawn, sanctioned, suspended or terminated by the Committee may apply for the matter to be reviewed using Schedule 2 – Right of Appeal Process.
- iv) The Committee shall keep a Register of all Members.

d. Membership Fees

- i) The Committee shall annually determine and present to each AGM:
 - (1) Any Membership or other fees or levies payable by all categories of Members.
 - (2) The due date for such fees.
 - (3) The manner for payment of such fees.

e. Life Members

- i) Life Membership may be granted in recognition and appreciation of outstanding and/or meritorious service by a financial Member of Club for the benefit of Club.
- ii) Any Member may be nominated for Life Membership of Club and must be nominated by a current financial Member of Club. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination. The Committee must then determine in its discretion, whether the nomination should be forwarded to a General Meeting for determination by the Members. Life Membership of such Nominee is only granted by Special Resolution passed at the General Meeting.
- iii) Life Members are not required to pay any Membership fee and are entitled to such other benefits and privileges of a financial Member of Club, subject to any conditions or restraints as determined by the Committee.

f. Honorary Members

- i) Honorary Membership may be granted in recognition and appreciation of outstanding contribution and/or deed by a person for the sole benefit of Club.
- ii) Any person may be nominated for Honorary Membership of Club and must be nominated by a current financial Member of Club. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination. The Committee must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Honorary Membership is only granted by Special Resolution passed at the General Meeting.
- iii) Honorary Membership may be for a nominal duration, and recipients are not required to pay Membership fee for the duration of such Membership.

g. Dispute Procedures (2022 Act)

Any member has the right to make a complaint. A set of procedures are provided in the Dispute Procedure – **Schedule 1** – that can be obtained from the Secretary. The basis of this schedule gives guidelines on the following:

- i) How the complaint is made
- ii) Person who makes complaint has right to be heard
- iii) Person who is subject of complaint has right to be heard
- iv) Investigating and determining dispute
- v) Decision made to proceed or not to proceed with complaint
- vi) Club may refer complaint
- vii) Decision makers

h) Membership Conduct

- i) **The Committee** shall have the power to suspend or expel from the Club any Member of the Club for misconduct of any kind, or any wilful infringement of the Club's rules, or any by-laws made by the Committee, or any **egregious conduct such as 'making false statements', 'fraudulent use or destruction**

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of property', 'falsification of documents', 'defrauding of creditors', 'improper use of the term "Incorporated"', 'breaching a banning order'.

- ii) **Before any individual is suspended or expelled** they shall be notified by the Secretary of the date, time, and place of the Meeting of the Committee at which their suspension or expulsion is to be considered. Such notice shall be deemed to be validly given if posted by registered, electronic, or other traceable delivery to the Member's last known residential or email address, not less than twenty-one (21) clear days before the date of the Meeting of the Committee.
 - (1) **The individual shall be entitled** to appear before such Meeting of the Committee and to be informed of any complaint or charge against them. They may then put forward any explanation or defence they may wish to make, and the Committee may then decide either to suspend, expel, or reinstate the individual. If the individual fails to attend the Meeting of the Committee, upon proof of notice to them, as above provided, may proceed in their absence. No Member shall be suspended, expelled, or reinstated under this rule unless a majority of the members of the Committee present at the Meeting vote in favour of suspension, expulsion, or reinstatement.
 - (2) **Where a complaint is made about the actions or inactions of a Committee member** in their capacity as a Committee member (*as opposed to a general Membership complaint*) the following steps shall be taken. The Committee member, who is the subject of the complaint, must be advised of all the details of the complaint.
 - (a) The Committee member, who is the subject of the complaint, must be given adequate time to prepare a response.
 - (b) The complainant and that Committee member must be given adequate opportunity to be heard, either in writing or at an oral hearing by the Committee. (The Committee member who is the subject of the complaint and the complainant shall be excluded from any deliberative process following these submissions).
 - (c) If the complaint is upheld, the Committee member may be removed from the Committee. The resolution to uphold the complaint and to remove from the Committee shall be passed by a simple majority vote.

i. Right of Appeal Procedure

i) Right of Appeal

Any member of this Club may appeal a decision made by the committee or officers of the Club that they reasonably believe is contrary to the Club's rules, constitution, or the Incorporated Societies Act 2022.

ii) Decisions Appealable:

The following decisions are appealable: e.g., termination of membership, disciplinary actions, significant financial decisions.

The committee may also establish other decisions as appealable from time to time, as deemed necessary.

iii) Timeframe for Appeal:

Any member wishing to **appeal** a decision must notify the Club's secretary in writing within 21 days of receiving the decision.

iv) Appeal Procedure:

- (1) Upon receipt of a written appeal, the Club will appoint a panel of (2-3) independent members (not from the existing Committee, impartial to the matter) or may appoint a panel of members from outside of the Club, to hear the appeal.
- (2) The panel will provide the appellant and the committee with a reasonable opportunity to be heard.
- (3) The panel will consider the evidence presented and make a recommendation to the Club within [14] working days.
- (4) The final decision of the Independent Panel is binding.

v) Costs:

The costs of the appeal process, including the panel members' fees, will be paid by the Club.

vi) Mediation/Alternative Dispute Resolution:

Before pursuing an appeal, the parties are encouraged to explore mediation or other forms of alternative dispute resolution.

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vii) No Right of Appeal in Specific Cases:

No right of appeal lies against any decision of the **Registrar** in respect of which there is any express provision in the Act in the nature of an appeal or review, or that is declared by the Act to be conclusive or final."

8) COMMITTEE

a. Every Officer and Committee Member must

- i) be financial members of the Club.
- ii) have consented in writing to be an officer or committee member of the **Club**, and
- iii) have attested in writing that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** or **Committee Member** of the Club.
- iv) The following persons are disqualified from **being elected or appointed or otherwise holding office as an officer of Club** (under section 47(3) of the **Act**)
 - (1) a person who is under 16 years of age
 - (2) a person who is an undischarged bankrupt
 - (3) are prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - (4) are a person who is disqualified from being a member of the Committee of a charitable entity under section 16(2) of the Charities Act 2005
 - (5) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - (a) an offence under subpart 6 of Part 4 of the **Act**
 - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - (c) an offence under section 143B of the Tax Administration Act 1994
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - (6) a person subject to:
 - (a) a banning order under subpart 7 of Part 4 of the **Act**, or
 - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - (7) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
 - (8) Any person who is disqualified or does not comply with the any qualifications for Officers as prescribed from time to time by a resolution of the Committee.

- b. **Committee** - The **Committee** will consist of at least **3-4 Officers** (President, Vice-President, Secretary, and Treasurer and 3-4 ordinary Committee Members. Minimum under the Act is 3 ordinary Committee members.
- c. **Functions of the Committee** - From the end of each **Annual General Meeting** until the end of the next, the **Club** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.
- d. **Powers of the Committee** - The **Committee** has all the necessary powers for managing, and for directing and supervising the management of the operation and affairs of the **Club**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
- e. **Sub-Committees** - The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Club**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
 - i) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,

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- ii) no sub-committee shall have power to co-opt additional members,
- iii) a sub-committee must not commit the **Club** to any financial expenditure without express authority from the **Committee**, and
- iv) a sub-committee must not further delegate any of its powers.

f. General Matters

- i) The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.
- ii) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

g. Committee Meetings Procedure

The quorum for Committee meetings is at least two-thirds of the number of members of the Committee.

- i) A meeting of the **Committee** may be held either—
 - (1) by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- ii) A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- iii) The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- iv) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

h. Frequency of Meetings - The **Committee** shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

i. The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

j. Officers' Duties

At all times each **Officer**:

- (1) shall act in good faith and in what he or she believes to be the best interests of the **Club**,
- (2) must exercise all powers for a proper purpose,
- (3) must not act, or agree to the **Club** acting, in a manner that contravenes the **Act** or this **Constitution**,
- (4) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the **Club**,
 - (b) the nature of the decision, and
 - (c) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
 - (i) must not agree to the activities of the **Club** being carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club** creditors, or cause or allow the activities of the **Club** to be carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club** creditors, and
 - (ii) must not agree to the **Club** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Club** will be able to perform the obligation when it is required to do so.

k. Election or appointment of officers - The election of **Officers** shall be conducted as follows.

- i) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer**

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(as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

- ii) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' Rules above) shall be received by the **Club** at least **20 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- iii) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- iv) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- v) The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- vi) In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Club**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
- vii) **Term of Office** - The term of office for all **Officers** elected to the **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

l. Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Club** where in the opinion of the **Committee** or the **Club** —

- i) The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
 - ii) The **Officer** has brought the **Club** into disrepute.
 - iii) The **Officer** has failed to disclose a conflict of interest.
 - iv) The **Committee** passes a vote of no confidence in the **Officer**.
- (1) with effect from (as applicable) the date specified in a resolution of the **Committee** or **Club**.

m. Ceasing to hold office

- i) An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- ii) Each **Officer** shall within **20 Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Club** held by such former **Officer**.

n. Conflicts of interest

- i) An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - (1) to the **Committee** and or sub-committee, and
 - (2) in an **Interests Register** kept by the **Committee**.
 - (a) Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
 - (3) An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - (a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but

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- (c) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- (d) However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- (e) Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- (f) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine

9) MEETINGS (Including Annual, Special, and Committee)

- a. Full minutes shall be kept of all **Committee** and **General Meetings** and made available upon request by Members. The minutes shall include but not be limited to names of those present, all items of discussion and debate, motions and their outcome including names of Mover and Seconder, resolutions and voting results.
- b. Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the Meeting shall not invalidate the Meeting nor prevent the Meeting from considering the business of the Meeting provided that:
 - i) the Chairperson in his or her discretion determines that it is still appropriate for the Meeting to proceed despite the irregularity, error or omission, and
 - ii) a motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion.
- c. **Annual General Meeting**
 - i) The Club must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Committee determines but not more than 15 months after the last AGM.
 - ii) Notice of AGM must be given at least **thirty 30 days** prior to Meeting date.
 - iii) The AGM shall be called for the following purposes:
 - (1) to receive from the Committee a report and audited/reviewed statement of financial position and statement of financial performance for the preceding year.
 - (2) to elect the officers of Club for the ensuing year.
 - (3) to decide on any motion that has been properly submitted to the Committee for consideration at the AGM.
 - (4) to deal with all general business of Club.
- d. **Special General Meeting**
 - i) The Committee shall call a Special General Meeting (SGM) upon;
 - (1) a written request from 20% of current financial Members as are entitled to exercise voting rights of Club (request must include full name and signature of all Members requesting the SGM) or
 - (2) a unanimous decision of the Committee in respect of matters of urgency.
 - ii) Notice of SGM must be given **at least thirty (30) days** prior to Meeting date.
 - iii) The written request for an SGM must state the purpose for which the SGM is requested
 - iv) The SGM must only deal with the business related to the purpose for which the SGM is called.
 - v) A Quorum for SGM is not required provided Article 8d(i) have been met.
 - vi) The President of Club shall preside at the Committee Meeting. If the President is unavailable then the Vice- President of the Committee shall preside and in the absence of both of those persons, then the Members present shall elect a person present to be the Chairperson of the Committee Meeting.
- e. **Voting at AGM and SGM Meetings**

Unless otherwise required by these Rules:

 - i) An Ordinary Resolution shall be sufficient to pass a resolution.
 - ii) Individual Financial Members shall have one vote.
 - iii) Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the Meeting unless a secret ballot is called for and approved by Ordinary Resolution.

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- f. **Election of Officers at an AGM** must be undertaken by secret ballot **except where:**
- i) There are the same number of nominations as positions available; or
 - ii) There are insufficient nominations for officers, and after calling for verbal nominations at the AGM there are still insufficient or the same number of nominations for positions available, then those persons who have been so nominated shall be declared elected.
 - iii) Proxy votes and postal votes are not permitted.
 - iv) In the event of equality of votes (excluding election of Officers) at a Committee or General Meeting, the Chairperson shall have an additional or casting vote.
 - v) In the event that a secret ballot is called, **two Scrutineers** must be appointed at a General Meeting to count the votes.

10) FINANCES

- a. Unless otherwise determined by the Committee the financial year of CLUB shall end on the 31st day of March each year.
- b. Statements of financial position and financial performance shall be **reviewed** each year, and the **reviewed** accounts shall be submitted to the AGM. The Reviewer shall be appointed at each AGM.
- c. The Committee is responsible for the receipt and banking of all monies received by CLUB. All funds of the CLUB shall be paid to a bank account in the name of **Woodend Beach Country Music Club**, and the bank account must be operated in accordance with the policy determined by the Committee.
- d. The Committee must ensure correct accounting records are kept. The accounting records of the **CLUB** must be kept at the office of the CLUB or at such place as the Committee may determine and **must be open to inspection** by Members at **such reasonable times as agreed by the Committee**.
- e. The **reviewed** Statements of financial position and financial performance **must be filed with the Registrar** – Incorporated Societies within 6 months of the Club's year end.
- f. The **Annual Return** required by the Incorporated Societies must be filed within 6 months of the Club's financial year end.

11) COMMON SEAL

- a. The Common Seal of the CLUB shall be kept in the custody and control of the Secretary.
- b. When required, the Common Seal shall be affixed to any document following a Resolution of the Committee and will be signed by the President and the Treasurer, and in the absence of either of those then by another Committee Member.

12) ALTERATION OF RULES

- a. These Rules may only be altered, added to or rescinded by Provisional Rule passed by the Committee, or a Special Resolution passed at a General Meeting.
- b. A Provisional Rule may be introduced by the Committee in circumstances that requires an urgent protocol to overcome an adverse issue that impedes, threatens or jeopardises the effective functioning of the CLUB.
- c. Provisional Rules shall become effective immediately upon Resolution at the Meeting, whereby the Committee shall then notify all Registered Financial Members of the Provisional Rule.
- d. Provisional Rules shall be presented by the Committee by way of a Motion to the next AGM for ratification or rejection.
- e. No alteration, addition to or revision of the Rules shall be approved if it affects the Not-For-Profit Objectives, Personal Benefit Prohibition or the Winding-Up Rules of the CLUB. This Rule (12.d) must not be removed from these Rules and must be implied in any alteration of, addition to, or revision of these Rules.

11) PROHIBITION ON PERSONAL BENEFITS

- a. No Member or person associated with a Member may participate in or materially influence any decisions by the CLUB in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- b. Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value).
- c. Notwithstanding anything to the contrary contained or implied in the Trust Deed or Rules in relation to any business carried on by the Trustees, no payment shall be made to any person: -
 - i) who is a Settlor or a Trustee of the Trust, or
 - ii) who is a Shareholder or Director of the company carrying on any business, or
 - iii) who is a Settlor or Trustee of a Trust that is a shareholder of the company carrying on a business, or
 - iv) where that person and that Settlor or Trustee or Shareholder or Director referred to in any of the foregoing paragraphs are associated persons (as that term is defined in the income Tax Act 1994) for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) or any income of any of the kinds

Woodend Beach Country Music Club Incorporated
CONSTITUTION and HOUSE RULES

As per Incorporated Societies Act 2022

referred to in Section CC1 sub-part CD, and Sections CE1, CE3, CF1, CG1, CH3, FF3 and FF4 of the income Tax Act 1994 be afforded to, or received, gained, achieved, or derived by any person where that person is able, by virtue of that capacity as Settlor, Trustee or associated persons, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of the nature of the amount of that payment, benefit or advantage or that income or the circumstances in which it is, or it is to be so received.

The provision and effects of Article 11 herein must not be removed from this CONSTITUTION and must be implied into any alteration of, addition to, or revision of this Constitution, or any document replacing this Constitution.

12) WINDING UP

- a) The association must be wound up if the CLUB, at a Special General Meeting (SGM) of its Members, passes a Special Resolution requiring the CLUB to be wound up and the Resolution is confirmed by 75% of eligible voters present at a subsequent Special General Meeting called for that purpose and held not earlier than 60 days after the date on which the Resolution to be confirmed, is passed.
- b) If upon the winding-up or dissolution of the CLUB there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of the CLUB but shall be given or transferred to some other Association, Organisation or Body having objectives similar to the objectives of the CLUB, or to some other Charitable Organisation or purpose within New Zealand.

13) INDEMNITY

The Club shall indemnify every Member of the Committee, the President and other OFFICERS and Employees of the CLUB in respect of all liability arising from the proper performance of their functions connected with the CLUB.