

# Woodend Beach Country Music Club Inc.

## CONSTITUTION

### 1. DEFINITIONS

**AGM** means Annual General Meeting.

**Committee** means the General Committee of Woodend Beach Country Music Club.

**Committee Member** means a member of the General Committee including elected Committee Members and Co-opted Committee Members.

**Elected Committee Member** means a Committee Member elected under Rule 13.3, including an alternative Elected Committee Member.

**General Meeting** means an Annual General Meeting (AGM), or Special General Meeting (SGM).

**Member** means and includes all classes of financial Members of WBCMC.

**Ordinary Resolution** means a Resolution passed by a majority of votes cast.

**Patron** means a person appointed as the Patron of WBCMC.

**President** means the President of WBCMC.

**Rules** means these Rules and 'Rule' shall have a corresponding meaning.

**SGM** means Special General Meeting.

**Special Resolution** means a Resolution passed by two-thirds of votes cast.

**WBCMC** means Woodend Beach Country Music Club Incorporated.

### 2. NAME

2.1. The name of the Organisation is Woodend Beach Country Music Club incorporated hereinafter referred to as WBCMC.

2.2. WBCMC registered office shall be such place as determined by the current Committee.

### 3. AIMS AND OBJECTIVES

3.1 The Aims and Objectives of WBCMC 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 WBCMC activities.
- c. To present Monthly public concerts as and when determined by the Membership.
- d. To represent the interests of WBCMC in all activities.
- e. To promote, develop and co-ordinate Competitions / Awards / Festivals and related activities of WBCMC as and when required.
- f. To associate and co-operate with kindred and other similar Organisations in promoting Country Music.

### 4. POWERS

4.1 The WBCMC has the power to:

- a. Make, alter, rescind, and enforce By-Laws, Rules, Regulations, Policies and Procedures for the governance, management and operation of WBCMC.
- b. Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties.
- c. Consider and settle disputes between Members.
- d. Determine who are its Members.
- e. Withdraw, sanction, suspend or terminate Membership.
- f. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences.
- g. 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.
- h. Sell, lease, mortgage, charge or otherwise dispose of any property of WBCMC and grant such rights and privileges over such property as it considers appropriate.
- i. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise.

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- j. Produce, develop, create, license, and otherwise exploit, use and protect the intellectual property of WBCMC.
- k. Enter into, manage, and terminate contracts or other arrangements with Employees, Sponsors, Members and other persons and Organisations.
- l. Organise and control Competitions, Awards, Events and Programmes.
- m. Assign functions to and/or enter into agreements with outside Organisations as and when appropriate.
- n. Delegate powers of WBCMC to any Person, Committee or Sub-Committee.
- o. Do any other acts or things which are incidental or conducive to the fulfilment of the Aims and Objectives of WBCMC.

**5. MEMBERS**

5.1 The Members of WBCMC shall be:

- a. General Members
- b. Life Members
- c. Honorary Members
- d. Any other category or categories of Membership of WBCMC determined by the Committee from time to time.

**6. LIFE MEMBER**

- 6.1. Life Membership may be granted in recognition and appreciation of outstanding and/or meritorious service by a financial Member of WBCMC for the benefit of WBCMC.
- 6.2. Any Member may be nominated for Life Membership of WBCMC and must be nominated by a current financial Member of WBCMC. 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.
- 6.3. Life Members are not required to pay any Membership fee and are entitled to such other benefits and privileges of a financial Member of WBCMC, subject to any conditions or restraints as determined by the Committee.

**7. HONORARY MEMBER**

- 7.1. Honorary Membership may be granted in recognition and appreciation of outstanding contribution and/or deed by a person for the sole benefit of WBCMC.
- 7.2. Any person may be nominated for Honorary Membership of WBCMC and must be nominated by a current financial Member of WBCMC. 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.
- 7.3. Honorary Membership may be for a nominal duration, and recipients are not required to pay Membership fee for the duration of such Membership

**8. GENERAL MEMBERSHIP**

- 8.1. An application for Membership must be in writing and in such format as may be required by the Committee from time to time. All applications for Membership will be determined by the Committee.
- 8.2. Members are bound by the Rules and Regulations, By-Laws, Policies and Procedures of WBCMC.
- 8.3. 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.
- 8.4. 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 WSCMC.

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**9. DURATION OF MEMBERSHIP**

- 9.1. A Member may resign by notice in writing to the Committee. 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 WBCMC or if a Member acts in a manner which is considered by the Committee to be harmful to WBCMC or inconsistent with the standards of behaviour expected of a Member.
- 9.2. A Member whose Membership is withdrawn, sanctioned, suspended or terminated by the Committee may apply for the matter to be reviewed by Hearing, or such other process as may be specified in any Rules and Regulations, By-Laws, Policies or Procedures of WBCMC, or in the absence of any relevant provisions then by a General Meeting of WBCMC. If the issue goes to a General Meeting, then the decision of the Committee shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.
- 9.3. The Committee shall keep a Register of all Members.

**10. MEMBERSHIP FEES**

- 10.1 The Committee shall annually determine and present to each AGM:
  - a. Any Membership or other fees or levies payable by all categories of Members.
  - b. The due date for such fees.
  - c. The manner for payment of such fees.

**11. OFFICERS OF THE CLUB**

- 11.1 The Officers of WBCMC shall be:
  - a. Patron (optional)
  - b. President
  - c. Vice President
  - d. Secretary
  - e. Treasurer
- 11.2 A suitable Member of WBCMC may be invited by the Committee to be Patron. The Patron shall be entitled to attend and speak at Committee Meetings but shall not be entitled to vote.

**12. GENERAL MEETINGS**

- 12.1. 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.
- 12.2. 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:
  - a. 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
  - b. 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.

**Annual General Meeting**

- 12.3 The WBCMC 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.
- 12.4 Notice of AGM must be given at least thirty 30 days prior to Meeting date.
- 12.5 The AGM shall be called for the following purposes:
  - a. to receive from the Committee a report and audited/reviewed statement of financial position and statement of financial performance for the preceding year.
  - b. to elect the officers of WBCMC for the ensuing year.
  - c. to decide on any motion that has been properly submitted to the Committee for consideration at the AGM.
  - d. to deal with all general business of WBCMC.

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### Special General Meeting

- 12.6.** The Committee shall call a Special General Meeting (SGM) upon;
- a written request from 20% of current financial Members as are entitled to exercise voting rights of WBCMC (request must include full name and signature of all Members requesting the SGM) or
  - a unanimous decision of the Committee in respect of matters of urgency.
- 12.7.** Notice of SGM must be given at least thirty (30) days prior to Meeting date.
- 12.8** The written request for an SGM must state the purpose for which the SGM is requested
- 12.9** The SGM must only deal with the business related to the purpose for which the SGM is called.
- 12.10** A Quorum for SGM is not required provided Articles 12.6-12.9 and/or have been met.

### Committee Meeting

- 12.11** A Quorum for a Committee Meeting is obtained by the presence of 50% of those persons who are entitled to exercise voting rights of the Committee. A valid Quorum must include a minimum of two (2) Officers of WBCMC.
- 12.12** If a Quorum is not obtained within half an hour of the intended commencement time of the Committee Meeting, then the Meeting shall be adjourned to such other day, time and place as determined by the Committee Members present, and if no Quorum is obtained at the stage of such further Committee Meeting, then the Members present at that further Meeting are deemed to constitute a valid Quorum.
- 12.13** The President of WBCMC 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.

### VOTING

- 12.14** Unless otherwise required by these Rules:
- An Ordinary Resolution shall be sufficient to pass a resolution.
  - Individual Financial Members shall have one vote.
  - 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.
  - Election of Officers at an AGM (subject to Article 13.3 and sub-clauses) must be undertaken by secret ballot except where:
    - There are the same number of nominations as positions available; or
    - 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.
  - Proxy votes and postal votes are not permitted.
  - 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.
  - In the event that a secret ballot is called, two Scrutineers must be appointed at a General Meeting to count the votes.

### 13. THE COMMITTEE

- 13.1** The governance and management of WBCMC shall be vested in the Committee, which may exercise all the powers of WBCMC and do all things which are not expressly required to be undertaken by WBCMC at a General Meeting.
- 13.2** Members of the Committee shall be:
- President
  - Vice President
  - Secretary
  - Treasurer
  - Minimum of two (2) Ordinary Committee Members
  - In addition, the elected Committee may co-opt one (1) or more Members to the Committee in accordance with Articles 13.3d and 13.3e.
  - All nominees must hold current financial Membership of WBCMC at time of nomination

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### 13. The Committee Cont'd

- 13.3 Members of the Committee shall be elected or appointed as follows:
- a. The Elected Committee Members which include the President, Vice President, Secretary, Treasurer and Ordinary Committee Members, shall be elected by a majority of current financial Members entitled to vote at an AGM, or SGM called for such purpose, following nomination as per 13.3b by a current financial Member.
  - b. Nominations for Elected Committee Members and Executive Officers shall be made by written submission to the Committee prior to the Meeting date and include written and signed consent of the Nominee.
  - c. Nominees must be current financial Members of WBCMC and must have been financial Members for a minimum of nine (9) consecutive months immediately preceding the date of the AGM.
  - d. If no written nominations are received prior to the Meeting as per 13.3b, verbal nominations may be submitted from the floor at the Meeting subject to Article 12.14.d.i and 12.14.d.ii
  - e. Co-opted Committee Members may be appointed at any time by the Committee.
  - f. In appointing any Co-opted Committee Member the Committee may advertise publicly or invite applications for the positions of Co-opted Committee Members. Applications must be received by the Committee for their consideration.
- 13.4 Subject to rule 13.8., and 13.9., the Term of Office for all elected Committee Members shall be one (1) year, expiring on conclusion of the relevant AGM. An elected Committee Member may be re-elected to the Committee for subsequent and consecutive Terms of Office.
- 13.5 The term of office for Co-opted Committee Members shall be for the duration of their specified engagement, or the period from their appointment until the conclusion of the first AGM following such appointment. A Co-opted Committee Member may be reappointed to the Committee for further Terms of Office as determined by the Committee.
- 13.6 In the event that there is a mid-term vacancy on the Committee, the remaining Committee Members may appoint a person of their choice to fill the vacancy, or the Committee may leave the vacancy unfilled until the next AGM.
- 13.7 The term of office for a person appointed as a Committee Member to fill a vacancy under Rule 13.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with 13.3 of this CONSTITUTION.
- 13.8 The Members at a SGM called for this purpose may by Special Resolution remove any Committee Member before the expiration of their term of Office.
- 13.9 Where the removed Committee Member in rule 13.8 was a co-opted Committee Member, the Committee shall appoint another person in their place to hold Office until the expiration of the term of the Committee Member which he or she is replacing. Where that removed Committee Member was an elected Committee Member the vacancy shall be filled in accordance with rule 13.6.
- 13.10 Upon the President receiving a request for a SGM for the purpose of removing a Committee Member, the President shall send the notice to the Committee Member concerned in addition to the General Membership in accordance with Rule 12.7.
- 13.11 Following notification under Rule 12.7 and before voting on the Resolution to remove a Committee Member, the Committee Member affected by the proposed Resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the Members about the proposed Resolution.
- 13.12 At its first meeting following the AGM, the Committee must elect a Chairperson and Deputy Chairperson.
- 13.13 The role of a Chairperson is to chair Meetings of the Committee and to represent the Committee in the event of the unavailability of a Chairperson for any reason, the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.

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### 13. The Committee Cont'd

- 13.14 The duty of each Committee Member is to pursue the Objectives of WBCMC and to exercise the powers of WBCMC for fulfilment of the Objectives and in so doing a Committee Member must:
- Regularly attend Committee Meetings and General Meetings of WBCMC;
  - provide good governance for WBCMC;
  - Regularly monitor and review the performance for WBCMC;
  - Act in the best interests of WBCMC at all times;
  - Formulate such By-Laws, Rules and Regulations, Policies and Procedures as are appropriate for WBCMC;
  - Where appropriate, engage in activities to promote, market, represent and fundraise for WBCMC;
  - Do such other things within these Rules as the Committee agrees to promote the Objectives of WBCMC.
  - Read and fully understand the CONSTITUTION and Rules of WBCMC.
- 13.15 Being absent from two (2) or more consecutive Committee Meetings without a tendered apology is liable to suspension or expulsion from the Committee.
- 13.16 Committee Meetings may be called at any time by the President, but generally the Committee shall meet at regular intervals agreed by the Committee.
- 13.17 Except to the extent specified in these Rules, the Committee shall regulate its own procedure.
- 13.18 Each Committee Member shall have one vote. In the event of an equality of votes, the Chairperson shall have an additional casting vote, provided the Chairperson is a bona-fide Member of the Committee. Voting shall be by voices or upon request of any Committee Member by a show of hands or by a secret ballot. Proxy and postal voting are not permitted.
- 13.19 A Resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such Resolution may consist of several documents in the same form each signed by one or more Members of the Committee.
- 13.20 Any Committee Member may participate in any Meeting of the Committee and vote on any proposed Resolution at a Meeting of the Committee without being physically present. This may only occur at Meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the Meeting is given to all Committee Members and all persons participating in the Meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a Meeting shall constitute the presence of that Committee Member at that Meeting.
- 13.21 The Committee may, by majority vote, reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of WBCMC's business. Prior to doing so the Committee must establish a policy to be applied to any question of reimbursement.
- 13.22 If any situation arises which, in the opinion of the Committee is not provided for in the Rates, Regulations, By-laws or Policies of WBCMC, the matter will be determined by the Committee.
- 13.23 Should a new rule or modification of an existing rule be determined as per 13.22, the Committee shall effect such rule change as necessary under Article 4.1 and subject to Article 17 "Alteration of Rules".

### 14. CHIEF EXECUTIVE

- 14.1 There shall not be a Chief Executive of WBCMC.

### 15. FINANCES

- 15.1 Unless otherwise determined by the Committee the financial year of WBCMC shall end on the 31st day of March each year.
- 15.2 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.
- 15.3 The Committee is responsible for the receipt and banking of all monies received by WBCMC. All funds of WBCMC shall be paid to a bank account in the name of WBCMC and the bank account must be operated in accordance with the policy determined by the Committee.
- 15.4 The Committee must ensure correct accounting records are kept. The accounting records of WBCMC must be kept at the office of WBCMC 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.

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### 16. COMMON SEAL

- 16.1 The Common Seal of WBCMC shall be kept in the custody and control of the Secretary.
- 16.2 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.

### 17. ALTERATION OF RULES

- 17.1 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.
- 17.2 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 WBCMC.
- 17.3 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.
- 17.4 Provisional Rules shall be presented by the Committee by way of a Motion to the next AGM for ratification or rejection.
- 17.5 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 WBCMC. This Rule (17.4) must not be removed from these Rules and must be implied in any alteration of, addition to, or revision of these Rules.

### 18. PROHIBITION ON PERSONAL BENEFITS

- 18.1 No Member or person associated with a Member may participate in or materially influence any decisions by WBCMC in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 18.2 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).
- 18.3 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: -
  - a. who is a Settlor or a Trustee of the Trust, or
  - b. who is a Shareholder or Director of the company carrying on any business, or
  - c. who is a Settlor or Trustee of a Trust that is a shareholder of the company carrying on a business, or
  - d. 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 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.
- 18.4 The provision and effects of Article 18 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.

### 19. WINDING UP

- 19.1 The association must be wound up if WBCMC, at a Special General Meeting (SGM) of its Members, passes a Special Resolution requiring WBCMC 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.
- 19.2 If upon the winding-up or dissolution of WBCMC 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 WBCMC but shall be given or transferred to some other Association, Organisation or Body having objectives similar to the objectives of WBCMC, or to some other Charitable Organisation or purpose within New Zealand.

### 20. INDEMNITY

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