

CONSTITUTION AND RULES OF MUSICAL THEATRE NEW ZEALAND INCORPORATED

A INTERPRETATION

In this Constitution, the following meanings shall apply:

"Associated Person" means

- (a) a close relative of a person; or
- (b) a trust of which a person or a close relative of a person is a beneficiary; or
- (c) a company of which a person, a close relative of a person or a trust referred to in sub-clause (b) is a shareholder and/or director

"Executive" means the Executive of MTNZ constituted pursuant to clause F2 (being collectively the Executive Officers of MTNZ)

"MTNZ" means Musical Theatre New Zealand Incorporated

"Member", unless the context otherwise admits, means a Full Member (Clause D1.1) and being entitled to vote (pursuant to Clause 4.2)

"Registrar" means the Registrar of Incorporated Societies

B THE INCORPORATED SOCIETY

B1 NAME

B1.1 The name of the incorporated society shall be "Musical Theatre New Zealand Incorporated".

B2 REGISTERED OFFICE

B2.1 The registered office of MTNZ shall be at such a place that the Executive may determine from time to time.

B2.2 The Executive shall cause due notice of every change of registered office to be given to the Registrar.

B3 FINANCIAL YEAR

B3.1 The financial year of MTNZ shall commence on the first day of January in every year.

B4 COMMON SEAL

B4.1 The Seal of MTNZ shall be held in the custody of the Administrator and shall be affixed to such documents as the Executive from time to time directs and attested by at least two Executive Officers.

B5 NO PECUNIARY GAIN TO MEMBERS

B5.1 The income and property of MTNZ from whatever source derived shall be applied solely towards the objects of MTNZ. No proportion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus or other pecuniary gain to any member of MTNZ, Executive Officer or MTNZ or any associated person of any member or Executive Officer, provided however that the Executive may vote any sum to be paid to any officer or staff as provided in Clause F8.

C OBJECTS

C1 The objects of MTNZ shall be exclusively charitable and shall be:-

- C1.1 To cultivate and advance the arts of musical theatre, dance, music and drama in their various branches by the encouragement of public interest and appreciation;
- C1.2 To provide training, education and entertainment for the members of MTNZ, the individual members of such members and the public in the production, performance and promotion of musical theatre;
- C1.3 To gather and disseminate information among the public and members and to provide and make available to members all such facilities services and assistance in furtherance of the above Objects.
- C1.4 To do all other things as are incidental to or conducive to the attainment of the above Objects.

D MEMBERSHIP

D1 MEMBERSHIP CLASSES

D1.1 Full Members

D1.1.1 Any recreational society or group in New Zealand (whether incorporated or not) one of the objects of which is, in the opinion of the Executive, the presentation of Musical Theatre or theatrical productions and which (notwithstanding its employment of artists or performers on a professional basis) is not, in the opinion of the Executive, conducted with a view to profit or pecuniary advantage to its members, promoters, subscribers or shareholders may apply to the Executive for full membership.

D1.1.2 Such application for membership shall be made in writing and shall be determined by the Executive as soon as practicable.

D1.1.3 Before full membership is confirmed, the applicant society or group shall pay the appropriate subscription for the then financial year pursuant to Clause D4.1.

D1.2 Associate Members

D1.2.1 Any body or individual (not being entitled to full membership under clause D1.1) may apply to the Executive for associate membership.

D1.2.2 Such application for associate membership shall be made in writing and shall be determined by the Executive as soon as practicable.

D1.2.3 The acceptance by the Executive of such applicant as an Associate Member shall be entirely at the discretion of the Executive.

D1.2.4 Before associate membership is confirmed, the applicant society or group shall pay the appropriate subscription for the then financial year pursuant to Clause D 4.1.

D1.2.5 Every associate member shall be entitled to receive all communications and notices distributed by MTNZ to members and shall have the same rights to attend and be heard at general meetings as are extended to observers but shall not be entitled to vote thereat.

D1.2.6 In all others respects, reference in these rules to members shall be deemed to include associate members.

D1.3 Other

D1.3.1 The Executive may from time to time create other classes of membership it sees fit. Privileges of these other classes shall be as determined by the Executive, but shall not include any voting rights.

D2 Life Members

D2.1 Life members shall consist of persons who have rendered outstanding service to MTNZ. All notices of motion for life membership shall be made by the Executive for election at any Annual General Meeting.

D2.2 Life members shall have no financial obligation for subscription(s) or any other charge(s).

D2.3 Life members shall have no voting rights or other privileges.

D3 CESSATION OF MEMBERSHIP

Membership shall be terminated by:-

D3.1 Death or liquidation

D3.2 Resignation in writing (given to the Administrator). However, unless such notice is given no later than 30 June, the Member shall be liable for the subscription for that year.

D3.3 Lapse. Membership shall be deemed to have lapsed on 1 July in the financial year in which an annual subscription was due but not paid. For the sake of clarity, this shall not relieve such member from liability to pay such subscription. Membership may at the discretion of the Executive be reinstated upon payment of the arrears and such further subscriptions as are due and shall take effect from the date of such payment.

D3.4 Expulsion.

D3.4.1 If, in the opinion of the Executive, any member is guilty of any conduct which is undesirable or injurious to the character or interests of MTNZ, or is likely to be injurious to the character or interests of MTNZ, such member may be expelled from MTNZ.

D3.4.2 The Executive shall meet to consider the conduct of the member. The member shall be entitled to receive at least twenty-one days written notice of that meeting. The notice shall specify the conduct complained of and the time, day and place of the meeting. The member may in person or in writing make any denial or explanation to the meeting.

D3.4.3.1 Such member shall have a right of appeal to (the next practicable) general meeting of MTNZ.

D3.4.3.2 Such appeal shall be exercised by notice in writing to the Administrator claiming a review of such decision, to be given within 14 days after notification to the member of expulsion.

D3.4.3.3 The MTNZ in General Meeting may confirm or vary the resolution of the Executive expelling such member.

D3.4.3.4 For the sake of clarity, pending such general meeting, the member shall remain expelled.

D3.5 Every member ceasing to be a member whether by resignation, neglecting to pay the annual subscription or other monies due or otherwise, shall automatically forfeit all right to or claim upon MTNZ or its property which the member might otherwise have had by reason of membership.

D4 SUBSCRIPTIONS

D4.1 Annual Subscriptions

D4.1.1 Every member shall pay to the MTNZ by way of annual subscription such amount as may from time to time be fixed by MTNZ in general meeting.

D4.1.2 In fixing from time to time the annual subscriptions referred to above, MTNZ shall not be bound to prescribe a uniform subscription in respect of all members and may prescribe a scale of subscriptions.

D4.1.3 Such subscriptions shall be payable by 30 June.

D4.1.4 Members joining during the year will be required to pay the full subscription for that year but the Executive may, at its discretion, defer the application of such payment to the following financial year. Notwithstanding such deferment, the Member shall be entitled to full entitlements of membership immediately upon such payment.

E GENERAL MEETINGS

E1 ANNUAL GENERAL MEETINGS

E1.1 A General Meeting of the members of MTNZ to be called "The Annual General Meeting" shall be held before 30 April of each year at a date to be fixed by the Executive.

E2 SPECIAL GENERAL MEETINGS

E2.1 The Executive may call a Special General Meeting of MTNZ whenever it shall deem necessary to do so.

E2.2.1 The Executive shall call a Special General Meeting of MTNZ when required to do so by a requisition stating the object of such meeting and signed by at least fifteen Members.

E2.2.2 Special General Meetings so requisitioned shall be held within forty-two days of the date on which the requisition is received by MTNZ.

E2.3 At any Special General Meeting, no business shall be transacted other than that mentioned in the notice of meeting.

E3 NOTICE OF MEETINGS

E3.1 Period of notice

E3.1.1 At least twenty-eight days notice of the Annual General Meeting or of a Special General Meeting shall be given.

E3.2 Method of notice

E3.2.1 Written notice of the time and place of a general meeting must be sent to every member and to all officers of MTNZ.

E3.2.2 The notice must state:-

- (a) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgement in relation to it;
- (b) the text of any motion required to be advised to Members prior to the meeting.

E3.3 Failure to notify

E3.3.1 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate the proceeding at that meeting.

E4 PROCEDURES AT GENERAL MEETINGS

E4.1 Quorum

E4.1.1 A general meeting may be held by a number of Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting. No business may be transacted at a general meeting if a quorum is not present.

E4.1.2 Proxies shall count as part of the quorum.

- E4.1.3 15 Members shall form a quorum.
- E4.1.4 If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the business shall be proceeded with and be legal.

E4.2 Entitlement to vote

- E4.2.1 All full members who have paid the subscription for the past financial year are eligible to vote at Annual General Meetings.
- E4.2.2 All full members who have paid the subscription for the current financial year are eligible to vote at Special General Meetings.

E4.3 Chair

- E4.3.1 The President of MTNZ for the time being shall chair the meeting.
- E4.3.2 If the President is not present within 15 minutes of the time appointed for the commencement of the meeting, the Executive members present shall elect one of their number to chair the meeting. If, at any meeting, no Executive member is willing to chair the meeting, the Members present may choose a Chair for the meeting.

E4.4 Proxies

- E4.4.1 A Member may exercise the right to vote by proxy.
- E4.4.2 A proxy for the Member must be a Life Member of, an officer of or representative of a Member of MTNZ.
- E4.4.3 A proxy must be appointed by notice in writing signed by the Member and such appointment shall only be for the meeting specified in the notice and at any adjournment of that meeting.
- E4.4.4 A proxy is not effective unless it is produced to the Administrator of MTNZ either by hand or mail or facsimile prior to the start of the meeting, and, in default, the instrument of proxy shall be treated as invalid.
- E4.4.5 No particular form of proxy shall be required provided the intention of the form is clear.
- E4.4.6 An instrument of proxy shall be automatically revoked (and any vote given pursuant to such revoked proxy shall be invalid) upon the previous liquidation of the appointor or revocation of the proxy or revocation of the authority under which the proxy was executed.

E4.5 Voting

- E4.5.1 Unless a poll is demanded, voting at the meeting shall be determined by the Chair, either:
- (a) voting by voice; or
 - (b) voting by show of hands.
- E4.5.2 Each Member present or by proxy shall have one vote. Each Member shall be entitled to be represented by one delegate whose appointment shall be in writing signed by the President or Secretary for the time being of such Member and delivered to the Administrator prior to the commencement of the meeting.
- E4.5.3 In the case of an equality of votes, whether the voting is by voice or show of hands or poll, the Chair shall not be entitled to a casting vote and the resolution shall be lost.**
- E4.5.4 A declaration by the Chair that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clauses E4.5.5-E4.5.7.
- E4.5.5 A poll may be demanded by not less than 3 Members or by the Chair alone.
- E4.5.6 A poll may be demanded either before or after the vote is taken on a resolution.
- E4.5.7 If a poll is demanded, it shall be taken in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- E4.5.8 An instrument appointing a proxy to vote at a meeting confers separate authority upon the proxy including the right to demand or join in demanding a poll and a demand by a person as proxy for a Member has the same effect as a demand by the Member.
- E4.5.9 Each Member may be represented at general meetings by observers appointed in the manner prescribed in clause E4.5.2 (as well as by a delegate) but such observers shall have no voting rights and their right of address shall be at the discretion of the Chair.

E4.6 Postal voting/Resolutions in lieu

- E4.6.1 A Member shall not exercise the right to vote at a meeting by casting a postal vote, except as otherwise expressly permitted in this Constitution.
- E4.6.2 Resolutions in writing in lieu of a meeting shall not be permitted.

E4.7 Adjournment of meeting

E4.7.1 The Chair may, and if so directed by the meeting shall, adjourn the meeting 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

E4.8 Notices of Motion

4.8.1 Any notices of motion or resolutions which, if passed, are intended to be binding on MTNZ or the Executive, must be submitted in writing to the Administrator no later than 21 days prior to the Annual General Meeting. Such written notices of motion shall be notified to all members not less than 14 days before the Annual General Meeting.

4.8.2 Any notices of motion or resolutions which are not so submitted or are introduced to the Annual General Meeting from the floor of the meeting will be regarded as recommendations only.

F MANAGEMENT

F1 HONORARY OFFICERS

F1.1 The Honorary Officer of MTNZ shall be the Patron who shall be elected each year at Annual General Meeting.

F1.2 Nomination shall be called from the floor of the meeting and voting shall be in accordance with Clause E4.5.

F1.3 In the case of there being no nomination or the office falling vacant, the office shall remain vacant until the following Annual General Meeting.

(Vice Patrons deleted)

F2 EXECUTIVE OFFICERS

The Executive Officers of the MTNZ shall be:

F2.1 President

F2.2 An Immediate Past President who may hold office for not more than one year following the end of his/her Presidency

F2.3 A Vice-President

F2.4 Five other persons ("Zone Representatives") who shall be resident in each of the following zones and shall be a financial member of a Member:

Zone 1: The Northland & Auckland Regions;

Zone 2: The Waikato, Bay of Plenty & Gisborne Regions;

Zone 3: The Taranaki, Manawatu/Wanganui/Hawkes Bay and Wellington Regions;

Zone 4: The Nelson, Marlborough, West Coast & Canterbury Regions;

Zone 5: The Otago and Southland Regions.

F3 ELECTIONS

F3.1.1 The Patron (as per clause F1), President and Vice-President shall be elected at the Annual General Meeting.

F3.1.2 Zone Representatives shall be elected only by Members with that particular zone and shall be confirmed at the Annual General Meeting.

F3.2.1 Nominations for election to the Executive shall be lodged with the Administrator not less than 21 days before the date of the Annual General Meeting but, if no nominations for a particular zonal office is received, nominations may be accepted at the Annual General Meeting.

F3.2.2 Nominations for Zone Representatives may only be accepted from Members in that Zone.

F3.3 Details of the nominations and a voting form shall be sent to Members of that Zone, not less than 14 days prior to the Annual General Meeting. Votes shall be received by the Administrator prior to the commencement of the Annual General Meeting.

F3.4 If, at the Annual General Meeting, the offices of President or Vice-President are not filled by election, or if any such vacancy shall occur after the Annual General Meeting, the Executive may fill such vacancy.

F3.5.1 Any vacancy in the office of any Zone Representative arising at any time may not be immediately filled by the Executive.

F3.5.2 However, as soon as practicable, the Administrator shall call for nominations from Members in that Zone, to be received by the Administrator not later than 28 days from the date of the letter from the Administrator calling for nominations.

- F3.5.3 In the case of there being more than one nomination, a postal election shall be held and the Administrator shall advise the zonal Members accordingly. Any votes shall be in the hands of the Administrator no later than 28 days from the date of the Administrator's letter.
- F3.5.4 In the case of there being no nominations, the Executive may then fill the vacancy provided that the requirements of clause F2.4 are met.
- F3.6.1 No later than one month prior to the Annual General Meeting, all Executive Officers must disclose in writing whether or not they have rendered service to MTNZ since the previous Annual General Meeting for which a salary, wage or fee was or is to be paid including the amount of such salary, wage or fee.
- F3.6.2 Clause F3.6.1 shall include a salary, wage or fee (in respect of those services) paid to an Associated Person.
- F3.6.3 Such disclosure in writing shall be held by the Administrator, shall be notified to members as part of the initial notice of the Annual General Meeting and shall be available for inspection at the offices of MTNZ during business hours and at the Annual General Meeting.
- F3.6.4 Should, subsequent to the Annual General Meeting, it be discovered that a (current) Executive Officer has failed (whether intentionally or inadvertently) to make any disclosure whatsoever that s/he has derived a salary, wage or fee which should properly have been disclosed, then such Executive Officer shall automatically retire from the Executive. The vacancy so arising shall be filled pursuant to Clause F3. The Executive Officer so retiring shall be eligible for nomination and re-election to the Executive at the following Annual General Meeting.

F4 POWERS OF EXECUTIVE

- F4.1 The affairs of MTNZ shall be entrusted to the Executive except as otherwise provided in this Constitution.
- F4.2 The President, if present at Executive meetings, shall preside over such meeting; otherwise, the Executive Vice President shall fill this office.

F5 PROCEDURES OF THE EXECUTIVE

F5.1 Methods of Holding Meetings

- F5.1.1 A meeting of the Executive may be held either:-
- (a) By a number of Executive Officers who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) By means of audio or audio and visual, communication by which all Executive Officers participating and constituting a quorum, can simultaneously hear each other throughout the meeting; or
 - (c) By a resolution in writing, signed and assented to by all Executive Officers then entitled to receive notice of an Executive meeting. Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Executive Officer. A copy of any such resolution must be entered in the minute book of Executive proceedings.
- F5.1.2 All Executive Officers shall be entitled to receive notice of any meeting at least 96 hours before such meeting.

F5.2 Quorum

- F5.2.1 No business may be transacted at a meeting of the Executive if a quorum is not present.
- F5.2.2 Five shall form a quorum at any meeting of the Executive.

F5.3 Resolutions and Voting

- F5.3.1 A resolution of the Executive is passed if it is agreed to by all Executive members present without dissent or if a majority of the votes cast on it are in favour of it.
- F5.3.2 An Executive Officer present at a meeting of the Executive is presumed to have agreed to, and to have voted in favour of, a resolution of the Executive unless s/he expressly dissents from or votes against the resolution at the meeting.
- F5.3.3 The person presiding over any such meetings shall have a casting as well as an original vote.

F5.4 Executive to regulate its own procedure

- F5.4.1 Except as provided above, the Executive may regulate its own procedures.

F6 BY-LAWS

- F6.1 The Executive shall have the power to make by-laws which shall have the same effect as rules relating to the management of MTNZ, provided they are not inconsistent with this Constitution nor with the exclusively charitable nature of MTNZ.

F7 SUB-COMMITTEES

- F7.1 The Executive shall be empowered to create such sub-committees as it shall deem necessary to assist in the administration of MTNZ.
- F7.2 Such sub-committees shall be constituted as the Executive deems fit and shall operate under such terms of reference as the Executive shall direct.
- F7.3 Decisions or recommendations of sub-committees shall not be binding on MTNZ or its members unless and until such decisions or recommendations are formally ratified by the Executive or Members at general meeting (as required under the Constitution).

F8 APPOINTMENT OF OFFICERS AND STAFF

- F8.1 The Executive may appoint (or re-appoint) such officers including an Administrator and Treasurer as shall be deemed necessary for the efficient running of MTNZ. The Administrator and Treasurer may be one and the same person.
- F8.2 The Executive may negotiate such terms and conditions for such officers and staff as it deems appropriate.

F9 HONORARY AUDITOR AND HONORARY SOLICITOR

- F9.1 An Honorary Auditor (being a Chartered Accountant and not being an Executive Officer) shall be elected at the Annual General Meeting each year. The Accounts of MTNZ shall be audited by the Honorary Auditor.
- F9.2 An Honorary Solicitor shall be elected at the Annual General Meeting each year. Any dispute relating to the interpretation of these Rules shall be referred to the Honorary Solicitor pursuant to Clause G4. The Executive shall be entitled to refer to the Honorary Solicitor such other issues as it feels is appropriate.
- F9.3 Neither the Honorary Auditor nor the Honorary Solicitor shall be an Associated Person of an Executive Officer nor any officer or staff employed or appointed by the Executive.

F10 DUTIES OF TREASURER/ACCOUNTS

- F10.1 The Treasurer, at the direction of the Executive, shall keep and have the custody of such books of accounts as the Executive may from time to time require. The Treasurer shall keep all entries in such books properly up to date.
- F10.2 The duties of the Treasurer shall be to attend all meetings of MTNZ, render accounts for subscriptions and act generally for MTNZ under the direction of the Executive.
- F10.3 Bank accounts shall be kept at such Bank(s) as the Executive may from time to time determine and shall be operated on by two out of the President, Vice President and the Treasurer.
- F10.4 All accounts for payment shall be approved for payment by the Executive.
- F10.5 The Executive may from time to time invest in the securities permitted to trustees by the law for the time being in force in New Zealand any funds of the MTNZ which in the opinion of the Executive are not immediately required for the purposes of the MTNZ.
- F10.6 For the sake of clarity, the Executive shall have no power to borrow money

G CONSTITUTION

G1 OPERATION

- G1.1 This Constitution shall come into operation on the day it is registered with the Registrar.

G2 ALTERATION ETC.

- G2.1 No alterations, additions or rescissions shall be made to this Constitution except at a General Meeting called for that purpose.
- G2.2 All such proposed alterations, additions or rescissions shall be notified in writing to all members, together with notice of the meeting.
- G2.3 A two-thirds majority of votes is required to sustain any motion to amend this Constitution.
- G2.4 No alteration, addition or rescission of this Constitution shall be valid until approved and registered by the Registrar provided always that any such alteration, addition or rescission shall not in any way detract from the exclusively charitable nature of MTNZ.

G3 AVAILABILITY TO MEMBERS

- G3.1 Any member shall be given a copy of this Constitution on request. No member shall be absolved from the effect of this Constitution on the grounds that he/she/it has not received or read a copy.

G4 INTERPRETATION OF RULES

- G4.1 Should any question arise as to the meaning or application of any part of this Constitution, the Honorary Solicitor shall have power to decide the same which shall be final and binding on all parties subject to such rights of appeal as the law shall permit.

H DISSOLUTION

- H1 Upon the winding-up or dissolution of MTNZ by the Registrar, if there remains, after the satisfaction of its debts and liabilities, any property whatsoever, the same shall be paid or distributed among such charitable organisation(s) within New Zealand (which is/are not carried on for the private pecuniary profit of any individual and with objects similar to those of the MTNZ) as the Members shall determine, to be used by the organisation(s) solely for similar charitable purposes within New Zealand.
- H2 In default of such determination, a Judge of the High Court having or acquiring jurisdiction in the matter shall make such decision.