RULES OF THE WAINUIOMATA LITTLE THEATRE INCORPORATED

<u>The Society</u>
The name of the society is The Wainuiomata Little Theatre Incorporated (the Society). The Society is constituted by resolution dated 1 December 1955.

<u>RULE 1: OBJECTIVES</u>

A: To foster the study and presentation of plays, musicals and light entertainment and to encourage and train in all aspects appertaining to the theatre.

B: To set, preserve and maintain a standard not likely to bring the Society into disrepute.

C: To purchase, hire, make, provide, and maintain machinery, furniture, tools, utensils, stage fittings and properties of every description, books, periodicals, stationery, and other things which may be used in connection with the objectives of the Society.

D: To purchase, lease or otherwise acquire and lands and buildings, easements, real or personal property which may be required for the purposes of or used in connection with the Objectives of the Society, and to sell, convey, transfer, assign, grant easement in respect of mortgage, give in exchange, lease out, hire, or otherwise dispose of some.

E: To borrow or raise and give security for any money in such manner as the Society by the issue of or upon bond, debentures, promissory notes or other obligations or securities of the Society secured upon its own assets or otherwise mortgage or charge upon all or any part of the
property of the Society.

F: To raise any money in such a manner as the Society shall think fit and in particular by the issue of bonds, debentures or mortgage or charge upon all or any part of the property of the Society.

G: Pecuniary gain is not a purpose of the Society.

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in, or materially influence any decision made by the organisation in respect of payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).

<u>RULE 2: MEMBERSHIP</u>

A: Anyone may apply for membership of the Society. Payment of the appropriate annual subscription shall indicate that the person consents to become a member and shall be declared a member, provided that the Society may in its absolute discretion reject any such application for membership.

B: Members may be: Life Members
Ordinary Members
Student/Unwaged/Senior Citizen Members

C: The Annual General Meeting may from time to time, on the recommendation of any two members and with the endorsement of the Executive Committee, in recognition of meritorious service rendered to the Society by an ordinary member, elect such ordinary member to a Life Member. Election as a Life Member shall not exclude the member from holding any office within the Society.

D: All members of the Society other than Life or Student/Unwaged/Senior Citizen members shall be Ordinary Members.

E: A register of current members including name, contact details and any other prescribed information shall be kept by the Society.

RULE 3: RIGHTS AND PRIVILEGES OF MEMBERS

A: The rights and privileges of members of the Society shall be:

1) Ordinary Members: to participate in all aspects of the Society, have preferential booking rights, and be eligible to vote at annual and general meetings of the Society.

2) Student/Unwaged/Senior Citizen Members: to participate in all aspects of the Society, have preferential booking rights, be eligible to attend annual and general meetings but shall not be entitled to vote.

3) Life Members: to participate in all aspects of the society, have preferential booking rights, be eligible to vote at annual and general meetings.

RULE 4: TERMINATION OF MEMBERSHIP

A: Any member wishing to resign his/her membership shall advise the Society in writing addressed to the Secretary. If the appropriate annual subscription is not paid membership is deemed to have lapsed.

B: The executive, on receiving complaint in writing signed by four members of the Society, that the conduct of any member is contrary to the rules or inconsistent with the character or interests of the Society, shall have the power to deal with the matter and to expel such member if they think fit. Such member may appeal from the decision of the Executive to the society in General Meeting and in the event of such an appeal the decision of the Executive must be confirmed by a majority of two-thirds of the members voting at such General Meeting either in person or by proxy.

RULE 5: SUBSCRIPTIONS

A: The category and rate of subscription to be set and agreed at each Annual General Meeting.

B: In the case of any members defaulting in the payment of his/her subscription within 12 months of the current financial year, he/she shall be deemed to have forfeited their membership. If such a defaulter at a later stage wished to rejoin the Society, he/she may do so on payment of the appropriate subscription set and agreed at the Annual General Meeting.

C: Life Members shall have free membership.

RULE 6: CHANGE OF RULES

The rules of the Society may be altered by way of repeal, amendment or addition by special resolution of any general meeting of the Society provided that at least fourteen days
notice in writing of the intention to propose such alteration shall have been given to each member before the meeting at which the proposal is made and that two—thirds of the members voting whether in person or by proxy, shall have cast their votes in favour of the proposal.

No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of the Inland Revenue Department. Also, the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

RULE 7: ANNUAL GENERAL MEETING

A: The Annual General Meeting of the Society shall be held within three months oi the end of the financial year at a time and place as determined by the President.

B: The purpose of the Annual General Meeting is to:

1) Receive the Annual report

2) Receive and consider the financial statement and balance sheet for the preceding financial year.

3) Election of the Committee of the Society.

4) Consider of such remits as stated in the Agenda.

5) Ratification of the next year’s programme.

6) Consideration of general business pertaining to the Society for which prior notice has not been given.

C: No business which in the opinion of the President is special in nature, shall be dealt with unless it has been the subject of the remit lodged with the Secretary not less than 21 days before the date of the meeting and notified to the members by the Secretary not less than fourteen days before the date of the meeting.

RULE 8: NOTICE OF GENERAL MEETINGS

A: Members shall be notified in writing of the time and place of the Annual General Meeting 28 days prior to the meeting.

B: Members shall be notified of the agenda of the Annual General Meeting 14 days prior to the meeting.

C: Fourteen days' notice shall be given to the members in the case of other general meetings.

D: A special General Meeting may be called by the President upon request in writing and signed by at least ten percent of the voting members of the Society.

E: For the purposes of these rules notices shall be deemed to have been served if sent to the member at his/her last known address (email or physical).

F: In the case of adjourned meeting, a notice, sent to all members within 3 days of the adjournment, stating the time and place of the adjourned meeting, shall be considered enough notice.

RULE 9: QUORUM

A: Twenty five percent of the total voting membership of the society present, and proxy, shall be quorum at any general meeting.

B: In the event of their being insufficient numbers of voting members at a general meeting to form a quorum, the meeting will stand adjourned until the same day and time the
following week. If there is still an insufficient number present, those present shall constitute a quorum for the purposes of conducting the business for which the original meeting was called.

C: The President or Secretary or Treasurer and four members of the executive shall be quorum for a Committee Meeting. In the event of there being no quorum for a Committee meeting such meeting shall lapse.

RULE 10: VOTING

A: At a general meeting each ordinary member and life member shall have one vote. The President, in addition to a deliberative vote, shall have a casting vote.

B: Voting at general meetings shall be on the voices, in the case of ordinary resolutions. Voting on special resolutions shall be by secret ballot.

C: The election of officers by the meeting shall be by secret ballot except where the number nominated does not exceed the number of vacancies then those nominated may be declared elected.

D: At a Committee Meeting the President, in addition to a deliberative vote, shall have a casting vote.

E: Voting at a Committee Meeting shall be on the voices.

RULE 11: PROXIES

A: Any members of the Society who is unable to be present at a general meeting of the Society may appoint in writing any other member of the Society his or her proxy to vote in his or her stead.

B: Such notifications to be handed to the Secretary.

RULE 12: COMMITTEE

A: The management of the affairs of the Society shall be entrusted between meetings of the Society to a Committee which shall consist of

1) the President who shall be Chairperson of the Committee
2) the immediate Past President
3) a Secretary
4) a Treasurer
5) up to eight members of the Society

All of whom shall have been elected by the Annual General meeting except in the case of the immediate Past President who has automatic right to serve on the Committee.

B: Nominations for Committee officers shall be in writing, duly seconded, and signed by the nominee, and in the hands of the Secretary seven days prior to the Annual General Meeting.

C: A Presidential term shall not exceed three consecutive terms. A member must serve a minimum of twelve months on the Committee before being eligible for nomination as President.

D: The offices of Secretary and Treasurer may be vested in one person; in which case the number of committee members can be nine.

E: Should there be insufficient written nominations, further nominations may be accepted from the floor of the meeting.

RULE 13: POWERS OF THE COMMITTEE

A: The Committee shall have full powers of management of the affairs of the Society and shall discharge all functions and duties not expressly reserved by the rules for the Society itself. The Committee shall have power to appoint any member of the Society to fill casual vacancy on the Committee occurring during the year.

B: To cancel or annul a production which does not meet the Objectives of the Society or as other circumstances may dictate.

RULE 14: CONFLICTS OF INTEREST OF COMMITETEE MEMBERS:

A: Any conflicts of interest of Society Committee members will have to be promptly disclosed to the committee and recorded in a conflicts register (all failures must be promptly notified to all society members).

B: The conflicts register must be available for inspection by society members

C: Particulars of all conflicts of interest must also be reported to Annual General Meeting.

D: Conflicted committee members cannot participate in decision-making on such matters, or sign society documents relating to them, but may take part in any discussion of the committee relating to the matter and be present at the time of the decision of the committee (unless the committee decides otherwise), and may still be counted in the committee quorum.

RULE 15: MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be called by the Secretary on the authority of the President whenever it may be considered expedient to do so, or on the requisition of four members of the Committee.

RULE 16: ACCOUNTS

A: The Society shall cause true accounts to be kept of all monies received and expended by it and such other accounts as may be necessary or convenient for the efficient conduct of its affairs.

B: No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting. A review or audit may also be requested by the Committee at its discretion.

C: An account shall be opened in the name of the Society at a branch of a trading bank operating in New Zealand, into which all monies received by the Society shall be paid.

D: All payments made by the Society shall be by electronic means (internet banking) approved by the Treasurer and by another member of the Committee appointed by the Committee for the purpose.

RULE 17: FINANCIAL YEAR

The financial year of the Society shall commence on the first day of July and end on the thirtieth day of June in the following year.

RULE 18: INVESTMENT OF FUNDS

The surplus funds of the Society may be invested by the Executive in such securities as may be approved by them. Deeds and other documents in connection with investments shall be in the name of the society as an incorporated body and all dividends and interest arising out of such investments shall accrue to the funds of the Society.

RULE 19: DISSOLUTION

In the event of the Society being dissolved, the assets of the Society, after payment of all debts and liabilities, are to be transferred to a charitable organisation within New Zealand. Such an organisation shall be decided upon by the remaining Society members at a Special General Meeting called at the time of dissolution. No distribution of such assets shall be made to members of the Society.

Amendments approved at AGM 23/9/2020.