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DRAFT

# **CONSTITUTION OF LIMELIGHT THEATRE COMPANY (INCORPORATED)**

## **1. NAME**

The name of the Society shall be **LIMELIGHT THEATRE COMPANY (INCORPORATED)** (the Society).

## **2. OBJECTS**

The objects shall be:

- (a) To read and perform plays and other theatrical material.
- (b) To promote and educate persons in theatrical performance in the Wairarapa.
- (c) To pursue these objects through its membership and in accord with Section 4 of the Incorporated Societies Act 1908 and for charitable purposes in New Zealand.

## **3. REGISTERED OFFICE**

The registered office of the Society at such a place in Wairarapa as the Committee (hereinafter referred to) may from time to time decide.

## **4. MEMBERSHIP**

Subject to paragraph 4.2 hereof any person may become a member upon application and payment of the appropriate membership fee fixed in accordance with clause 8.2

(b).

4.1 The committee reserves the exclusive right to approve membership of the society to any person.

4.2 The following persons must become members unless the committee in its discretion decides otherwise:

- (a) Any person the committee has requested to act in an official capacity as decided by the committee.

4.3 Any member whose membership fee has not been paid by the 20th day of the month following invoice shall not have any of the rights of a member until the membership fee is paid.

## **5. CATEGORIES OF MEMBERSHIP**

5.1 Members of the Society shall comprise of the following categories:

**(a) Life members:**

Are those people elected upon the recommendation of the committee, at an Annual General meeting, to recognise an extraordinary contribution to the Society. Life members have the rights of Members but are not required to pay a membership.

**(b) Members**

(i) Individual Member(s) - people who wish to take part in the activities of the Society and who are admitted to membership under Paragraph 6.

## **6. ADMISSION TO MEMBERSHIP**

6.1 Any person wishing to become a member shall:

- (a) Apply to the Secretary.
- (b) Have their application endorsed by one current Member.
- (c) Tender the appropriate membership.

6.2 The Committee shall consider the application, at the next committee meeting, and the Secretary shall notify the applicant of the outcome. Notification will be within one month of the application.

6.3 The Committee will consider and accept applications for membership up to 14 days prior to an AGM. No application will be approved within the 14 days prior to an AGM.

## **7. RIGHTS AND DUTIES OF MEMBERS**

7.1 Members (who have paid the membership fee) and Life Members shall have the rights of membership set out in this constitution, including the right to:

- (a) requisition a Special Meeting under Paragraph 9.2 (a).
- (b) vote in any General Meeting convened under Paragraph 9.6.
- (c) move or second a motion at any meeting under Paragraph 9.7.
- (d) nominate at the Annual General Meeting under Paragraph 10.5.
- (e) be elected to hold office under Paragraph 10.3 (a) and 10.4.

7.2 All members shall promptly notify the Secretary, in writing, of any change of primary contact details. Notices will be deemed to have been received if addressed to the last known contact information of the member and shall be deemed to have been received in the normal course of post or email.

7.3 All members shall ensure the safety of all members at or participating in any production or other activity of the Society. the conduct of all members shall be as directed by the Committee or during a production, the Stage or Production Manager appointed by the committee for that production, in accordance with this Constitution or its bylaws made by the committee under Paragraph 10.6 (b) (i).

7.4 Resignation of all classes of Membership shall be in writing and delivered to the Secretary. All outstanding membership or other fees are to be paid and are payable as a condition of resignation.

7.5 Expulsion of any member may be considered for any member who:

- (a) Fails to abide by this Constitution
- (b) Fails to conduct themselves in accordance with Clause 7.3
- (c) Whose conduct, in the sole opinion of the committee, has failed to comply with 7.5 (a) and or 7.5 (b) so seriously as to make the member unworthy of membership

7.6 Expulsion process

- (a) Fails to abide by this Constitution.
- (b) Fails to conduct themselves in accordance with Clause 7.3.
- (c) Whose conduct, in the sole opinion of the committee, has failed to comply with 7.5 (a) and or 7.5 (b) so seriously as to make the member unworthy of membership.
- (d) A request to resign shall be made in writing by the secretary and shall include a copy of this Paragraph, together with reasons for the resignation request and offering 14 days to appeal the request.
- (e) If the member requested, fails to resign within 14 days of the date of the notice given under 7.5 (d) the committee may give further notice in writing to the member to:
  - (i) show cause why the member should not be expelled from membership
  - (ii) invite the member to a meeting of the committee.

Failure of the member to respond to either request shall result in a second notice being given to the member that he or she is likely to be expelled in 14 days from the date of the second notice and invite them again to a meeting of the committee. If the member fails to respond to the second notice within the 14-day period, the committee may by resolution, expel the member and shall inform the member accordingly.

7.7 Appeal process

- (a) If a member elects to be heard by the committee, then any hearing shall be conducted in accordance with the duty to act fairly.
- (b) A member expelled under 7.5 (d) shall have fourteen days from the date of expulsion to lodge an appeal against expulsion. Such appeal shall be heard by the Committee. The member must appear at the meeting but may be represented by some other person and may be heard, offer evidence, call witnesses and may examine witnesses called by the committee and question Committee Members. The decision of the Committee shall be final and conclusive.

## **8. FINANCIAL**

8.1 The Financial year of the club will be 1<sup>st</sup> of April to the 31<sup>st</sup> of March in any given year

8.2 Annual Membership fee:

- (a) Every member except a Life Member, shall pay an annual Membership fee which shall be payable by the 1<sup>st</sup> day of June in any financial year or within one (1) month from when notice has been received that membership has been accepted by the committee (the due date).
- (b) The annual membership for the next financial year in respect of each category of membership shall be fixed by resolution of the committee before 1<sup>st</sup> February in the prior financial year.
- (c) No member whose membership remains unpaid by the due date shall be regarded as a financial member for the purposes of this Constitution.
- (d) The annual membership payable by a member may be reduced or waived by resolution of and at the discretion of the committee.

## **9. GENERAL MEETINGS**

9.1 Annual General Meeting:

- (a) There shall be an Annual General Meeting held not later than the 30<sup>th</sup> day of June each year.
- (b) The business of that meeting shall be:
  - (i) To confirm the minutes of the previous Annual Meeting
  - (ii) To confirm the unconfirmed minutes of any Special General Meeting
  - (iii) To receive the Annual Report and Financial Statement
  - (iv) To confirm any policies (bylaws) set by the Committee as laid down in Paragraph 10.6 (b).
  - (v) To elect Officers and Committee of the Society as laid down in Paragraph 10.5
  - (vi) To appoint a Patron(s) at the Committee's discretion
  - (vii) To consider any such other business as is brought to the meeting.

9.2 Special General Meeting:

- (a) Shall be convened:
  - (i) Upon direction of the President or,
  - (ii) By the Secretary by resolution of the Committee or,
  - (iii) By the Secretary upon receipt of a written request of at least 10 financial Members that such a meeting shall be called.

In any event the purpose for which the meeting is required shall be stated and only that business shall be considered at the meeting.

9.3 Notice of Meeting:

- (a) For General Meetings, notices shall be sent to members so as to be received at least 14 days prior to the date on which the meeting will be held.
- (b) Notices shall:

- ✦ state the time, date and place of meeting and the order of business that will be dealt with and
- ✦ Shall be deemed to be received within 5 days if sent either by post or email to the address(es) of members held by the Secretary.

9.4 Quorum:

- (a) The quorum for any General Meeting shall be the smaller of 50% or 10 Members of any class of membership.

9.5 Conduct of meetings:

- (a) The meeting shall be chaired by the President, or in the President's absence the members present may elect a Chairperson for that meeting.
- (b) The order of business shall be as recorded in the Notice of Meeting

9.6 Voting:

- (a) At all General Meetings every Member present and permitted to vote under this constitution shall be entitled to one vote for each motion. In the case of equality, the Chairperson shall have a casting as well as a deliberative vote. All voting shall be by show of hands unless the Chairperson or any three members requires a secret ballot to be conducted. The Chairperson's declaration of the result of any vote shall be final.
- (b) No proxy votes shall be accepted.

9.7 Notice of Motion:

- (a) All notices of motion for consideration at any General Meeting must be in the hands of the Secretary twenty-eight (28) days prior to the date of the meeting and shall be circulated to all members together with the notice calling the meeting.
- (b) All motions considered at a General Meeting shall be moved and seconded by Members.

## 10. MANAGEMENT

10.1 The Officers of the Society shall be:

- (a) President,
- (b) Secretary
- (c) Treasurer

10.2(a) The officers of the Society shall be elected at the Annual General Meeting each year.

10.3 Committee:

- (a) The Society shall have a Committee, which shall consist of Officers and not fewer than 3 or more than 8 other members.

10.4 Election of Officers and Committee:

10.5 Nominations for all Officers and other Committee members shall be called for when notice of the Annual General Meeting is given. Nominations shall be in writing,

proposed and seconded by financial Members of the Society and shall be consented to by the nominee. Further nominations may be called from the floor at the meeting, provided that each nomination must be moved and seconded by a financial Member of the Society and consented to by the nominee. Nominations from the floor for Committee at an AGM will only be taken if there are insufficient nominations received or there are vacancies to be filled

- (a) Where the number of nominations for any Office or for the positions on the Committee equates with the number of vacancies to be filled, the member or members so nominated will be declared by the Chairperson to be elected.
- (b) Where there are more nominations received than vacancies to be filled, an election shall be held. Voting shall be as laid down in Paragraph 9.6.
- (c) The President shall be the Chairperson of any General or Special Meeting of the society.

#### 10.6 Management Power of the Committee

- (a) The management and control of the affairs of the Society, including the control and investment of funds, shall be vested in the Committee, which may exercise all powers and do all things which may be exercised or done by the Society.
- (b) The Committee is specifically empowered to:
  - (i) Make and rescind policies (bylaws) not inconsistent with this Constitution or the Incorporated Societies Act 1908 for the management of the Society and the promotion of its objects. Such policies, while current, shall take effect as if they were a part of this Constitution. Any policy shall be passed at General Meeting and only after publication and consultation with the members of the Society. Policy may also be revoked at General Meeting and only after consultation with the members of the Society.
  - (ii) Appoint such sub-committees as it thinks fit and delegate its powers (except this power of delegation) to such sub-committees for whatever period of time it desires and co-opt members to the committee or subcommittee for any purpose and by resolution of the committee or subcommittee accord the co-opted member voting and/or speaking rights as appropriate.
  - (iii) Do all things, which in the opinion of the Committee are necessary or expedient for the promotion of the Society.
  - (iv) Acquire, purchase, sell, take on lease or hire any real or personal property for the purposes of the operation of the Society.
  - (v) Borrow money on such terms as it shall decide.
  - (vi) Make and sign all such instruments and assurances as may be necessary provided that the seal of the Society shall be affixed in the manner provided in Paragraph 10.7.
  - (vii) Invest and re-invest all or any part of the funds of the Society upon such terms as it shall decide.
  - (viii) Enter into contracts for fire and accident insurance of all kinds and pay the necessary premiums.
- (c) Conduct of Committee Meetings.
  - (i) A Committee meeting:

- ✦ shall be held at least 4 times per year between April and March or at other times as required
  - ✦ may be called at any time by the President or, in the absence of the President, by the Vice President
  - ✦ shall be called by the Secretary when required by this Constitution
  - ✦ Shall be called within 7 days by the Secretary upon the written request of 3 Committee Members.
  - ✦ shall have a quorum of 4 members and shall, subject to this Constitution and any policies, determine its own procedure including setting the date, time and place of meetings
  - ✦ may reinstate any of its members deemed to have resigned as provided in this clause or may co-opt a new member to replace the resigned member, for the remainder of the term and be re-elected at the next AGM should they choose
  - ✦ may fill by appointment any casual vacancy arising for any reason within its number.
- (ii) Any Committee member who is absent without leave from three consecutive meetings, of which the member was given notice, shall be deemed to have resigned from the Committee.
- (iii) Members of the Society who have not been elected as Officers or Committee members shall be entitled to attend Committee meetings, but the manner of the participation in a meeting shall be determined by the Chairperson. Such members may not vote.
- (iv) The Secretary shall provide notice of date, place and time of a committee meeting upon the request of any member.
- (v) Conflicts of interest.
- a conflict of interest exists for an officer if the officer's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the charitable entity"
  - when a conflict of interest exists for an officer, that officer must declare the nature of the conflict or the potential conflict; the officer must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The officer must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.
- (d) Duties of the Secretary
- (i) The Secretary shall:
  - (ii) arrange all meetings, Committee and General.
  - (iii) record minutes of meetings, including resolutions decided
  - (iv) attend to all correspondence
  - (v) maintain custody of the common seal and all documents belonging to the Society



- (vi) keep a register of all members and otherwise ensure compliance with the Incorporated Societies Act 1908
  - (vii) perform any other duties as are generally attached to the office of secretary by the committee or by this Constitution.
  - (viii) be a financial member of the Society.
  - (ix) may also be the Treasurer of the Society, but if so shall constitute one member of the committee and shall be known as the Secretary - Treasurer.
- (e) Duties of the Treasurer
- The Treasurer shall on behalf of the Society:
- (i) collect and account for all memberships and other monies paid
  - (ii) pay all monies when collected into the Society's bank account
  - (iii) arrange for payment of debts
  - (iv) write up and maintain the financial records
  - (v) prepare for presentation at the Annual General Meeting, a statement of Financial Position for the previous financial year and a statement of Assets and Liabilities at the close of the year
  - (vi) Perform such other duties as are generally attached to the office of Treasurer by the Committee or by this Constitution
  - (vii) be a financial member of the Society
  - (viii) may also be the Secretary of the Society, but if so shall constitute one member of the committee and shall be known as the Secretary-Treasurer.

#### 10.7 Financial Management

- (a) The Committee shall ensure a bank account is opened in its name and all funds paid or received to or by the Society shall be deposited in that account.
- (b) Payments made by the Society on that account shall be signed (or electronically certified if on-line banking is used) by any two of the officers or committee of the Society elected under Paragraph 10.3 and 10.4 respectively.
- (c) Any claims made against the Society may be compromised or paid in such manner as determined by the Committee.
- (d) Any income benefit or advantage shall be applied to the objects of the Society,
- (e) No member or any person associated with a member shall participate in or materially influence any resolution passed by the Society in respect of the 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).
- (f) Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

#### 10.8 The Common Seal

The Society shall have a Common Seal which shall be kept by the Secretary and shall only be affixed to a document in accordance with a resolution of the Committee and the seal shall be witnessed by the signature of at least one officer and one committee member.

## **11. ALTERATION TO CONSTITUTION**

11.1 Any of this Constitution may be altered, rescinded or replaced by resolution of the Society at General Meeting and passed by a two thirds majority of members present at the meeting.

11.2 Upon receipt of a notice of motion proposing to alter, add to or rescind any of this Constitution, shall urgently refer the notice of motion to the Committee which shall consider the motion and prepare a recommendation to the General Meeting.

11.3 The Committee may elect, in the absence of a direction by at least ten Members, to call a Special General Meeting to enable the members to consider the motion.

11.4 No motion to alter, add to or rescind (any) Paragraph herein shall have the effect of altering the charitable nature of the Society or shall be adopted without the specific approval (if required) of the Charities Commission. The provisions and effect of this clause shall not be rescinded from this Constitution and shall be included in any Paragraphs made in substitution for this Constitution.

11.5 Any notice of motion published to members in accordance with Paragraph shall include the precise wording of the motion and identify the mover and seconder of the motion.

11.6 Any alteration, addition or rescinding of any Paragraphs(s) passed in accordance with this Paragraph, shall be notified by the Secretary to the Registrar of Incorporated Societies pursuant to Section 21 of the Incorporated Societies Act 1908 and the Charities Commission register.

11.7 No alteration of the constitution shall be valid until approved by the registrar of incorporated societies or accepted by the Charities Commission.

## **12. WINDING UP OF THE SOCIETY**

12.1 If at any Special General meeting called for that purpose, a two thirds majority of those members present, and voting shall resolve the Society be wound up:

- (a) a further Special General Meeting (the "second meeting") shall be called in accordance with this Constitution
- (b) such a meeting shall not be held sooner than thirty days after the date of the meeting at which the resolution to wind up was passed and such resolution shall be confirmed by a two-thirds majority of members voting at the further Special General Meeting, the Society shall be wound up

12.2 All surplus assets, after payment of all debts and other liabilities shall, by resolution of the second meeting be either:

- (a) distributed to a charitable organisation in New Zealand which is not carried on for the private pecuniary gain of any individual or company, and which has objects similar to those of the Society, or
- (b) distributed among such organisation as defined in this Paragraph as directed by the Queen Elizabeth Arts Council of New Zealand, or
- (c) given or transferred to another organisation for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.
- (d) distributed as determined by a Judge of the High Court of New Zealand in an application made under the Incorporated Societies Act 1908.
- (e) But in no case shall any such surplus be paid to any members of the Society.

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