
CONSTITUTION of the WHANGANUI AMATEUR MUSICAL AND DRAMATIC SOCIETY

1. Registration

1.1 The Society shall be called the “WHANGANUI AMATEUR MUSICAL AND DRAMATIC SOCIETY INCORPORATED” and known as “AMDRAM”.

1.2 It shall be an Incorporated Society under the Incorporated Societies Act 1908 and any subsequent Acts or Amendments that may apply.

1.3 It shall also be a registered Charity under the Charities Act 2005 and any subsequent Acts and amendments that may apply.

1.4 The Seal of the Society shall be in the custody of the secretary and shall be affixed to such documents as the Committee may direct, and be attested by the President and one (1) other member of the Committee.

1.5 The Registered office of the Society shall be 171 Guyton Street, Whanganui and the contact for postal mail shall be PO Box 7112 Whanganui or at such other place or address as the Committee may from time to time determine. Due notice of every change of the Registered Office shall be given to the Registrar of the Charities Commission or other body.

2. The Object and Powers of the Society

2.1 The object of the Society shall be the production and presentation of musical, dramatic, operatic, choral, theatrical and other entertainments.

2.2 The Society may undertake and execute any similar or related activity which is conducive to the object of the Society.

2.3 The Society shall exist as an independent entity separate to any individual, any group, and any member or interest, and shall continue to exist whether any person shall continue to be affiliated.

2.4 The Society shall seek to grow and develop its membership and to encourage participants from diverse ages, cultural and socio-economic backgrounds to experience and find self-expression in theatrical pursuits.

2.5 The Society may invest any moneys of the Society not required for immediate use, in any suitable investment with an appropriate return on the Investment (as agreed by the Executive Committee on behalf of the members).

2.6 The Society may affiliate with any Society or organisation having similar objects, or to cooperate with or subscribe to the funds of any such Society or organisation.

2.7 The Society may purchase, take on lease or in exchange, hire, or otherwise acquire, any property rights or privileges which the Society may think necessary or convenient for the purpose of the objects.

2.8 The Society may sell, lease, hire, lend, dispose of, or grant licenses, in respect of the Society's property rights or privileges as the Society may think fit.

2.9 The Society may receive funds and other support from the members of the Society, from any Philanthropic organisations, from gifts, from donations, from fundraising activities, and from bequests.

2.10 The Society may borrow or raise money by loan, mortgage, or any other financial instrument against the property of the Society from any bank or lending authority.

2.11 The Society may employ, contract, or engage any company or person in an Employment or Contractual relationship as may be necessary for the Society to carry out its objectives.

2.12 The Society will comply with all laws and legislation of New Zealand

2.13 The Society will be managed by an Executive Committee who shall have the authority to make any and all decisions and to act in the interest of the Society in all matters of finance, property, and business, in accordance with this Constitution.

3. Membership of the Society

3.1 There shall be three classes of membership, namely

a) Active Members

Whose membership is paid up for the current Financial Year, will be entitled to participate and vote in an AGM or SGM and to participate in the activities of the Society. Various categories of the Active Membership (eg single membership, family membership) may be established by the Executive Committee and the associated fees will be agreed at an AGM

b) Life Members

Life membership shall be conferred at an AGM, on the recommendation of the Executive Committee, for particular and meritorious service to the Society. They shall pay no further membership fees but will be accepted as a Member of the Society and entitled to participate and vote in an AGM or SGM and to participate in the activities of the Society. Any additional benefits will be set by the Executive Committee from time to time. If a Patron is appointed who is not already a Life member, they may have Life membership conferred. Life membership is not transferrable and ceases with the individual.

c) Associate Members

Are those who may be granted membership of the society for a particular purpose or period of time by the Executive Committee (e.g. secondary school students, persons working a production, a corporate supporter, a retired Active member, a school or community group) They may participate in the activities of the Society but MAY NOT vote at the AGM or SGM. Any associated fees or other cost will be established by the Executive Committee as required and may be on a case by case basis.

3.2 The Executive Committee may from time to time review the categories, functions and groupings of the Active Membership, (eg single membership, family membership) and the Associate

Membership including the benefits and fees.

3.3 If additions or alterations to the Memberships are required, the Executive Committee will draft a recommendation for presentation at the next AGM or a SGM and the category and classes of membership of the Society will be set or altered at an AGM or SGM called for that purpose.

3.4 The annual subscription of the membership will be set at each AGM.

3.5 Any person who completes the membership application form, and pays the annual subscription for membership, AND is approved by the Executive Committee at a regular committee meeting, will be a member of the Society from the start date of the Financial Year that the subscription relates to.

3.6 The Executive Committee may reject any membership application for any lawful reason by a majority Vote. They do not need to disclose the reason for rejecting the applicant. They must refund the membership subscription to the applicant within 1 month of notifying the rejection of membership.

3.7 Any member may resign his membership by giving notice to the Executive Committee in writing. Every such Notice shall take effect as from the date of the meeting that it is presented to the Executive Committee, but the person resigning shall remain liable for his current annual subscription and all arrears unpaid at the date of resignation. A membership that is unpaid for 6 months after the due date of renewal shall be deemed terminated.

3.8 The Executive Committee shall maintain a register of all members, which shall be available for examination at each AGM or SGM, and may be viewed by any member upon request to an Executive Committee Meeting (personal details may be withheld from the list to protect privacy if necessary).

3.9 A membership may be terminated by the Executive Committee where any member is not in good standing in the community or has acted in a manner that could bring the Society into disrepute.

Such termination must be by a vote of the Executive Committee, and by a majority of eight (8) of the ten (10) members of the Executive Committee. The member will then be notified in writing that their membership has been terminated effective as at the date of the Executive Committee meeting and decision.

4. Annual General Meeting and Special General Meeting

4.1 An AGM shall be held within three (3) months of the end of each financial year (ie before 31st October each year) for the purpose of presenting to the members:

- the annual accounts
- appointment of auditor/accountant/financial reviewer, lawyer or other relevant professional roles
- a report on the performance and activities of the Society
- approving any changes that may require membership approval (e.g. membership categories)
- electing the Executive Committee and officers of the Society
- to appoint a Patron of the Society (if required)
- to confirm and present any life memberships
- to set any annual membership fees
- to answer any queries and conduct any general business from the attending members

4.2 A Special General Meeting may be held for the purposes of notifying the members of any significant event, or an action that requires a membership approval outside of the timeframe of an AGM.

4.3 Notice of an AGM or Special General Meeting will be given to members by

- a notice to be inserted once in one of the daily Newspapers distributed in Whanganui at least ten (10) days prior to the date of the Meeting, AND
- once in one (1) of the weekly newspapers distributed in Whanganui, AND
- by post OR electronic means to the address held on the membership register.

4.4 An AGM is called by the President and Executive Committee of the Society. A SGM may be called by the President and/or Executive Committee by giving notice, or by any member of the Society with a notice in writing signed by at least fifteen (15) Active or Life members requesting a special meeting and stating the reason for such meeting. A SGM shall be then be called, but no business other than in the notice shall be transacted. Only at an AGM will any general business be accepted from the floor.

4.5 At all Annual or Special General Meetings fifteen (15) fully paid up Active and/or Life members shall form a quorum and should there not be a quorum fifteen minutes after the time appointed for assembling, Members present shall adjourn the meeting.

4.6 Voting at AGM or SGM shall be by show of hands (unless an alternate is requested and agreed by the Chair). Only fully paid up Active members (paid for the year that relates to the AGM) and Life members are eligible to vote at an AGM. A majority vote of those members present shall decide the outcome of each decision/motion called. All members shall have one (1) vote. In the event of a tie the Chair will also have an additional casting vote. No employee of the Society is eligible to vote at an AGM or SGM. No proxies or proxy voting is permitted at AGM or SGM

4.7 AGM or SGM will be chaired by the President of the Society, or in their absence the Vice president, or a delegated member of the Executive Committee. Minutes of the AGM or SGM may be recorded by electronic means, and will also be in writing.

5. Altering the rules

5.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

5.2 Any proposed motion to amend or replace these Rules shall be signed by at least 66 % of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

5.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

5.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

6. Executive Committee and Officers of the Society

6.1 The affairs of the Society shall be managed by an Executive Committee, and all Members of the Executive Committee shall be elected at the Annual General Meeting of the Society. Nominations shall be received by the secretary up until 5 pm of the day before the AGM.

6.2 Nominations for election to the Committee shall be in writing, signed by two members of the Society and with acceptance of the nomination signed by the proposed candidate. Only those financial Active members and Life members are eligible for election. No employee is eligible to be a member of the Executive Committee, but may advise and report to the Committee as directed.

6.3 Officers of the Society shall be elected at each AGM for the roles of:

- President - who shall chair each Executive meeting, the AGM and any SGM.
- Vice President - who shall stand in for the President if required
- Treasurer - who shall keep accurate records of the accounts of the Society

6.4 There shall also be seven (7) other Executive Committee members to a total Committee of ten (10) persons who must be Active or Life members and who shall be elected at each AGM. If there are more nominees than positions then a ballot will be held to determine the election of the Executive Committee members.

6.5 The Executive Committee shall meet at least ten (10) times per year and minutes shall be taken at each meeting. A quorum for any Executive Committee meeting shall be seven (7) of the ten (10) members.

6.6 A minutes and administrative secretary may be appointed from within the ten (10) members or may be an additional external person (paid or voluntary) appointed by the Committee. If an externally appointed position then the secretary is not part of the ten (10) Executive Committee members and will not have voting rights at a meeting.

6.7 All Meetings of the Committee shall be called by notice in writing from the secretary notified to each member by post or electronic means at least 24 hours prior to the meeting. Each member of the Executive Committee will have one (1) vote and the President will also have a casting vote in the event of a tied decision.

6.8 Decisions of the Executive Committee meeting will be by show of hands to the motion for a majority of those present (unless an alternate method is requested and agreed by the President). Single items of minor matters, or conclusions of information requested from a meeting, that require the agreement of the Executive may be given by circulated electronic means and an agreement of six (6) members will be required.

6.9 A Committee member may resign from the committee by giving notice in writing to the President and they shall remain a member of the committee until their resignation is accepted at the Executive Committee meeting, and the Committee will advise the member in writing that their resignation from the Committee has been accepted.

6.10 If any committee member does not attend 3 consecutive meetings without submitting an accepted apology, OR does not attend more than 6 meetings in a year without an accepted apology, OR is unable to fulfil their position for any reason, OR acts in a manner that will bring the Society into disrepute, then the Executive Committee may remove them from the Committee by a vote of seven (7) of the nine (9) remaining members. The Executive Committee will notify the terminated member

in writing within 30 days of the date of the meeting and decision.

6.11 The Executive Committee may seconde any member to fill a vacant position until the next AGM when the Committee is elected. Or if there is no member with the necessary skills, the Committee may seconde a non-member with appropriate skills for a period of up to 3 months.

6.12 The Committee may appoint and seconde minor officers for any task or project and /or may contract or employ such roles and persons as it deems necessary to complete such task or project.

6.13 The Executive Committee may appoint and seconde sub committees. Sub-committees decisions that have any financial implications, or other significant impact on the work of AMDRAM, must be ratified by the Executive Committee at their next meeting before being executed.

6.14 The Committee shall have the power to make any policies, or Rules relating to the management of the Society which shall be binding upon all members, provided that the policies or Rules are not inconsistent with the Constitution. Such policies or Rules must be in accordance with New Zealand law, and in the best interests of the Society

6.15 The Committee shall have the authority to decide any question which may arise as to the meaning or application any of any clauses of the Constitution.

6.16 The Committee shall act in the best interests of the Society at all times and will have responsibility for all day to day operations and all associated decisions, expenses, monitoring, reporting, actions, employments, commissions, productions, events, and other activities that may be required.

7. Conflict of Interest and Complaints

7.1 No member may derive any material benefit from the organisation that is not otherwise available to all members except that they are acting in their professional capacity and are directed by the Executive Committee.

7.2 Conflict of Interest may from time to time arise between the interests of the Society and the interests of a member of the Society (including the Executive Committee). Where a conflict of interest arises the member must declare and record the conflict to the Executive Committee. Where there is any decision or action to be taken in which the Member may receive any benefit and a conflict of interest exists, they shall not take part in the decision and shall abstain on any vote.

7.3 Where a member does not disclose a conflict of interest, and they receive a material benefit as a result, then the Executive Committee may take any of the following actions:

- take no action
- discuss the implications and warn the member
- require them to reimburse the Society,
- terminate their membership.

7.4 Complaints, disputes and concerns on any matter will be raised directly with the Executive Committee who shall deal with such matters, address the concerns, and take appropriate measures to resolve the issue. If the complaint or dispute is not resolved and is deemed a serious matter the following shall apply:

a) Complaints from any non-member (including employees or contractors)

about the conduct of any aspect of the Society, or about the Executive Committee or any other members, shall be presented to the Executive Committee who shall delegate a committee of three (3) persons who are members of the Society but not involved with the complaint, to meet with the complainant to hear their concerns, to hear from any other persons or examine any documents or records of the Society, and to reach a conclusion on the complaint and make a binding directive to the Complainant, the Executive committee and the Society.

b) Complaints from any member

about the conduct of any aspect of the Society, or about the Executive Committee or any other members, shall be presented to the Executive Committee who shall delegate a committee of five (5) persons, three (3) of whom are members of the Society but not involved with the complaint and two (2) external persons from an organisation with an understanding of the Society, to meet with the complainant to hear their concerns, to hear from any other persons or examine any documents or records of the Society, and to reach a conclusion on the complaint and make a binding directive to the Complainant, to the Executive committee, and the Society.

8. Other Actions of the Society

8.1 In the event of the Society winding up, the funds, property and assets of the Society shall be disposed of, and applied towards one or more of the following purposes and organisations:

- (a) Amateur theatre
- (b) Professional or semi professional theatre
- (c) Choral Operatic or other vocal activities

Such disposal to be as a majority of the members present at the meeting called to consider such matter shall agree.

8.2 No existing clause of the Society Constitution shall be altered or repealed nor shall any new clause be added without the consent of the majority of the members present at the Annual or a Special General Meeting called for the purpose

8.3 Any member shall be supplied with a copy of the Constitution on application to the secretary of the Executive Committee, but no member shall be absolved from the effect of the Constitution or any other rules of the Society on the ground that they have not received a copy or are unaware.

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