



## RULES OF THE "WAIHI DRAMA SOCIETY

### INCORPORATED"

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- 1) THE name of the Society shall be "WAIHI DRAMA SOCIETY INCORPORATED".

### INTERPRETATION

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- 2) "Society" means Waihi Drama Society Incorporated.  
"Executive" means the executive provided for by rule 21.  
"Member" means any ordinary member or life Member of the society as hereinafter provided.  
"Meeting:" means any Annual General Meeting or Special General Meeting of the Society.  
"President" includes any person acting in loco President is in accordance with these rules.  
"Resolution" means a resolution passed at either an Annual General Meeting or special General Meeting by a majority of the Members present and voting.  
"Special Resolution" means a resolution passed at either an Annual General Meeting or Special General Meeting by at least two-thirds of the Members present and voting.
- 3) THE objects of the Society shall be to carry on the following activities within New Zealand:
  - a) To perform and teach and promote, foster and encourage interest in and the study of theatre, drama, music, dance, mime, opera, operetta, musical comedy, revue, pantomime, cabaret, concerts, theatrical and stage performances, musical and other pieces and other shows, exhibitions and entertainments in all their kinds and types.
  - b) To promote the study of acting dramatic art, make-up, costuming, scenery construction, stage managing and techniques of acting and production.
  - c) To foster and promote social activities amongst persons interested in any of the objects of the Society.
  - d) To implement the intentions expressed in Clause 3(a), 3(b) and 3(c) hereof and for such purpose to exercise the following powers;
    - i) To provide workshops, studios, halls, rehearsal rooms, theatres, club rooms and similar amenities for the use of Members and to make the same available to other persons on whatever terms the Society may think fit.
    - ii) To acquire by purchase, lease or grant any property or rights and to improve or develop the same and to raise money on the security of same.
    - iii) To erect and maintain, alter and repair any buildings or erections or other property that may be required for the purpose of the Society.
    - iv) To buy or otherwise acquire chattels of all descriptions, books, papers machines, apparatus and other things required for or of use in connection with the affairs of the Society.
    - v) To manage, let, sell, exchange or otherwise deal with property of the Society in such manner as the Society shall deem expedient.

- vi) To lend, invest, borrow, raise or secure the payment of money in such manner as the Society shall think fit upon such terms and conditions as shall be deemed expedient and in particular by Mortgage or Debenture, perpetual or otherwise, bank overdraft or other securities, and to charge if need be such Mortgages, Debentures or other securities, upon the floating assets or upon all or any of the property of the Society present or future.
- vii) To raise funds by means of subscriptions of Members and levies on Members and otherwise as well as any other means of fund raising that may be decided upon by the 'Society, for all the purposes and objects of the Society in such amounts and in such manner as is provided for in these rules.
- viii) To hire and employ whether casually or under contracts of employment, directors, organisers, managers, producers, performers, dancers, actors, artists, craftsmen, contractors, advisers, clerks, secretaries and servants of all kinds and to pay them whether Members or non-members and to other persons in return for their services rendered to the Society, salaries, wages fees, gratuities and pensions. Any income, benefit or advantage shall be applied to the charitable purposes of the society.
- ix) To purchase sell or otherwise deal with exclusive or other interests in copyrights and rights of representation and any other rights of or in plays, mime, dance, music, words, songs, films, other works and compositions and to commission and publish, art, plays, music and other works.
- x) To arrange competitions among Members and other persons, in connection with any matter within the objects of the Society and to provide and make available scholarships, prizes and other awards to competitors whether Members or otherwise.
- xi) To open and operate trading and savings bank accounts.
- xii) To affiliate and co-operate with any organisation whether established in New Zealand or elsewhere having objects similar to the objects of the Society or any of them.
- xiii) To insure and keep insured all the properties and employees of the Society against such risks or losses as may be from time to time considered expedient for the Society.
- xiv) To enforce these Rules to ensure discipline of Members by means of fines or other disciplinary action as provided in these Rules.
- xv) To promote branches of the Society at such places and localities as may from time to time be decided and to assist branches either financially or otherwise.
- xvi) To apply the whole of the income and funds of the Society in promoting its objects provided that no dividend whatever shall be paid to any of its Members AND THAT it is the object of the Society to maintain the said Society in its entirety and that no Member in such capacity, shall be entitled to make any claim or demand for any share in the assets of the Society or for any division thereof, but shall while a Member be only entitled to the privileges provided for by these rules or any by-laws made hereunder, and shall on ceasing to be a Member, in accordance with these Rules, cease to have any claim whatsoever upon the Society.
- xvii) To do all such lawful acts and things as are incidental or conducive to the attainment of the above-mentioned objects or any of them.
- xviii) To make such by-laws, rules or regulations, not being inconsistent with these Rules, by resolution in General Meeting.

## REGISTERED OFFICE

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- 4) THE registered office of the Society shall be at such place or places as the Executive may from time to time determine.

## SOCIETY PATRONS

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- 5) A Society patron or patrons may be elected by ordinary resolution at an Annual General Meeting or Special General Meeting and:
  - a) Shall hold this position until the next Annual General Meeting when he/she shall be eligible for re-election.
  - b) A non-member of the Society may be nominated for the position of patron. If elected he/she shall not be required to pay entry fees or annual subscriptions but shall be entitled to attend Society functions and Meetings. A non-member appointed patron shall not have voting rights.
  - c) A Member, if elected patron, shall retain his/her rights and privileges as a Member and shall be eligible for appointment to the Executive or any other position in the Society.

## MEMBERSHIP

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- 6) ANY person or company is eligible for ordinary membership who undertakes to conform to the Rules and by-laws (if any) of the Society and otherwise comply with its requirements and shall, upon making written application to the Secretary of the Society and being approved by the Executive, be enrolled as a Member.
- 7) ANY Member or person eligible for membership of the Society may on the recommendation of the Executive be appointed a Life Member at the Annual General Meeting in recognition of services rendered to the Society. Life Members shall have the same rights of voting and holding office as ordinary members but shall not be required to pay subscriptions.

## REGISTER OF MEMBERS

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- 8) THE Secretary shall keep a register of Members which shall record the full names and addresses of all Members, with the date of their joining, the date on which they ceased to be a Member, and the category of their membership.

## CESSATION OF MEMBERSHIP

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- 9) MEMBERSHIP shall cease in any of the following ways:
  - a) By written resignation to the Secretary, such resignation to take effect from the first meeting after the resignation is received. The Member resigning, however, shall be liable for such fees and levies as are payable to the end of the financial year in which he/she or it resigns.
  - b) By the process of purging as hereinafter provided.
  - c) By the process of expulsion as hereinafter provided.

## PURGING THE ROLL

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- 10) THE Secretary shall when called upon to do so by a Resolution of the Society purge the roll of members by striking off the names of Members who may be in arrears of dues for 12 months or more. Such purging shall not free discharged persons from arrears of subscriptions and levies and from liability to pay the dues for the financial year then current.

## EXPULSION AND DISCIPLINE OF MEMBERS

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- 11) IF it should come to the knowledge of the Executive that a Member has been guilty or appears to have been guilty of a breach of any of the rules or bylaws of the Society or of any conduct unworthy of a Member which is or might be injurious or prejudicial to the interest of the society or its Members or any of them, the Executive may set up a subcommittee to enquire into such matters.
- 12) THE subcommittee to the Executive to be set up as aforesaid shall consist of three disinterested Members and shall cause written notice addressed to such Member to be served personally upon him or delivered to or sent by registered post addressed to his registered address indicating the nature of the breach or offence with which he/she is charged and calling upon him/her to attend with witnesses (if any) before the subcommittee at such time not being earlier than seven days after the time of delivery or posting of such notice as the subcommittee shall think fit and if such Member or any witness or witnesses on his/her behalf attend at such time and place the subcommittee shall hear such witness or witnesses and Member. The subcommittee may also hear such other witnesses as it considers necessary The subcommittee shall thereupon collectively or individually if the members thereof cannot agree, forward to the Secretary a written report or reports of its or their finding or findings and recommendations together with any notes or evidence taken and any written statement submitted by the accused Member and any exhibits lodged.
- 13) THE Executive shall consider the report or reports of the subcommittee together with its notes, if any, of the evidence taken by it and exhibits lodged and the statements or explanations of the Member concerned and if satisfied that the member has been guilty of any such breach or unworthy conduct the Executive may expel such Member or take other appropriate action.

## MEETINGS

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- 14) THE Society shall hold an Annual General Meeting once in each calendar year not later than six months after the end of its financial year and notice of such Annual General Meeting shall be given by the Secretary in writing to all Members or by advertisement published in a newspaper circulating in the district in which the Society's activities are carried on at least 14 clear days prior to the day set for the meeting.
- 15) A Special General Meeting may be called at any time on the decision of the majority of the executive or on the written requisition of ten Members of the Society stating the purpose for which such a Special General Meeting is required and delivered to the Secretary. Upon receipt of the requisition the Secretary shall forthwith convene a meeting giving 14 days notice to all members and specifying the points of discussion.
- 16) AT all General Meetings or meetings of the Executive the President or in, his absence the Vice-President shall preside but in the event of neither the President nor the Vice-President being able to attend any General Meeting or other meeting, the persons then present shall elect from their number a Chairman for that meeting and such Chairman whilst so acting shall have all the powers of the President.

## VOTING

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- 17) AT any General Meeting
  - a) a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded;
    - i) By the President.
    - ii) By at least three Members present in person.
  - b) Unless a poll is so demanded, a declaration by the President aforesaid, that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or portion of the votes recorded in favour of or against a resolution
  - c) The demand for a poll may be withdrawn.
- 18) IF a poll is duly demanded, it shall be taken in such manner as the President aforesaid directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was demanded.
- 19) IN the case of an equality of votes whether on a show of hands or on a poll, the President as aforesaid at the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

## QUORUM

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- 20) THE quorum at any general meeting of the Society shall be ten members and at any meeting of the Executive shall be a majority of the Executive provided that if, within half an hour after the time fixed for the holding of a meeting, a quorum is not present, no meeting shall be held.

## OFFICERS and EXECUTIVE

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- 21) OFFICERS of the Society shall consist of:
  - a) the President, Vice-president, Secretary and Treasurer to be elected at the Annual General Meeting by Members.
  - b) The executive shall consist of the Officers of the society and up to six others, to be elected at the Annual General Meeting by Members. The Executive shall meet at such times and places as it considers expedient.
  - c) The Executive in addition to its other powers shall have the power to co-opt a further two persons, who may or may not be Members, onto the executive or on to any subcommittee formed by the Executive.

## POWERS of EXECUTIVE COMMITTEE

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- 22) SUBJECT to the control of the Society in annual General Meeting or Special General Meetings the affairs of the Society the management of the property and the investments of the funds shall be conducted by the Executive.
- 23) THE Executive may exercise any power vested in the Society and not required by these Rules to be exercised by the Society in a Meeting and may delegate any of its power to subcommittees with power to revoke any authority so delegated.
- 24) THE Executive shall present to the Annual General Meeting a full report of its activities and the business done by it during its year of office and of any matters of interest or importance to the society transpiring during such period and may in such report (in these Rules referred to as The Annual Report) make such recommendations as it thinks fit. The Treasurer shall present to the Annual General Meeting financial statements and a Balance Sheet prepared in accordance with good accounting practice of the previous financial year of the society.

- 25) THE Executive shall have-power to appoint and to instruct delegates or representatives to bodies with which the society is affiliated or which have provision for representation of the Society at their meetings.
- 26) THE Executive may employ a Director, Business Manager, such directors, producers, actors, organizer, dancers, performers, artists, craftsmen, managers and secretarial or other staff as may from time to time be required on such terms and conditions as the Executive shall think fit. No member or any person associated with a member shall participate in or materially influence any decision made by the society in respect of payment to or on behalf of that member or associated person of any benefit, income, or advantage whatsoever.

## AUDITOR

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- 27)
- a) THE Waihi Drama Society shall at each Annual General Meeting appoint an Auditor or other such qualified person who must be a Chartered Accountant, who shall not be a member or Officer of the Society and who shall hold this position until he or she resigns or a successor is appointed, whichever shall first occur, but shall be eligible for re-appointment.
  - b) The Auditor shall review the books and accounts of the Waihi Drama Society at least once every three years immediately prior to the Annual General Meeting. The Auditor shall be paid such reasonable rate for the services rendered.

## INSPECTION OF BOOKS

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- 28) ANY member may upon request in writing inspect the books of the Society and the Register of Members at any reasonable time. The books and registers shall be kept at the registered office of the Society.

## PECUNIARY GAIN

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- 29) NO member of the Society shall receive or obtain any pecuniary gain (except as a salaried officer) from the property or operations of the Society provided that this Rule shall not prevent the payment of such expenses or remuneration to members and employees of the Society as the Executive of the Society shall decide. Any such income paid shall be reasonable and relative to that which would be paid in any arms length transaction (being the open market value).

## THE SEAL

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- 30) THE Executive shall approve a seal for the Society which shall be obtained by and kept in the custody of the Secretary. The seal shall not be affixed to any instrument except pursuant to a resolution of the Executive. The affixture of the seal to all instruments shall be attested under the hands of any two officers of the Society.

## ALTERATION OF RULES

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- 31) THESE rules may be altered by a special resolution passed at an Annual General Meeting or a Special General Meeting provided that 30 days' clear notice in writing of the intention to move a repeal, rescission, or alteration of the existing rules or to make any new rules, shall first be given to the Secretary who shall not later than 14 clear days before the meeting advise all members of such intention PROVIDED THAT –
- a) no such alteration shall enable any member to receive any pecuniary benefit as a result of the alteration other than in respect of services rendered.
  - b) no alteration shall be made which would alter the cultural nature of the objects or which would result in the application of society funds towards any person outside New Zealand other than persons for the time being entitled to receive royalties from the Society.
  - c) No addition to or alteration or recession of the rules shall be approved if it affects the charitable objects, the personal benefit clause, or the winding up clause.

## SUBSCRIPTIONS AND LEVIES

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- 32) THE financial year of the Society shall:
- a) Commence on the 1st day of April and end on the 31 at day of March the following year.
  - b) The annual subscription payable by members shall be that amount fixed at the first meeting of the Executive and thereafter such other amount as the Executive shall from time to time determine following a recommendation from the Annual General Meeting, such subscriptions to be due and payable immediately.
  - c) The Society in meeting shall have the power to levy members to meet financial emergencies arising out of the legitimate functions of the Society in accordance with the Rules, provided that such levy shall not in any one financial year exceed 50 per cent of the amount of the annual subscription payable by each member.

## WINDING UP

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- 33) IF at any meeting a majority of those present and voting shall resolve that the Society shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution by resolution. If the resolution shall be confirmed at such further special general meeting, the Society shall be wound up and all surplus assets after payment of all costs debts and liabilities of the Society shall be:
- a) distributed among such charitable organisation or organisations within New Zealand which is or are not carried on for the private pecuniary profit of any individual, and with objects similar to those of the Society, as the Society thinks fit to be held on trust by that organisation or those organisations solely for similar charitable purposes within New Zealand, or failing a decision, either
    - i) distributed among such organisation or organisations as aforesaid as directed by the Queen Elizabeth XX Arts Council of New Zealand, or
    - ii) as determined by a Judge of the High Court of New Zealand.

## INDEMNITY

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- 34) Every officer of the Society or servant of the Society shall be indemnified out of the funds of the Society and it shall be the duty of the executive out of the funds of the society to pay all costs losses and expenses which any such Officer or servant may incur or become liable for by reason of any contract entered into or act or thing done by him as such officer or servant of the Society or in any way discharging his, her or its duty including travelling expenses and reasonable out-of-pocket expenses.