

# CONSTITUTION OF MANA LITTLE THEATRE

*October 2014*

## **1 NAME**

- 1.1 The name of The Society is Mana Little Theatre Incorporated.
- 1.2 In this Constitution document, wherever the words “The Society” appear, it means “Mana Little Theatre Incorporated”.

## **2 OBJECTS**

- 2.1 The objects of The Society are to:
  - (a) Promote and foster the performing arts and to do so by the study and practice of theatre in all its aspects;
  - (b) Prepare and present public and private performances and educational activities;
  - (c) Be a cultural asset serving the community.
- 2.2 All activities of The Society shall be undertaken only within New Zealand.

## **3 MEMBERSHIP**

- 3.1 There shall be three categories of Membership: Junior, Adult and Life.
- 3.2 Junior Members are less than 18 years old, have paid the subscription applicable for the financial year or had it paid on their behalf, and have been accepted as Members by The Committee or by a delegate of The Committee. Junior Members shall have the following rights:
  - (a) They are entitled to be kept informed of The Society’s activities;
  - (b) They may participate fully in the activities of The Society.
- 3.3 Adult Members are 18 years old or over, have paid the subscription applicable for the financial year, and have been accepted as Members by The Committee or by a delegate of The Committee.
- 3.4 Life Members are Adult Members that are permanently exempt from paying Membership subscription.
- 3.5 Full Members are Adult Members or Life Members. Full Members shall have the following rights:
  - (a) They may vote at General Meetings of The Society;
  - (b) They may be elected or co-opted onto The Committee;
  - (c) They are entitled to be kept informed of The Society’s activities;
  - (d) They may participate fully in the activities of The Society.
- 3.6 Anyone involved in a production, either cast or crew, must be a Member of The Society.
- 3.7 Admission of Members:
  - (a) To become an Adult Member or Junior Member, a person (Applicant) must complete an application form, pay the subscription applicable for the financial year, and supply any other information The Committee requires. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member.
  - (b) To become a Life Member, he or she shall be nominated by a Full Member and elected by a two-thirds majority vote of the Membership at an Annual General Meeting.
- 3.8 Friends of Mana Little Theatre are not Members but are entitled to be kept informed of The Society’s activities, by electronic communication, and have no other rights.
- 3.9 The Society may, from time to time, elect as Patron any person from within the community who:
  - (a) May have a recognised interest in the performing arts;
  - (b) May be in a position of responsibility in the community;
  - (c) May have been a former Member of The Society.

- 3.10 The Patron is an honorary position with no responsibilities or rights, other than the right to be kept informed of The Society's activities.

#### **4 REGISTER OF MEMBERS**

- 4.1 The Secretary or other such nominated Committee member shall keep a register of Members (the Register) which shall contain the names, the postal and email addresses, the telephone numbers, and their Membership Status. The Register may also include Friends of The Society and the Patron.
- 4.2 If a Member's contact details change, that Member shall give the new details to The Committee.
- 4.3 Members shall have reasonable access to the Register of Members for information about themselves, in accordance with the current Privacy Act.

#### **5 CESSATION OF MEMBERSHIP**

- 5.1 Membership can be withdrawn or cancelled by the individual or by The Society.
- 5.2 Any Member may resign by giving written notice to the Secretary.
- 5.3 Any Members whose subscriptions are in arrears for more than three months cease to have the benefits of Full Membership.
- 5.4 Membership may be cancelled in the following way:
- (a) If The Committee is of the view that a Member is breaching the Rules, acting in a manner inconsistent with the purposes of The Society or bringing The Society into disrepute, The Committee may give written notice of this to the Member ("The Committee's Notice"). The Committee's Notice must:
    - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of The Society;
    - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to The Committee giving reasons why The Committee should not cancel the Member's Membership;
    - (iii) State that if, within 14 days of the Member receiving The Committee's Notice, The Committee is not satisfied, The Committee may in its absolute discretion immediately cancel the Member's Membership;
    - (iv) State that if The Committee cancels the Member's Membership, the Member may appeal to The Society.
  - (b) 14 days after the Member received The Committee's Notice, The Committee may in its absolute discretion by majority vote cancel the Member's Membership by giving the Member written notice ("Cancellation Notice"), which takes immediate effect. The Cancellation Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Cancellation Notice.
  - (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within seven days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
  - (d) When the Member is heard at a Society Meeting, The Society may question the Member and The Committee Members.
  - (e) The Society shall then by majority vote decide whether to let the cancellation stand, or whether to reinstate the Member. The Society's decision will be final.

#### **6 OBLIGATIONS OF MEMBERS**

- 6.1 All Members shall promote the objects of The Society.
- 6.2 All Members shall do nothing to bring The Society into disrepute.

## **7 COMMITTEE OF THE SOCIETY**

- 7.1 The officers of The Society shall consist of the following and shall be elected annually at the Annual General Meeting (AGM):
  - (a) The President;
  - (b) The Vice-President;
  - (c) The Secretary;
  - (d) The Treasurer.
- 7.2 There shall be a minimum of three, and a maximum of seven, other members, plus any further members that The Committee may see fit to co-opt. Only Full Members may be elected or co-opted to The Committee. Co-opted members will have the same rights as elected Committee members.
- 7.3 The Committee shall be elected at the AGM and shall hold office from the conclusion of that AGM until the conclusion of the following AGM.
- 7.4 The term of the President is limited to three consecutive years, while the term of other Committee members is not limited.

## **8 EXCEPTION FROM LIABILITY**

- 8.1 No Committee member shall be liable for any loss or damage not directly attributable to his own wilful commission of an act or acts known by him to be likely to give rise to damage.

## **9 NOMINATION OF COMMITTEE MEMBERS**

- 9.1 Nominations for Committee members of The Society shall be called by The Secretary at least 21 days before the AGM. Each candidate shall be proposed and seconded in writing by Full Members and the completed nomination delivered to the Secretary.
- 9.2 Only Full Members may be nominated as candidates for The Committee.
- 9.3 Nominations shall close seven (7) days before the AGM. If there are positions on The Committee that have no nominations, people can be elected at the Meeting.
- 9.4 If the position of any Committee member becomes vacant between AGMs, The Committee may appoint another member to fill that vacancy until the next AGM.
- 9.5 If any Committee member is absent from two consecutive Meetings without apology, or from three consecutive Meetings without leave of absence, that person will automatically cease to be a Committee member. This person can not be reappointed until elected at the next AGM.

## **10 ROLE OF THE COMMITTEE**

- 10.1 Subject to these Rules, the role of The Committee is to:
  - (a) Administer and manage The Society and report to the AGM;
  - (b) Adhere to all rules that apply to our charitable status;
  - (c) Help The Society to pursue its objects;
  - (d) Manage The Society's financial affairs, including the use of money and assets in the pursuit of its objects, and approve the annual financial statements for presentation to Members at the AGMs;
  - (e) Set accounting policies in line with generally accepted accounting practice;
  - (f) Delegate responsibility and co-opt Committee members where necessary or fitting;
  - (g) Ensure that all Members follow the Rules;
  - (h) Decide the times and dates for Meetings;
  - (i) Recommend procedures for dealing with complaints;

- (j) Recommend changes to Membership subscriptions;
  - (k) Ensure that The Society does not incur any obligation that it cannot fulfill;
  - (l) Take all due care in exercising its duties.
- 10.2 The Committee has all of the powers of The Society, unless The Committee's power is limited by the Rules or by a majority decision of The Society.
- 10.3 All decisions of The Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote.
- 10.4 Decisions of The Committee bind The Society, unless The Committee's power is limited by these Rules or by a majority decision of The Society.

## **11 ROLES OF COMMITTEE MEMBERS**

- 11.1 The President is responsible for:
- (a) Ensuring that the Rules are followed;
  - (b) Convening Meetings and establishing whether or not a quorum is present;
  - (c) Chairing Meetings, according to Meeting procedure;
  - (d) Overseeing the operation of The Society;
  - (e) Providing a report on The Society's operations at AGMs;
  - (f) Any other duties as decided by The Committee.
- 11.2 The Vice-President shall take on the powers and responsibilities of President in the President's absence.
- 11.3 The Secretary is responsible for:
- (a) Recording the minutes of Meetings;
  - (b) The Society's records, documents and books, except those required for the Treasurer's function;
  - (c) Receiving and replying to correspondence as required by The Committee.
- 11.4 The Treasurer is responsible for:
- (a) Keeping proper accounting records of financial transactions to allow The Society's financial position to be readily ascertained;
  - (b) Receiving all monies due to The Society and making such disbursements as directed by The Committee;
  - (c) Preparing annual financial statements for presentation at each AGM;
  - (d) Providing financial information to Committee Meetings;
  - (e) Complying with all Tax requirements and maintaining IRD returns as required;
  - (f) Nominating a Financial Reviewer to be confirmed at the AGM;
  - (g) Forwarding The Society's financial statements to the Registrar of Incorporated Societies and the Charities Commission once approved by Members at the AGM;
  - (h) Advising the Registrar of Incorporated Societies and the Charities Commission of any Rule changes.

## **12 ADDITIONAL POWERS**

- 12.1 The Committee shall be empowered to:
- (a) Employ such professional and other services as may seem to The Committee desirable, expedient or necessary for the carrying out of any of the objects of The Society;
  - (b) Invest all money and funds of The Society when not immediately required in such manner as The Committee sees fit and is in accordance with this Constitution.

## **13 COMMITTEE MEETINGS**

- 13.1 No Committee Meeting may be held unless a quorum, comprising more than half The Committee members, is present.

- 13.2 If neither the President nor the Vice-President is present at a Meeting, The Committee may nominate another Committee member to chair that Meeting.
- 13.3 Decisions of The Committee shall be by majority vote.
- 13.4 The President, or person acting as chair, has a casting vote.
- 13.5 Only Committee members present at a Committee Meeting may vote at that Meeting.
- 13.6 Committee Meetings are to be held as required but not less than once every two months. At least seven days' notice must be given to Committee members.
- 13.7 Minutes of any Committee Meeting may be made available to anyone who was a Full Member at the time of The Committee Meeting.
- 13.8 Any Full Member may attend Committee Meetings. They cannot vote but the Chair will rule on speaking rights.

## **14 GENERAL MEETINGS**

- 14.1 A General Meeting is either an Annual General Meeting or a Special General Meeting.
- 14.2 A quorum at a General Meeting is made up of 10 Full Members, or 10% of the Full Members, whichever is greater.
- 14.3 All members shall be given at least 14 days' notice of a General Meeting, stating the date and agenda of the meeting.
- 14.4 The Annual General Meeting of The Society shall be held no later than three months after the end of the financial year. The date, time and place of the Meeting shall be decided by The Committee.
- 14.5 The purpose of the Annual General Meeting shall be to:
  - (a) Receive and approve the minutes of the previous Meeting;
  - (b) Receive the annual report of the President;
  - (c) Receive the Financial Statements, duly reviewed, and the Treasurer's report;
  - (d) Confirm the Patron, if agreed;
  - (e) Confirm the reviewer of the accounts;
  - (f) Elect The Committee members for the ensuing year, including office-holders (as outlined in Section 7.1);
  - (g) Decide on the annual subscription rates, after consideration of The Committee's recommendations;
  - (h) Decide on any resolutions that may be submitted to the Meeting in accordance with the Rules.
- 14.6 The Secretary shall give notice of a Special General Meeting:
  - (a) As decided by resolution of The Committee; or
  - (b) Within 14 days of the Secretary receiving a request signed by at least 10 percent of the Full Members or six Full Members, whichever is greater.
- 14.7 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 14.8 If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting shall be:
  - (a) Dissolved if convened by request of Members;
  - (b) Adjourned to a day, time and place determined by the Chair;
  - (c) Dissolved if it has been adjourned in the past.

## **15 VOTING AT MEETINGS**

- 15.1 Voting at General or Committee Meetings shall be by voice and, if challenged, by show of hands. If the Meeting so resolves, it shall be by secret ballot.
- 15.2 Scrutineers may be appointed at any Meeting at which they are needed.

- 15.3 The Chair of any Meeting shall have the casting vote, in the case of a tie.
- 15.4 Except in the case of a secret ballot, a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 15.5 Voting shall be by a majority of those eligible members that are present and voting.

## **16 SUBSCRIPTIONS**

- 16.1 The annual subscription for Members shall be reviewed annually by The Committee and a decision recommended to the following AGM.
- 16.2 No annual subscription shall be paid by Friends of Mana Little Theatre, Life Members or the Patron.
- 16.3 All annual subscriptions shall be due for payment one month after the AGM.
- 16.4 The Committee shall have the power at its discretion to waive a portion of the annual subscription for a new Member who joins The Society in the course of a financial year.

## **17 FINANCIAL YEAR**

- 17.1 The financial year of The Society begins on 1 March of every calendar year and ends on 28 (or 29) February of the following calendar year.

## **18 FINANCES and ASSETS**

- 18.1 At no time shall assets be lent or hired without the express approval of The Committee or a Committee member with delegated approval over those assets. A register should be kept by The Committee of everything borrowed, lent or hired.
- 18.2 The Society may only use money or other assets if:
- (a) It is for a purpose of The Society;
  - (b) It is not for the sole purpose or individual benefit of any Member;
  - (c) That use has been approved by either The Committee or a Committee member with delegated approval over those assets;
  - (d) Invested into bank deposits as agreed by The Committee.
- 18.3 Various Members will be given delegated authority by The Committee to purchase goods and products to a specified level. Documentation must be provided to the next Committee Meeting for approval.
- 18.4 The Society may raise money by all or any of the following means:
- (a) Subscriptions;
  - (b) Charging admission to performances;
  - (c) Donations;
  - (d) Grants;
  - (e) Bequests;
  - (f) Any other legal means as decided by The Committee and where compatible with the objects of The Society, with the approval of Members at a General Meeting.
- 18.5 The Society may apply funds raised to all or any of the following:
- (a) The purchase or hire of a range of items for productions and for general administration of The Society;
  - (b) The taking out and maintaining of Policies of Insurance in situations in which it appears appropriate to The Committee.
- 18.6 All payments shall be approved by The Committee, and payments must be signed or authorised by two members of the Committee, one of whom must be an Officer.
- 18.7 The Society may operate bank accounts as deemed necessary to achieve the secure returns for The Society.
- 18.8 The accounts of The Society shall be reviewed by a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants or equivalent body, who shall be confirmed

annually at the Annual General Meeting. The review must be carried out in accordance with current legislation.

## **19 PERSONAL PECUNIARY PROFIT**

19.1 No benefit or advantage, whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second proviso to section 61(27) of the Income Tax Act 1976, or any enactment in amendment thereof or in substitution therefore, where that person is able, by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived, except as specifically exempted by that section.

## **20 COMMON SEAL**

20.1 The Common Seal of The Society shall be kept in the custody of the Secretary.

20.2 The Common Seal shall be affixed to any document pursuant to a resolution of The Committee in the presence of any two members of The Committee.

20.3 Every document to which the Common Seal is affixed shall be signed by the President, or the Vice President, and counter-signed by another member of The Committee.

## **21 ALTERING THE RULES**

21.1 The Society may add to, amend, delete or replace these Rules by vote at a General Meeting.

21.2 Notice of motion to amend, delete or replace the Rules shall be given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

21.3 The Secretary shall give notice to all Members of at least 14 days before the Meeting of the proposed motion, stating the reasons for the proposal and any recommendations of The Committee.

21.4 The Meeting may amend any such proposal.

21.5 In the event of any dispute, doubt or difference on the interpretation of the changes to the Rules, the decision of The Committee shall be final and binding.

21.6 When a Rule change is approved by a General Meeting, no Rule change shall take effect until the Secretary has filed the changes with, and the changes have been approved by, the Registrar of Incorporated Societies and the Charities Commission.

21.7 No amendment shall be permitted if it affects the non-profit status, or the charitable status, of The Society.

## **22 BYLAWS**

22.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of The Society, so long as these are not contrary to these Rules or to the provisions of law. All such bylaws shall be binding on Members of The Society. A copy of the bylaws for the time being shall be made available for inspection by any Member on request to the Secretary.

22.2 Bylaws should be temporary in nature, or their inclusion into these Rules should be subject to approval at the next General Meeting.

## **23 WINDING UP**

23.1 Upon the winding up of the Society, whether voluntarily or not, the following applies:

- (a) The proceeds of the realisation of The Society's assets shall, after payment of The Society's debts, be paid over to the Porirua City Council, to be distributed for charitable purposes within the region to

organisations with the same objectives.

(b) No property shall be paid or distributed among the Members of The Society.

23.2 The Society may be wound up in the following manner:

- (a) A Special General Meeting called for the purpose shall pass a 'winding up resolution', requiring The Society to be wound up.
- (b) The winding up resolution shall be confirmed by a subsequent Special General Meeting called for that purpose, at least 30 days after the passing of the winding up resolution.
- (c) The Secretary shall immediately file copies of the winding up resolution, and the resolution confirming it, with the Registrar of Incorporated Societies and the Charities Commission.

## **24 DEFINITIONS**

24.1 "Majority Vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and do vote at that Meeting upon a resolution put to that Meeting.

24.2 "Money or Other Assets". Other Assets are any property, chattels or interest therein, owned or controlled to any extent by The Society.

24.3 "General Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

24.4 "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any way deal with, Money or Other Assets.

24.5 "Written Notice" means communication by post, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods.

24.6 "The Rules" means this Constitution.

24.7 A "Full Member" is an Adult Member or a Life Member.

24.8 A "Quorum" at a Committee Meeting is more than half the Committee members.

24.9 A "Quorum" at a General Meeting is made up of 10 Full Members, or 10% of the Full Members, whichever is greater.

## **25 MISCELLANEOUS MATTERS**

25.1 It is assumed that:

- (a) Where a masculine is used, the feminine is included;
- (b) Where the singular is used, plural forms of the noun may be inferred.

24.2 Headings are a matter of reference and not part of the Rules.

24.3 Matters not covered in these Rules shall be decided upon by The Committee.

## **26 COPY OF THE RULES**

26.1 A copy of the Rules of The Society shall be made available to each Member, free of cost.