

# **Levin Folk Music Club Incorporated Constitution**

As revised to incorporate the new rules brought in with the Incorporated Societies Act 2022 and revised edition 4 October 2023.

This will replace our Club's old Constitution upon the acceptance of the re-registration under the new Act 2022

## **1) Name:**

The Organisation shall be known as the **Levin Folk Music Club**, herein after referred to as the Club.

## **2) Mission Statement:**

To encourage the appreciation and performance of folk music of all kinds.

## **3) Objectives:**

- (a) Promote live folk music in the Horowhenua and wider districts.
- (b) Encourage and stimulate the development of all forms of folk music.
- (c) Provide a venue for the enjoyment of live folk music for members and the general public.
- (d) Support the performance of visiting guest artists.

- (e) To encourage the Club's participants in the national folk scene as appropriate.
- (f) Encourage Members to join with others from the local, national and international community of folk musicians at festivals, gatherings and inter-club events.

#### **4) Membership:**

- a) Membership shall be for the term of one calendar year (1<sup>st</sup> July to 30<sup>th</sup> June) upon payment of an annual subscription. The subscription amount shall be fixed at the Annual General Meeting. A new membership will require the completion of a membership form. This is only required for initial membership.
- b) A Register of Members shall be maintained in accordance with the provisions of the Incorporated Societies Act 1908, (2022, 2023) and subsequent enactments.
- c) Membership of the organisation may be terminated by the Committee upon any of the following:
  - 1) Resignation by a Member in writing.
  - 2) Failure to pay annual subscription where applicable.
  - 3) Any matters pursuant to Clause 6d provided the Disputes Resolution Procedures, outlined later in the rules and required under the Act, have been followed.

## **5)Committee:**

- a) The Committee shall be elected at the Annual General Meeting from amongst the current financial Members of the Club.**

All Members serving on the Committee shall meet qualification criteria to serve, as specified by the new Incorporated Societies Act 2022 (plus the revised Act 4<sup>th</sup> October 2023). These are chiefly that they are of good character and not prohibited by previous convictions of fraud, dishonesty, tax evasion or the like, under the Incorporated Societies Act of 2022. All Committee Members shall comply with these regulations, and duly sign an “Officer’s Consent Certificate” form provided under the aforesaid section 47 of the regulations. Printed copies of these documents shall be available for all prospective and serving Committee Members.

- b) The Committee shall consist of:**

Chairperson

Secretary

Treasurer

Plus at least one and up to six Committee Members.

If the Committee is unable to reach a decision, on any given matter, the Chairman shall have a casting vote.

The quorum for Committee meetings shall be 60 % of the Committee.

### **c) Condition of Appointment:**

C1) If there is only one nomination for the position of Chairperson, further nominations may be taken from the floor. If, there are no further nominations, election of the sole candidate must be endorsed by the majority vote of those Members present. Without an endorsement, the Committee may elect its own Chair for the sole purpose of running its meetings.

C2) The assets of the Club shall be administered by the committee with the funds invested within or deposited within the regular banking system.

C3) Two persons from the same household shall not both be signatories to the accounts.

C4) Whilst it is preferable not to have two Committee Members from the same household to hold positions of Officers, in the event of there being only four Committee Members it may be necessary to have two Officers from the same household if they are the ones with the experience for those offices.

C5) The Committee Members must act in the best interest of the Club at all times in accordance with the rules and guidelines of the Club/Society.

C6) The Committee shall have the power to co-opt personnel for specific purposes or tasks. Such co-opted Members shall not form part of the elected Committee or have any voting rights. They will be classed as a sub-Committee for those purposes or tasks they have agreed to perform.

C7) An appointee with full voting rights may be selected until such time as an election is held, to fill a Committee vacancy.

C8) The Committee shall meet at least quarterly and at such other times as they shall decide. A Quorum for all committee meetings shall be 60% or more of the committee.

C9) A Committee Member who is absent from three consecutive meetings without having provided the Committee of their intention to be absent for said time, shall forfeit and vacate Office at the discretion of the majority of the Committee.

This will be decided by a 60% majority vote whether the defaulting Member be a normal committee Member or an Office holder and stripped of all aspects of being a Committee Member. The Committee may then nominate a stand-in for the position in accordance with clause 5(c1) to (c4) This standing will operate in that position till the next Annual General Meeting.

## **6) Committee Powers:**

The Committee has the responsibility to manage the affairs of the Club and shall have, in addition to all such administrative powers as may be necessary for the proper carrying out of the Club's objectives, the following powers and authorities:

a) To prudently manage the affairs of the Club.<sup>9</sup> To raise, borrow or invest funds on such terms as the financial Members of the Club think fit.

- c) To enter into, or terminate, any contract or arrangement with any society, government department, corporation or other body.
- d) To expel or suspend any Member guilty of misconduct or violation of the Club's bylaws and regulations provided that any Member facing such disciplinary action is accorded natural justice, In accordance with clause 11.
- e) The Committee may from time to time make, alter or rescind bylaws for the general management of the Club so long as these are not contradictory to the rules of the Club or to the provisions of the law. All such bylaws shall be binding on all Members of the Club. A copy of the bylaws shall be available for inspection by any Member on request to the Secretary.
- f) To deal with any matter not provided for in the Constitution and generally manage the affairs of the Club in accordance with the Constitution.
- g) The Committee shall appoint within their ranks a nominated contact person to be the primary person between the Club and the Incorporated Societies Registry, as proscribed in the new Act. This appointee is usually, but not always, the Treasurer.

## **7 General Meetings:**

- a) General meetings of the Club shall be called by means of a circular/email stating the date, time, venue and business of the meetings. This is to be dispatched not less than two weeks before the date of the meeting, and as a result of a

committee meeting or a written request by ten financial Members to do so.

b) The Quorum for both Annual General Meetings and Special General Meetings shall be a minimum of ten financial Members, at least two of whom shall be Officers of the Club. If a Quorum is not met for a Special General Meeting or AGM, and another meeting needs to be called, then those attending the rescheduled meeting or AGM should be deemed the Quorum, to allow decision-making to proceed.

c) Voting at Meetings shall be on a show of hands or, if two or more Club Members deem it appropriate, by secret Ballot.

d) When voting on motions at Meetings, a majority vote is required.

## **8) Annual General Meetings:**

a) The financial year of the Club will be from 1<sup>st</sup> July to 30<sup>th</sup> June.

b) An Annual General Meeting shall be held each year on such a date as the Committee decides but no later than the 31<sup>st</sup> August each year.

c) The business at such a meeting shall be:

1) To receive the Annual Report and Balance Sheet.

2) To elect the Chairperson and the Committee. The Committee will then elect the remaining Officers from within their ranks and according to their personal strengths.

3) Consider any motion put before the Committee. This has to have been lodged with the Secretary 14 days prior to the decision being made.

4) General Business

5) Consider and approve any changes to the bylaws for the running of the Club

d) All Members shall be notified by email or Public Notice, twenty-eight (28) days prior to the Annual General Meeting and all other received notices of motion.

## **9) Special General Meetings:**

a) A Special General Meeting may be called at any time by the Committee or shall be convened by the Committee on written request and must be signed by at least 10 Members or 10% of the Membership, whichever is the greater. Such request is to declare the purpose of the meeting.

b) All Member's shall be notified by email or Public Notice 14 days prior to the Special General Meeting.

## **10) Funds, Property and Accounts:**

a) The Trustees of the Club's bank account shall be the Treasurer and two other Committee Members acting as co-authorises



b) The funds and property of the Club may be applied in the manner and for the purposes of the following.

1) A bank account shall be opened in the name of the Club and shall be operated by the Treasurer and either of the two co-authorising nominated Committee Members.

2) All accounts and receipts must be tabled and passed for payment by the Committee before the Treasurer or a Committee Member who has been given delegated authority by the Committee.

3) A balance sheet and income/expenditure statement shall be prepared by the Treasurer and presented for approval to the Annual General Meeting.

## **11) Disputes Resolution and Disputes Procedures:**

a) Any Member may lay a complaint to the Committee in writing stating the nature of the complaint and the member the complaint is against. It must set out the allegation and to whom it is against and also include, any other information that may be required by the Club. The Club may also make a complaint against a Member or Officer in writing in the same manner. The information given in the complaint must be sufficiently detailed to allow a suitable response to be prepared.

b) Any Member who makes a complaint has a right to be heard before an outcome is determined. The complaint must be either in person or in writing. Similarly, if the Club makes a complaint, it has the right to be heard

before an outcome is decided either again in person or in writing.

c) A person who is the subject of a complaint has a right to be heard before any outcome has been decided. This particularly applies in cases of alleged misconduct, breach of Club rules or of the Incorporated Societies Act 2022. If the respondent is the Club, an officer may exercise the right on behalf of the Club. The respondent must be fully and fairly advised of all allegations against them and given time to prepare a response. This may be in written or oral form, as suitable.

d) The Committee must, as soon as possible, ensure the complaint is investigated and dealt with in a timely manner and in a fair and efficient way.

e) The investigating Committee may decide not to proceed further with a complaint if it is considered trivial or without foundation, or lacking in evidence, that a breach of duty or compliance has occurred. A complaint may also not be upheld if there has been an undue delay in making the complaint in the first place

f) The Complaints Committee may refer the complaint to a Sub-Committee or external person, agency or tribunal to investigate, report and make a decision. The Club may, with the consent of all parties, refer the complaint to any dispute resolution or mediation process.

g) A person may not act as a decision maker in a complaint process if two or more Members of the Complaints Committee believe that person may not be impartial, or able to consider the matter without a predetermined view.

## **12) Common Seal:**

The Club shall have a Common Seal which shall be kept in custody of the Secretary and shall be affixed to documents in the presence of any three Members of the Committee who shall attest the same in pursuance of a resolution duly passed by the Committee.

## **13) Amendments to Constitution:**

- a) The Constitution may be amended at a Special General Meeting, if carried by a three-quarter vote of financial Members present at any such meeting. Notice of any proposed amendment shall be lodged with the Secretary at least 21 days prior to the meeting. The Secretary shall email, hand or post the amendment to each member at least 14 days prior to the meeting.
- b) The Constitution shall not be amended in any way that invalidated the Clubs legal standing as a non-profit organisation.

## **14 Winding Up:**

Providing that three weeks-notice is given to all Club Members a simple majority at a General Meeting may vote to discontinue the affairs of the Club.

- a) If a Special General Meeting, called for that purpose, resolves to wind up and terminate the existence of the Club. The Committee shall be empowered to dispose of the Club's assets after

settlement of all of the Club's debts and liabilities at the direction of the Special General Meeting.

b) Such remaining assets may not be paid to or distributed among the Members of the Club but must be given or transferred to another organisation that is charitable under New Zealand law and with similar aims to those of the Club.

c) Notwithstanding anything expressed or implied in this Constitution, the activities of the Club shall not be carried on for the personal pecuniary profit of any Member or individual.

d) No Member or person associated with a Member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income benefit advantage.