



## CONSTITUTION and RULES

Updated September 2016

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# THEATRE NEW ZEALAND CONSTITUTION and RULES UPDATED SEPTEMBER 2016

## **PREAMBLE**

Theatre NZ was constituted in 1969 to take over the roles, activities, powers, assets, liabilities and effects of two former organisations known as The New Zealand Drama Council and The British Drama League (New Zealand Branch) Incorporated.

## **1. NAME:**

The name of the organisation is THEATRE NEW ZEALAND hereafter referred to as 'Theatre NZ'.

## **2. OBJECTS:**

The objects of Theatre NZ shall be exclusively charitable and are:

- a) To promote theatre in New Zealand.
- b) To encourage high standards in all aspects of theatre including performance, production, staging, design and writing.
- c) To foster the appreciation and study of theatre.
- d) To act as a national consultative and advisory body on all aspects of theatre.
- e) To receive, collate and distribute information on any aspect of theatre.
- f) To conduct or arrange courses, festivals or competitions on any aspect of theatre.

## **3. POWERS:**

To do all things as are necessary, incidental, or conducive to the attainment of the Objects in clause 2 above.

## **4. MEMBERSHIP:**

Membership of Theatre NZ will consist of the following categories:

- a) **GROUP MEMBERS** – a group of people who participate in recreational theatre activities
- b) **INDIVIDUAL MEMBERS**
- c) **LIFE MEMBERS**

Group (a) and (b) will become members when their application is accepted by the Federation.

Group (c) will be nominated by the National Executive and elected by Theatre NZ at a General Meeting.

### **NOTE:**

In these rules, the term 'person' will not, except where the context otherwise requires, include a group. The term 'Member' will, except where the context otherwise requires, refer to and include a Member of any or all of the categories given above.

## **5. ACCEPTANCE, REFUSAL and DETERMINATION of MEMBERSHIP:**

- (i) Theatre NZ may, in its absolute discretion by simple majority of the National Executive, accept or reject any application for membership.
- (ii) Theatre NZ may, if any Member is in default for a period of three months in the payment of any subscription or fee, declare such Member's membership to have been forfeited and thereupon the defaulter will cease to be a Member of Theatre NZ
- (iii) Theatre NZ may cancel the membership of any Member whose conduct or actions in the opinion of Theatre NZ is, are or have been, or may be, harmful to the welfare, reputation, interests or objects of the Federation PROVIDED THAT

- a) The Member is notified of the charges made and is given an opportunity to reply AND
- b) The Member has the right of appeal to a General Meeting of the Federation if, within one month of notification of the cancellation, that Member gives notice of an appeal in writing to the Secretary. The Member can attend or be represented at that General Meeting, and can speak regarding the charges but not vote.
- (iv) Any cancellation of membership under sub-clause (ii) or (iii) above will be without prejudice to Theatre NZ's rights to recover any subscriptions or other moneys or goods owing to Theatre NZ by the Member.

## **6. RESIGNATION:**

Any Member wishing to resign their membership is to do so in writing to the Secretary. Group Member resignations must be signed by two elected officers of the group.

## **7. COMBINED MEMBERS ACTIVITIES:**

Group, Individual and Life Members may, if they so wish, join together for festivals, workshops, seminars or other combined theatrical activities.

Such Member groups are to be autonomous and totally independent with no financial or legal affiliation to the national body of Theatre NZ but at all times must adhere to the Objects of the Federation and to do no actions that could be harmful to the welfare, reputation, interests or Objects of the Federation.

## **8. ANNUAL SUBSCRIPTION:**

- (i) All Members, except for Life Members, shall be liable for the payment of an Annual Subscription to Theatre NZ.
- (ii) The amount of the subscription payable by any category of Member in any year shall be set at an Annual General Meeting of Theatre NZ and, if not so set, shall be the same as in the preceding year.
- (iii) Annual Subscriptions shall be due on the first day of the financial year and payable to the Federation no later than three months after that date.
- (iv) The National Executive may for any year reduce or remit the subscription payable by any Member upon such compelling grounds as it thinks fit.

## **9. NATIONAL EXECUTIVE AND OFFICERS:**

- (i) The management of the affairs of Theatre NZ shall be entrusted to the 'National Executive' which shall be appointed in accordance with this clause and which may exercise all the powers of Theatre NZ which are not by these Rules expressly required to be exercised by Theatre NZ in an Annual or Special General Meeting subject nevertheless to such directions not inconsistent with these Rules as may be given by Theatre NZ in an Annual or Special General Meeting, but no such direction will invalidate any prior act of the National Executive which would have been valid if that direction had not been given.
- (ii) The National Executive will consist of the President, Vice President, Secretary, Treasurer and six Executive Members (provided that no more than two Executive Members are from the same geographical area), and any other persons co-opted as in (iv) below.
- (iii) The President, Vice President, Secretary, Treasurer and six Executive Members are to be elected at the Annual General Meeting of the Federation as in clause 12 (ii) (c) below.
- (iv) The National Executive can from time to time appoint additional members (but no more than six such persons to hold office together at any one time) as co-opted members of the National Executive and can also fill casual vacancies. All such appointees will hold office until the conclusion of the next Annual General Meeting or until an earlier time as decided by the National Executive and will have the same rights as the elected members.
- (v) Each member of the National Executive will hold office from the conclusion of the Annual

General Meeting at which they are elected until the conclusion of the next Annual General Meeting, but are eligible for re-election if nominated, provided that no person holds the office of President for more than three consecutive years.

- (vi) No action on the part of the National Executive will be invalidated by reason of unfilled vacancies, provided that the National Executive is not permitted to fall below five members.
- (vii) Meetings of the National Executive are to be chaired by the President or if unavailable the Vice President. If neither is available, the National Executive will appoint one of its members to the chair.
- (viii) Meetings of the National Executive will be called by the Secretary on the direction of the President or on the request of three members of the National Executive.
- (ix) The quorum for any meeting of the National Executive is to be five members.
- (x) Each member of the National Executive present is to have one vote on each matter before the meeting.
- (xi) If there are an equal number of votes for and against a motion the Chairperson of the meeting has a casting vote in addition to a deliberative vote.
- (xii) The National Executive will act by a simple majority of votes.
- (xiii) National Executive meetings are to be as often as necessary and by whatever means is appropriate for conducting the affairs of Theatre NZ but not less than three times a year.
- (xiv) Members eligible to vote can nominate candidates for the National Executive in terms of clause 11 below.

## **10. VACANCIES:**

- (i) If a vacancy occurs in the office of President, the Vice President will automatically fill the vacancy and the office of Vice President can then be filled from the members of the National Executive by simple majority.
- (ii) If vacancies occur in the office of Secretary or Treasurer, they may be filled by appointment decided by the National Executive by simple majority.
- (iii) Any other vacancy occurring in the National Executive may be filled at any time by co-option.

## **11. NOMINATIONS AND REMITS:**

- (i) Nominations for the offices of President, Vice President, Secretary, Treasurer and six Executive Members and remits for consideration are to be delivered to the Secretary at least **six weeks** before the date of the Annual General Meeting and the Secretary will then give notice of such nominations and remits to all Members at least one month before the date of the Annual General Meeting.
- (ii) Each nomination will be in writing to the Secretary and signed by two elected officers of a Group Member or by a combination of two Individual/Life Members and the written consent of the nominee must be included with the nomination.
- (iii) In the event that no nominations have been received for one or more of the offices in (i) above or less than six Executive Members, then nominations can be accepted from the floor of the meeting in accordance with (ii) above.
- (iv) Each remit will be in writing to the Secretary and signed by two elected officers of a Group Member or by a combination of two Individual/Life Members or the National Executive.
- (v) Any proposal to alter the rate of subscription will be treated as a remit and will need to be notified as stated in (i) above.

## **12. ANNUAL GENERAL MEETING:**

- (i) All Members will be given at least two months' notice of the date, time, and place fixed for an Annual General Meeting.
- (ii) The Annual General Meeting of Theatre NZ will be held no later than six months after the end of

the financial year at a date, time and place as the National Executive decides for the purpose of:

- (a) Receiving and considering the Annual Report of the National Executive.
- (b) Receiving and considering the Balance Sheet and Income and Expenditure Account for the preceding financial year.
- (c) Electing Officers and Executive Members for Theatre NZ as in clause 9(iii) above
- (d) Appointing - a **Financial Reviewer** as in clause 20 (iii) below.
- (e) Considering any other business that may have been stated in the notice convening the meeting.
- (f) Dealing with any other business which Theatre NZ decides by a motion passed at the Annual General Meeting, given that notice of this business has not previously been given.

### **13. SPECIAL GENERAL MEETING:**

- (i) A Special General Meeting of Theatre NZ may be held for the purpose of considering, and if necessary, taking action on any motion or business of which notice has been duly given and will be notified to the Members by the Secretary on the direction of the National Executive.
- (ii) A Special General Meeting can be requested by at least six Members, of which no more than four are from the same geographical area, applying to the National Executive. That meeting is to be held no later than two months after the application is received by the Secretary.
- (iii) Any Special General Meeting can be held at a date, time and place as the National Executive decides subject to sub clause (ii) above.
- (iv) At least one month's notice is to be sent to all Members of the date, time and place fixed for a Special General Meeting including the business to be covered at that meeting.

### **14. CHAIRPERSON:**

The President, or if not available, the Vice President, can take the chair at any Annual or Special General Meeting. If the President or Vice President is not available or willing to take the chair, then within ten minutes of the time appointed for the meeting, the Members present will elect a Chairperson.

### **15. QUORUM:**

- (i) At any Annual or Special General Meeting of Theatre NZ, the greater of 15% or 15 members, including proxies, who are present and eligible to vote will form a quorum.
- (ii) No business except the appointment of a Chairperson shall be transacted at such a meeting unless the requisite quorum is present.

### **16. ADJOURNMENT:**

- (i) If within fifteen minutes from the time appointed for holding any Annual or Special General Meeting, a quorum in the terms of clause 15 (i) above is not present, then the meeting will stand adjourned to a date, time and place as the Chairperson decides and all Members are to be notified of this decision.
- (ii) If at the adjourned meeting a quorum is still not present, any five persons, including proxies, who are present and eligible to vote will form a quorum to transact the business of the meeting.

### **17. CASTING VOTE:**

If there is an equal number of votes for and against a motion at any Annual or Special General Meeting the Chairperson shall have a casting vote in addition to a deliberative vote.

### **18. ATTENDANCE, REPRESENTATION AND VOTING AT ANNUAL OR SPECIAL GENERAL MEETINGS:**

- (i) Every member of the National Executive may attend and speak at any Annual or Special General Meeting and have one vote on each issue before that meeting.
- (ii) All Group Members, by their duly authorised representative, may attend and speak at any Annual or Special General Meeting and have one vote on each issue before that meeting.
- (iii) All Individual and Life Members may attend and speak at any Annual or Special General Meeting and have one vote on each issue before that meeting.
- (iv) All members of Group Members, other than the duly authorised representative, may attend any Annual or Special General Meeting and, with the permission of the Chairperson, speak at the meeting.
- (v) The voting on any matter before any Annual or Special General Meeting will be by a show of hands PROVIDED THAT the voting for the election of the Officers and Executive Members will be by secret ballot and the voting on any other matter will be by secret ballot if decided to agree by a majority of persons present, including proxies, who are eligible to vote.
- (vi) Only Members who have paid all subscriptions and fees due to Theatre NZ before the date of any Annual or Special General Meeting are eligible to vote at the meeting.

## **19. PROXIES:**

- (i) Any Member with voting rights may exercise the right to vote by proxy by either specifying how to vote on each motion or by giving the proxy holder the freedom to vote as they see fit.
- (ii) A Member's proxy can only be given to a Member with voting rights.
- (iii) A proxy must be appointed by notice in writing and sent to the Secretary, signed by the Member (in the case of a Group Member by two elected officers of the Group) and such appointment shall only be for the meeting specified in the notice and any adjournment of that meeting.
- (iv) A proxy is invalid and not effective unless received in writing by the Secretary prior to the start of the specified meeting.
- (v) No particular form of a proxy shall be required provided the intention of the form is clear.
- (vi) No one Member shall be responsible for more than five proxies.

## **20. ACCOUNTS AND REPORTS:**

- (i) Theatre NZ shall keep true accounts of all monies received and expended and any other accounts as are necessary for the efficient running of its affairs. Members can inspect them by arrangement with the Treasurer.
- (ii) Theatre NZ is to have the accounts of each financial year **reviewed** by a **Financial Reviewer** appointed in accordance with sub-clause (iii) below.
- (iii) A suitable person, who is not a member of the National Executive, is to be appointed **Financial Reviewer** at each Annual General Meeting of Theatre NZ or in accordance with instructions given by that meeting.
- (iv) The Balance Sheet and Income and Expenditure Account for the preceding financial year, duly certified by the **Financial Reviewer** is to be presented to the Annual General Meeting of the Federation.
- (v) A copy of the Annual Accounts and the Annual Report by the National Executive on the activities of Theatre NZ for the preceding financial year are to be available to all Members prior to the start of the Annual General Meeting following that year.

## **21. FINANCIAL YEAR:**

The financial year of Theatre NZ will be determined by the National Executive subject to approval by a General Meeting.

## **22. MINUTES:**

- (i) Minutes are to be kept of all Annual and Special General Meetings of Theatre NZ and meetings

of the National Executive.

(ii) Copies of the minutes of all Annual and Special General Meetings of Theatre NZ are to be available to all Members.

(iii) Copies of the minutes of all meetings of the National Executive are to be sent to all members of the National Executive and are to be available to all members on request.

### **23. NOTICES:**

Any notice required by these Rules will be considered to have been given if and when sent to the addressee at the last known address.

### **24. VALIDATION OF ACTS:**

No act or purported act of Theatre NZ or of any Annual or Special General Meeting or of the National Executive will be invalid or invalidated solely by any failure to give any notice or to do any act, matter or thing within or by the time limited for so doing in these Rules.

### **25. ALTERATION TO THE RULES:**

The Constitution and Rules of Theatre NZ may be altered by way of repeal, amendment or addition by resolution of any Annual or Special General Meeting provided that at least one months notice in writing of intention to propose such alteration is given to all Members before the meeting at which the proposal is made and provided that no alterations will affect the exclusive charitable status of Theatre NZ.

### **26. HONORARY SOLICITOR:**

The National Executive is to, if possible, each year appoint a legally qualified person as Honorary Solicitor to Theatre NZ.

### **27. COMMON SEAL:**

The Common Seal of Theatre NZ will be appointed by the National Executive who will be responsible for its safe custody and control. Whenever the Common Seal is required to be stamped on any deed, document, writing or other instrument the Seal will be stamped according to a resolution of the National Executive and in the presence of two members of the National Executive authorised to stamp the Seal who will sign the document or instrument to which the Seal is stamped.

### **28. WINDING UP:**

On the winding up of Theatre NZ, any surplus assets will be distributed by resolution of the Federation at a Special General Meeting called to wind up the same, to some Community organisation or organisations within New Zealand having objects similar in character to any of Theatre NZ's objects, and whose objectives are exclusively charitable, and no distribution of assets shall be made to individuals whether or not they are Members of Theatre NZ.