

Theatre New Zealand Te Pūtoi Whakaari o Aotearoa

Constitution and Rules

Dated 14 day of September 2023

President



Vice President



Treasurer



**Theatre New Zealand Inc 217198
CC38484
Fostering Community Theatre in Aotearoa New Zealand**

1. NAME

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

1.2. TIKANGA/ CULTURE

The Tikanga or culture of Theatre NZ includes a commitment to Te Tiriti o Eaitangi and the rules shall be interpreted having regard to that tikanga or culture.

2. MISSION & OBJECTIVES

Theatre NZ Inc. is the organisation that inspires, facilitates and supports theatre in leisure time in New Zealand, allowing authors, makers, actors, storytellers and audiences to develop artistically and socially.

- a) To promote and advocate for theatre, in Aotearoa New Zealand.
- b) To encourage high standards in all aspects of theatre performance, production, staging, design, and writing.
- c) Through Tautoko/support, to act as a national consultative and advisory body, on aspects of theatre.
- d) To receive collate and distribute information, on any aspect of theatre.
- e) To conduct or arrange courses, workshops, festivals of theatre.
- f) To incentivise new writing and staging of Aotearoa New Zealand stories
- g) To support and develop whanaungatanga kinship in theatre, throughout the motu.
- h) To ensure the spirit of Manaakitanga is honoured at National Executive level, through all membership committees and all the member groups, joining Theatre NZ Inc.

3. POWERS

- 3.1 The National Executive has unlimited executive powers in matters relating to the governance and day-to-day management of the Members of Theatre NZ Inc.
- 3.2 Unless a power is, under this constitution, explicitly stated to belong exclusively to the President, all powers are under the authority of the National Executive.
- 3.3 The National Executive may appoint any contracted individual and determine their job description and remuneration (if any).
- 3.4 The National Executive has the right to delegate the day-to-day management of Theatre NZ Inc, including the authority of signature in relation to day-to-day management, to any contracted individual.
- 3.5 To do all things necessary, incidental, or conducive to the attainment of the Objectives in clause 2.

4. MEMBERSHIP

4.1 Membership of Theatre NZ Inc will consist of the following categories:

- a) GROUP MEMBERS (a group of people or Society who participate in theatrical

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- activities)
- b) INDIVIDUAL MEMBERS (Individuals who participate in theatrical activities)
- c) LIFE MEMBERS (Such members as determined by a simple majority of the executive)
- d) ASSOCIATE MEMBERS (like associations who support theatre nationally or internationally)

- 4.2 To become a member, each person or group must complete the application form and submit it to the executive, who will confirm their membership provided the applicant confirms that they accept the objectives set out in clause 2 and their consent to becoming a member.
- 4.3 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 in Clause 4.

5. ACCEPTANCE, REFUSAL AND DETERMINATION OF MEMBERSHIP

- 5.1 Theatre NZ Inc may, in its absolute discretion by simple majority of the National Executive, accept or reject any application for membership.
- 5.2 Theatre NZ Inc may cancel the membership of any Member whose conduct or actions in the opinion of Theatre NZ Inc is, are, have been, or may be, harmful to the welfare, reputation, mana, interests, or objectives of Theatre NZ Inc 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 Theatre NZ Inc 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.
- 5.3 Any cancellation of membership under clause 5.1 or 5.2 above will be without prejudice to Theatre NZ Inc's rights to recover any subscriptions or other moneys or goods, owing to Theatre NZ Inc by the Member.
- 5.4 Membership may be deemed to be closed when a member has not paid their subscription for two consecutive years. This may be re-instated upon re-instigating membership fees.
- 5.5 The Secretary will keep the society's register of members up to date.

6. RESIGNATION

- 6.1 Individual Members wishing to resign their membership are to do so in writing to the Secretary.
- 6.2 Group Member resignations must be signed by two elected officers of the group.
- 6.3 Associate Members wishing to resign their membership are to do so in writing to the Secretary.

7. COMBINED MEMBERS ACTIVITIES

- 7.1 Group, Individual, Corporate, Associate and Life Members may, if they so wish, join together for the purpose of festivals, workshops, seminars or other combined theatrical activities.
- 7.2 Such Member groups are to be totally independent with no financial or legal affiliation, to the national body of Theatre NZ Inc, but as Members must at all times adhere to the Objectives of Theatre NZ Inc and to do no actions that could be harmful to the welfare, reputation, or mana of Theatre NZ Inc.

8. ANNUAL SUBSCRIPTION

- 8.1 All Members, except for Life Members, shall be liable for the payment of an Annual Subscription to Theatre NZ Inc.
- 8.2 The amount of the subscription payable by any category of Member in any year shall be set by the National Executive at an Annual General Meeting of Theatre NZ Inc and, if not so set, shall be the same as in the preceding year.
- 8.3 Annual Subscriptions shall be due on the first day of the financial year.
- 8.4 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

- 9.1 The National Executive will consist of the President, the Vice President, the Secretary, the Treasurer, the Education/Youth Representative and seven Regional Executive Members.
- 9.2 The President, Vice President, Secretary, Treasurer and Education/Youth Representative are to be elected at the Annual General Meeting of Theatre NZ Inc in accordance with 10.1-10.3 below.
- 9.3 The Regional Executive Members are to be nominated by their respective regional membership and elected at the Annual General Meeting of Theatre NZ Inc in accordance with clauses 10.1-10.3 below.
- 9.4 The National Executive can from time to time co-opt additional members to fill vacant Executive positions. All such co-options 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.
- 9.5 The National Executive may also make appointments to positions serving outside the National Executive, who do not have Executive voting rights.
- 9.6 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 seven members. There will be a maximum of 12 Executive members.
- 9.7 Meetings of the National Executive are to be chaired by the President or if unavailable the Vice President. If none are available, the National Executive will appoint one of its members to the chair.
- 9.8 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.
- 9.9 The quorum for any meeting of the National Executive is to be by simple majority.
- 9.10 Each member of the National Executive present, is to have one vote on each matter before the meeting.
- 9.11 The National Executive will act by a simple majority of votes.
- 9.12 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.
- 9.13 National Executive meetings are to be as often as necessary as convened by the President and by whatever means is appropriate for conducting the affairs of Theatre NZ Inc but not less than five times a year, two of which must be in person meetings.
- 9.14 Members eligible to vote can nominate candidates for the National Executive in terms of clause 11 below.

10. TERM OF THE EXECUTIVE

- 10.1 Each member of the National Executive will hold office from the conclusion of the Annual General Meeting at which their mandated term begins for a period of four (4) years ("the Mandate Term"). For the avoidance of doubt a mandate term applies to a position not the individual holding

for the position.

- 10.2 The Mandate Term for the Vice President, the Treasurer, the Auckland Region representative, the Wellington Region representative, the Canterbury Region representative, and the Waikato Region representative starts at the 2023 Annual General Meeting.
- 10.3 The Mandate Term for the President, the Secretary, The Nelson Marlborough, the Otago Region representative, the Central Region representative, and the Education/Youth representative starts at the 2025 Annual General Meeting.
- 10.4 At the end of the Mandate Term, members will become eligible for re-election if nominated.
- 10.5 The President can serve a maximum of two (2) consecutive Mandate Terms on the Executive. The other members can serve a maximum of three (3) consecutive Mandate Terms on the Executive.
- 10.6 The Mandate of a member and/or the President will cease:
 - a) At the end of the Mandate Term.
 - b) Should the National Executive decide to end the Mandate. This decision requires a simple majority of the National Executive.
 - c) Upon receipt of a written resignation (by letter, email, or any other form of text message) to the National Executive.
- 10.7 Should a member (including the President) be unable to complete their Mandate irrespective of cause, this Mandate will count as a fully completed Mandate Term. Should a position on the National Executive become vacant, owing to the death, incapacity, resignation or any other reason of an appointed member, the National Executive may appoint a temporary replacement until the expiry of the Mandate Term of the position which becomes vacant. The appointee will function as a member without voting rights.
- 10.5 The out-going President having served a full term of four years, will automatically be co-opted onto the National Executive as Immediate Past President for the period of one year or until the next Annual General Meeting, having all the rights and privileges of any Executive Committee Member for that year except voting right.

11. VACANCIES

- 11.1 If a vacancy occurs in the office of President, a 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.
- 11.2 If vacancies occur in the office of Secretary or Treasurer, they may be filled by co-option by the National Executive by simple majority.
- 11.3 Any other vacancy occurring in the National Executive may be filled at any time by co-option by the National Executive by simple majority.

12. NOMINATIONS AND REMITS

- 12.1 Nominations for the offices of President, Vice President, Secretary, Treasurer, Youth/Education Representative and Regional Executive Members and remits for consideration are to be received by the Secretary at least three 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 two weeks before the date of the Annual General Meeting.
- 12.2 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, plus the written consent of the nominee, to be included on the nomination form.
- 12.3 In the event that no nominations have been received for one or more of the offices in 12.1 above

or less than six Executive Members, then nominations can be accepted from the floor of the meeting in accordance with 12.2 above.

- 12.4 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.
- 12.5 Any proposal to alter the rate of subscription will be treated as a remit and will need to be notified as stated in 12.1 above.

13. ANNUAL GENERAL MEETING

- 13.1 All Members will be given at least two months' notice of the date, time, and place fixed for an Annual General Meeting. Notice will be given by email.
- 13.2 The Annual General Meeting of Theatre NZ Inc 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 Inc as in clause 9 above.
 - d) Appointing a Financial Reviewer as in clause 20 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 Inc decides by a motion passed at the Annual General Meeting, given that notice of this business has not previously been given.
 - g) An Annual General or Special General Meeting may be conducted by whatever electronic means is deemed appropriate, and/or in addition to the physical presence of any eligible members.

14. SPECIAL GENERAL MEETING

- 14.1 A Special General Meeting of Theatre NZ Inc 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.
- 14.2 Can be requested by at least six Members applying to the National Executive. That meeting is to be held no later than two months after the application is received by the Secretary.
- 14.3 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. Notice will be given in writing by email.

15. CHAIRPERSON

- 15.1 The President, or if not available, a Vice President, can take the chair at any Annual or Special General Meeting. If the President or a 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.

16. QUORUM

- 16.1 At any Annual or Special General Meeting of Theatre NZ Inc, the lesser of 10% or 15 members, who are present and eligible to vote, will form a quorum.
- 16.2 No business except the appointment of a Chairperson shall be transacted at such a meeting unless the requisite quorum is present.

17. ADJOURNMENT

- 17.1 If within fifteen minutes from the time appointed for holding any Annual or Special General Meeting, a quorum in the terms of clause 16.1 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.

18. CASTING VOTE

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

19. ATTENDANCE, REPRESENTATION AND VOTING AT ANNUAL OR SPECIAL GENERAL MEETINGS

- 19.1 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.
- 19.2 All group members, by their duly authorised representative, including individual members, life members, corporate members and associate members may attend and speak at any Annual or Special General Meeting and have one vote on each issue before that meeting.
- 19.3 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 agreed to by a majority of persons present, who are eligible to vote.
- 19.4 Only Members who have paid all subscriptions and fees due to Theatre NZ Inc before the date of any Annual or Special General Meeting are eligible to vote at the meeting.
- 19.5 Annual and Special General Meetings are to be convened by the President by any means that the National Executive considers appropriate.
- 19.6 Meetings can be held in any physical or digital format considered appropriate by the members. Members who present by digital format can still vote and are included in forming a quorum. Voting procedures and/or systems during Annual or Special General Meetings are decided by the National Executive.
- 19.7 Members can delegate their vote by proxy to another member provided that each member can carry only one proxy. This proxy must be received by the secretary in writing prior to the meeting. The quorum take proxy votes into account.

20. CO-OP COMMITTEES

20.1 External relations

The National Executive can establish or terminate any operational relationships, at any time, with any appropriate party, natural person, de facto association, or legal entity, in the interest of the NZ Theatre Inc. These operational relationships are called **Networks**.

20.2 Internal relations

The National Executive can establish or terminate, within the organisation, one or more Committees, where appropriate chaired by a coordinator or coordinating team. The National Executive will approve a Committee's internal rules. The National Executive will appoint the members and the coordinator of any Committee. The National Executive can terminate the appointment of any coordinator or Committee member, at any time.

21. ACCOUNTS AND REPORTS

- 21.1 Theatre NZ Inc 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.
- 21.2 Theatre NZ Inc is to have the accounts of each financial year reviewed by a Financial Reviewer appointed in accordance with sub-clause 21.3 below.
- 21.3 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 Inc or in accordance with instructions given by that meeting.
- 21.4 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 Theatre NZ Inc.
- 21.5 A copy of the Annual Accounts and the Annual Report by the National Executive on the activities of Theatre NZ Inc for the preceding financial year are to be available to all Members prior to the start of the Annual General Meeting following that year. The Accounts are also to be made available in digital format.

22. FINANCIAL YEAR

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

23. MINUTES

- 23.1 Minutes are to be kept of all Annual and Special General Meetings of Theatre NZ Inc and meetings of the National Executive.
- 23.2 Copies of the minutes of all meetings including the Annual and Special General Meetings of Theatre NZ Inc are to be available to all Members upon request.

24. NOTICES

- 24.1 Any notice required by these Rules will be considered to have been given if and when sent to the addressee at the last known contact. The secretary will act as the contact person.

25. ALTERATION TO THE RULES

- 25.1 The Constitution and Rules of Theatre NZ Inc may be altered by way of repeal, amendment, or addition by resolution of any Annual or Special General Meeting provided that at least two weeks' 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 charitable status of Theatre NZ Inc.

26. HONORARY SOLICITOR

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

27. DISPUTES

- 27.1 A member (or group) may make a complaint by giving to the National Executive a notice in writing that:
 - a) States that the member is starting a procedure for resolving a dispute in accordance with this constitution;
 - b) Sets out the allegation to which the dispute relates and to whom the allegation is against;

- c) sets out any other information that is reasonably required by the Executive.
- 27.2 The information provided under clause 27.1 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 27.3 The complainant has a right to be heard before the complaint is resolved or any outcome is determined. They must be given reasonable time and opportunity to provide written and/or oral submissions to the decision maker.
- 27.4 The respondent also has a right to be heard before the complaint is resolved or any outcome is determined.
- 27.5 If the respondent is a group, a member of the said group may exercise the right on behalf of the group.
- 27.6 The Executive must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the clauses above, ensure that the dispute is investigated and determined.
- 27.7 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- 27.8 The Executive may decide not to proceed further with a complaint if:
- a) the complaint is trivial; or
 - b) the complaint does not appear to disclose or involve any allegations of material misconduct; or
 - c) the complaint appears to be without foundation or there is no evidence to support it; or
 - d) the person who makes the complaint has an insignificant interest in the matter; or
 - e) the conduct, event or issue giving rise to the complaint has already been dealt with.
- 27.9 The Executive may refer a complaint to a subcommittee if they think that that is an appropriate course of action.
- 27.10 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

28. WINDING UP

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