

UNDER THE INCORPORATED SOCIETIES ACT, 1906

THE RULES

Of

TAURANGA JAZZ SOCIETY (INCORPORATED)

NAME

1 THE name of the ~~Club~~ Society is TAURANGA JAZZ SOCIETY (INCORPORATED)

OBJECTS

2 THE objects of the ~~club~~ Society are –

- (a) To promote and foster the playing and appreciation of jazz music
- (b) To organize jazz music festivals, concerts and exhibitions
- (c) To co-operate with and further the objects of any other organisations whether incorporated or not whose objects are altogether or in part similar to those of this society.
- (d) To all such things as are incidental or conducive to the attainment of the above objects
- (e) *To undertake all of the above objects within the country of New Zealand*

MEMBERSHIP

3 ALL persons interested in jazz music shall be eligible for membership of the society.

3.1 THE committee may in its sole discretion appoint Life Members of the Society. The factors supporting that a person may be eligible to be a Life Member include contribution to the Society and/or jazz music.

3.2 THE committee may in its sole discretion appoint Corporate Members of the Society. A corporate member may be any legal entity (other than a natural person) which supports the Society and/or jazz music. An example of an entity suitable to be a Corporate Member includes a company that provides sponsorship (financial or in kind) to the Society for the purpose of promoting jazz music.

4 MEMBERSHIP of the Society shall not confer on any member thereof any estate or proprietary right interest or share in the funds and property of the Society nor shall any member be personally liable for any liabilities of the Society.

5 EVERY candidate for membership shall be proposed by at least one member. New members shall be admitted upon election by a majority of the Committee

CESSATION OF MEMBERSHIP

6 ANY member may resign his membership by giving the secretary not less than one calendar month's written notice to that effect and paying his fees, subscriptions, levies and penalties theretofore due

7 THE committee shall have power to request any member to resign or to ~~determine~~ terminate any membership without explanation but for the purpose of this rule a vote of not less than two-thirds of the whole committee shall be necessary. Upon the determination of membership under this Rule the subscription paid for the current year may be returned to the member wholly or in part at the discretion of the Committee.

## SUBSCRIPTIONS

8 ~~EVERY~~ member shall on or before the 1<sup>st</sup> day of ~~March~~ October in every calendar year pay to the Society an annual subscription of ~~FIVE THIRTY DOLLARS (\$530-00)~~ or such other amount as may be fixed by resolution from time to time in general meeting. If after a reminder has been given the subscription has not been paid on or before the ~~30<sup>th</sup>~~ 31<sup>st</sup> day of ~~June~~ January following the defaulter shall cease to be a member of ~~the Club Society~~. If a satisfactory explanation be given to the Committee he may in the discretion of the Committee be re-admitted to membership. ~~on payment of all arrears~~

## ALTERATION OF RULES

- 9
- (a) These Rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a two-thirds majority of those present at a General Meeting of which fourteen days notice has been given
  - (b) Every such notice shall set forth the purpose of the proposed alteration, rescission or other amendment
  - (c) If any such alteration, addition, rescission or amendment shall be duly passed duplicate copies of the same shall forthwith be delivered by the Secretary to the Registrar in accordance with the requirements of the Incorporated Societies Act, 1908
  - (d) No motion effecting the Rules or By-laws of the Society which has been duly considered shall be brought forward again during the same Society year unless by consent of the majority of the members of the Society present at such meeting
  - (e) *No addition to or alteration or rescission of the rules shall be approved if it affects the charitable objects, the personal benefit clause or the winding up clause*

## ANNUAL GENERAL MEETING

10 ~~THE~~ Annual General Meeting of the Society shall be held not later than the 31<sup>st</sup> day of August in each year upon a date and at a time and place to be fixed by the Committee for the following purposes -

- (a) To receive from the Committee the Annual Report and Statement of Accounts for the preceding year
- (b) To elect Society Officers and Members to the Committee for the ensuing year
- (c) To appoint a Patron, ~~an Honorary Auditor,~~ optional appointment of auditor for audit or review of accounts and an Honorary Solicitor for the ensuing year
- (d) To consider notices of motion
- (e) General business

10.1 ~~Clauses 16 – 20 inclusive, 'meetings of the Society' refers to Special General Meeting or Annual General Meeting.~~

11 ~~AT~~ least twenty-eight days notice of the date of such meeting shall be given by the Secretary to all members by circular and/or advertisement in the daily press

12, ~~NO~~ business other than that stated shall be transacted at such meeting unless notice shall have been given to the Secretary at least twenty-one days prior to the meeting

13 ~~AT~~ least fourteen (14) days before the date of the meeting the further notice thereof and of the business to be transacted thereat (including notices of motion) shall be sent by circular or by advertisement in a local daily newspaper to all members

## SPECIAL GENERAL MEETINGS

- 14 THE Committee may at any time for any special purpose call a Special General Meeting for such time and place as it may think fit and it shall be the duty of the Committee to call a Special General Meeting forthwith upon receipt of a requisition in writing signed by ten members of the Society stating the purpose for which the meeting is required
- 15 SEVEN (7) clear days before any such Special General Meeting notice thereof and of the business to be transacted thereat shall be given to every member by circular or by advertisement in a local daily newspaper and no business other than that of which notice has been so given shall be brought forward at such meeting except such business as shall in the opinion of at least two-thirds of the members present directly arise therefrom provided that in the event of the committee desiring that a meeting be held to deal with matters urgently a meeting may be called on shorter notice given to the members in writing at least 48 hours prior to the time fixed for the holding of such meeting. The circumstances that ~~As to what~~ constitutes such urgency shall be determined by the Committee

## PROCEDURE AT MEETING

- 16 AT all meetings of the Society the chair shall be taken by the President or in his absence by a member selected by the meeting Standing orders as approved by the Committee can be invoked at any meeting

## QUORUM

- 17 AT all meetings of the Society ten members personally present shall constitute a quorum If there is no quorum present within a half hour after the time fixed for commencement for the meeting the meeting shall stand adjourned to the same day and hour of the following week Those present at such adjourned meeting shall be competent to transact all the business for which the meeting was called notwithstanding that there may be fewer than the required quorum of members

## VOTING

- 18 AT all meetings of the Society every financial member ~~present~~ shall be entitled on every action to one vote exercised in person ~~and no vote shall be given by proxy~~ and in the case of an equality of votes the Chairman of the previous years Committee shall have a casting vote as well as a deliberative vote

- 18.1 PROXY votes are allowable on every action before a meeting of the Society. A Proxy vote may be given by any member of the Society to any other member of the Society by written notice given to the Chairman at least 24 hours prior to the meeting for which the proxy vote is given.

## MODE OF VOTING

- 189 THE mode of voting on all questions at all meetings shall be by a show of hands except as to the election of members of the executive which shall be by secret ballot and the declaration of the Chairman that any resolution has been carried shall be deemed conclusive evidence of the fact unless a pole is demanded by at least three members immediately after the Chairman's Declaration when the vote on any resolution has been carried shall be deemed conclusive evidence of the fact unless a poll is demanded by at least three members immediately after the Chairman's Declaration when the vote is taken on a show of hands
- 20 EVERY question shall be decided by a majority of votes unless otherwise provided

## OFFICERS AND THEIR APPOINTMENT

- 21 THE officers of the ~~Club~~ Society shall be collectively known as the Executive and ~~shall consist of~~ may include -
- (a) A President
  - (b) The Immediate Past President
  - (c) A Vice President
  - (d) A Secretary
  - (e) A Treasurer
  - (g) A Committee of up to consisting of the above officers and five (5) other members

21.1 A person may hold one or more of the above positions

21.2 Nominations for all or any of the above positions shall be accepted ~~at the~~ in writing provided to the Chairman at least 7 days prior to the Annual General Meeting at any stage prior to the actual election of officers and shall be in writing and signed by the proposer, seconder and nominee. All nominations shall be made by a proposer and seconder, and accepted by the nominee if that person is not the proposer, nominee or seconder.

21.3 The committee may second, as required, others to that committee.

22 THE officers of the ~~Club~~ Society shall be elected in Annual General Meeting and shall hold office for the ensuing club year and shall be eligible for re-election thereafter To be eligible for election as a member of the executive a member must reside and live within 40 kilometers of the Tauranga ~~Post-Office~~ Harbour Bridge, the person must be a financial member of the Society. Any casual vacancy in the office of President, Secretary or Treasurer may be filled up by the committee and the person so nominated shall hold office until the next General Meeting after such appointment when he may be reappointed by the members at such meeting Any member of the executive who misses three (3) consecutive meetings without a valid reason shall be expelled from the executive forthwith and the remaining members of the executive shall have the power to appoint another member pursuant to Rule 24 hereof

23 IT shall be the duty of the Committee generally to conduct the affairs of the Society and to keep minutes of its proceedings and the usual and proper books of account properly posted up and other records of the business of the ~~Club~~ Society to send all prescribed notices and information to the Registrar and to notify members of intended meetings and the business transacted thereat and to prepare and submit to the Annual General Meeting the Annual Reports and Statement of Accounts for the preceding year

24 IN the event of a vacancy on the Committee the Committee shall have power to elect any member of the Society to fill such vacancy but the proceedings of the Committee shall not be invalidated in consequence of there being less than the prescribed number

25 AT all meetings of the Committee the Chair shall be taken by the President or in his absence by any other duly elected Chairman ~~Six~~ Four (4) Committee members personally present shall form a quorum of the Committee

26 AT all meetings of the Committee voting shall on all questions be by show of hands or by such other method as the Committee shall then and there decide Every question shall be decided by a majority of votes On all questions the Chairman shall have deliberative vote and in the case of quality of votes he shall have a further casting vote

## BY-LAWS

27 THE Committee may from time to time make alter and repeal regulations and by-laws not inconsistent with the Rules as it may think necessary or expedient for the internal management or wellbeing of the Club All regulations and by-laws made by the Committee under this Rule shall be binding upon the members until altered or repealed by the Committee or Society in General Meeting

## POWER OF COMMITTEE

28 THE Committee shall have complete and entire management and control of the affairs concerns and business of the Society and may exercise all such powers of the Society as are not prohibited

by the Incorporated Societies Act 1908 or these Rules required to be exercised by the Society in General Meeting

29 WITHOUT prejudice to the generality of the powers conferred by the preceding sub-clause hereof the General Committee shall have power to purchase or acquire for the ~~Club~~ Society any real or personal property or any rights or privileges which it shall decide to purchase or acquire at such price and generally upon such terms and conditions and upon such rental as it shall think fit, to enter into all such negotiations contracts and agreements in the name and on behalf of the Society as the Committee shall consider expedient for the purposes of the Club and to exercise and do all and whatsoever may be *deemed* necessary and advantageous for obtaining all or any of the objects of the Society

*No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value)*

#### **BORROWING POWERS**

30 THE Society shall have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise shall seem fit to the Committee he shall be entitled to exercise such power to borrow or raise money

#### **CONTROL AND USE OF FUNDS**

31 ALL money *received* by or on behalf of the ~~Club~~ Society shall forthwith be paid to the credit of the account or accounts of the ~~Club~~ Society in such Bank or Banks as the Committee may from time to time appoint

32 THE working and current expenses of the ~~Club~~ Society shall be paid out of such account or accounts from time to time by the Treasurer on the direction of the Committee in accordance with these Rules

33 THE Committee may from time to time invest and re-invest funds of the Society in such securities and upon such terms as it shall think fit

#### **COMMON SEAL**

34 THE Common Seal of the Society shall be that adopted by the Committee and shall be in the custody of the Secretary. Whenever the Common Seal is required to be affixed to *any deed*, document, instrument or writing the same shall be affixed pursuant only to a resolution of the Committee in the presence of the President who shall add his signature attesting to the affixing thereof

#### **WINDING UP**

35 THE Society may be wound up in the manner provided by the Incorporated Societies Act 1908 or any amendment thereto or any Act passed in substitution therefore

36 IN the event of dissolution or winding up of the Society the surplus assets and funds available after the payment of the Society's liabilities and expenses of winding up or dissolution shall be by resolution of the majority of the members of the Society present and entitled to vote at a Special General Meeting called for that purpose either be transferred or delivered to such *other charitable organisation within New Zealand with similar aims or objects as the meeting shall then and there determine*