



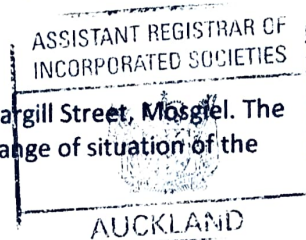
Adopted AGM July 2014
(Incorporated under the Incorporated Societies Act, 1908)

1. Name

The name of the Society shall be "The Taieri Dramatic Society Incorporated", hereinafter referred to as "the Society".

2. Registered Office

The registered office of the Society shall be situated at 3 Cargill Street, Mosgiel. The Secretary of the Society shall notify the registrar of any change of situation of the registered office of the Society.



3. Aims of the Society

- a. To foster the literary, dramatic, musical and theatrical arts and to give and sponsor public and private performances either for the Society's own charitable purposes or for any charitable purposes

The sub-clauses (b) to (i) are powers of the Society

- b. To purchase, rent, take on lease, hire or otherwise acquire any lands and buildings or other premises of whatever tenure necessary for the furtherance of the objects of the Society, and to make such charges for admission as thought fit
- c. To build, alter, construct, repair, maintain and furnish, control and manage a hall or halls or any other premises in connection therewith
- d. To sell, hire, let upon lease, afford accommodation for meetings, socials and other gatherings of all kinds, with or without payment, the whole or any part or the property of the Society for or in furtherance of any of the above mentioned purposes
- e. To buy, take or hire, make or provide furniture, theatrical scenery, costumes and other stage properties of all kinds commonly used or necessary in furtherance of the Society's objects
- f. To donate any part of the funds of the Society for charitable purposes
- g. To make suitable presentations or remunerations to persons for services rendered to or on behalf of the Society, or to provide for prizes or trophies, to be competed for by members or other persons
- h. To amalgamate with any other society having charitable objects similar to those of the Society
- i. Generally to do all things necessary which may be for the benefit of the Society and not otherwise inconsistent with its charitable objects

4. Membership

- a. **Subscribing Members.** Candidates for election as subscribing members shall apply in writing to the Secretary giving their full name and address Such applications shall be dealt with by the Committee at its next meeting, and the Committee shall have power to elect or refuse, without explanation, any person as a member

- b. **Honorary Life Members.** In addition to subscribing members there shall be another class of members known as Honorary Life Members. Honorary Life Members shall be such persons as, after being nominated and seconded by members of the Society, or on the recommendation of the Committee, shall be elected by the members at an Annual General Meeting of the Society Honorary Life Members shall not be required to pay any subscriptions They shall have all the rights and privileges of ordinary members
- c. Every member shall be entitled to receive for every major production such number of tickets at such prices and upon such terms and conditions as the Committee may from time to time think proper
- d. Members shall be entitled to enter into activities of the Society at such privilege as the Committee shall from time to time determine
- e. No member shall, save by way of remuneration as a salaried officer or for professional services rendered at the request of the Committee, receive any profit from the funds of the Society

5. Cessation of Membership.

- a. Any member who wishes to resign from membership of the Society shall give written notice thereof to the secretary
- b. A member shall cease to be a member on the grounds of bad character or conduct calculated to disturb or hinder the carrying out of the Society's objects. A resolution to that effect, after giving such member an opportunity of stating his/her case before the Committee shall be earned by a majority of the members of the Committee at a meeting at which no less than three quarters of the members are present
- c. An unfinancial member, or a member failing to comply with any rule of the Society shall, at the discretion of the Committee, cease to be a member of the Society or shall be suspended for such a period as the Committee thinks fit. At the last meeting prior to the Annual General Meeting in each year, the executive Committee shall make a final check of the members list to determine voting privileges as set out below
- d. A member resigning membership or otherwise ceasing to be a member of the Society shall not be entitled to any further right or interest in its property or concerns, but shall not be freed from any liability to the Society incurred prior to such resignation or cessation of membership

6. Subscriptions

- a. The amount of annual subscription for the current year shall be determined by the Annual General Meeting
- b. A member shall be deemed to be unfinancial if his her subscription payable for the then current year or an earlier year remains unpaid for six months and upwards
- c. No unfinancial member shall be entitled to vote at any meeting of, or to enjoy any of the privileges of, the Society

7. Financial Year

- a. The financial year of the Society shall be from the 1st day of January to the 31st day of December in the calendar year

8. Meetings

- a. **The Annual General Meeting** of the Society shall be held no later than the 31st March each year. at such time and place as the Committee shall determine. The business of the Annual General Meeting shall be to receive and consider the accounts and balance sheet and the reports of the financial reviewer, to elect the officers and members of the Committee enumerated in subsequent rules and to transact any other business that under these rules ought to be transacted at an Annual General Meeting
- b. **Special General Meetings** when necessary shall be held at such time and place as the Committee may determine and must be called by the Committee within twenty one days when a requisition for a Special General Meeting shall have been given in writing by at least fifteen members of the Society stating the purpose for which the meeting is required
- c. Every Annual General Meeting and every Special General Meeting shall be convened by the secretary by circular to members, or by advertisement once in the daily newspaper in Dunedin and once in the weekly newspaper circulating in Mosgiel and any other appropriate public media. Such circular or advertisement shall specify the time and place and the nature of the business to be transacted. At least seven days' notice shall be given of any such meeting. At every such meeting all questions shall, unless otherwise required by these rules, be considered by a majority vote of members present. Every member present shall have one vote upon every motion. Voting shall be by a show of hands or, if three or more members so desire, by ballot to be taken in such manner as the chairperson may direct. No business other than that specified in the notice convening the meeting shall be transacted.
- d. At all such meetings 25% of current members shall form a quorum and, should there not be a quorum, the members present shall, at the expiration of one half hour from the time appointed for assembling, adjourn the meeting.

9. Officers

The officers of the Society shall consist of a President, Vice-President, Secretary, Treasurer, one or more Auditors and the Immediate Past President *ex officio*. The office Of Immediate Past President *ex officio* shall be held for a consecutive term of not more than one year. In the event that an incumbent President is re-elected at an Annual General Meeting for a second term, the office of Immediate Past President *ex officio* shall lapse.

10. Management

- a. The Society shall have for its management and control a committee consisting of the President, Vice-President, Secretary, Treasurer, and not more than fifteen other members of the Society, all of whom shall be elected at an Annual General Meeting, and the immediate Past President *ex officio*.
- b. Along With the notice of the Annual General Meeting the Committee shall cause a note to be sent to all financial members inviting nominations for officers and setting out vacancies for officers, the names of retiring officers and other such matters as the committee shall from time to time think fit. All officers and members of the Committee, except the Immediate Past President *ex officio*, shall be nominated either in writing or

verbally at the Annual General Meeting by two members of the Society in each case. Only financial members shall be eligible for office and be entitled to make or second nominations and to vote. If the number of nominations for the officers exceeds the number of vacancies in each case, an election shall be conducted by secret ballot. All officers and members of the Committee shall commence their duties from the date of election until the next Annual General Meeting.

- c. The secretary shall call not less than five meetings in the year and, at the request of not less than three members, shall call further meetings within 14 days of such requests. Five members shall form a quorum.
- d. In the event of vacancies occurring amongst officers, except the Immediate Past President *ex officio*, such vacancies shall be filled by the Committee at the first available meeting and any member so appointed shall hold the office until the next Annual General Meeting.

11. Power of the Committee

The Committee shall be entitled to exercise the general powers and authorities of the Society as a whole except where statutes, or these rules, expressly direct that such powers and authorities shall be exercised by the Society as a whole in General Meeting.

In addition, the Committee will be entrusted with and may exercise and perform the following powers and duties provided they further, and do not limit or prejudice, the general powers conferred or implied by any rules of the Society:

- a. It may apply all or any part of the funds of the Society towards the carrying out of the objects of the Society upon such terms and conditions and at such price and in such manner as it thinks fit;
- b. It may from time to time let or hire any lands or interest therein or let, hire or sell other property of the Society and generally may deal therewith as it considers conducive to the interests of the Society or the attainment of its objects;
- c. It may appoint (and at its discretion remunerate) and remove and suspend servants and agents of the Society, permanent, temporary or special, and may define the duties of such servants and agents, and delegate to such agents and servants such powers as it thinks fit
- d. It may institute conduct, defend and compound and allow time for payments or satisfaction of any debts due and claims and demands by and against the Society;
- e. The Committee shall be empowered to borrow or guarantee the payment of, for the purchase of, or for or towards the objects of the Society, such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security, if any, as the Committee may deem fit.

- f. The Management Committee may from time to time appoint any sub-committee and may delegate any of its powers and duties to any such sub-committee. The sub-committee or may without confirmation by the Management Committee exercise or perform the delegated duties in the same way and with the same effect as the Management Committee could itself have done.
- g. Any sub-committee or person to whom the Management Committee has delegated powers or duties will be bound by the constitutional terms of the Society and any terms or conditions of the delegation set by the Management Committee.
- h. The Management Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Management Committee.
- i. It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Management Committee.

12. Duties of Executive Officers

- a. **President, Immediate Past President and Vice-President.** The President shall take the chair at all General and Committee meetings of the Society. He/she shall have, in addition to a deliberative vote, a casting vote at meetings over which he/she presides. The Immediate Past President and Vice-President shall assist the President in conducting the business of the meetings and shall exercise the President's rights and duties in the President's absence. In the absence of all three, the members present shall elect their chairperson, who shall be entitled to exercise the rights, powers, privileges and duties of the President for that meeting.

The President shall engage, with or without payment, such person or persons as are willing to direct each of the major dramatic productions of the Society. The Director chosen and the remuneration shall be at the direction of the Committee.

- b. **Secretary.** The duties of the secretary shall be as follows
 - Conduct the correspondence. issue notices and attend all meetings of the Society and Committee
 - Take correct minutes of the proceedings and enter them in a book kept for that purpose
 - Have custody of all papers and books other than bank books of the Society

- Act generally as the Committee shall direct.
- c. **Treasurer.** The duties of the Treasurer shall be as follows:
- Issue receipts for all subscriptions and other monies received by him/her and to keep a register of the names and addresses of all members of the Society and the dates on which they became members and to enter against each member the amount of subscription paid, and the receipt number
 - Take charge of the bank receipts for such monies and bank pass books and cheque books and any other documents or books relating to the conducting of the financial affairs of the Society
 - Pay all accounts passed for payment by the Committee
 - Keep proper books of account in respect of the assets and liabilities, the funds, income and expenditure of the Society and to produce same or prepare such statements as required by the Committee
 - Check the register of members before each Annual General Meeting, assisted by a member of the Committee, and ascertain that the amount of subscriptions received during the year agrees with the amount payable after making due allowance for subscriptions in arrears and subscriptions paid in advance
 - Prepare the annual statement of income and expenditure and annual balance sheet and have these audited in time for presentation at the Annual General Meeting *Leah*
- d. **Financial Reviewers.** One or more financial reviewers shall be appointed at the Annual General Meeting at such remuneration as shall be decided upon. The financial reviewer(s) shall review the accounts yearly, or more often if required, and shall have access to all documents, books, paper, vouchers and copies of such connected with the Society

13. Funds

- a. The Society shall open a banking account for all its general purposes in some bank decided on from time to time by the Committee. All funds of the Society shall be paid into that account in the name of the Society in the first instance save as mentioned in the succeeding clause.
- b. For the purpose of any Special funds the Committee may open separate accounts at any bank and may pay monies direct into that account or those accounts.
- c. Monies not immediately required may, if the Committee so determines, be invested on fixed deposit with any bank or in any other form of investment in New Zealand for the time being authorised to trustees.
- d. All cheque and withdrawal receipts for such accounts as shall have been passed by the Committee shall be signed or electronically authorised by the Treasurer and counter signed or electronically authorised by the secretary or chairman of the Committee or any other member of the Committee duly

appointed and anyone of these shall likewise endorse cheques or other negotiable instruments.

- e. All funds shall be applied for exclusively charitable purposes within New Zealand.

14. . INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- a. Any income, benefit or advantage will be applied to the charitable purposes of the Society.
- b. No person associated with the Society may derive any income, benefit or advantage from the operation of the Society.
- c. This clause does not prevent a person from deriving income, benefit or advantage from the operation of the Society if such benefit is derived from professional services to the Society rendered in the course of business at no greater rates than current market rates.
- d. For the avoidance of doubt, no person or member of the Management Committee or the Society may take part in the deliberations or the decision over any transaction with the Society where that person or the Society or any persons associated with the person or Society may obtain an income, benefit or advantage.
- e. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- f. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

15. Indemnity of Members

- a. No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- b. The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

16. Common Seal

- a. The Society shall have a common seal, which shall be in the custody of the secretary.
- b. It shall be affixed to all such documents as the Committee may from time to time direct by resolution and shall be attested by any two members of the Committee, appointed for such a purpose by the Committee, one of whom must be the President or Vice-President or Chairman of the Committee.

17. By-Laws

The society in General Meeting or the Committee shall have power to make regulations or by-laws dealing with all matters not provided for by these rules provided that such regulations or by-laws are not repugnant to these rules or in conflict with the Incorporated Societies Act 1908.

18. Alteration in Rules

a. The Constitution of may be altered, added to or rescinded, by a two-thirds majority, at any General Meeting provided that notice in writing setting out such alteration, addition or rescission has been displayed on the notice board of not less than fourteen (14) clear days prior to this meeting.

b. No alteration, addition or rescission of the following clauses; Principle (clause 2) Objects (Clause 3) Membership (Clause 5) Incomes, Benefit or Advantage to be applied to Charitable Purposes (Clause 13) or Winding Up (Clause 17), will be permitted without the prior consent of the Registrar of Incorporated Societies and Dept of Internal Affairs Charities.

19. Winding up the Society

a. The society may be wound up, liquidated or dissolved in any way provided for in the Incorporated Societies Act 1908.

b. Any assets will be distributed among such community groups in (area, or New Zealand) that have charitable status registered with the Charities Commission, and similar charitable objectives to the Society; and will be decided at a General Meeting convened for the purpose, and according to the provisions of the Incorporated Societies Act 1908.

20. Repeal and Savings

- a. All previously existing rules of the Society are hereby repealed and replaced by these rules
- b. Previous acts or things done in pursuance of the repealed rules are not invalidated by this repealing but shall remain in full force and effect.