

**CONSTITUTION OF
THE WELLINGTON FOLK CENTRE INCORPORATED**
(Incorporated on 24 October 1969 under registration number 217202)

updated Sunday 26th May 2013

- 1 NAME**
- 2 CLUB VISION AND ITS AIMS AND OBJECTIVES**
- 3 POWERS**
- 4 MEMBERSHIP**
- 5 MANAGEMENT**
- 6 DUTIES OF OFFICERS**
- 7 FINANCE**
- 8 GENERAL MEETINGS**
- 9 QUORUM**
- 10 ALTERATION OF THE CONSTITUTION**
- 11 MEETINGS OF THE COMMITTEE**
- 12 NO PRIVATE PECUNIARY PROFIT**
- 13 WINDING UP**
- 14 COMMON SEAL**
- 15 MODE OF VOTING**

1. NAME

The name of this incorporated society shall be **THE WELLINGTON FOLK CENTRE INCORPORATED** (hereinafter called “the club”).

2. THE VISION OF THE CLUB

The vision of the club is that the club is at the heart of Wellington’s vibrant folk music community.

2.1 THE AIMS AND OBJECTIVES OF THE CLUB

Our principal aim and objective is to provide for the greater performance and enjoyment of folk music in Wellington through facilitating, enabling and promoting performance, listening to and study of folk music. We do this by:

- organising a wide range of live folk music performance events in various folk styles; and
- promoting other musical performance events and networking with their organisers.

3 POWERS

The club shall have the following powers:

- a To purchase, lease, hire, or by any normal means acquire any property necessary or desirable for the achievement of the aims and objectives of the club.
- b To sell, hire, exchange, improve, manage, develop or otherwise deal with all or any part of the property of the club, or in which the club has or may hereafter have any beneficial interest.
- c To promote, hold, manage and conduct inter-club gatherings, music festivals or conferences that it may deem desirable, either by itself or in collaboration with any other club, society, organisation or association.
- d To engage such persons whose skills or services may be deemed necessary for the achievement of the aims and objectives of the club and to remunerate them accordingly.
- e To hold the moneys of the club not immediately required for any of its objectives in any trading or savings bank in New Zealand or to invest them prudently and carefully and generally in such a manner as may from time to time be determined as being beneficial to the club.
- f The club may be empowered by the resolution of a Special General Meeting to borrow with all due prudence such money as is necessary for its purposes, within the provisions of the Incorporated Societies Act 1908 and any other laws which may be applicable.
- g To conduct negotiations with any other similar club, society, organisation or association for affiliation and reciprocal membership rights excluding voting powers and eligibility for office.

4 **MEMBERSHIP**

a **Membership:**

Any person shall be eligible for membership of the club.

Membership entails payment of a subscription fee as determined under Clause 7 b i hereof.

A member must provide full name and postal address on joining and renewing membership in order to enable the secretary to keep the register and conform with s22 Incorp Soc Act.

Members if they wish to be notified electronically of any matter which under the rules requires notification, may provide an email address and it is their responsibility to ensure that any change of address either postal or electronic is advised to the club secretary.

b **Honorary Life Membership:**

The club shall also have the power at any General Meeting to elect Honorary Life Members who have distinguished themselves by meritorious service to the club over a substantial period of time. Honorary Life Membership carries with it all privileges, together with eligibility to hold any office within the club. Honorary Life Members must be nominated, in writing, to the Secretary and shall be duly proposed by a club member and seconded by a club member and then approved by the majority of the Committee. Such nominations shall subsequently be referred to the succeeding General Meeting for confirmation, at which meeting it must be passed by a majority of at least two-thirds of those members present and entitled to vote.

c **Cessation of membership:**

Membership shall cease:

- i one month after expiry of subscription.
- ii when a member voluntarily resigns. The pro rata balance of that member's subscription is to be remitted upon written request by that member.
- iii when, as a result of a misdemeanour, namely, abuse of the club, its name, its facilities or its members, that person will be asked by a Committee member to resign upon the recommendation of the Committee. The right of appeal to a Special General Meeting will be upheld. A person is declared expelled by a two-thirds majority vote at a Special General Meeting. The balance of subscription of any such person shall not be remitted, nor shall that person be eligible for any class of membership at any future time.

5 MANAGEMENT

- a The affairs of the club shall be managed by a Committee to be elected at each Annual General Meeting, composed of the following:
 - i President
 - ii Secretary
 - iii Treasurer
 - iv-viii Further Committee members such that the whole Committee (including its President, Treasurer and Secretary) shall consist of a maximum of eight and a minimum of five persons, three to constitute a quorum for committee meetings.
- b At least one member of the Committee shall be responsible for each of:
 - i organization of performers; and
 - ii public relations and publicity.
- c If any member of the Committee shall die, resign from the club, resign from the Committee, become disqualified or be absent without leave of absence from three consecutive meetings of the Committee, the Committee may appoint a successor to hold office until the ensuing Annual General Meeting.
- d The following persons, namely any individual who is or becomes disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005; or any other person who is or becomes disqualified from being an officer of a registered charity under the Charities Act 2005 shall, by virtue of the club's status as a registered Charity and the statutory requirements of the Charities Act 2005 and for so long as the club remains a registered Charity, not be capable of being elected appointed or continuing to hold office as an Officer of the club or as a member of the Committee; but such person's status as a member of the club will not be affected thereby.

Any reference to legislation in this clause includes a modification and re-enactment of that legislation or legislation enacted in substitution for any regulation, order in council and other instrument from time to time issued or made under that legislation.
- e Any club member may serve on the Committee as a Committee member or as an Officer of the club for up to six (6) consecutive financial years. At the conclusion of six (6) consecutive financial years' service, the Committee member or Officer of the club (as the case may be) shall step down and will not be eligible for re-election to serve as a Committee member or as an Officer of the club during the next immediately following financial year.
- f The Committee shall have the powers:
 - i to appoint from time to time subcommittees for any purpose connected with the management of the affairs of the club and to delegate to them such authority as the Committee may think fit, with full powers to co-opt; and
 - ii generally to carry out the aims, objectives and rules of the club and to manage all club affairs.

6 DUTIES OF OFFICERS

a President:

- i To chair all meetings at which he or she is present; in the President's absence from any meeting, such meeting shall by simple majority vote elect a Chairperson from those present.
- ii To give support to all activities of the club.
- iii To act in an advisory capacity wherever necessary.
- iv At all General Meetings of members and at all meetings of the Committee the President, when present, shall have a deliberative vote, and in the event of equality of voting, the President shall have the casting vote.

b Secretary:

- i To call and attend all General Meetings and all Committee meetings.
- ii To take and preserve minutes as a full and adequate written record of all General Meetings and all Committee meetings.
- iii To submit inward correspondence for consideration by the committee and reply thereto according to its directions.
- iv To keep, in collaboration with the Treasurer, a register of all current members of the club and their addresses.
- v To keep appropriate records and generally to ensure that all administrative tasks relating to the management of the club are fulfilled.
- vi To have custody of the club's Common Seal.

c Treasurer:

- i To collect all subscriptions, admission fees and other income and keep proper financial records generally.
- ii To pay all the club's income into a bank account in such bank as the committee shall direct.
- iii To have control of expenditure and to sign all cheques in conjunction with at least one other officer or committee member appointed by the committee for that purpose.
- iv To ensure that, at the end of each financial year, full and proper accounts of the club's operation for that year are prepared for presentation to the club's AGM and for review by a suitably qualified independent accountant who shall be appointed by the committee for that purpose. These accounts should include:
 - all income and expenditure reconciled for the year
 - a balance sheet supported by a schedule of assets
 - adequate explanatory notes if required

- v To ensure that before any activity involving expenditure of more than \$200.00 by the club is undertaken, approval is first obtained from a meeting of the Committee.
- vi To give a written report of all income and expenditure to the committee at its meetings for the period since last meeting.
- vii To ensure that all bank signatory mandates are kept up to date with the bank.
- viii To ensure that all annual returns as may be required by law are filed promptly within the stipulated time periods following each financial year.
- ix To pay due accounts payable by cheque wherever possible. Electronic payments or transfers will be fully recorded as per legal requirements for reference and review.

7 FINANCE

- a The club's financial year shall commence on the first day of July and end on the last day of June the following year.
- b Membership Subscription
 - i The subscription fee payable under Clause 4 a hereof shall be set by the Committee before the end of each financial year and shall be referred to the next Annual General Meeting for ratification. In the event of the AGM declining to ratify the amount agreed by the Committee, the AGM shall determine the subscription. Where that determination lessens the amount payable, the Committee shall refund the difference between the initial and the final rates to all who subscribed prior to the determination. Where the determination increases the amount payable the Committee shall take steps to obtain the difference from all who subscribed prior to the determination. Subscriptions shall be per annum, paid in advance.
 - ii Subscriptions shall be due for payment on the first day of the financial year. A member shall be deemed unfinancial if the subscription is not paid within one month of the due date thereof. Refer to Clause 4 c i concerning membership cessation.

8 GENERAL MEETINGS

- a The Annual General Meeting of the club shall be held not later than two months after the end of the financial year. Fourteen clear days' written notice of the meeting shall be given to members either individually or by general notice to the whole membership. Written notice for this purpose by electronic means or media shall be deemed sufficient and will be deemed to be received on the date of transmission. The regular business of the Annual General Meeting shall be:
 - i To receive the Annual Report and Financial Statements.
 - ii To elect the club's President, Secretary and Treasurer.
 - iii To elect the rest of the club's Committee.

- b Special General Meetings of the club may be called at any time by the Committee or by the requisition of not less than fifteen members and/or Honorary Life members. The requisition shall be addressed to the Secretary and shall set forth specifically the business for which the Special General Meeting is required. Upon receipt of such a requisition the Secretary shall forthwith take the necessary steps to convene the meeting. The requirement for notice to members of such a Special General Meeting shall be the same as that prescribed for the Annual General Meeting. At a Special General Meeting only the business set out in the notice convening the meeting shall be considered, providing that the meeting may, by unanimous vote, permit the consideration of additional business.
- c Only those members who have paid their membership subscription shall be entitled to speak or vote at the Annual or any Special General Meeting of the club.

9 QUORUM

- a For all General Meetings, with the exception of Special General Meetings, fifteen members at the date of the meeting shall form a quorum. If, after the expiration of 30 minutes from the time advertised as the commencement of the meeting, that quorum has not been reached, the Chairperson shall declare the number of members present to constitute a quorum and those present shall be entitled to conduct the business of the meeting.
- b For Special General Meetings, ten members at the date of the meeting shall form a quorum. In the case of a Special General Meeting called by the requisition of members, if there is no quorum present the Chairperson shall have the discretion either (a) to adjourn the meeting to a date and time to be determined by those present (with seven clear days' notice of such date and time to be given by the Secretary in the manner prescribed for the Annual General Meeting); or (b) to declare that such meeting lapses.

10 ALTERATION OF THE CONSTITUTION

Any of these rules may be altered or any new ones introduced at a General Meeting of members, but may only be passed by a two-thirds majority of those present. Full and adequate notice of any proposed alteration, repeal or introduction of a new rule or regulation to be included in the Constitution shall be given fourteen clear days before the date of the meeting. The notice to members shall be the same as that prescribed for the Annual General Meeting.

(Note: see the express limitation on any removal of Clauses 12 and 13 as stated in 12 d and 13 b)

11 MEETINGS OF THE COMMITTEE

- a These may be called by the Secretary at any time or on such dates as the Committee shall determine, but at least once per calendar month except during January.
The agenda will be set by the President in collaboration with the Secretary.

Any member of the club may attend any meeting of the Committee and, subject to the discretion of the Chairperson, may speak, but may not vote.

- b A resolution in writing signed or assented to by letter, email, facsimile or other written manner whether electronically or otherwise, by all committee members, shall be as valid and effective as if it had been passed at a meeting of the committee. Any such resolution may consist of several documents in like form either signed or dispatched by any one or more of the committee members; and its written record will be kept in the same manner as minutes of the committee meetings.

12 NO PRIVATE PECUNIARY PROFIT

- a Any income, benefit, or advantage derived by the club must be used to advance the charitable purposes of the club.
- b No member of the club, or anyone associated with a member, is allowed to take part in or influence any decision made by the club in respect of payments to or on behalf of the member or associated person of any income, benefit or advantage.
- c Any payments made to a member of the club, or person associated with a member, must be for goods or services that advance the charitable purposes of the club and must be reasonable and relative to payments that would be made between unrelated parties in an arm's length trading situation.
- d This Clause shall be considered paramount for the status of the club as a registered Charitable Entity and shall not be removed from the Constitution of the club unless the club resolves to cease being a registered Charitable Entity.

13 WINDING UP

- a If a Special General Meeting, called for that purpose, resolves to wind up the club and terminate the existence of the club, the Committee shall be empowered to dispose of the club's remaining assets (after settlement of all of the club's debts and liabilities) at the direction of such Special General Meeting PROVIDED that any such remaining assets shall 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 has purposes or aims and objectives similar to those of the club.
- b This Clause shall be considered paramount for the status of the club as a registered Charitable Entity and shall not be removed from the Constitution of the club unless the club resolves to cease being a registered Charitable Entity.

14 COMMON SEAL

The holder of the club's Common Seal shall be the Secretary, who shall also have control of the use of the same, and may direct any Committee member to use it pursuant to the proper resolution of the committee.

15 MODE OF VOTING

At all General Meetings and Committee Meetings, voting shall be by verbal indication or show of hands, unless a secret ballot is requested by the majority of those present. Election votes will always be counted and recorded. Only members who have paid their subscription and Honorary Life Members are entitled to voting rights in the General Meetings of the society. The President always has a casting vote where there is an equal vote (see Clause 6 a iv).