

RULES OF THE UPPER HUTT MUSICAL THEATRE INCORPORATED

1. NAME

The name shall be the Upper Hutt Musical Theatre Incorporated. In this document the Upper Hutt Musical Theatre Incorporated may in some instances be referred to as “the Society.”

2. REGISTERED

The registered office of Upper Hutt Musical Theatre Incorporated shall be 26A Moonshine Road, Trentham, UPPER HUTT 5018.

3. OBJECTIVE

The objective of this Society shall be the cultivation of the arts of music and drama, by providing entertainment and opportunities for everyone to experience all aspects of musical theatre within New Zealand.

4. MEMBERSHIP

Members of Upper Hutt Musical Theatre Incorporated shall comprise the following categories of members.

a. Life members

Are adult financial members who may be elected by a two-thirds majority of adult financial members present at an Annual or Special General Meeting, on the recommendation of a two-thirds majority of the Executive Committee.

A person who is eligible to be so elected is one who has made an extraordinary contribution to Upper Hutt Musical Theatre over a period of not less than ten consecutive years.

Life members shall not be required to pay an annual subscription, but otherwise will be subject to these Rules in the same way as are other members and shall have the same rights as Active members. They are deemed to be financial members for the purposes of these Rules.

b. Active members

Are people who may take part in any or all activities of Upper Hutt Musical Theatre Incorporated and who are admitted to membership under clause 5 in one of the following categories :-

i. Individual members

ii. Couple membership

Comprises either two financial members who are spouses or partners of each other or two family members living in the same accommodation.

iii. Family membership

Comprises any number of pre-school, primary or secondary school children plus one or two parents or grandparents or caregivers.

iv. Student members

Are persons who are under the age of 20 on the 1st of January of the financial year and are enrolled as full-time students in any school or other educational institution and are not part of Family Membership.

c. Friends

Are people or organisations who desire to support Upper Hutt Musical Theatre Incorporated in a non-Active role and who are admitted to membership under clause 5.

5. ADMISSION TO MEMBERSHIP

Any person, persons or organisations wishing to be admitted to Active or Friend membership of the Society shall apply to the Secretary in a form from time to time approved by the Executive Committee for this purpose.

The appropriate subscription for all applications for membership must be either submitted with the application or have been previously paid on line. The application will be considered by the Executive Committee and the Secretary will advise the applicant of the result and return any subscriptions received from unsuccessful applicants to them.

6. CESSATION OF MEMBERSHIP

- a. Members may resign from membership by giving written notice to the Secretary who shall advise the Executive Committee of the resignation. Such resignation shall not affect the right of the Society to recover any subscriptions due.

- b. Any member whose subscription is not paid within six months after the start of the financial year shall cease to be a member but will have the right to re-apply for membership.
- c. Any member :-
 - i. who fails to abide by the rules of the Society, and/or
 - ii. who fails to carry out the instructions of the Executive Committee or the person for the time being appointed by the Executive Committee as being in charge of any activity, and
 - iii. whose failure in terms of clause 6(c)(i) or (ii) is, in the opinion of a two-thirds majority of the Executive Committee, sufficiently serious to warrant such action and/or
 - iv. whose conduct, in the opinion of a two-thirds majority of the Executive Committee, makes such member unworthy of membership, may be asked to resign from membership of the Society.
 - v. who has been asked to resign as laid down in this clause may request that a Special General Meeting be held to discuss the situation. The Secretary is to convene a Special General Meeting. Any decision made at that Special General Meeting shall be final.
 - vi. who has been asked to resign and has not requested a Special General Meeting in conformance with clause 6(c)(v) shall cease to be a member of the Society within 14 days of receipt of the request to resign.

7. ANNUAL SUBSCRIPTIONS

- a. At each Annual General Meeting of the Society the annual subscriptions to be paid by all types of membership shall be decided by resolution of a majority of life members and adult financial Active members present at the Annual General Meeting. Subscriptions become payable 1 April each year.
- b. The Executive Committee shall have the power to reduce or waive the subscription payable by any member where all of the circumstances, in the opinion of a majority of the Executive Committee, warrant such action.

8. OFFICERS OF THE SOCIETY

- a. The Society shall have the following officers.
 - i. President
 - ii. Vice-President
 - iii. Secretary

- iv. Treasurer
- b. All such officers shall be elected each year at the Annual General Meeting.

9. POWERS AND DUTIES OF OFFICERS

The following specific duties are to be performed in addition to the duties generally performed by the officers.

a. President

The President shall preside at all General and Executive Committee meetings when in attendance. The President shall enforce the observance of these rules and shall carry out duties assigned by the Executive Committee.

b. Vice-President

The Vice-President shall render assistance to the President and carry out duties assigned by the Executive Committee.

c. Secretary

The Secretary shall keep the records of any General or Executive Committee meetings when in attendance. The Secretary shall deal with all correspondence received or sent by the Society, issue notices of meetings and carry out duties assigned by the Executive Committee.

d. Treasurer

The Treasurer shall deal timely with all income received and expenditure incurred by the Society. The Treasurer shall keep sufficient records of that income and expenditure to disclose clearly the Society's financial position and to comply with requirements of the Inland Revenue Department, Incorporated Societies Act, Chartered Accountants of Australia and New Zealand, Charities Services and any other appropriate governmental organisations. The records are to be made available to any Executive Committee member on request.

The Treasurer shall arrange for the preparation of audited or reviewed Annual Accounts for the financial year ended the previous 31 December. They are to include a Statement of Financial Performance and a Statement of Financial Position and are to be presented at the Annual General Meeting of the Society.

The Treasurer shall carry out duties assigned by the Executive Committee.

These four officers who comprise the Executive of the Upper Hutt Musical Theatre Incorporated have the power on behalf of the Executive Committee to make any urgent decisions when it is impracticable to convene a full Executive Committee meeting. Any decisions made by the Executive are to be dealt with at the next

Executive Committee meeting and either ratified or resolved by whatever action is considered appropriate.

10. EXECUTIVE COMMITTEE

- a. The business of the Society shall be conducted by an Executive Committee which shall consist of the Officers appointed under clause 9 of these rules together with not less than five nor more than seven other adult financial Active members elected at an Annual General Meeting. The members so elected shall hold office for two years but shall be eligible for re-election.
- b. At all meetings of the Executive Committee five of its members shall form a quorum.
- c. In addition to its scheduled meetings, additional Executive Committee meetings may be convened by
 - i. The President and/or
 - ii. The Vice President and/or
 - iii. The Secretary and/or
 - iv. Three adult financial Active members by a request in writing presented to either the President or Secretary. The meeting shall be held as soon as practicable.

11. FORFEITURE OR VACANCY OF OFFICE

- a. No person who is an Officer of another Theatrical Society shall be eligible as an Officer of the Society.
- b. Any member of the Executive Committee shall be vacated if the member :-
 - i. Is absent without a satisfactory explanation from three consecutive Executive Committee meetings of the Society or
 - ii. Ceases to be a member of the Society or
 - iii. Resigns in writing or
 - iv. Ceases to be eligible.
- c. If a vacancy occurs in the Executive Committee it may be filled by the Executive Committee with an adult financial Active member for the remainder of the financial year.

12. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

In addition to doing all things which in its opinion are necessary or expedient in conformance with the Objective of the Upper Hutt Musical Theatre Incorporated, the Executive Committee has the following specific powers.

- a. to decide what productions shall be undertaken.
- b. to appoint a Director, Musical Director, Choreographer and other members of a production team.
- c. to appoint an audition panel.
- d. to appoint Sub-Committees which report back to the Executive Committee for ratification or any other appropriate action.
- e. to affiliate with any other appropriate theatrical bodies.

13. AUDITION PANEL

- a. The cast for any production undertaken by the Society shall be chosen by an Audition Panel which shall consist of at least three people including :-
 - i. The Director
 - ii. The Musical Director
 - iii. The Choreographer
 - iv. An Executive Committee member if none of the above three people are Executive Committee members.
 - v. Additional people such as keyboard players or recording personnel may be appointed when that action is considered appropriate by the Executive Committee.
- b. The Executive Committee shall have the following powers
 - i. to fill any roles not cast by the Audition Panel.
 - ii. to fill any vacancies in the cast.
 - iii. to dismiss any cast members who prove to be unsuitable for any specified reason.
- c. At any meeting of the Audition Panel, two members shall form a quorum.

14. ANNUAL GENERAL MEETING

An Annual General Meeting shall be held no later than 15 March in each year. The business of the Annual General Meeting shall be to :-

- a. Confirm the minutes of the previous Annual General Meeting and any Special General Meetings held since the last Annual General Meeting.
- b. To receive the President's Annual Report.
- c. To receive the Annual Financial Statements.
- d. To elect a Patron or Patrons.
- e. To elect an Auditor or Reviewer.
- f. To elect an Honorary Solicitor.
- g. To elect the Officers of the Society.
- h. To elect the Executive Committee members.
- i. To consider such other business as is brought before the meeting.

15. SPECIAL GENERAL MEETINGS

A Special General Meeting shall be called by the Secretary within 21 days at the request of the President, the Executive Committee, a member in accordance with clause 6(c)(v) or on receipt of a requisition signed by not less than ten adult Active financial members stating their reason for requisitioning a meeting.

16. NOTICES OF GENERAL MEETINGS

Notice of every General Meeting shall be given in written or electronic form to every member at least 14 clear days before the date of such meeting. The notice shall state the business which will be brought before it.

17. VOTING AT GENERAL MEETINGS

- a. The quorum for a General Meeting shall be nine adult Active financial members.
- b. Each adult financial Active member shall be entitled to one vote which shall be exercised in person. No voting by proxy shall be permitted.
- c. As well as a deliberative vote the chairperson shall have a casting vote to be exercised in the case of an equality of votes.
- d. Voting for the Executive Committee membership shall be by ballot.
- e. Voting on other matters shall be on the voices, by show of hands or by ballot if the chairperson or three other adult Active financial members present so require. Scrutineers are to be appointed as required.

18. COMMON SEAL

- a. The Common Seal shall be kept in the custody of the Secretary.

- b. It can only be used on documents subsequent to a resolution of the Executive Committee.
- c. Its impression on the document is to be signed by the Secretary and two other Executive Committee members.

19. FUNDING ARRANGEMENTS

The bank accounts and deposits in other institutions shall be operated by the President, Secretary and Treasurer, any two of whom may sign financial documents or utilise electronic financial arrangements as appropriate.

20. PECUNIARY GAIN

Members may be reimbursed for any legitimate expenses they have incurred in carrying out the Society's operations. They may be paid for any services rendered to the Society in their normal course of business which do not relate to a particular production provided they are not involved in the process of provider selection.

21. AMENDMENTS TO RULES

These Rules may be amended pursuant to a resolution passed at a General meeting provided that :-

- a. Due notice of the meeting and the intention to move any proposed amendments have been given in accordance with clause 15 or clause 16 of these Rules.
- b. All amendments retain the charitable nature of the Society.
- c. Not less than two thirds of those members attending the meeting and entitled to vote have voted in favour of the resolution.

22. WINDING UP

A bare majority of the adult Active financial members present and entitled to vote at a Special General Meeting called for the purpose may resolve that the Society be wound up at a specific date. Assets remaining after payment of the Society's liabilities and winding up expenses will be transferred to the Upper Hutt City Council with a direction that they be used for the charitable furtherance of theatre, music, other art forms, or any of them, in the city of Upper Hutt.

23. INTERPRETATION

Any matters not provided for in these Rules and any questions arising as to their interpretation shall be decided by resolution of the Executive Committee.

24. DEFINITIONS

For the purpose of clarification within these Rules :-

a. "Adult"

Refers to a person 18 years of age or older.

b. "Written notice"

Refers to communication by post, electronic means (including email and website posting), or advertisements in periodicals, or a combination of these methods.

25. MEMORANDUM

The above Rules were adopted at a General Meeting of the Society held at

Up-Stage Thetare, 26A Moonshine Road, Upper Hutt

on the ninth day of March 2016.

Jenny Quin President

Aislinn Sederel Secretary