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RULES OF

NELSON SYMPHONY ORCHESTRA INCORPORATED

**PITT & MOORE**  
Solicitors  
Nelson

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### **Schedule of Objects**

## **RULES OF NELSON SYMPHONY ORCHESTRA INCORPORATED**

### **1. DEFINITIONS AND INTERPRETATION**

#### **1.1 In these Rules:**

- a. words referring to persons include firms, partnerships, companies and corporations;
- b. where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer to the other gender.

### **2. NAME**

- 2.1 The name of the Society is NELSON SYMPHONY ORCHESTRA INCORPORATED ("the Society").

### **3. OBJECTS**

- 3.1 The objects of the Society are those set forth in the Schedule to these Rules.

### **4. MEMBERSHIP**

#### **4.1 Membership of the Society consists of:**

- a. The signatories to these Rules who will be the first Members.
- b. Such persons as may be elected as Life Members by a simple majority of the Members present at a General Meeting and whether as Honorary Life Members or on such terms as are from time to time be fixed in Annual General Meeting.
- c. Such persons as may be elected by a simple majority of the Members present at a General Meeting and who pay upon request such fees and annual subscriptions as the Society from time to time fixes in Annual General Meeting.

- 4.2 No person may become a Member of the Society unless they are an actively playing musician and whether or not a person shall be deemed to be an actively playing musician shall be determined by the Committee of the Society (as referred to herein).

- 4.3 Every Member of the Society is be deemed to have notice of the Rules and regulations of the Society and will be bound by those documents as if the Member

had been an original subscriber to them.

5. **PATRON**

The Committee of the Society may invite any person that they deem suitable to be Patron of the Society.

6. **TERMINATION OF MEMBERSHIP**

- 6.1 Any Member of the Society who fails in the observance of any rule or regulation of the Society which for the time being Members are expected to observe, or whose character or business methods are considered by the Committee not to be in the best interests of the Society or whose business activities do not in the opinion of the Committee entitle that member to continue to be a Member may be removed from the Society by a resolution to that effect passed by a majority of at least 75 per cent of the Members, other than Life Members.
- 6.2 Any Member wishing to resign from the Society must give to the Secretary/Treasurer not less than 3 month's prior written notice of that Member's intention to resign and must pay all fees, subscriptions or levies up to the date of expiry of such notice. The resignation may then be accepted by the Committee.
- 6.3 Any person ceasing to be a Member of the Society for any cause whatsoever nevertheless remains liable to the Society for all subscriptions and other moneys which may have become due by such person prior to termination of such person's membership.
- 6.4 Any person ceasing to be a Member of the Society must upon demand from a Member of the Committee return to the Society any property of the Society then in that person's possession or under that person's control. No such person after ceasing to be a Member must hold himself, herself or itself out as a Member of the Society or use any trademark, tradename, logo or other mark of identification of the Society, or disclose any confidential information relating to the Society or to any other Member of the Society.

7. **FEES; ANNUAL SUBSCRIPTIONS**

- 7.1 The Society in Annual General Meeting has the power to determine the amount of the fee (if any) payable by any new Member of the Society (which amount until so determined is nil) and the amount of the annual subscription payable by Members (including Life Members) of the Society.
- 7.2 A Member is not be entitled to vote or take advantage of membership in any way until such Member's subscription and/or arrears of subscription are paid.



8. **OFFICERS**

- 8.1 At the first meeting of the Society and at every Annual General Meeting held thereafter the Society must elect from the Society's financial membership a Committee consisting of the following officers: a Chairperson, a Secretary, a Treasurer (which office may also be held by the Secretary) and not less than four and not more than ten additional Committee Members who will hold office until retirement or removal from office or election of successors to office.
- 8.2 The Committee has power to appoint a financial Member to fill any casual vacancy on the Committee until the next Annual General Meeting. Any Member so appointed must retire at the next Annual General Meeting.
- 8.3 No Member may be appointed Chairperson, Secretary or Treasurer of the Committee unless that member was on the Committee in the immediately preceding year.
- 8.4 The Committee Members shall be appointed for a term of 2 years and upon the expiry of the two year term then at least 50% of the Committee shall be required to retire but all or any of the retiring members of the Committee shall be eligible for re-election.
- 8.5 Any member of the Committee shall cease to be a member of the Committee if he or she is absent from 3 consecutive regular meetings of the Committee without obtaining leave of absence.

9. **DUTIES OF THE COMMITTEE**

- 9.1 It is the duty of the Committee generally to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify Members of intended meetings and the business to be transacted at those meetings and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of account for the preceding year. Meetings of the Committee may be convened by circular letter at such times and places as the Chairperson appoints and 50% of the members of the Committee and in any event no less than five Members will be a quorum.
- 9.2 If the Chairperson is not present within 15 minutes after the time appointed for holding any Committee meeting the Members of the Committee present may choose any one of their number to be Chairperson of the meeting.
- 9.3 All proceedings of the Committee shall be recorded in the form of Minutes entered in a Minute Book which may be inspected by any Member of the Society at any reasonable time upon request.

10. **ADDITIONAL POWERS OF THE COMMITTEE**

10.1 In addition to any power conferred by these Rules the Committee has the following powers and authorities:

- a. To co-operate with all interested parties in public relations in promotion of the objects of the Society.
- b. To enter into any arrangement with any institution or organisation which has objects similar to those of the Society.
- c. To solicit sponsors, donations, gifts and bequests to the Society for promotion of the objects of the Society.
- d. To expend any money in pursuance of and incidental to any of the objects of the Society.
- e. To purchase, lease or otherwise acquire property and to sell, lease or otherwise dispose of property.
- f. To co-opt any interested persons having musical expertise whether or not they are members of the Society to assist the Committee.
- g. To appoint, employ, dismiss a General Manager, Concert Master, Conductor and such other officers and staff as may be necessary for the proper management of the affairs of the society.
- h. To appoint sub-committees of the Society and chairperson of such sub-committees and to define and limit the powers of such sub-committees including the power to co-opt.
- i. To invite any person to attend all or any part of a Committee meeting.
- j. To open, operate and close any bank account or trust account.
- k. To enter into any contract, engage in any activity or do anything which it shall consider to be within the objects of the Society or necessary to advance its interests.
- l. To do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.

## 11. MEETINGS

### 11.1 Annual General Meeting

The Society must hold an Annual General Meeting once in every calendar year in March at and on such date (not being more than 15 months after the holding of the last previous Annual General Meeting) such time and place as may be decided upon



at the previous Annual General meeting or if no such time or place for such meeting has been fixed then at such time and place as the Committee determines. The meeting must be called for the following purposes:

- a. To receive from the Committee a report, balance sheet and statement of account for the preceding year.
- b. To elect any new members of the Committee for the ensuing year if so required and to appoint an auditor. Where nominations for election to the Committee exceed vacancies, election shall be by ballot of the members present at the meeting.
- c. To fix the annual membership subscription and fee (if any) for the ensuing year.
- d. To decide on any resolution which must have been duly submitted to the Secretary not less than 10 days prior to the date of such meeting.
- e. To consider minutes of the preceding Annual General Meeting and of any Special General Meeting held since the preceding Annual General Meeting.

#### 11.2 **Special General Meeting**

The Chairperson, or in the Chairperson's absence or inability any other Member of the Committee, may at any time for any special purpose call a Special General Meeting and the Chairperson must do so forthwith upon the requisition in writing of any ten Members stating the purposes for which the meeting is required. Two clear days notice must be given of any such Special General Meeting.

#### 11.3 **Procedure at Meetings**

- a. At all General Meetings the Chairperson, and in the Chairperson's absence any other duly elected Chairperson, must take the chair and every financial Member is be entitled on every motion to 1 vote exercised in person, by proxy or in writing. In the case of an equality of votes the Chairperson has a casting as well as a deliberative vote. The mode of voting on all questions other than elections is by voices or if the Chairperson or any 3 Members so require by a show of hands. On all elections voting is by secret ballot.
- b. At all General Meetings twenty financial Members constitute a quorum.

#### 11.4 **Notice of Business**

Two clear days before a Special General Meeting and 7 clear days before the Annual General Meeting a notice must be given of the date, place and time for and of the business to be transacted at that meeting together with a copy of the report and balance sheet in the case of the Annual General Meeting. The notice must be sent to every Member and no business other than that of which notice has been so given

can be brought forward at such meeting.

12. **SERVICE OF NOTICES**

- 12.1 Every notice required to be given to the Members or any of them is deemed to have been duly delivered if posted to the Member in a prepaid letter addressed to the Member at the Member's last known place of business or residential address.

13. **COMMON SEAL**

- 13.1 The Society must provide a common seal which is to remain in the custody of the Secretary or such other person as may be nominated by the Committee. The use of the seal can be authorised only by resolution of the Committee and its application is to be witnessed by the Chairperson and the Secretary or one other Member of the Committee.

14. **CONTROL AND INVESTMENT OF FUNDS**

- 14.1 The funds of the Society are to be devoted solely to the furtherance of the objects of the Society as set out in these Rules and are to be under the control of the Committee.
- 14.2 All monies received by or on behalf of the Society must forthwith be paid to the credit of the Society in an account with such bank as is from time to time be fixed by the Society. All cheques or withdrawal slips drawn on the account must be signed by either the Chairperson and/or the Treasurer and/or one other Committee Member to the intent that there must always be at least two signatories on all cheques and withdrawal slips. The Society may from time to time invest and re-invest in such securities and upon such terms as it thinks fit the whole or any part of its funds which are not required for the immediate business of the Society.

15. **APPLICATION OF PROFITS**

- 15.1 The income and property of the Society from wherever derived, are to be applied solely towards the promotion of the objects of the Society as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to the Members of the Society.

16. **EXPENSES**

The Society shall be entitled to reimburse any financial Members for any expenses incurred by the such Members on behalf of the Society or arising out of their membership of the Society.



17. **BORROWING POWERS**

- 17.1 In addition to the other powers vested in it the Society has a 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 as the Society thinks fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Society passed in General Meeting.

18. **AUDITOR**

- 18.1 The books of the Society must be audited annually and reported upon by an auditor appointed at the annual general meeting of the Society.
- 18.2 Such auditor cannot hold any other office in the Society and is to receive such fee as may be fixed from time to time by the Committee. If a vacancy occurs in the office of auditor during any year the Committee is to appoint an auditor to hold office until the next Annual General Meeting.
- 18.3 The financial year of the Society shall be from the 1st of January in each year to the 31st of December in the following year.

19. **REGISTERED OFFICE**

- 19.1 The registered office of the Society is to be at such place as the Society from time to time determines in General Meeting. Due notice of any change of office is to be given to the Registrar of Incorporated Societies.

20. **WHERE NO RULE APPLIES**

- 20.1 If any case arises which in the opinion of the Committee is not provided for in these Rules it is decided by the Committee which must act in what it considers to be the best interests of the Society but whose decision is final.

21. **REGULATIONS**

The Society may from time to time by resolution in general meeting make amend or cancel regulations not inconsistent with these Rules governing procedure at its meetings and conduct of its activities in pursuance of its objects.

22. **ALTERATION OF THE RULES**

- 22.1 These Rules may be altered, added to or cancelled by resolution at a General Meeting of the Society of which at least 14 days notice has been given. No addition to or alteration of the charitable objects, the application of profit clause or the liquidation clause shall be approved without the Inland Revenue Department's approval.

23. **LIQUIDATION AND DISPOSITION OF SURPLUS ASSETS**

- 23.1 The Society may be put into liquidation if the Society, at a General Meeting of its Members, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed is passed.
- 23.2 In the event of the Society being put into liquidation the surplus assets after payment of the Society's liabilities and the expenses of the liquidation are not to be paid to or distributed among the Members of the Society. They will be given or transferred to some other institution or institutions in New Zealand having charitable objects similar to the objects of the Society and will prohibit the distribution of their income and property among its or their Members to the extent at least as great as is imposed on this Society at or before the time of the dissolution. If no suitable institution is found, then to distribute the surplus assets to such other charitable institution in New Zealand as the Committee may choose.

24. **CONFIDENTIALITY**

- 24.1 All information in any way relating to the affairs of the Society or of any Member of the Society which is received by a Member is to be treated as secret and confidential. This obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the Society.

25. **INDEMNITY**

- 25.1 No action in law or other claim may be taken by Members or their executors or administrators against any other member of the Society or Committee or officer in pursuance of the provisions of these Rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee is liable for any loss or expenses of the Society or any Member unless it occurs as a result of wilful default.

26. **LIABILITY OF MEMBERS**

- 26.1 No Member is under any liability in respect of any contract, debit or other obligation

made or incurred by the Society.

**SCHEDULE OF OBJECTS**

1. To administer and promote the Society and other orchestras, groups and performers under the control of, engaged by or in any way associated with the Society.
2. To provide high quality orchestral concerts for a broad spectrum of music-lovers and age groups in the community.
3. To foster the study, practice and performance of music in all its branches.
4. To generally promote the interests of musicians and other artists, both collectively and as individuals.
5. To carry on any other activity capable of being conveniently or usefully carried on to achieve any of the above objects of the Society or advance its interests.