

# Hamilton Blues Society AGM – 19 July 2012 6:30pm

## Agreed Resolutions to Change the Constitution

1. Clause 5.1 The officers of the Society are:

Chairperson, or such other designation as the Committee may deem appropriate

2. Clause 5.2(b) . Candidates for election as Officers of the Society must be nominated and seconded EITHER (i) in writing, with the full name and address of the nominee, and the signatures of the nominee, the proposer and the seconder (all of whom must be members) OR (ii) by email from the proposer, the seconder and the nominee (accepting nomination). Nominations must be received at the registered office of the Society or at such address and/or email address as the Society may designate not less than 21 days prior to the Annual General Meeting

3. Clause 7.1(b) Change:

At each Annual General Meeting the following business shall be transacted.

- a. (iv) consideration of any resolution submitted by any Member and in respect of which proper notice of 21 days has been given (being the same time period as the nominations are to be received by)

4. Rule 5.6 (d) add: 'the minutes if signed by the Chairperson, or 2 members of the committee that were present at that meeting'

5. Clause 5.6 (e) add: 'the chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes, except in circumstance where the other committee members determine that the chairperson has a conflict of interest.'

6. Clause 7.1(c)add: 'or by email'

7. Clause 7.2 (a) change required number of committee members to call a special meeting from 5 to 3 - commensurate with quorum requirements

8. Clause 7.2(b) add: or 'by email'

9. Clause 7.4 (c) add.. 'except in circumstance where the other meeting members determine that the chairperson has a conflict of interest.'

10. Clause 8.2(a) (i) add 'or by email'

11. Clause 8.2 (a) (Si) replace "directors" with "committee members" and at bullet point no 3 add: 'hear or see' the other members taking part...

12. Clause 8.2(c) add at the end: 'if certified as a correct minute by the chair person or by 2 committee members who were present at that meeting'

13. Clause 8.3 (a) (b) (c) and (d) add... 'by postal ballot or by email ballot...'

14. Clause 8.3 (e) (i) add: 'or the email address of that voting paper cannot be reconciled to the satisfaction of the committee.'

## 9.2 Winding Up

(a) The Society may be put into liquidation or dissolved in any of the ways provided for in the Act.

(b) In the event of a Liquidation or dissolution of the Society the surplus assets of the Society shall pass to some other charitable organisation or body having objects similar to the Society, to be dealt with as that organisation deems fit, subject to any conditions on which the assets were held by the Society immediately prior to liquidation or dissolution (as the case may be).

(c) If the above provisions are ineffective for any reason in disposing of the surplus assets of the Society, any surplus assets remaining in the Society in the event of a liquidation or dissolution after application of the above provisions shall be applied exclusively for charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

Constitution  
of the  
**Hamilton Blues Society Incorporated**  
As at July 2012

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## **Part One — Name**

- 1.1 The name of the Society is Hamilton Blues Society Incorporated, referred to in this Constitution as “the Society”.

## **Part Two — Definitions And Operative Date**

- 2.1 In this Constitution, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908 including all amendments to it.

“**Committee**” means the committee of Officers elected by the Members as provided En Part Five of this Constitution.

“**Member**” means a natural person who is registered as a member of the Society from time to time in accordance with Part Four of this Constitution. Except in the case of Honorary Life Members registration as a member is completed upon payment of the then current annual membership fee.

## **Part Three — Objects**

- 3.1 The objectives of the Society are:

(a) To promote the enjoyment of live blues music performances held in Hamilton and the Waikato.

(b) To provide opportunities for people to perform blues music in a live stage environment.

(c) To develop a network of people with a common interest in blues music.

## **Part Four — Membership**

### **4.1 General**

Membership of the Society shall be open to all persons who subscribe to the funds of the Society such sum as shall be determined by the Annual General Meeting of the Society and who also support and promote the objectives of the Society.

The membership year shall commence on the first day of April each year, and subscriptions shall fall due on that date.

The Committee may decline to accept a person as a member without giving a reason.

### **4.2 Cessation of Membership**

(a) Any Member shall cease to be a Member if the Member fails to pay an annual subscription (covering the calendar year commencing 1 April and ending 31 March) by 30 June in any year .

(b) The Committee may consider revoking a person's membership of the Society for misconduct which materially and adversely affects the rights of other members or the reputation of the Society.

(c) Before revoking any person's membership under Rules 4.2 (a) and 4.2 (b) the Committee:

(i) Must give the person a reasonable opportunity to appear and/or be represented before the Committee to give an explanation.

(ii) May allow the person a reasonable time to remedy any default which is capable of remedy.

(d) The Committee may by a majority of at least two thirds of those present revoke a person's membership of the Society if:

(i) It is not satisfied with the person's explanation or the person fails to offer any explanation; or

(ii) If the person has failed to remedy any default within any time allowed by the Committee.

(e) Termination of membership for any reason does not relieve the member from liability for payments due to the Society before termination.

### **4.3 Register of Members**

The Secretary of the Society shall cause to be maintained a register of Members and shall provide a copy of the then current register to the Committee upon request and no less frequently than once every calendar year.

## **Part Five — Officers and Committee**

**5.1** The officers of the Society are:

- Chairperson or such other designation as the Committee may deem appropriate
- Secretary
- Treasurer

### **5.2 Election of Officers**

(a) All Officers of the Society shall be elected by the Annual General Meeting of the Society.

(b) Candidates for election as Officers of the Society must be nominated and seconded EITHER i) in writing, with the full name and address of the nominee, and the signatures of the nominee, the proposer and the seconder (all of whom must be members)

OR ii) by email from the proposer, the seconder and the nominee (accepting nomination). Nominations must be received at the registered office of the Society or at such address and/or email address as the Society may designate not less than 21 days prior to the Annual General Meeting.

### **5.3 Indemnity**

All Officers of the Society are indemnified by the Society against all losses and expenses incurred by them in carrying out their duties except when due to their willful default.

## **5.4 Composition of the Committee**

- (a) The Committee consists of the Officers elected by the Annual General Meeting plus no more than five other Members.
- (b) A Member of the Committee absent without leave for two consecutive meetings will forfeit and vacate office at the discretion of the majority of the remainder of the Committee and the Committee may appoint a replacement to hold office until the next General Meeting at which the appointment of officers is to be held.
- (c) The Committee may appoint a person to fill a casual vacancy for such period until a formal replacement is elected by the Annual General Meeting, and for any period during which an Officer is absent with leave pending election of a formal replacement.
- (d) Where the numbers of the Committee fall below two the remaining members may only act for the purposes of arranging for vacancies to be filled or of calling a General Meeting.
- (e) The Committee may invite any person to join the Committee as a co-opted member. Co-opted members will not count in determining a quorum. The tenure of office of co-opted members may be determined by the Committee at any time without notice or reason.
- (f) The elected Officers will hold office for a period of two years, and in each case, subject to earlier resignation or removal from office, will retire from office by rotation at the conclusion of that two year period. A retiring member is eligible for re-nomination.

## **5.5 Powers**

The Committee may exercise all or any of the powers, functions and discretions vested in the Society including but not by way of limitation:

- (a) To carry out the objects of the Society.
- (b) To identify and implement fundraising initiatives.
- (c) To approve recommendations on the acquisition and disposition of Society real property and the exercise of borrowing powers on Society property.
- (d) To act as custodian of Society assets.
- (e) To receive and allocate money coming to the Society subject to and in accordance with any directions and conditions attached to it.
- (f) Subject to sub—rule (e) above, invest funds in any manner as the Committee determines, and in the investment of funds the Committee has all the powers of a natural person.
- (h) Subject to sub-rule (e) above, borrow or raise money and give mortgages, charges or liens over the property of the Society or parts of it.
- (i) Subject to the above sub-rules, rent, lease, hire, purchase, acquire, or sell, lease surrender or dispose of any interest in personal property.
- (j) Such other functions not inconsistent with the other provisions of this Constitution as may be considered necessary or desirable for the proper administration of the Society and its

affairs.

## **5.6 Meetings of the Committee**

- (a) The Committee will meet a minimum of six times a year (as required).
- (b) Half of the voting members of the Committee but not less than two will form a quorum for a meeting of the Committee.
- (c) A Special Meeting of the Committee may be called at any time by any two members of the Committee.
- (d) Minutes shall be recorded of all meetings of the Committee. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson, or 2 members of the committee that were present at that meeting or by the Chairperson of the next meeting shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (e) At a Committee meeting each member is entitled to one vote, with all decisions being passed by majority vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes except in circumstance where the other committee members determine that the chairperson has a conflict of interest.
- (f) The Committee shall report to the Members as to the affairs of the Society at least once every calendar year, and when requested from time to time by the Members.
- (g) At any meeting of the Committee there may be present by direction or invitation, such other persons as a majority of the Committee shall decide.
- (h) Meetings may be held by a Teleconference call (see clause 8.2).
- (i) If a quorum is not present clause 8.1 applies.

## **Part Six — Administration and Powers**

### **6.1 Governance**

The Society shall be governed by the Committee which shall have the entire superintendence, control and management of the Society subject only to the provisions of this Constitution and any amendments to it.

### **6.2 Capacity**

Subject to this Constitution the Society may do anything which it is permitted or required to do by this Constitution, or by any enactment or rule of law.

### **6.3 Common Seal**

The Common Seal may only be used with the authority of the Committee. Every document to which the Common Seal is fixed must be signed by any two members of the Committee, or any member of the Committee and any other person authorised by the Committee. A register of every document to which the Common Seal is fixed shall be maintained and tabled at each



meeting of the Committee.

#### **6.4 Funds and Property**

The funds and property of the Society shall be administered by the Committee in accordance with this Constitution, and in particular;

- (a) All money received is to be paid to the credit of the Society at such bank as the Committee appoints.
- (b) Cheques and other negotiable instruments are to be signed or endorsed in such manner as the Committee directs.
- (c) The financial year of the Society shall end on the 31st day of March.
- (d) The books and accounts of the Society are to be audited annual by the Auditor.

#### **6.5 Legacies, Endowments, Contributions and Gifts**

(a) Legacies, endowments, contributions or other gifts of money or other real or personal property may be made to the Society generally or for the purpose of any specific objects of the Society.

(i) If the Committee is satisfied that any legacy, endowment, contribution or other gift made to the Society has been made despite of or in ignorance of, or without full appreciation of the claim (whether legal or moral) of any person or organisation upon the duty or the bounty of the testator or donor the Committee may make such payment or gift of out of the property comprised in the legacy, endowment, contribution, or other gift in or towards the satisfaction or relief of such claim as it may in its absolute discretion think fit.

(ii) The Committee may act even though the Society may have received in whole or in part or expressed its acceptance of the legacy, endowment, contribution or other gift.

(iii) The Committee may with the prior approval of the Board and subject to any conditions the Board may impose, in the exercise of its discretion compromise or settle any legal proceedings in which the Society has been joined as a party which proceedings if successful may diminish or detrimentally affect the entitlements of the Society to the legacy, endowment, contribution, or other gift.

(iv) Without limiting the above the Committee may for the purposes of this Rule take into account any report and/or recommendation made by the Solicitor or by Counsel representing the Society in legal proceedings or in respect of any claim or threatened claim.

(b) Any person authorised by the Committee may receive and give receipts for all legacies, subscriptions, donations, or money bequeathed, made or given to the Society and any receipt given by any such person is an effective discharge for the money or other property stated to have been received.

## **Part Seven — General Meeting**

### **7.1 Annual General Meetings**

(a) The Annual General Meeting will be held at a time and place determined by the Committee and shall take place within five months at the end of the Financial year. If no time or place is determined then the Committee shall determine the time or place.

(b) At each Annual General Meeting the following business shall be transacted:

(i) consideration of the Annual Report of the Committee;

(ii) consideration of the Statement of Accounts of the Society and the Auditor's Report;

(iii) subject to Rule 5.3(b), election of Officers with effect from the end of the meeting, in accordance with Rule 5.2;

(iv) consideration of any resolution submitted by any Member and in respect of which proper notice of 21 days has been given (being the same time period as the nominations are to be received by);

(v) consideration of any recommendations of the Committee;

(vi) appointment of the Auditor.

(c) The Committee will procure that no less than 14 clear days' notice in writing, or by email or by public newspaper advertisement advising Members of the date of the meeting and place.

### **7.2 Special General Meetings**

(a) A Special General Meeting may be called at any time by the Committee, and shall be called by the Committee on the written request of not less than three Members — commensurate with quorum requirements. When making a written request the request must state the object of the proposed meeting.

(b) The Committee must procure that at least 14 clear days notice of a Special General Meeting of the Society to the Members: The notice must specify the date and place of the Special General Meeting and the subject matter intended to be submitted to the meeting. Such notice may be given either by public newspaper advertisement in at least one newspaper circulating in the Local Area, by notice in an email or in writing.

### **7.3 Member Delegations**

(a) Any Member entitled to vote who is unable to attend any meeting may vote by proxy appointed in a form determined from time to time by the Committee in accordance with this Constitution.

(b) The instrument appointing a proxy is to be in writing, signed by the Appointer, and is to be produced prior to the meeting to the Chairperson or to the registered office before the person named in the instrument as the proxy purports to vote. No person may be appointed a proxy who is not a Member of the Society.

## **7.4 Conduct of Meetings**

- (a) The Chairperson of the Committee will chair all general meetings of the Society. In the absence of the Chairperson the Members present will elect a Chairperson.
- (b) Twelve persons, being Members of the Society entitled to vote, present in person or by proxy, will form a quorum.
- (c) The Chairperson of any meeting, if a Member entitled to vote, may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes except in circumstance where the other meeting members determine that the chairperson has a conflict of interest.
- (d) All resolutions at any General Meeting shall be carried by a majority of the votes of the Members entitled to vote, present in person or by proxy.
- (e) Voting is to be by a show of hands, unless a Member entitled to vote demands a ballot. On all votes each Member entitled to vote is entitled to exercise one vote personally and one vote for every valid proxy vote held.
- (f) In the event that a quorum is not present within thirty minutes of the time set down for the commencement of the meeting if it has been called pursuant to Rule 7.2 will lapse. In all other cases if a quorum is not present within thirty minutes of the appointed time then rule 8.1 will apply.

## **Part Eight — General**

### **8.1 Quorum**

- (a) No business will be transacted at any meeting unless the specified quorum of members of the Society entitled to vote is present in person or by proxy when the meeting starts
- (b) If a quorum is not present thirty minutes after the starting time (or longer if the chairperson decides, but not more than sixty minutes after the starting time) the meeting will be adjourned.
- (c) The adjourned meeting will be held at least six days later at a time and place fixed by the Chairperson.
- (d) Those members present at the adjourned meeting will be a quorum.

### **8.2 Teleconference Meeting**

- (a) The contemporaneous linking together by telephone or other means of communication of committee members who are not less than the relevant quorum will constitute a meeting of the committee if the following conditions are met:
  - (i) Notice must have been given to and received by each member of the committee. For the purposes of this rule, a notice will be deemed to have been received three days after the day after the notice was sent by mail, email or facsimile.
  - (ii) Each of the committee member taking part in the meeting by telephone or other means of communication must;

- (iii) be linked by telephone or such other means for the purposes of the meeting; and
- (iv) at the commencement of the meeting acknowledge to all the other committee members taking part the member's presence for the purpose of the meeting; and
- (v) be able to hear or see the other members taking part throughout the meeting; and
- (vi) on any vote, individually express his or her vote to the meeting.

(b) A member may not leave a meeting held under this Rule 8.2 by disconnecting the telephone or other means of communication unless the member has previously obtained the express consent of the chairperson of the meeting. A member will be presumed to have been present and to have formed part of the quorum at all times during the meeting unless the member has previously obtained the express consent of the chairperson to leave.

(c) A minute of the proceedings at a meeting held under this Rule 8.2 will be sufficient evidence of those proceedings and the observance of all necessary formalities, if certified as a correct minute by the chair person or by 2 committee members who were present at that meeting.

(d) For the purposes of this Rule 8.2 "committee" means the Committee.

### **8.3 Postal or Email Ballot**

(a) Any matter which is required to be or which can be done by a resolution of the Society passed at a general meeting (including the matters to be dealt with at the Annual General Meeting) may be done without a meeting or any previous notice by a postal or email ballot of members.

(b) Each postal or email ballot will be carried out in accordance with the provisions of this Rule 8.3 and otherwise as and when the Committee decides.

(c) A resolution will be deemed to have been passed on postal or email ballot if a majority of the votes received by the Society are in favour of it or, if these rules requires a greater number of votes to be cast at any general meeting in favour of the resolution, if the appropriate number of the votes received on the postal ballot are in favour.

(d) Voting papers used for postal or email ballot purposes must:

- (i) be forwarded to every member;
- (ii) clearly inform members about the matters to be voted on; and
- (iii) clearly describe how votes are to be cast.

(e) A voting paper will be invalid if:

(i) the name of the voter is not printed legibly on the voting paper or the envelope enclosing the voting paper; or the email address of that voting paper cannot be reconciled to the satisfaction of the committee.

(ii) the voting paper or the envelope is not signed by the member;

(iii) the member has not paid his or her subscription on or before the day before the ballot closes or if the member is otherwise disqualified from voting;

(iv) the voting paper is delivered after the closing of the ballot;

(v) the member fails to vote in the manner specified in the voting paper.

(f) Any failure by the Committee to comply with Rule 8.3 will not invalidate the result of the ballot unless the voting is manifestly unfair as a result of the failure.

## Part Nine — Rule Changes and Winding Up

### 9.1 Rule Changes

Subject to the provisions of the Act, the Rules of the Society may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the Members entitled to vote being present, in person or by proxy, at any Annual or Special General Meeting of the Society of which the required notice has been given. No amendment is to be approved if it has the effect of altering the charitable nature of the objects of the Society.

### 9.2 Winding Up

(a) The Society may be put into liquidation or dissolved in any of the ways provided for in the Act.

(b) In the event of a liquidation or dissolution of the Society the surplus assets of the Society shall pass to some other charitable organisation or body having objects similar to the Society, to be dealt with as that organisation deems fit, subject to any conditions on which the assets were held by the Society immediately prior to liquidation or dissolution (as the case may be).

(c) If the above provisions are ineffective for any reason in disposing of the surplus assets of the Society, any surplus assets remaining in the Society in the event of a liquidation or dissolution after application of the above provisions shall be applied exclusively for charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

THE COMMON SEAL OF THE HAMILTON BLUES )  
SOCIETY INCORPORATED was hereunto )  
affixed in the presence of: )

..... President

..... Secretary

..... Treasurer