

CONSTITUTION OF WHANGANUI REPERTORY THEATRE INCORPORATED

1. The name of the Society shall be **WHANGANUI REPERTORY THEATRE INCORPORATED** (hereinafter referred to as “the Society”).

2. **OBJECTS** – The objects of the Society are:
 - (a) The reading, acting and studying of plays and theatrical entertainments.
 - (b) The promotion of knowledge and public enjoyment of dramatic writing and performance and incidental dramatic and theatrical arts.
 - (c) The provision of premises equipment and facilities for the purposes of the Society.

3. **MEMBERSHIP**
 - (a) Membership of the Society shall consist of:
 1. All persons including the signatories to the **Constitution** whom the Treasurer shall certify to be members at the date of adoption of the **constitution**.
 2. Such persons or incorporated bodies as shall 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 shall from time to time be fixed in annual general meeting.
 3. Such persons or incorporated bodies as having applied in writing for membership shall be elected by a simple majority of the members present at a committee meeting and pay such annual subscription as the Committee shall from time-to-time fix in a committee meeting.
 4. The Committee shall have the power to make classes of membership (ordinary or junior or otherwise) and to fix several rates of subscription accordingly and give notice to the members of such annual subscriptions.
 - (b) Any member may resign from membership of the Society by written notice to the Secretary and **shall be deemed to have resigned if failed to pay the annual subscription**, and every such notice shall unless otherwise expressed take effect from the end of the financial year then current provided that the member’s subscriptions are paid.
 - (c) The Committee may at any time by letter invite any member within a specified time to retire for breach of the Constitution or for conduct not in keeping with the objects and spirit of the Society and failing retirement to submit the question of expulsion of such member to a general meeting to be held within three calendar months from the date of such letter.
 - (d) At such meeting the member shall be allowed to offer an explanation verbally and/or in writing and if thereupon two thirds of the members present shall vote for expulsion such member shall forthwith cease to hold membership of the Society but without being

released from any antecedent liability to the Society, provided that voting at any such meeting shall be by ballot if demanded by a majority of those present.

4. ANNUAL SUBSCRIPTIONS

- (a) The Committee in committee shall have power to fix the annual subscription payable by several classes of members of the Society.
- (b) The membership of the Society shall run from 1 February in each year to 31 January in the following year.
- (c) Subject to Rule 4(b) a member shall not be entitled to vote or take advantage of membership in any financial year until **their subscription and any arrears** have been paid.

5. OFFICERS AND COMMITTEE

- (a) At every annual general meeting the Society shall elect from the Society's financial membership a committee of the following officers; namely a president, a vice president, a secretary, a treasurer (which office may also be held by the Secretary) and not more than **eight** committee members, who shall hold office until retirement or removal from office or election of successors. In addition, the meeting may elect an honorary patron.
- (b) Every person to be elected as president, vice president, secretary, treasurer or committee member shall be nominated on a form approved by the President or the committee **and shall complete the 'Consent and Certificate of Officer form'**.
- (c) Every such nomination **form** shall be signed by **the nominee** and two members of the Society and shall be delivered **together with the signed Consent and Certificate of Officer form** to the Secretary before the meeting. If such nominations are not sufficient for the offices to be filled, the President may in their discretion accept further nominations from the floor.
- (d) The Committee shall have power to appoint a financial member to fill any vacancy on the committee until the next annual general meeting and any member so appointed shall retire at the next annual general meeting together with the rest of the committee but all or any of the retiring committee shall be eligible for re-election.

6. DUTIES OF THE COMMITTEE

- (a) It shall be 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.
- (b) Meetings of the Committee may be convened in such manner at such times and places as the President or (in the case of their absence inability or refusal to act) the Secretary shall appoint, and **five** members shall be a quorum.
- (c) **When exercising powers or performing duties officers and committee members must:**

- (i) **Act in good faith and in the best interests of the Society;**
- (ii) **Exercise powers for proper purposes only;**
- (iii) **Comply with the Act and the Constitution;**
- (iv) **Exercise reasonable care and diligence**
- (v) **Not create a substantial risk of serious loss to creditors; and**
- (vi) **Not incur an obligation the officer/committee member does not reasonably believe the Society can perform.**
- (d) **To inform the Registrar of the Incorporated Societies of the names and contact details of the contact person(s) for the Society. The contact persons shall be the elected President, Secretary or Treasurer for the ensuing year.**
- (e) Prepare and submit to the annual general meeting a report, balance sheet and statement of account for the preceding year, and to complete an annual report for the Charities Commission

7. ADDITIONAL POWERS OF THE COMMITTEE

In addition to any power hereinafter conferred the Committee shall have the following powers and authorities:

- (a) To co-operate with all interested parties in the promotion of the objects of the Society.
- (b) To enter any arrangement with any institution or organisation which in the opinion of the Committee has objects similar to those of the Society.
- (c) To solicit donations gifts and bequests 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 personal property and to sell, lease or otherwise dispose of property.
- (f) To arrange the printing and issue of publications to members of the Society and others.
- (g) To appoint sub-committees of members with power to recommend to the Committee.
- (h) To do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.

8. MEETINGS

- (a) **Annual General Meeting.** The Society shall hold an annual general meeting at such time on or before 30 April in each financial year and such place as the committee shall determine; for the following purposes:

- (i) To receive from the Committee a report, balance sheet and statement of account for the preceding year;
 - (ii) To elect the Committee for the ensuing year and to **arrange a financial review**.
 - (iii) To decide any **resolution** which may have been duly submitted to the Secretary not less than ten days prior to the date of such meeting.
 - (iv) To dispose of any further **resolution** or business which the President or **Chairperson** of the meeting may accept.
- (b) Fourteen clear days' notice of every annual general meeting and two days of every special general meeting shall be given by public notice or post to members or otherwise as the President or the Committee shall determine. The notice shall state the business to be conducted at the meeting.
 - (c) **Special General Meeting.** The President or in their absence or inability any other member of the committee, may at any time for any special purpose call a special general meeting and shall do so forthwith upon the requisition in writing of any seven financial members stating the purposes for which the meeting is required.
 - (d) **Procedure at Meeting:**
 - (i) At all general meetings the President, and in their absence any other duly elected chairperson or chair, shall take the chair and every financial member shall be entitled on every motion to one vote exercised in person and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberate vote. The mode of voting on all questions other than elections shall be by voice, or if the Chairperson or any three members so require by a show of hands.
 - (ii) On all elections voting shall be by secret ballot for which purpose no fewer than two scrutineers shall be appointed at the meeting.
 - (iii) At all general meetings **fifteen** financial members shall constitute a quorum.

9. SERVICE OF NOTICES

Every notice required to be given to any member shall be deemed to have been duly delivered if posted in a pre-paid letter addressed to them at their last known place of business or residential address or by electronic medium to their last known email address or messaged through their last known social media platform.

10. FUNDS

- (a) All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with such bank as shall from time to time be fixed by the Society.
- (b) All withdrawals on the account shall be authorised by any two of the President, the Secretary and one other committee member appointed by the Committee.

- (c) The Society may from time to time invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of its funds not required for the immediate business of the Society.

11. APPLICATION OF PROFITS

The income and property of the Society from wherever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Society.

12. BORROWING POWERS

The Society shall in addition to the other powers vested in it have a power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security over 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 shall think fit, but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in general meeting.

13. REGISTERED OFFICE

The Registered Office of the Society shall be at 4 Ridgway Street, Whanganui.

14. DISPUTES AND COMPLAINTS PROCEDURES

The Society adopts Clauses 1 to 8 of Schedule 2 of the Incorporated Societies Act 2022 “Optional dispute resolution procedures”. See Appendix A.

15. WHERE NO RULE APPLIES

If any case should arise which in the opinion of the Committee is not provided for in the Constitution it shall be decided by the Committee whose decision shall be final.

16. REGULATIONS

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

17. ALTERATION OF THE RULES

The Constitution may be altered, added to, or rescinded by resolution of two-thirds of the members present and voting at a general meeting of the Society of which at least 14 days' notice shall be given.

18. DISPOSITION OF SURPLUS ASSETS

If the Society is wound up the surplus assets after payment of the Society’s liabilities and the expenses of the winding up shall be directed towards a charitable purpose for the promotion of the arts within the Whanganui District, as determined by a special general meeting of the Society.

..... Mark David Morton - President

..... Beverley Jane Barnaby Pearce - Secretary

..... Ann Lorraine Paynter - Treasurer

Dated:March 2024