



CONSTITUTION OF CHRISTCHURCH CIVIC MUSIC COUNCIL INCORPORATED

1. NAME

The name of the Society shall be “Christchurch Civic Music Council Incorporated” (hereinafter called “the Council”).

2. REGISTERED OFFICE

The Council shall have a registered office at such place as may be determined by the Executive from time to time.

3. RIGHTS, POWERS, DUTIES AND OBLIGATIONS

- (1) The Council, the Executive and each Member has the rights, powers, duties and obligations conferred or imposed by the Incorporated Societies Act 2022 (The Act), except to the extent that the Act allow them to be negated or modified by a term of this Constitution.
- (2) The Council
 - (a) may carry on any business or activity, do any act, or enter into any transaction that is consistent with Its Objects; and
 - (b) must not conduct or carry on any business or activity, do any act, or enter into any transaction that is not consistent with its Objects.
- (3) The Council is entitled to pay for services rendered if the payment is reasonable and does not exceed amounts that would usually be paid for the service in an arm’s-length transaction.
- (4) Subject to it acting in good faith and in what each Officer believes to be the best interests of the Council, the Executive (when acting on or determining any issue that comes before it) has the power to act, or determine any issue, at its sole and absolute discretion.

4. OBJECTS

The objects of the Council shall be:

- (1) To secure by co-operation with civic and other authorities and organisations the fullest measure of public recognition and support of all forms of musical activity and to encourage the active interest and participation of the community in all forms of music making.
- (2) To foster and promote the study, practice and performance of music.

- (3) To promote combined music festivals from time to time as may be practicable.
- (4) To co-operate with organizations having similar objects throughout New Zealand.
- (5) All profits or surpluses of the Council that are not retained or reinvested by the Council, and any surplus assets on liquidation or dissolution of the Council must be applied exclusively in accordance with the objects outlined above.

5. AFFILIATED ORGANISATIONS

- (1) Any established musical organisation shall be entitled to apply to the Executive for affiliation. If the Executive is satisfied the applicant group has made or is capable of making a significant contribution to the musical life of the community, it may grant affiliation.
- (2) Affiliated organisations while retaining entirely their own individual autonomy are deemed by virtue of their affiliation to agree to co-operate with the Council in its efforts to promote the interest of affiliated organisations in general and in its efforts to co-ordinate their activities and to be willing to participate upon such terms as may be mutually agreed from time to time in any function organised by the Council.
- (3) Each affiliated organisation shall be entitled to appoint two representatives to general meetings of the Council.

6. ASSOCIATED ORGANISATIONS

- (1) Anybody or organisation incorporated or unincorporated and whether its primary objective be musical, educational, cultural, commercial or the administration of any territorial authority may, if prepared to support the objects of the Council and to undertake any obligations imposed by these rules, apply for and be admitted as an associated organisation at any time by resolution of the Council or Executive.
- (2) Associated organisations are deemed to agree to co-operate in the general activities of the Council and to give the Council's work practical support from time to time as may be within their respective powers.
- (3) Each associated organisation shall be entitled to appoint one representative to the Council.

7. INDIVIDUAL MEMBERS

- (1) Any individual having demonstrated a commitment to the objects of the Council may apply to the Executive to be a member. If the Executive is satisfied the person is capable of making a contribution to the musical life of the community, it may grant membership.
- (2) Each individual member shall be entitled to attend and vote at general meetings of the Council.

8. HONORARY LIFE MEMBERS

- (1) Any person may be elected an Honorary Life Member of the Council by not less than three-quarters of the members present at any General Meeting and entitled to vote, in recognition of services rendered to the Council or to Music, provided such election has been first recommended by the Executive.
- (2) Honorary Life Members may exercise all the rights and privileges of representatives of affiliated organizations but shall not be liable to pay any subscription or fee of any kind to the Council for these privileges.

9. AFFILIATION, ASSOCIATION & MEMBERSHIP FEE

- (1) Each Affiliated Organisation, each Associated Organisation and Individual member shall pay an annual Affiliation Association or Membership fee as determined from time to time by the Executive and confirmed by the Council

10. MEMBERSHIP REGISTER

- (1) The Council must maintain a register to include the full details of each Affiliate, Associate and Member as required by S79 of the Act including up to date contact details and notices of meetings.
- (2) Each Affiliate, Associate and Member must keep the Council informed of any changes as soon as reasonably practical. The register is to be kept secure in accordance with the Obligations of the Privacy Act 2020, the Act and any relevant regulations.
- (3) The Council may use data and information recorded in the register, and unless otherwise agreed, each Affiliate, Associate and Member grants the Council an irrevocable, non-exclusive transferable and royalty-free licence to use, modify develop or adapt all such information in the furtherance of the objects of the Council, provided that the use of such data and information is subject at all times to the requirements of the Privacy Act 202, the Act and any relevant regulations.

11. TERMINATION OF MEMBERSHIP

- (1) Each Affiliate, Associate and Member shall retain membership of the Council until
 - (a) in the case of an Affiliate or Associate ceases to operate or is liquidated, or
 - (b) in the case of a member, he or she dies, and
 - (c) any member resigns by notice to the Council, and
 - (d) the Executive may resolve to terminate, without assigning reasons the Affiliation, Association or Membership of any member by giving not less than one month's notice to the member concerned. Where any objection to the notice of cancellation is received the matter shall be determined in accordance with the dispute resolution provisions of this Constitution.

12. THE OFFICERS OF THE COUNCIL SHALL BE

- (a) One or more Patrons, one of whom shall be the Mayor of Christchurch.
- (b) A President appointed at the Annual General Meeting who shall preside at Meetings of the Council and at Executive Meetings.
- (c) A Secretary appointed by the Executive.
- (d) A Treasurer appointed by the Executive.

13. EXECUTIVE

- (1) There shall be an Executive consisting of the President; and no more than seven and no fewer than five members (no fewer than three of whom shall be a member of an affiliated organisation) who shall be elected at the Annual General Meeting.
- (2) Each elected member of the Executive shall hold office for up to three years and be eligible for re-election for two further three-year terms after which the member may continue to be co-opted by the Executive on an annual basis should he or she wish.
- (3) The Executive shall have the power to co-opt any person (whether a member or not) to fill a casual vacancy and may co-opt up to three additional members to meet specific needs, such members to serve until the following Annual General Meeting.
- (4) A person ceases to be a member of the Executive if the person
 - (a) gives notice in writing of resignation;
 - (b) dies;
 - (c) becomes disqualified from being an Officer of the Council under S47 (3) of the Act;
 - (d) is absent from four consecutive Executive meetings without reasonable cause and is given written notice of removal by the Executive;
 - (e) has failed or neglected to carry out the duties of an Officer of the Council in a satisfactory way of which the Executive shall be the sole judge and is given written notice of removal by the Executive.

14. CONTACT PERSON

- (1) A person to act as Contact Person for the Council is to be appointed annually by the Executive.
- (2) Unless the Executive determine otherwise the Contact Person for the Council will be the Secretary.

15. GENERAL MEETINGS

- (1) The Annual General Meeting of the Council shall be held on or before the 31st day of October in each year. Other General Meetings of the Council may be called at any time by resolution of the Executive and shall in any case be called by the Secretary upon the receipt of a requisition in writing signed by no fewer than seven members of the Council and setting out the business proposed to be discussed.

- (2) Not less than 14 days' notice in writing of the time and place of any General Meeting and of the business to be discussed shall be sent to each affiliated organization. Annual General Meeting notices shall include a list of nominations.
- (3) The business to be conducted at Annual General Meetings shall be as follows:
 - (a) Roll call and confirmation of representatives entitled to vote.
 - (b) Apologies
 - (c) Confirmation of minutes
 - (d) Report of the Executive
 - (e) Financial report and presentation of annual accounts
 - (f) Presentation of budget for the coming year and approval of annual subscriptions
 - (g) Election of Patron(s), President, and the requisite number of Executive members.
 - (h) Appointment of auditor if required.
- (4) Voting entitlement at all General Meetings shall be one vote for each Affiliate, Associate or Member represented at or present at the meeting provided membership fees due from that Affiliate, Associate or Member have been received for the current year. Voting shall be by show of hands but the presiding Chairman may direct that voting be by ballot and shall do so if requested by not fewer than five representatives.
- (5) Nominations for elective positions shall be called at least 28 days before the meeting date and should be in the Secretary's hands in time for notice of nominations to be sent to affiliated organisations. Only if there are insufficient nominations to fill vacancies will nominations from the floor of the meeting be permitted.

16. GENERAL POWERS AND FUNCTIONS OF THE EXECUTIVE

- (1) The Executive shall meet no less than six times per year and at such times and places it shall determine.
- (2) At any meeting of the Executive a majority of elected members shall form a quorum. Resolutions of the Executive shall be by majority vote of those members present and entitled to vote. In the event of a tie the Chairman shall exercise a casting vote.
- (3) Meetings shall be in person provided that the Executive may meet by an audio visual process by which those members in attendance can participate.
- (4) The President shall chair each meeting of the Executive and in the absence of the President one of the elected members of the Executive chosen by the member's present shall chair the meeting.
- (5) It shall appoint a Secretary and a Treasurer upon such contractual terms as it decides. These officers shall have normal full voting rights unless they are appointed under an employment or independent contractor agreement.
- (6) It may employ other staff on such terms and conditions as it shall see fit.
- (7) It may establish sub-committees and may delegate powers as it may determine to any sub-committee or member.

- (8) The Executive has overall responsibility for the administration of all funds of the Council and shall delegate specific authority to the Treasurer as it sees fit. The Council's bank accounts shall be operated on by any two of, the Chairman, the Secretary and the Treasurer.

17. SPECIAL FUNCTIONS OF THE EXECUTIVE

The Executive, on behalf of the Council, may from time to time and upon such terms and conditions as it thinks fit:

- (1) Through consultation with its affiliates and other musical organisations, maintain a schedule of dates of public concerts with a view to minimising clashes.
- (2) Conduct (subject to their consent) on behalf of affiliated organisations, negotiations with the Christchurch City Council, or with any other territorial authority, or with national or regional Symphony Orchestras or with Creative New Zealand, or with the New Zealand Government, or with any other authority or person concerning any matter affecting the welfare of the musical organisations or the conduct of their affairs.
- (3) Establish and maintain a music resource centre and arrange for the borrowing or lending of material from the centre with or without charge to affiliated organisations or to other musical organisations.
- (4) Establish trust funds and administer funds held in trust for the furtherance of the objects of the Council, or for any particular object associated with the advancement of music or for any scholarship for the benefit of any student of music.
- (5) Foster musical or other functions for the purpose of assisting in whole or in part any affiliated musical organisation or for any charitable or civic purpose or for the benefit of any person deemed deserving of the Council's assistance.
- (6) In respect of any music function, hire halls, engage conductors, producers, artists and staff and dispose of instruments and other properties and generally enter into all such contracts and undertakings as it may deem advisable.
- (7) Take such steps as it may deem advisable to assist in securing improved amenities for the use of musical organisations in the Canterbury region.
- (8) Undertake from time to time such other activities on behalf of affiliated organisations as may be requested by such affiliated organisations.

18. FINANCE

- (1) The finances of the Council shall be provided by annual subscriptions from affiliated organisations, membership fees, grants and donations from the Christchurch City Council and charitable trusts and income earned in the exercise of its functions.
- (2) The Council in General Meeting shall determine the level of annual membership fees and whether these shall be uniform or graded.

- (3) The Council may by resolution of the Executive authorise the borrowing of money on bank overdraft or on mortgage of the Council's property, whether secured by guarantee or not. The Council may undertake to indemnify against loss any member of the Council or other person who may guarantee any of the Council's accounts.
- (4) The Council's financial year shall end on June 30 in each year.

19. FUNDS

- (1) The ordinary funds of the Council shall be banked in a bank account opened under the authority of the Executive and operated on by any two of the Officers or employed staff of the Council.
- (2) All funds set aside for special purposes or trust funds vested in the Council shall be held invested and disposed of in accordance with the terms and conditions laid down of the trust created when the said funds were set aside or received, as the case may be.
- (3) All surplus monies of the Council and special and trust funds may be invested from time to time in any investment authorised by law in New Zealand for the investment of trust funds.
- (4) The foregoing provisions of this rule shall not preclude the Council from employing any part of its ordinary funds in accordance with any of its objects in any project of a commercial or speculative nature.
- (5) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person or any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

20. ANNUAL STATEMENT OF ACCOUNTS AND AUDIT

A full and complete statement of accounts and balance sheet as at the end of the financial year and duly audited shall be presented by the Treasurer to each annual meeting.

21. COMMON SEAL

The Society shall have a Common Seal which shall be held by the Secretary and shall be affixed only subject to a resolution of the Executive by the Chairman or Secretary in the presence of two other officers or members of the Executive.

22. GENERAL

Any matter of procedure not specified in these Rules shall be determined in such manner, not being inconsistent herewith, as the Council or the Executive acting on its behalf may decide.

23. ALTERATION OF RULES

These Rules shall not be altered save by a General Meeting of the Council, notice of which, with full particulars of all proposed alterations, has been duly notified to every member. Notice of intention to move for the alteration of the Rules, with full particulars of the alterations proposed, shall first be delivered in writing to the Secretary, who shall refer the same to the Executive, which shall thereupon call a General Meeting, and such Meeting may amend any such proposals.

No addition to or alteration or recession of the Rules shall be approved if it affects the objects, payments to member's restriction or the winding up rules.

24. WINDING UP OF THE COUNCIL

- (1) The Council may be wound up voluntarily if, at a General Meeting, a resolution is passed by a majority of the valid votes cast by those present and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.
- (2) In the event of such a winding up, steps shall be taken by the Executive to ensure that such trust or special funds as may be held by the Council shall continue to be applied in accordance with the trust or provisions under which such funds were set aside, and that the Keith Newson Memorial piano is preserved for the widest possible future use by touring artists and musical interest in Christchurch. The assets of the Council shall be realised to the extent necessary to pay all debts and liabilities and the net balance of ordinary funds together with any assets which may remain shall then be disposed of by transfer to any charitable organisations in accordance with any scheme of disposition which may be adopted by a majority of the valid votes cast at the meeting convened to confirm the winding up resolution or at a subsequent General Meeting called for the purpose of considering a scheme of final distribution.
- (3) In the event of no proposed scheme of distribution being acceptable to a majority of the members present at either of the two general meetings called to consider such a scheme, then such remaining funds and other assets are to be transferred to or made available for the benefit of one or more existing organisations as determined by Creative New Zealand that have status as registered Charities. The remaining funds and assets are to be applied or held in trust by the charitable organisations nominated by Creative New Zealand for purposes determined by Creative New Zealand that provide for the advancement of music education, knowledge and enjoyment within the region of Canterbury, New Zealand.

25. DISPUTE RESOLUTION

- (1) Any dispute between two or more members (including Officers) or between a member/s and the Council itself is to be determined in a manner consistent with the principles and rules of natural justice.
- (2) The Council will engage with and adopt the dispute resolution procedures set out in the 2nd schedule to the Act or such procedures as may be set out in any amendment to or re-enactment of the Act.