

CREATIVE SOUNDS SOCIETY INCORPORATED CONSTITUTION

- 1.** The name shall be Creative Sounds Society Incorporated, herein after called the Constitution of the Creative Sounds Society Inc. Management Committee.

2. OBJECTIVES

- 2.1 To create a centre that has music and other arts as its activity focus; creating the opportunity for a diverse users' group who have an interest in, learning, performing and promoting modern music form and other arts, in the interest of improving individual self esteem and community cultural development.
- 2.2 The operation of a centre to provide advice, expertise and information on modern and alternative music and other arts.
- 2.3 The co-ordination of such schemes and enterprises for nurturing the education and development of existing and potential musicians and other artists.
- 2.4 The provision of a non-licensed, drug-free, educational, performance, rehearsal and recording venue for persons interested in music and other arts.
- 2.5 Assisting such schemes and enterprises by coordinating the provision of tutors and organisation of user groups.
- 2.6 To provide a comprehensive musical instrument library including instrument construction and repair workshops.
- 2.7 Promoting the common aims of the Society by providing leadership and representation.
- 2.8 These objects are all limited to New Zealand.

3. MEMBERSHIP

- 3.1 Membership shall be open to all who are interested in supporting the objectives of the Creative Sounds Society Incorporated.
- 3.2 Any person who practices, records, performs or uses any other facility provided by the Society shall automatically be granted General Membership of the Society upon making application to the Society.

- 3.3 To become a Voting Member, a member of the society must make written application on the approved form.
- 3.4 (a) Voting Membership will automatically be granted to waged workers of the Society;

(b) General Membership will automatically be granted to unwaged workers of the Society.

4. RIGHTS OF MEMBERS

- 4.1 A member may attend any meeting of the Society and may speak on any motion before such a meeting.
- 4.2 A member may be entitled to receive a copy of any publications which have been issued by the Creative Sounds Society Incorporated and notices of General, Annual and Special meetings.
- 4.3 It is the responsibility of members to ensure the Society records of their address and/ or phone number remains current.

5. TERMINATION OF MEMBERSHIP

Membership shall cease:

- 5.1 By a member requesting this. A member resigns from the Society by giving to the Secretary written notice to that effect.
- 5.2 A member may be asked to resign or expelled if that person works against the interests and objectives of the Society, and on refusal may be expelled from the Society by a resolution to that effect passed by not less than fourfifths of the members at the Creative Sounds Society Incorporated Management meeting. An opportunity shall be given to any member liable to expulsion to be heard in person before any resolution for expulsion is considered.
- 5.3 A register of all members shall be kept showing names. The register shall, on the face of it, be evidence of membership of the Society and shall be available for inspection at all general meetings.
- 5.4 Management Committee membership remains contingent on regular attendance at monthly Management Committee meetings. Management Committee members absenting from the following will no longer be considered an active member of the Management Committee. Once confirmed by the Management Committee the absenting member will cease to be a voting member:

- (a) two meetings without an apology lodged in advanced;
- (b) three meetings (including those apologised for) over the period of one year.

6. REGISTERED OFFICE

The registered office of the Society shall be situated at 76 Lombard Street, Palmerston North or at such place as the Creative Sounds Society Incorporated Management Committee shall from time to time decide.

7. CREATIVE SOUNDS SOCIETY INC. MANAGEMENT COMMITTEE

- 7.1 The Creative Sounds Society Incorporated Management Committee shall consist of between nine and twelve members:
 - (a) Eight Members of Creative Sounds
 - (b) It is recommended that the Management Committee appoint;
 - One Youth Representative,
 - One Tangata Whenua Representative, and
 - One Palmerston North Community Arts Council Representative
 - (c) Waged workers of the Society may not become members of the Management Committee.
- 7.2 All meetings to be facilitated by the Convenor, or the Convenor's nominee.
- 7.3 The Convenor of the Society shall have the responsibility for calling Management Committee meetings and letting members know of time and location.
- 7.4 The Creative Sounds Society Incorporated Management Committee may elect further resource persons to the Creative Sounds Society Incorporated Management Committee. They will not have voting rights.
- 7.5 The position of the office holders, and those of the eight user persons shall be elected at the AGM in accordance with this constitution and shall hold office until the conclusion of the next AGM.
- 7.6 There will be no less than 10 meetings per year of the Creative Sounds Society Incorporated Management Committee.

8. MEETINGS

The Annual General Meeting shall be held within two months of the end of its financial year at which:

- 8.1 (a) an annual report will be presented;
(b) an audited balance sheet will be presented for adoption;
(c) officers will be elected;
(d) any other general business will be considered;
(e) an auditor will be appointed.
- 8.2 At least 14 days public notice shall be given stating the place, date and time of the meeting and setting forth the business to be transacted by the Convenor advertising in the local evening paper.
- 8.3 A Special General Meeting of the Creative Sounds Society Incorporated will be held at a time and place specified by the Management Committee within one calendar month of a written request for such a meeting from not less than 10 members of the Society. At least 21 days notice of a Special General Meeting shall be given.
- 8.4 The Management Committee may call a Special General Meeting of the Society at any time upon giving notice specified in Clause 8.3.
- 8.5 Meetings of the Management Committee shall be called each Month by the Convenor at such times and dates as the Convenor shall determine, or as requested by any three members of the Management Committee.

9. QUORUMS

- 9.1 At an Annual General Meeting and Special General Meeting the quorum shall be (10) ten voting members. In the case of an Annual General Meeting, if there is no quorum present by twenty minutes after the advertised time then the Convenor shall adjourn the meeting to a date and time agreed on by those present. Notice of the new date and time shall be given as for the original meeting. If there is not a quorum present at the resumed meeting then those present shall constitute a quorum and the Annual General Meeting shall resume.
- 9.2 At a Creative Sounds Society Incorporated Management Meeting the quorum shall be (6) six Voting Members.

10. VOTING

- 10.1 All members of the Management Committee and all Voting Members of the Society have equal voting rights.
- 10.2 Ideally all decisions to be made by consensus. Where consensus cannot be reached, decisions to be a 75% majority.
- 10.3 The office holders of the Society shall consist of Convenor, Treasurer and Secretary.
- 10.4 All office holders will be elected at the Annual General Meeting.
- 10.5 Votes shall be cast by a show of hands.

11. POWERS OF MANAGEMENT COMMITTEE

The committee shall have the powers to:

- 11.1 Raise and dispose of monies and property as agreed by the Society.
- 11.2 Invest and deal with funds and property as agreed by the Society.
- 11.3 Borrow money, if necessary, on security of the property of the Society.
- 11.4 Purchase, lease, hire, sell or exchange any property necessary in furthering the stated objects.
- 11.5 Enter into contracts and undertake obligations.
- 11.6 Appoint and dismiss staff.
- 11.7 Implement the terms and conditions of the Employment Contracts Act.
- 11.8 Membership of the Financial and Employment Subcommittees will be restricted to Management Committee members.
- 11.9 The power invested in clauses 11.1 to 11.8 are subject to seventy-five percent majority decision of the Management Committee.
- 11.10 (a) Any income, benefit or advantage shall be applied to the charitable purposes of the organisation;

(b) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of

that member or associated person of any income, benefit or advantage whatsoever;

(c) 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);

(d) 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.

12. CONTROL OF FUNDS

12.1 The Society shall keep proper books of accounts and payments, which shall be a full, true and complete record of the Society's affairs.

12.2 The Society may authorise payment of accounts and reasonable out-of-pocket expenses of any member of the Society when relating to Society activities.

12.3 No person shall have any of the property or funds of the Society.

12.4 The treasurer shall have general responsibility to the Society for finance and accounting.

12.5 The funds of the Society shall be held in any accounts with such financial institution as decided by the Society.

12.6 The Convenor, Treasurer and Secretary shall be appointed as cheque signatories.

12.7 Withdrawals must be signed by any two of the signatories.

13. AUDITOR

The Auditor appointed at the AGM will not be a member of the Society. He/she shall be a member of the New Zealand Society of Accountants. He/she shall audit the books of the Society at least once a year or more often when requested either by the accountant or the Management Committee. For every audit a report will be submitted to the Annual General Meeting. He/she shall have access to the books, accounts and other information he/she requires.

14. CONSTITUTION

- 14.1 In the event of any question arising either of interpretation of this constitution or not provided for in this constitution, the decision of the Management Committee thereon shall be final.
- 14.2 Copies of this constitution shall be kept by the Convenor.
- 14.3 This constitution may be altered, repealed or replaced at a General Meeting by a resolution to the effect passed by not less than seventy-five percent of the members present.
- 14.4 No addition to or alteration to the society's objectives (clause 2), the personal benefit clause (11.10) or the winding up clause (clause 15), shall be made without the Inland Revenue Department's approval.

15. WINDING UP

- 15.1 The Society shall be dissolved at a General Meeting on a resolution to that effect passed by a seventy-five percent majority of the members present.
- 15.2 Upon winding up of the Society, all surplus assets, after payment of all debts of the Society, and the liabilities and expenses of winding up, shall be applied to such approved charitable body, within New Zealand, whether incorporated or not, as shall best carry on the objects of the Society as the members present at the Annual General Meeting deciding on dissolution shall decide.

16. COMMON SEAL

The Common Seal of the Society shall be kept at the registered offices of the Society and shall only be used under the authority of a resolution to that effect by the Committee. Every document and other instrument to which the seal is affixed shall be signed by the Convenor and countersigned by the treasurer and one other member of the Committee.