

CREATIVE SOUNDS SOCIETY INCORPORATED CONSTITUTION

DATED:

The name shall be Creative Sounds Society Incorporated, herein after called 'the Society

The Society acknowledges the long standing history of the organisation and the existence of its Constitution since its establishment in 1988.

This dated edition of the Constitution is a result of a member driven process of revision and updating first suggested by members at a Special General Meeting of July 2016.

This revised and updated Constitution was passed by the membership in accordance with the provisions of the then current Constitution at the Society's Annual General Meeting held on 26 September 2017.

1. REGISTERED OFFICE

The registered office of the Society shall be situated at 84 Lombard Street, Palmerston North or at such place as the Creative Sounds Society Incorporated Management Committee shall from time to time decide.

2. CHARITABLE OBJECTS AND PURPOSES

The charitable objects and purposes of the Society (the Society Purposes) are as follows:

- 2.1 To create a centre that has music and related arts as its activity focus; creating the opportunity for a diverse users' group who have an interest in, creating, learning, performing and promoting all genres of music, 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 music and related 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.
- 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 To recognise the position of Māori as tangata whenua of Aotearoa, New Zealand.
- 2.9 These objects are all limited to New Zealand.

3. MEMBERSHIP OF THE SOCIETY

- 3.1 The Society will have a membership. At minimum there will be two forms of membership available;
 - 3.1.1 General Membership; and
 - 3.1.2 Voting Membership.
- 3.2 The Management Committee may at any time establish different classes of membership. Such classes of membership may be open to persons, firms, corporations and other entities. Such other classes of membership may include Life Membership and Corporate Membership.
- 3.3 All classes of membership are open to any person who is interested in supporting the objects and purposes of the Society
- 3.4 Any class of membership is subject to application, in writing, on the approved form.
- 3.5 No person is to be conferred membership of any type without their consent save for the conferring of Life Membership posthumously.
- 3.6 To be eligible as a General Member one must be a real person and not a body, organisation (corporate or otherwise) or other entity.
- 3.7 A General Member can be of any age.
- 3.8 To be eligible as a Voting Member one must be:
 - 3.8.1 A real person and not a body, organisation (corporate or otherwise) or other entity, and;
 - 3.8.2 Have reached the age of 16 years.
- 3.9 For any class of membership the Management Committee may:
 - 3.9.1 Fix and charge membership fees (including joining fee and subscription);
 - 3.9.2 Call members' meetings;
 - 3.9.3 Determine the rules relating to membership and confer membership rights on members; and
 - 3.9.4 Issue membership certificates, cards, or other identifying receipts.

4. CONFLICT OF INTEREST

4.1 Limitations on personal benefit arising from membership rights:

- (a) All income, benefit or advantage shall be applied to the charitable purposes of the Society.
- (b) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Management Committee 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 Management Committee is to keep a register of any conflicts of interest. Registering of conflicts is to be an item on the agenda of all forms of meeting held by the Society.

5. RIGHTS OF MEMBERS

- 5.1 A Member may attend any public component of a meeting of the Society and may speak on any motion before such a meeting.
- 5.2 A Member is not entitled to attend any in-committee component of a Management Committee Meeting that is closed to the public.
- 5.3 A Member is entitled to receive a copy of any publications which have been issued by the Society and notices of General, Annual and Special meetings.
- 5.4 It is the responsibility of members to ensure the Society record of their contact details remains current.

6. TERMINATION OF MEMBERSHIP

Membership shall cease:

- 6.1 By a member requesting this. A member resigns from the Society by giving to the Secretary written notice to that effect.
- 6.2 A member may be asked to resign 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 seventy-five percent of the members at the Society's Management Committee meeting. An opportunity shall be given to any member liable to expulsion to be heard in person before any resolution for expulsion is considered.
- 6.3 A register of all members shall be kept showing names and contact details. 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.

7. GENERAL MEETINGS OF THE SOCIETY

- 7.1 The Annual General Meeting shall be held within one month of receiving the year end audited accounts or within three months of the end of the financial year whichever is earlier. At the Annual General Meeting the following will occur:
- (a) an annual report will be presented;
 - (b) The annual financial accounts will be presented for adoption (if audited), or adoption in principle (if pending audit);
 - (c) Management Committee members will be elected;
 - (d) any other general business will be considered;
 - (e) an auditor will be appointed.
- 7.2 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 on the Society's website.
- 7.3 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% of the registered voting members of the Society currently listed. At least 21 days notice of a Special General Meeting shall be given.
- 7.4 The Management Committee may call a Special General Meeting of the Society at any time upon giving notice as specified in Clause 7.3.

8. AUDITOR

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

9. QUORUM FOR GENERAL MEETINGS OF THE SOCIETY

- 9.1 At an Annual General Meeting the quorum shall be ten (10) voting members.
- 9.2 At a Special General Meeting the quorum shall be 10% of the registered voting members.
- 9.3 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.

- 9.4 In the case of a Special General Meeting, if there is no quorum present by twenty minutes after the advertised time then the Convenor will declare the meeting cancelled.

10. VOTING AT GENERAL SOCIETY MEETINGS

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 seventy-five (75) percent majority.

11. CREATIVE SOUNDS SOCIETY INC. MANAGEMENT COMMITTEE

11.1 The Creative Sounds Society Incorporated Management Committee shall consist of between nine and twelve members:

(a) All nominees for membership of the Management Committee must be members of the Society.

(b) Current employees of the Society may not become members of the Management Committee.

(c) Either as a process of direct election to particular Offices or at its first meeting of a newly elected Management Committee, the Committee will appoint the following office holders from within its number:

- Convenor,
- Treasurer
- Secretary

(d) At the discretion of each elected Management Committee other Offices may be appointed from within its number. Such Offices may include (but are not limited to):

- One Youth Representative,
- One Tangata Whenua Representative, and
- One Health and Safety Representative.

(e) If within the term of any one office holder they cease to be a member of the Management Committee the Management Committee will appoint a replacement Management Committee member to the vacant office.

11.2 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) four meetings (including those apologised for) over the period of one year.

11.3 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.

11.4 The members of the Management Committee shall be elected at the AGM in accordance with this constitution and shall hold office until the conclusion of the next AGM.

12. MANAGEMENT COMMITTEE MEETINGS

12.1 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.

12.2 There will be no less than ten (10) meetings per year of the Creative Sounds Society Incorporated Management Committee.

12.3 The Convenor of the Society shall have the responsibility for calling Management Committee meetings and advising Management Committee members of the time and location of meetings.

12.4 All meetings to be facilitated by the Convenor, or the Convenor's nominee.

13. QUORUM FOR MANAGEMENT COMMITTEE MEETINGS

13.1 At a Creative Sounds Society Incorporated Management Meeting the quorum shall be six (6) Management Committee Members.

14. VOTING AT MANAGEMENT COMMITTEE MEETINGS

14.1 All members of the Management Committee have equal voting rights.

14.2 Ideally all decisions to be made by consensus. Where consensus cannot be reached, decisions to be a seventy-five percent majority.

15. POWERS OF MANAGEMENT COMMITTEE

The committee shall have the powers to:

15.1 Raise and dispose of monies and property as agreed by the Society.

15.2 Invest and deal with funds and property as agreed by the Society.

15.3 Borrow money, if necessary, on security of the property of the Society.

15.4 Purchase, lease, hire, sell or exchange any property necessary in furthering the stated objects.

- 15.5 Enter into contracts and undertake obligations.
- 15.6 Appoint and dismiss staff.
- 15.7 Implement the terms and conditions of the Employment Relations Act or any acts that supersede it.
- 15.8 The power invested in clauses 17.1 to 17.7 are subject to seventy-five percent (75%) majority decision of the Management Committee.
- 15.9 Establish and appoint members to Financial and Employment Subcommittees. Membership of the Financial and Employment Subcommittees will be restricted to Management Committee members.

16. CONTROL OF FUNDS

- 16.1 The Society shall keep proper books of accounts and payments, which shall be a full, true and complete record of the Society's affairs.
- 16.2 The Society may authorise payment of accounts and reasonable out-of-pocket expenses of any member of the Society when relating to Society activities.
- 16.3 No person shall have any of the property or funds of the Society.
- 16.4 The treasurer shall have general responsibility to the Society for finance and accounting.
- 16.5 The funds of the Society shall be held in any accounts with such financial institution as decided by the Society.
- 16.6 The Convenor, Treasurer and Secretary shall be appointed as account signatories.
- 16.7 Payments, withdrawals and transfers must be authorised by any two of the signatories.

17. CONSTITUTION

- 17.1 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.
- 17.2 Copies of this constitution shall be kept by the Convenor.
- 17.3 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.

18. DISPOSITION OF SURPLUS ASSETS UPON WINDING UP

- 18.1 Members have the power and authority to dissolve the Society upon a motion to dissolve at a General Meeting on a resolution passed by a seventy-five percent majority of the members present.
- 18.2 Should the Society be dissolved in accordance with this clause then all property and monies remaining after the due settlement of the affairs of the Society shall be accounted for and paid and applied in New Zealand to such alternative charitable bodies and for such charitable purposes as the members determine in accordance with the general Society Purposes set out in this Deed.
- 18.3 If the Society is unable to make a decision pursuant to the foregoing clause, the Society's Assets shall be disposed of in accordance with the directions of the High Court under section 27 of the Incorporated Societies Act 1908.

19. 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.