

DRAMASOC

THE UNIVERSITY OF CANTERBURY DRAMA SOCIETY INCORPORATED

EST. 1921

THE NEW CONSTITUTION OF THE SOCIETY

Revised 2018

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ARTICLES

1. NAME

- 1.1. The name of The Society will be the University of Canterbury Drama Society Incorporated, which may be abbreviated as 'DramaSoc', in this Constitution called 'The Society'.

2. DEFINITIONS

In this Constitution:

- 2.1. '**The Society**' means the University of Canterbury Drama Society Incorporated;
- 2.2. '**University**' means the University of Canterbury;
- 2.3. '**UCSA**' means the University of Canterbury Students Association Incorporated;
- 2.4. '**Committee**' means the governing body of The Society, as set out in Clause IX of this Constitution;
- 2.5. '**Current Year**' and '**Current Financial Year**' refer to the period from and including the first day of September, to and including the last day of August in the following year;
- 2.6. '**Current Term**' refers to the period from and including the 1st of November, to and including the 31st of October;
- 2.7. '**General Meeting**' refers to Annual General Meetings and Special General Meetings; and
- 2.8. '**Handover Period**' refers to the period from an Annual General Meeting, to and including the 31st of October.

3. OBJECT

- 3.1. The objects of The Society shall be prioritized in the order of:
 - 3.1.1. Fostering the enjoyment and wellbeing of the members of The Society;
 - 3.1.2. Fostering an appreciation of, and providing a forum for, the appreciation of performing arts, primarily drama, in Christchurch;
 - 3.1.3. Providing numerous opportunities for members of The Society to become involved in drama.

Examples of such activities include:

 - i) in performance,
 - ii) supporting performances in technical or other off-stage roles,
 - iii) attending performances,
 - iv) weekly groups, and
 - v) workshops;
 - 3.1.4. Providing educational opportunities for members to gain and improve performing arts and performing arts-related skills;
 - 3.1.5. The promotion of performing arts within:
 - i) the University,
 - ii) Christchurch,

iii) and New Zealand; and

3.1.6. Providing quality performances for the Christchurch public.

- 3.2. The primary focus for the activities of the society should be students of the University.
- 3.3. In undertaking the activities of The Society, the Committee shall make all reasonable efforts to find cast, crew, and staff for those activities from within the membership of The Society.

4. AFFILIATION AND CONDUCT OF SOCIETY MEETINGS

- 4.1. The Society shall be affiliated to the UCSA and will conduct its affairs in accordance with the Constitution of the UCSA.
- 4.2. In so far as standing orders for the conduct of meetings of The Society are required, the 1st Schedule of this constitution shall apply, unless otherwise specified in this constitution.
- 4.3. The Society shall exist as a not-for-profit entity.

5. POWERS

The Society will have the following powers:

- 5.1. To use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, Officers and staff, per the principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 5.2. To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Committee thinks necessary or proper for the purpose of attaining the objects of The Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 5.3. To invest surplus funds in any way permitted by law for the investment of incorporated Society funds and upon such terms as the Committee thinks fit.
- 5.4. To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Committee thinks fit.
- 5.5. To carry on any business.
- 5.6. To do all things as may from time to time be necessary or desirable to give effect to attain the objects of The Society.

6. COMMON SEAL

- 6.1. The Common Seal of The Society shall be kept in the custody and control of the Secretary.
- 6.2. When required, the Common Seal will be affixed to any document following a resolution of The Society and will be signed by the Treasurer and one other person appointed by the Committee.

7. MEMBERSHIP

- 7.1. Any person who agrees with the objects of The Society may, subject to the Committee's approval, become a member of The Society by application in writing and upon payment of the membership subscription set from time to time by the Committee.

- 7.2. Membership shall last for the duration of the academic year in which the person signed up. At the end of that academic year the person will be removed from the membership list and added to the alumni list, unless they renew their membership as in the method prescribed in section 7.1.
- 7.3. The Treasurer shall maintain a register of members of The Society in accordance with the provisions of the Incorporated Societies Act 1908, and subsequent enactments.
- 7.4. Any person may resign membership of The Society by giving written notice to the Secretary. The Secretary will maintain a record of any resignation.
- 7.5. Honorary membership:
- 7.5.1. Honorary membership with remission of subscription may be conferred on any person who has rendered The Society valuable service over time.
- 7.5.2. The conferring of Honorary membership on any person shall firstly require a resolution to this effect passed with the unanimous support of the Committee, followed by a two-thirds majority vote of those present at a General Meeting of The Society.
- 7.5.3. The period of honorary membership shall be for the current year.
- 7.5.4. The Secretary shall maintain a record of all honorary memberships.
- 7.6. Life membership
- 7.6.1. Life membership with remission of subscription may be conferred on any person who has rendered The Society extraordinary service.
- 7.6.2. The conferring of Life membership on any person shall follow one of these processes:
- i) If the nomination is made seven (7) days or more prior to a General Meeting of The Society; the Committee must pass a resolution to the effect of conferring Life membership with a simple majority, followed by a two-thirds majority vote of those present at a General Meeting.
 - The nomination should be accompanied by a written statement supporting the bid for life membership that may be read at the General Meeting by either the Chair or the nominator.
 - ii) If the nomination is made at a General Meeting of The Society; the resolution must undergo a blind-vote in which the votes of the committee are recorded separately to those of the remainder of the meeting; the resolution must pass a simple majority of the Committee present, and a two-thirds majority of all present at the General Meeting.
 - The nomination should be accompanied by a spoken statement supporting the bid for life membership.
 - iii) If the nomination is made less than seven (7) days prior to a General Meeting of The Society; either process i) or process ii) may be followed at the discretion of the Committee.
 - The nomination should be accompanied by a written statement supporting the bid for life membership that may be read at the General Meeting by either the Chair or the nominator.
- 7.6.3. The Secretary shall maintain a record of all life memberships.

7.6.4. Perks for life members shall be set at the discretion of the current Committee.

7.7. Expulsion of Members

7.7.1. Any person or organisation may make a complaint to the Committee that the conduct of a member of The Society is, or has been, or will be injurious to the character of The Society. This complaint should be made and pursued as described in Article 15.

7.7.2. A member expelled by the Committee shall have the right to appeal to the Executive of the UCSA. This right of appeal must be exercised within thirty (30) days of the date of the Committee's decision to expel the member. The appeal must be commenced by written notice to the Secretary of The Society.

i) the Secretary shall forthwith notify the Executive of the UCSA of the lodging of the appeal. The Executive of the UCSA shall then deal with the appeal in accordance with the UCSA Constitution.

ii) if the Executive of the UCSA passes a resolution rescinding the expulsion, the member will be reinstated immediately.

8. GENERAL MEETINGS

8.1. The quorum for a General Meeting will be ten percent (10%) or ten (10) (whichever is less) of The Society's membership. Members may vote by proxy if they are unable to be present, and must register their wish to do so prior to the commencement of the General Meeting

8.2. At least seven (7) days notification of each General Meeting will be given to members. It will be the responsibility of members to keep the office of The Society informed of their contact details.

8.3. Notification of a General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Committee. Full information will be provided concerning any proposed amendments to the Constitution or any matter that is the business of a Special General Meeting. Such information will be supplied to any member requesting it.

8.4. The General Meeting will be chaired by the President of The Society. In the absence of the President, the meeting will elect a person to chair the meeting from among the members present.

8.5. All questions will, unless otherwise specified in this Constitution, be made by a majority vote.

8.6. Voting will be by a show of hands unless one or more members calls for a secret ballot in which case a secret ballot shall be held, and a returning officer shall be appointed by the chairperson.

8.6.1. In the event of a tie, the votes must be recast until a resolution can be achieved.

8.7. Annual General Meeting (AGM)

8.7.1. The Annual General Meeting must be held at least one (1) full week after the conclusion of the Financial Year and at least two (2) full weeks prior to the conclusion of the Current Term.

8.7.2. The Annual General Meeting will carry out the following business:

- i) receive the minutes of the previous Annual General Meeting and any General Meeting carried out since the previous Annual General Meeting.
- ii) receive the President's written report on the activities of The Society over the last year.
- iii) receive the statement of assets and liabilities, the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year.
- iv) elect the President, the Secretary, and the Treasurer, and General Executive Members.
- v) conduct any other business that may properly be brought before the meeting.

8.8. Special General Meetings (**SGM**)

- i) Special General Meetings may be called by the Committee or by a written request made by at least ten percent (10%) or ten (10) (whichever is less) of The Society's membership and delivered to an Officer.

9. COMMITTEE

9.1. The Committee will be composed of a President, Secretary, Treasurer (the Officers), and four (4) ordinary members. Additional members may join the Committee by way of co-option. The Committee shall be elected at the Annual General Meeting (AGM) and shall hold office for a full Term from and including the 1st of November, to and including the 31st of October, unless they:

- i) Resign,
- ii) Lose by a vote of no confidence at a General Meeting during their term of office, or
- iii) Lose a unanimous vote of no confidence by the remaining Exec members, after failing to attend at least three meetings without apology or excuse.

9.2. In the event that only one candidate is nominated for any office, that candidate shall face a vote of confidence from the members at the General Meeting; and shall only be declared appoint if he or she gains the confidence of a two-thirds supermajority of the members at the General Meeting.

9.3. The Committee may, by majority vote, co-opt any member of The Society to join the Committee as an ordinary member. A decision to co-opt members is made at the Committee's discretion. Co-option must be advertised for a period of seven (7) days before a member is appointed. That member shall fill that position until the next General Meeting of The Society. Should a vacancy arise amongst the named Officers, a Special General Meeting must be held to replace them within thirty (30) days of the vacancy arising. Members cannot be co-opted to Officer positions.

9.4. Nominations for general positions on the Committee shall be by way of oral nomination by a current member and endorsed with the consent of the nominee at a General Meeting.

- i) A second is required and may be received after consent is received from the nominee.
- ii) A nominee is able, but is not required, to nominate themselves.

- 9.5. Nominations for office-bearing positions on the committee shall be by way of written nomination by a current member and endorsed with the consent of the nominee.
- i) The written nomination must be delivered to the returning officer no later than 48 hours before the General Meeting at which the nomination is to be heard.
 - ii) The Secretary must post a list of all officer nominees to a public forum no later than 24 hours before the General Meeting at which the nominations are to be heard.
 - iii) A second is required and may be received at the meeting at which the nomination is to be voted on.
 - iv) A nominee is able, but is not required, to nominate themselves.
 - v) In the event that no nominations for a position are received or the majority of votes are of no confidence, nominations may be made from the floor during the AGM, as laid out in clause 9.4.
- 9.6. The procedure for Committee meetings will be as follows:
- 9.6.1. A quorum will be at least five (5) of its members.
 - 9.6.2. If a member of the Committee, including an office-bearer, does not attend two (2) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Committee, be removed from the Committee.
 - 9.6.3. All questions will be decided by majority vote by show of hands unless one or more Committee Members calls for a secret ballot in which case a secret ballot shall be held, and a returning officer shall be appointed by the chairperson.
 - i) If voting is tied, the votes must be recast at least once.
 - ii) Should recasting of the votes not result in a resolution, the Chair may exercise a casting vote.
 - 9.6.4. Each meeting will be chaired by the President of The Society or, in their absence, the Committee will elect a person to chair the meeting from among its members.
- 9.7. Any one (1) of the Officers or any two (2) Committee members shall have the power at all times to call a meeting of the Committee.
- 9.8. All members of the Committee, including Officers, will be given at least seventy-two (72) hours' notice of the meeting by the Secretary, verbally or in writing.
- 9.9. Notwithstanding the notice requirement in clause 9.8, a Committee meeting may be held with less than the requisite seventy-two (72) hours' notice, however in such a case the quorum for the meeting shall be seven (7) Committee members.
- 9.10. All members of the Committee shall:
- i) attend all Committee and General Meetings, unless an apology has been tendered;
 - ii) keep up to date with Society events and productions;
 - iii) perform tasks as delegated by the Committee;
 - iv) generally work to further the best interests and objects of The Society; and
 - v) have an awareness of Society resources.
- 9.11. The Secretary will ensure that a minute book is maintained which is available to any member of The Society and which, for each meeting of the Committee, records:

- i) the names of those present;
 - ii) all decisions which are required by the Constitution or by law to be made by The Society; and
 - iii) any other matters discussed at the meeting.
- 9.12. The Committee will at all times be bound by the decisions of the members at General Meetings.
- 9.13. Roles of Officers:
- 9.13.1. President
The President's role shall include, but is not limited to:
 - i) acting as the primary representative of and point of contact for The Society;
 - ii) preparing, and presenting annually at the Annual General Meeting, a written report on the activities of The Society over the last year;
 - iii) keeping regular lines of communication open between the Committee and Production Managers and/or Event Managers in order to ensure that all Society activities are run in accordance with The Society's objectives;
 - iv) ensuring that The Society affiliates to and remains affiliated to the UCSA;
 - v) mediating in and seeking to resolve conflict in a manner which is consistent with the views of the Committee and the objectives of The Society; and
 - vi) being a signatory on all Society bank accounts.
 - 9.13.2. Secretary
The Secretary's role shall include, but is not limited to:
 - i) keeping and promptly distributing accurate minutes of the proceedings of all Committee and General Meetings;
 - ii) filling all communications and papers;
 - iii) issuing notices of meetings in accordance with the provisions of this constitution;
 - iv) informing the Treasurer of any member's resignation;
 - v) being a signatory on all Society bank accounts; and
 - vi) attending generally to all clerical duties in connection with The Society.
 - 9.13.3. Treasurer
The Treasurer's role shall include, but is not limited to:
 - i) collecting and accounting for all subscriptions
 - ii) keeping a register of members that records the name, email address and student ID (If they are a student) of each member, the date he or she became a member, and all subsequent changes including but not limited to any resignations from membership of The Society.
 - iii) keeping proper and accurate books, which must be available to and may be audited by the Committee at any time.

- iv) preparing the statement of assets and liabilities, the balance sheet and statement of income and expenditure for the past year and present these at the Annual General Meeting;
 - v) promptly and professionally dealing with all accounts receivable and payable;
 - vi) working with Producer Managers and/or Event Managers in order to ensure that all financial matters are in order;
 - vii) preparing and presenting monthly written financial reports giving the financial position of The Society to the Committee; and
 - viii) being a signatory on all Society bank accounts.
- 9.13.4. If any one or more of the officers is or are unable to discharge part of all of his or her duties and responsibilities, the Committee shall nominate another Committee Member or Members to do so until the inability no longer exists.
- 9.13.5. Production Manager
- i) A Production Manager shall be appointed by the Committee to have overall responsibility for effecting proposals for shows approved by the Committee. He or she is responsible to keep the Committee informed of the progress of the show through contact with the President.
 - ii) The Production manager shall keep accurate records of all financial dealings within a production, and shall ensure that the production budget is adhered to. The Production Manager shall obtain the approval of the Committee before significantly altering the Production Budget, should the need arise. On all matters financial, the Production Manager shall work with the Treasurer.
 - iii) The Committee may enact and impose guidelines and requirements, which Production Managers shall follow.
 - iv) The Production Manager shall have full voting rights only on matters pertaining to their production, as determined by the rest of the committee.
 - v) The term of the Production Manager will extend from the date of their appointment until 3 weeks after the production has closed.

10. PROPOSALS FOR MAJOR PRODUCTIONS

- 10.1. From time-to-time the Committee may open up a round of proposals for the next major production.
- 10.2. Proposals may be submitted only by members of The Society.
- 10.3. Neither the President nor the Treasurer may have a named role on the proposal.
- 10.4. Up to 4 of the remaining Committee members may have named roles on proposals.
- 10.5. The deadline for submissions of proposals must be at least four (4) weeks after the opening of proposals.
- 10.6. The deadline may be extended by up to two (2) weeks, however the extension must be announced at least three (3) full days prior to the initial deadline.
- 10.7. A meeting to interview the proposers and choose a proposal must take place within two (2) weeks after the deadline.

- 10.8. Any Committee member on a proposal must abstain from all discussion and voting in this meeting.
- 10.9. Up to two (2) Committee members may be co-opted, as in clause 9.3, for the purpose of participating in this meeting so as to maintain quorum.
- 10.10. Process to select the proposal in the proposal meeting:
 - 10.10.1. The Committee should discuss all of the proposals prior to interviewing the proposers.
 - 10.10.2. Each proposal should be interviewed for a roughly similar amount of time.
 - 10.10.3. The proposals should be discussed until all Committee members are satisfied that they have discussed all that needs to be.
 - 10.10.4. Voting will take place in an eliminative fashion.
 - i) After each round of voting the least-supported proposal is removed from consideration until one winner is clear.
 - 10.10.5. If there is only one proposal it must pass a confidence vote with three-quarters.
- 10.11. Following a proposal being chosen, the Committee must negotiate the terms of the engagement of the production and the Production Manager with the proposer(s). The terms of this engagement can include:
 - i) changes to the proposal,
 - ii) requirements for dates of performances,
 - iii) requirements for risk assessment and management, and
 - iv) any other restriction or guideline the Committee wishes to place on the production.
- 10.12. If the proposer(s) do not agree with the terms of the engagement they may retract their proposal.
- 10.13. Upon the signing of the engagement, the producer for the production will become the Production Manager as in 9.13.5. The funds allotted to the production in the engagement will also be made available to the production by whatever means the Treasurer determines.
- 10.14. Special Proposal Panel:
 - 10.14.1. Purpose
 - i) In the event that members of the Committee are involved with the proposal of productions during the proposal period, the Committee shall be empowered, at its discretion, to create a Special Proposal Panel with the purpose of avoiding potential conflicts of interest in the process of assessing proposals.
 - 10.14.2. Creation and composition
 - i) A Special Proposal Panel shall be created by vote of the Committee, with the membership of the panel decided at the Committee's discretion.
 - ii) Any full member of the Society may request the creation of a Panel by means of a formal petition presented to the Committee.
 - iii) The Panel shall have no more than five members and must consist of at least one Officer and up to four other full members of the Society.

- iv) Other Committee members may sit on the Panel, provided they are not attached to any of the proposals being considered.

10.15. Role of the Panel

- i) The Panel shall have 14 days from its creation to conduct an assessment of proposals and make a recommendation to the Committee.
- ii) At the end of the 14-day period, the Committee must vote to either approve or reject the recommendation of the Panel.
- iii) If the recommendation of the Panel is approved by the Committee, the Panel shall automatically dissolve.
- iv) If the Committee rejects the recommendation of the Panel, the Committee must vote to either dissolve the panel or extend its existence by an additional 7 days.
- v) The Committee shall have the power to vote to extend the existence of the Panel by an additional 7 days for any other reason.
- vi) The Panel shall report back to the committee at the end of the 7-day extension period, whereupon the Committee shall vote to approve or reject the recommendation of the Panel or extend its existence by an additional 7 days.
- vii) The Committee can vote to dissolve the Panel at any time.

11. INCOME, BENEFIT, OR ADVANTAGE TO BE APPLIED TO OBJECTS

- 11.1. Any income, benefit or advantage will be applied to the objects of The Society.
- 11.2. 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 any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 11.3. 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).
- 11.4. The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

12. FINANCIAL ARRANGEMENTS

- 12.1. The financial year of The Society will be from and including the 1st of September to and including the 31st of August the following year.
- 12.2. At the first meeting of the Committee following each Annual General Meeting, the Committee will jointly read the Constitution, and decide by resolution the following:
 - i) how money will be received by The Society;
 - ii) who will be entitled to produce receipts;
 - iii) what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - iv) who will be allowed to authorise the production of cheques and the names of cheque signatories; and
 - v) policy concerning the investment or borrowing of money by The Society, including what type of investment or borrowing will be permitted.

- 12.3. The Treasurer will ensure that true and fair accounts are kept of all money received and expended.
- 12.4. The Society is solely responsible for all debts incurred in its name. No responsibility or financial liability will be taken by the UCSA.

13. INDEMNIFYING OF OFFICERS AND COMMITTEE MEMBERS

- 13.1. No Officer or member of the Committee shall be liable for the acts or defaults of any other Officer or member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 13.2. The Officers, Committee and each of its members shall be indemnified by The Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

14. AMENDMENTS

- 14.1. Subject to Section 8.6, the rules of The Society may only be altered, added to, rescinded, or otherwise amended in any way by the following process.
 - 14.1.1. Amendments can be proposed by any General Member. Proposed amendments concerning any financial matter must require the support of a majority of the Committee.
 - 14.1.2. The quorum required for any General Meeting, which considers any proposed alterations to this Constitution, shall be ten (10) members.
 - 14.1.3. No addition to or alteration of Article 3, Article 11, or Article 17 will be approved without the prior consent of the Department of Inland Revenue.
 - 14.1.4. Any amendments proposed to be discussed at a General Meeting must be submitted in writing no later than 48 hours in advance of the meeting at which they are intended to be discussed.
 - i) The Secretary must organise and publicly post the list of amendments no later than 24 hours in advance of the General Meeting.

15. FORMAL COMPLAINTS

- 15.1. The formal complaint process will be initiated upon the reception of a formal email or letter received by the Secretary (or other such parties as described in 15.2), that requests the actions described in this article.
 - 15.1.1. The Secretary (or other such parties as described in 15.2) must retain all communications and records of the process.
 - 15.1.2. Should the Committee receive a complaint that is not in the forms described in 14.1, the complainant should be informed of the procedures described in this article, and that the formal complaints process will not be initiated unless a formal complaint is received as in 15.1.
- 15.2. Once a formal complaint has been received, one of the following processes will be followed, dependent on which of the following parties are the subject of the complaint:
 - 15.2.1. The Committee or The Society as a whole:
 - i) Complaints against The Committee or The Society need not be submitted to any member of the Committee, and instead should be submitted directly to the UCSA.
 - ii) Any outcome from the UCSA's complaints process must be accepted and acted-upon by the Committee.

15.2.2. The President:

- i) Complaints against the President should be submitted to both the UCSA and the Secretary.
 - If the complainant has not submitted the complaint to the UCSA, the secretary must submit it in their place.
- ii) At the discretion of a meeting of the Committee, at which the President is not present, the President must take a leave-of-absence from the Committee until the matter is resolved.
- iii) An Acting-President will be nominated as in 9.13.4.
- iv) The UCSA's complaints procedure should be initiated in communication with the Acting-President.
 - a) Should the UCSA return from the process with a requirement placed on the Society, the Committee must accept and act-on this requirement.
 - b) Should the UCSA return from their process with a suggestion for the Society, the Committee must vote on whether to accept this suggestion at a meeting chaired by the Secretary.
- v) In the case that the UCSA does not pursue the complaint, or that their process does not fully resolve the complaint; the Committee, led by the Acting-President, should pursue the complaint as described in 15.2.4 from 15.2.4.iv).

15.2.3. The Secretary:

- i) Complaints against the Secretary should be submitted to the President.
- ii) The complaint should be pursued by the Committee following the process outlined in 15.2.4.

15.2.4. A Committee member:

- i) At the discretion of a meeting of the Committee, at which the subject of the complaint is not present, the Committee member must take a leave-of-absence from the Committee until the matter is resolved.
- ii) If an Officer is the subject of the complaint, they must be temporarily replaced as in 9.13.4.
- iii) The UCSA should be immediately notified of the complaint.
- iv) If the complaint implicates more than two (2) Committee members, causing the Committee to be unable to reach quorum, the handling of the complaint must be handed over entirely to the UCSA as in 15.2.1.
- v) If the Committee considers that there is sufficient substance in the complaint, it must invite the Committee member to attend a meeting of the Committee and to offer a written and/or oral explanation of their conduct.
- vi) The Committee will give the Committee member at least fourteen (14) days written notice of the meeting. The notice will:
 - a) sufficiently inform the Committee member of the complaint so that they can offer an explanation of their conduct; and

- b) inform the Committee member that if the Committee is not satisfied with their explanation, they will face a confidence vote at a General Meeting, and potential expulsion from the Society.
 - vii) Should the Committee decide that they are not satisfied with the explanation, the Secretary must call a Special General Meeting of The Society to hold a confidence vote on the Committee member.
 - viii) If the Committee member loses by a vote of no confidence, the Committee may also vote to expel the ex-Committee member from The Society.
 - ix) If, by unanimous vote, the Committee decides to expel the ex-Committee member from The Society, they will cease to be a member of The Society forthwith.
- 15.2.5. A member of a Society production:
 - i) If the Production Manager is the subject of the complaint, they must temporarily cede their position on the Committee to another leader within the production.
 - ii) If the Committee considers that there is sufficient substance in the complaint, they may opt to have the subject of the complaint temporarily removed from the production to a degree that is at the discretion of the Committee.
 - iii) Should that occur, the Committee must invite the subject of the complaint to attend a meeting of the Committee and to offer a written and/or oral explanation of their conduct.
 - iv) The Committee will give the subject of the complaint at least seven (7) days written notice of the meeting. The notice will:
 - a) sufficiently inform them of the complaint so that they can offer an explanation of their conduct; and
 - b) inform them that if the Committee is not satisfied with their explanation, they will be removed from the production, and may face expulsion from The Society.
 - v) Should the Committee decide that they are not satisfied with the explanation, they may vote to remove the subject of the complaint from the production.
 - vi) Following that, the Committee may also vote to expel the subject of the complaint from The Society.
 - vii) If, by unanimous vote, the Committee decides to expel the subject of the complaint from The Society, they will cease to be a member of The Society forthwith.
- 15.2.6. A member of The Society:
 - i) Any person or organisation may make a complaint to the Committee that the conduct of a member of The Society is, or has been, or will be injurious to the character of The Society. Every such complaint will be in writing and addressed to the Secretary.
 - ii) If the Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the

Committee and to offer a written and/or oral explanation of the member's conduct.

- iii) The Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:
 - a) sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - b) inform the member that if the Committee is not satisfied with the member's explanation the Committee may expel the member from The Society.
- iv) If in the meeting the Committee by unanimous vote decides to expel the member from The Society, the member will cease to be a member of The Society forthwith.

15.2.7. An individual representing an affiliate or contractor:

- i) The Committee must notify the UCSA immediately and act on their advice.
- ii) If the Committee determines that there is substance to the complaint and that the subject has, is, or will be injurious to the wellbeing of any members of The Society in the undertaking of any Society events; the Committee should endeavour to have the individual removed from any such events.

16. MEDIATION AND ARBITRATION

16.1. Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-bonding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

16.2. The mediation shall be terminated by:

- i) the signing of a settlement agreement by the parties; or
- ii) notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
- iii) notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
- iv) the expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

16.3. If the mediation should be terminated as provided in 16.2, any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by

arbitration in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

17. DISPOSITION OF SURPLUS ASSETS

- 17.1. The Society may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 17.2. The President shall inform the UCSA of the decision to wind up The Society.
- 17.3. Any surplus assets after the satisfaction of all liabilities will be handed over to the UCSA to be held on trust by the UCSA until such time as another society is formed under the auspices of the UCSA and with substantially similar objects as those of this Society and is used to further a charitable purpose or purposes, at which time the surplus assets are to vest in the new society. If, after four (4) years from the date of dissolution, no such new society has formed, the UCSA shall have the power to dispose of the surplus assets in whatever way it deems appropriate, so long as those assets are used to further a charitable purpose or purposes.
- 17.4. In the event that the provision of Section 17.3 cannot be compelled with, including but not limited to a situation where the UCSA is unable or unwilling to comply with those provisions for whatever reason, then the provisions of Article 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

18. TRANSITION OF OFFICE

- 18.1. The Committee shall take office on the 1st of November if they were elected at an Annual General Meeting, or ten (10) working days after the close of the General Meeting they were elected at. They shall hold office until the 31st of October.
- 18.2. The Incumbent Officers and Officers-Elect must meet during the Handover Period to ensure a smooth transition of office.
- 18.3. During the Handover Period, the Incumbent Officers and Officers-Elect must register the change of Officers with the following entities:
 - i) the Charities Commission,
 - ii) the UCSA,
 - iii) The Society's bank, and
 - iv) the Companies Office.
- 18.4. During the Handover Period, the Incumbent Secretary and Secretary-Elect must register the Minutes of the Annual General Meeting with the following entities:
 - i) the Charities Commission,
 - ii) the UCSA, and
 - iii) the Companies Office.
- 18.5. During the Handover Period, the Incumbent Treasurer and Treasurer-Elect must register the financial records of the Societies previous financial year with the following entities:

- i) the Charities Commission,
 - ii) the UCSA, and
 - iii) the Companies Office.
- 18.6. During the Handover Period, the Incumbent Secretary shall ensure that any constitutional amendments are registered with the following entities:
- i) the Charities Commission,
 - ii) the UCSA, and
 - iii) the Companies Office.
- 18.7. The Secretary shall ensure Ordinary Committee Members are registered as Committee Members with the Charities Commission within the Handover Period.

SCHEDULES

1. STANDING ORDERS

1.1. The Chair

- 1.1.1. The chair shall be heard without interruption.
- 1.1.2. At any time during the meeting, any member may, at the request of the Chair, or any person for the time being in the Chair, take the Chair temporarily.
- 1.1.3. Should the Chair decide to take part in the debate, s/he shall upon another member to become Acting Chair.
- 1.1.4. Should the chair be vacant, a member may assume the chair.
- 1.1.5. Every member desiring to speak shall address himself/herself to the Chair.
- 1.1.6. When two or more members desire to speak, the Chair shall call upon the member who, in the Chair's opinion, first indicated his/her desire to speak.

1.2. Motions

- 1.2.1. When a motion has been made and seconded, the question thereupon shall be proposed to the meeting by the Chair. Seconding may be either firm or pro forma seconding. A pro forma seconding may be withdrawn, a firm seconding only with the leave of the meeting. A firm seconding shall be required for a motion which cannot be discussed by the meeting. A motion from the Chair shall not require to be seconded. A motion of which due notice has been given shall not require to be seconded.
- 1.2.2. Any motion not seconded may not be further debated but shall forthwith be dropped and no entry thereof shall be made in the minutes.
- 1.2.3. After a motion has been accepted by the Chair, it shall be deemed to be in the possession of the meeting and cannot be withdrawn without leave of the meeting.
- 1.2.4. A motion which by leave of the meeting has been withdrawn may be made again during the same meeting.
- 1.2.5. A motion or amendment may not be proposed which is the same in substance as any question which, during the same meeting, has been resolved in the affirmative or negative.
- 1.2.6. A matter which has been resolved by the meeting may be recommitted or rescinded by a majority vote of the meeting.
- 1.2.7. A motion may be amended by the mover with the consent of the seconder.
- 1.2.8. A motion shall be decided by voices, provided that a show of hands may be requested by any member of the meeting, and provided that a secret ballot shall be taken when demanded by a member.
- 1.2.9. Upon the motion being put and the voting declared even, the Chair shall use his/her casting vote.
- 1.2.10. Except as otherwise provided in this Constitution, a motion shall be determined by a simple majority of those present and voting.
- 1.2.11. All motions shall be sequentially numbered. All motions accepted by the Chair and/or put to the meeting shall be recorded in the minutes, save those

resolved while the meeting was in strict committee or committee of the whole: these motions may be recorded in the open minutes at the discretion of the meeting.

1.3. Amendments

- 1.3.1. When a motion has been seconded and the question has been accepted by the Chair for discussion, an amendment may be made by any member.
- 1.3.2. No further amendment may be made until the first amendment has been disposed of.
- 1.3.3. If an amendment be carried, it shall become and shall be stated from the Chair as a substantive motion.
- 1.3.4. No amendment shall be accepted by the Chair which is a direct negation of the motion under discussion.
- 1.3.5. The mover of an original motion or of an amendment shall have the right of reply before the original motion or the amendment respectively is put.

1.4. Procedural Motions

- 1.4.1. The following motions shall be considered procedural motions:
 - i) that someone be granted speaking rights,
 - ii) that the meeting elect a new chair, and
 - iii) motions to alter the agenda.
- 1.4.2. A debate of a particular matter may be interrupted owing to a formal motion being proposed.
 - i) The previous question shall be moved in the form “That the question be not put” and shall be seconded. It may be discussed and confers no right of reply. If ‘the previous question’ is carried, the principal motion cannot be brought forward at the same meeting. The Chair may accept or reject ‘the previous question’.
 - ii) The closure shall be moved in the form “That the question be now put”. Discussion, amendment or adjournment shall not be allowed, and it may be applied to an amendment as well as to a motion. The Chair shall have discretion whether to accept it or not. The motion shall require a seconder and shall not be moved by a person who has moved or seconded the principal motion, but it may be moved while another is speaking. The Chair may accept or reject closure.
 - iii) Proceed to the next business. This motion shall not be moved while another person is speaking, and it shall not be moved or seconded by the mover or seconder of the original motion or amendment. It shall not be debated or amended, but if carried it terminates discussion on the principal motion of that meeting. Discussion on the principal motion is to be resumed if it is moved on an amendment.
 - iv) Adjournment of debate. Adjournment may be to a definite date or indefinitely, and the particular motion is adjourned but the meeting shall continue. The meeting can only be moved at the conclusion of a speech, and it cannot be moved or seconded by the mover or seconder of the principal motion, but previous speakers may speak to it. Amendments as to time, date and place of the adjourned debate are the only amendments permissible. The mover has right of reply and

the right to re-open the debate on its subsequent resumption. Although at first rejected, a motion to adjourn debate may be moved again at a later stage of the discussion. The business to which the debate relates shall be placed on the agenda paper of the meeting to which it is adjourned. Adjourned business shall have priority of any other except formal business.

- v) That the question lie on the table. This motion shall only be moved or seconded by someone who has not moved or seconded the original motion. There shall be no right of reply and no amendment shall be allowed. It may be debated and previous speakers may speak to it. It can be carried on any question or amendments. If it is moved and carried on an amendment, then the original question must also lie on the table. There shall be a subsequent motion either at the same or a later meeting to take the question from the table.
- vi) That the speaker be no longer heard. This motion must be moved and seconded, and may be accepted or rejected at the Chair's discretion. The motion may be moved while a person is speaking.
- vii) That the Chair's ruling be dissented from. After the motion has been moved and seconded, the Chair shall immediately vacate the Chair. Only the mover and the seconder of the motion, and the previous Chair, shall speak to the motion, and in that order. After they have spoken, the motion shall be put without further debate in the following form: "That the Chair's ruling be upheld". If resolved in the affirmative, the Chair will resume the Chair and maintain his/her ruling, if resolved in the negative the Chair will resume the Chair and change the challenged ruling.

1.4.3. Discussion of procedural motions

- i) The following motions shall be put without any debate:
 - a) that the speaker be no longer heard,
 - b) that the question be now put,
 - c) that the meeting proceed to the next business, and
 - d) that the Chair's ruling be upheld (noting the provisions of clause 1.4.2.vii) of this Schedule).
- ii) The Chair shall rule on discussion of any other procedural motions, subject to the right of the meeting to dissent the chair.

1.4.4. At any time, the meeting may resolve itself into a Committee of the Whole, provided that such resolution be supported by a majority of those members present. The meeting in committee may report to the open meeting, which shall forthwith adopt or reject such report or motion to that effect. The proceedings of the Committee of the Whole shall not be reported or recorded.

1.4.5. At any time, the meeting may resolve itself into Strict Committee, provided that such resolution be supported by a two-thirds majority of those members present. If such a motion is carried, all non- members shall be excluded from the meeting. The meeting in committee may report to the open meeting, which shall forthwith adopt or reject such report or motion to that effect. The proceedings of the Strict Committee shall not be reported or recorded. Motions relating to the Committee of the Whole or Strict Committee shall be procedural motions.

1.5. Points of Order and Information

1.5.1. Points of Order

Any person at any time may address the Chair on a point of order (i.e. breach of constitution or standing orders) but must at once state s/he is taking a point of order and must confine his/her observations to the point of order raised. A point of order should be taken immediately the breach of order occurs. A speaker called to order should be given opportunity to explain and the Chair may give others permission to speak briefly, but new matter must not be debated. The Chair's ruling on a point of order is final, and must not be discussed unless the dissent is moved.

1.5.2. Points of Clarification

By permission of the Chair, and when no other person is speaking, a person who has already spoken (even if strict order is being followed) may speak briefly in personal explanation of his/her remarks or actions of his/her which may have been queried, but must state concisely the point s/he wishes to explain and must keep to that point. S/He may not interrupt other speakers in order to explain, nor may s/he employ additional arguments.

1.5.3. Questions

Questions relating to the matter under discussion may be put to the chair, or through the chair to any member, but the chair may disallow any question which s/he thinks should not be put. Speeches must not be interrupted for the purpose of asking questions.

1.6. General

1.6.1. Quorums

- i) No meeting shall open unless a quorum is present by not later than fifteen (15) minutes after the advertised starting time.
- ii) A meeting shall adjourn immediately the lack of quorum is disclosed.
- iii) If a meeting falls inquorate in the period between the taking of a vote and the completion of counting, the result of the vote shall be announced and shall not be invalidated.

1.6.2. Any motion or question of order or procedure not provided for or not fully provided for in the Standing Orders shall be determined by the Chair by a ruling.

1.6.3. Any of the Standing Orders may be suspended for the time being by resolution, provided that such resolution shall have the concurrence of a two-thirds majority of the members voting thereon. This resolution must be seconded, discussion is permitted with strict order of debate and it may be moved at the any time. Motions to return to the standing orders shall be carried when more than one-third of votes are cast in the affirmative. In any event, suspension of standing orders ceases at the closing of the meeting.

1.6.4. An announcement by the chair that a meeting is closed or adjourned may be dissented from unless it has been made due to a genuine lack of quorum or resolution of the meeting.

1.6.5. At the close of all meetings, the meeting shall be considered to have moved out of committee of the whole or strict committee.

RATIFICATION

This Constitution was amended on this day, **SATURDAY 29 SEPTEMBER**, by those present at the **ANNUAL GENERAL MEETING 2018**.



Signed
24/02/2019

Date
Polly Hoskins
President



Signed
24/02/2019

Date
Samuel Gibson
Secretary



Signed
24/02/2019

Date
Timothy Dodd
Treasurer