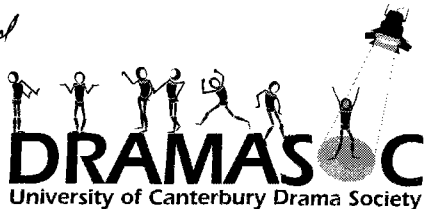


*Michael Wood*  
(Treasurer)



*Delta Comrade*  
President

## The Constitution of the University Of Canterbury Drama Society Incorporated

### 1. NAME

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 12 of this Constitution.
- 2.5 "Current year" means the period from and including the first day of March, to and including the last day of February in the following year.
- 2.6 "General Meeting" refers to Annual General Meetings, Half Annual General Meetings and Special General Meetings.

### 3. OBJECT

- 3.1 The object of the Society shall be the promotion and/or the production of the performing arts in the University and in New Zealand generally, and the enjoyment and development of its members.
- 3.2 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, Schedule 'A' of the constitution of the UCSA shall apply.

### 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, according to 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 and 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 All those persons who at the date of these rules being agreed to were members of the unincorporated society known as the University Of Canterbury Drama Society are members of the Society.
- 7.2 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.
- 7.3 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, in accordance with the following process:
  - 7.5.1.1 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.
  - 7.5.1.2 The period of honorary membership shall be for the current year.

### 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 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.

### 7.7 Expulsion of Members

The procedure for expulsion of members will be as follows:

*Trish Harrington*  
Secretary

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. Every such complaint will be in writing and addressed to the Secretary.

7.7.2 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.

7.7.3 The Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:

7.7.3.1 sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and

7.7.3.2 inform the member that if the Committee is not satisfied with the member's explanation the Committee may expel the member from the Society.

7.7.4 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.

7.7.5 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. 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. 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 fifteen percent (15%) of members present in person.

8.2 At least fourteen (14) 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.

8.7 If voting is tied, the chairperson may exercise a casting vote.

## 9. ANNUAL GENERAL MEETING

9.1 The Annual General Meeting will be held annually during the month of September.

9.2 The Annual General Meeting will carry out the following business:

9.2.1 Receive the minutes of the previous Half Annual General Meeting and of any other General Meeting held since the previous Half Annual General Meeting.

9.2.2 Elect the President, the Secretary, and the Treasurer, and such members of the

Committee as required by any vacancies that have occurred through resignation since the Annual General Meeting.

9.2.3 Conduct any other business that may properly be brought before the meeting.

## 10. HALF ANNUAL GENERAL MEETING

10.1 A Half Annual General Meeting will be held annually during the month of March.

10.2 The Half Annual General Meeting will carry out the following business:

10.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the previous Annual General Meeting.

10.2.2 Receive the President's written report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.

10.2.3 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.

10.2.4 Elect up to five (5) ordinary members of the Committee of the Society (see clause 12.1).

10.2.5 Conduct any other business that may properly be brought before the meeting.

## 11. SPECIAL GENERAL MEETINGS

11.1 Special General Meetings may be called by the Committee or by a written request made by at least 10 percent (10%) of the members and delivered to the Secretary. The meeting will be called within seven (7) days of the decision being made or the meeting being requested.

11.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members (see clause 8.3).

## 12. COMMITTEE

12.1 The Committee will be composed of a President, Secretary, and Treasurer ("the Officers"), and at least three (3) but no more than five (5) ordinary members.

12.2 The Officers shall serve from their election at the Half Annual General Meeting until the next Half Annual General Meeting. The ordinary Committee Members shall serve from their election at the Annual General Meeting until the next Annual General Meeting.

12.3 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 appointed if he or she gains the confidence of a majority of the members at the General Meeting.

12.4 The Committee may, by unanimous vote, co-opt any member of the Society to fill any single vacancy that arises in the ranks of ordinary Committee Members. Such co-opted member shall fill that position until the next General Meeting of the Society, at which an election for that position shall be held. Should more than one vacancy occur in the ranks of ordinary Committee Members at the same time, or any vacancy occur amongst its named Officers, the Secretary shall call a Special General Meeting, at which an election for that position or those positions (as the case may be) shall be held. The said Special General Meeting shall take place within sixty (60) days of the vacancy(s) arising.

12.5 Newly elected Committee members will take office from the close of the General Meeting at which the election took place.

12.6 Nominations for elected positions on the Committee, including office-bearers, shall be by way of oral nomination by a current member and endorsed with the consent of the nominee at a General Meeting.

12.7 The procedure for Committee meetings will be as follows:

12.7.1 A quorum will be at least five (5) of its members.

12.7.2 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.

12.7.3 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.

12.7.4 If the voting is tied, the Chairperson may exercise a casting vote.

12.7.5 Each meeting will be chaired by the President of the Society or, in her/his absence, the Committee will elect a person to chair the meeting from among its members.

12.8 The President or any two (2) Committee members shall have the power at all times to instruct the Secretary to call a meeting of the Committee.

12.9 All members of the Committee, including office-bearers, will be given at least seventy-two (72) hours notice of the meeting by the Secretary, verbally or in writing.

12.10 Notwithstanding the notice requirement in clause 12.9 above, 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.

12.11 All members of the Committee shall:

12.11.1 attend all Committee and General meetings, unless an apology has been tendered;

12.11.2 keep up to date with Society events and productions;

12.11.3 perform tasks as delegated by the Committee;

12.11.4 generally work to further the best interests and objects of the Society; and

12.11.5 have an awareness of Society resources.

12.12 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:

12.12.1 the names of those present;

12.12.2 all decisions which are required by the Constitution or by law to be made by the Society; and

12.12.3 any other matters discussed at the meeting.

12.13 The Committee will at all times be bound by the decisions of the members at General Meetings.

## 12.14 Roles Of Officers

### 12.14.1 President

The President's role shall include, but is not limited to:

- ❖ Acting as the primary representative of and point of contact for the Society;
- ❖ Preparing, and presenting annually, a written report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year to the Half Annual General Meeting;

- ❖ Keeping regular lines of communication open between the Committee and Production Managers and/or Event Organisers in order to ensure that all Society activities are run in accordance with the Society's Objects;

- ❖ Ensuring that the Society affiliates to and remains affiliated to the UCSA;

- ❖ Mediating in and seeking to resolve conflict in a manner which is consistent with the views of the Committee and the Objects of the Society; and

- ❖ Being a signatory on all Society bank accounts.

### 12.14.2 Secretary

The Secretary's role shall include, but is not limited to:

- ❖ Keeping and promptly distributing accurate minutes of the proceedings of all Committee and General Meetings;

- ❖ Filing all communications and papers;

- ❖ Issuing notices of meetings in accordance with the provisions of this constitution;

- ❖ Informing the Treasurer of any member's resignation;

- ❖ Being a signatory on all Society bank accounts; and

- ❖ Attending generally to all clerical duties in connection with the Society.

### 12.14.3 Treasurer

The Treasurer's role shall include, but is not limited to:

- ❖ Collecting and accounting for all subscriptions;

- ❖ Keeping a register of members that records the name, address and occupation 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;

- ❖ Keeping proper and secure books, which must be available to and may be audited by the Committee at any time;

- ❖ Preparing 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 and present these at the Half Annual General Meeting;

- ❖ Promptly and professionally dealing with all accounts receivable and payable;
- ❖ Working with Production Managers and/or Event Organisers in order to ensure that all financial matters are in order;

- ❖ Preparing and presenting monthly written financial reports giving the financial position of the Society to the Committee; and

- ❖ Being a signatory on all Society bank accounts.

12.15 If any one or more of the Officers is or are unable to discharge part or all of his or her or their duties and responsibilities, the Committee shall nominate another Committee Member or Members to do so until the inability no longer exists.

## 13. PRODUCTION MANAGER

13.1 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 the Committee, and shall keep the Committee informed of the progress of the show through contact with the President.

13.2 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.

13.3 The Committee may enact and impose guidelines and requirements, which Production Managers shall follow.

#### 14. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS

14.1 Any income, benefit or advantage will be applied to the objects of the Society.

14.2 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.

14.3 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).

14.4 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

#### 15. POWER TO DELEGATE

15.1 The Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee could itself have done.

15.2 Any committee or person to whom the Society has delegated powers or duties will be bound by the terms of the Society and any terms or conditions of the delegation set by the Committee.

15.3 The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.

15.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Society.

15.5 No person shall represent or purport to represent the Society without the explicit prior approval of the Committee.

#### 16. FINANCIAL ARRANGEMENTS

16.1 The financial year of the Society will be from and including the 1<sup>st</sup> of September to and including the 31<sup>st</sup> of August the following year.

16.2 At the first meeting of the Committee following each Annual General Meeting, the Committee will decide by resolution the following;

16.2.1 how money will be received by the Society;

16.2.2 who will be entitled to produce receipts;

16.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;

16.2.4 who will be allowed to authorise the production of cheques and the names of cheque signatories; and

16.2.5 policy concerning the investment or borrowing of money by the Society, including what type of investment or borrowing will be permitted.

16.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

16.4 The Committee shall, as soon as practicable after the end of the financial year of the Society, arrange for the Society's accounts for that financial year to be audited by a person appointed for that purpose.

16.5 The Society is solely responsible for all debts incurred in its name. No responsibility or financial liability will be taken by the UCSA.

#### 17. INDEMNIFYING OF OFFICERS AND COMMITTEE MEMBERS

17.1 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.

17.2 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.

#### 18. ALTERATION OF RULES

18.1 Subject to clause 18.2, the rules of the Society may only be altered, added to, rescinded or otherwise amended in any way by the following process:

18.1.1 Each and every proposed alteration to the rules shall firstly require the unanimous support of the Committee.

18.1.2 Any proposed alteration that has gained the unanimous support of the Committee then requires the support of a two-thirds (2/3) majority of eligible members personally present at any General Meeting.

18.1.3 Notwithstanding the provisions of clause 8.1, the quorum required for any General Meeting, which considers any proposed alterations to this constitution, shall be twenty percent (20%) of members of the Society.

18.2 No addition to or alteration of the Objects clause (clause 1), the Pecuniary Benefit clause (clause 1) or the Disposition of Surplus Assets clause (clause 1) will be approved without the prior consent of the Department of Inland Revenue.

#### 19. MEDIATION AND ARBITRATION

19.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding 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.

19.2 The mediation shall be terminated by:

19.2.1 The signing of a settlement agreement by the parties; or

- 19.2.2 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
  - 19.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
  - 19.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 19.3 If the mediation should be terminated as provided in 19.2.2, 19.2.3, 19.2.4 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 New Zealand 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.

## **20. DISPOSITION OF SURPLUS ASSETS**

- 20.1 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.
- 20.2 The President shall inform the Secretary of the UCSA of the decision to wind up the society.
- 20.3 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, 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.
- 20.4 In the event that the provisions of clause 20.3 cannot be complied 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 Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.