

# Rules of Auckland Contra Dance Club Incorporated

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## The Society

### 1.0 Name

- 1.1 The name of the society is "Auckland Contra Dance Club Incorporated" ("the Society").
- 1.2 The Society is constituted by resolution dated 9 July 2016.

### 2.0 Registered Office

- 2.1 The Society does not have any established premises at the time of incorporation. Therefore, the registered office shall be the address of the sitting Chair, which will be reported to the Societies Commission annually.
- 2.2 The Registered Office of the Society on the date of incorporation, being the address of the founding chair, is 12 Massine Place, Randwick Park, Auckland 2105.
- 2.3 Should the Society choose to establish premises, that address will be reported to The Societies Commission and updated or confirmed annually.

### 3.0 Purposes or Objects of The Society

- 3.1 The Purposes of the Society are to:
  - 3.1.1 Primarily to support, promote, facilitate, create and teach Contra Dance and Contra Dance music, Contra Dance being a form of American style folk dancing and the associated music in Auckland, New Zealand and throughout New Zealand.
  - 3.1.2 Secondly to support all forms of folk dancing and the associated folk music for folk dancing in New Zealand.
  - 3.1.3 Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society and all funds will be used for the Purposes, as defined above.

## Management of the society

### 4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- 4.1.1 The Chair/President;
- 4.1.2 The Secretary;
- 4.1.3 The Treasurer; and
- 4.1.4 Such other Members as the Society shall decide.
- 4.2 Only Members of the Society may be Committee Members.
- 4.3 There shall be a minimum of three Committee Members.
- 5.0 Appointment of Committee Members
  - 5.1 Committee members will be appointed by the outgoing committee by a majority vote of the Committee.
    - 5.1.1 Upcoming vacancies will be advertised to the membership for at least 28 days and nominations will be invited.
    - 5.1.2 Committee appointments will be notified to the membership and members will be given 28 days to register a desire for a public vote.
    - 5.1.3 If a public vote is requested, notice will be given and the full membership will be invited to vote either electronically or at the next meeting.
    - 5.1.4 Committee appointments will be reviewed annually.
- 6.0 Cessation of Committee Membership
  - 6.1 Persons cease to be Committee Members when:
    - 6.1.1 They resign by giving written notice to the Committee.
    - 6.1.2 They are removed by majority vote of the Society at a Society Meeting.
    - 6.1.3 Their Term expires.
    - 6.1.4 No individual may serve more than four (4) consecutive years in a single Committee office. The intention is to rotate Committee positions to avoid any individual from becoming entrenched on the Committee.
  - 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.
- 7.0 Nomination of Committee Members
  - 7.1 Any member may self-nominate. Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing or electronically by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.5.2]. Nominations may be taken from the floor if there are any vacancies with no nominations prior to the meeting. All retiring members of the Committee shall be eligible for re-election unless they have exceeded their allowed time in office.
  - 7.2 If the position of any Officer or Committee position becomes vacant between Annual General Meetings, the Committee may appoint another Member to fill that vacancy until the next Annual General Meeting.
  - 7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.
- 8.0 Role of the Committee
  - 8.1 The primary purpose of the Committee is to ensure and facilitate the continuation of the Society for the purpose of advancing the Purposes of the Society.
  - 8.2 The Society is intended to be operated as a group of friends and fellow artists, operating as peers to promote the objects of the Society.
    - 8.2.1 The role of the Committee is intended to support the Members to come together for the Purposes of the Society.

- 8.3 The Committee shall be responsible for appointing persons to coordinate the major functions of the Society. A Committee member may also serve in one or more of the coordinator roles. In particular, these shall be:
- 8.3.1 Event Coordinator; shall be responsible for organizing and advertising events and resources for events of The Society;
  - 8.3.2 Music Coordinator; shall be responsible for organizing music workshops and rehearsals and resources for members to learn and practice music, and to coordinate musicians for events of the Society as it relates to the Purposes of the Society; and
  - 8.3.3 Dance Coordinator; shall be responsible for organizing dance choreography, dance callers and dance programs for events of the Society and for teaching and organizing dance as it relates to the Purposes of the Society.
- 8.4 Subject to the rules of the Society (“The Rules”), the role of the Committee is to:
- 8.4.1 Administer, manage, and facilitate the Society;
  - 8.4.2 Carry out the purposes of the Society, and Use Money or Other Assets to do that;
  - 8.4.3 Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - 8.4.4 Set accounting policies in line with generally accepted accounting practice
  - 8.4.5 Delegate responsibility and co-opt members where necessary
  - 8.4.6 Ensure that all Members follow the Rules;
  - 8.4.7 Decide how a person becomes a Member, and how a person stops being a Member;
  - 8.4.8 Decide the times and dates for Meetings, and set the agenda for Meetings;
  - 8.4.9 Decide the procedures for dealing with complaints;
  - 8.4.10 Set Membership fees, including subscriptions and levies;
  - 8.4.11 Make regulations.
- 8.5 The Committee has all of the powers of the Society, unless the Committee’s power is limited by these Rules, or by a majority decision of the Society.
- 8.6 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 8.7 Decisions of the Committee bind the Society, unless the Committee’s power is limited by these Rules or by a majority decision of the Society.
- 9.0 Roles of Committee Members
- 9.1 The Chair/President is responsible for:
- 9.1.1 Ensuring that the Rules are followed;
  - 9.1.2 Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
  - 9.1.3 Chairing Meetings, deciding who may speak and when;
  - 9.1.4 Overseeing the operation of the Society;
  - 9.1.5 Providing a report on the operations of the Society at each Annual General Meeting.
- 9.2 The Secretary is responsible for:
- 9.2.1 Recording the minutes of Meetings, or appointing a suitable record keeper;
  - 9.2.2 Keeping the Register of Members;
  - 9.2.3 Holding the Society’s records, documents, and books except those required for the Treasurer’s function;
  - 9.2.4 Receiving and replying to correspondence as required by the Committee;

- 9.2.5 Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- 9.2.6 Maintaining the registration of incorporation with the Societies Commission;
- 9.2.7 Advising the Registrar of Incorporated Societies of any rule changes;
- 9.3 The Treasurer is responsible for:
  - 9.3.1 Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
  - 9.3.2 Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
  - 9.3.3 Providing a financial report at each Annual General Meeting;
  - 9.3.4 Providing financial information to the Committee as the Committee determines.
- 10.0 Committee Meetings
  - 10.1 The Society exists to promote the Purposes of the Society and seeks to avoid Committee meetings where possible. Where the Committee can promote the Purposes of the Society without meetings, they will do so and inform the membership via email or other electronic media of any decisions or actions.
  - 10.2 The Committee shall meet at least once per year in August or September (giving time for decisions to be announced at the AGM in November) to review the operation of The Society and to make plans for the upcoming year. Other meetings may be called, at the discretion of the Committee. Otherwise the Committee will endeavour to manage the Society with informal communications and without meetings as much as possible.
  - 10.3 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
  - 10.4 No Committee Meeting may be held unless more than half of the Committee Members attend;
  - 10.5 The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting;
  - 10.6 Decisions of the Committee shall be by majority vote;
  - 10.7 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;
  - 10.8 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
  - 10.9 Subject to these Rules, the Committee may regulate its own practices;
  - 10.10 The Chair/President or his nominee shall adjourn the meeting if necessary.
  - 10.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 10.12 Minutes of Committee meetings should record the time and location of the meeting, who was in attendance, what business transpired, what decisions were made and what

action items were assigned. Minutes should not record how individuals voted and should avoid recording detailed transcripts of discussions.

## Society membership

### 11.0 Types of Members

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

### 12.0 Admission of Members

12.1 To become a Member, a person ("the Applicant") must:

12.1.1 Provide a name and electronic contact details so they can be contacted; and

12.1.2 Supply any other information the Committee requires.

12.2 To become a Financial Member a person ("the Applicant") must:

12.2.1 Pay to attend an event of the Society or

12.2.2 Provides services to the Society without payment (eg, musician, caller, hospitality, event organisation, etc).

12.3 The Committee may interview the Applicant when it considers Membership applications.

12.4 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### 13.0 The Register of Members

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, and contact details of all Members.

13.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Committee requires.

13.4 Members shall have reasonable access to the Register of Members.

### 14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary. Receipt of a request to be unsubscribed from the mailing list shall be recorded as a resignation of Membership.

14.2 Membership terminated in the following way:

14.2.1 If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

14.2.2 Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

14.2.3 State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

14.2.4 State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

14.2.5 State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

14.2.6 Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination

Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

- 14.2.7 If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 14.2.8 When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- 14.2.9 The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

#### 15.0 Obligations of Members

- 15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

### Money and other assets of the society

#### 16.0 Use of Money and Other Assets

- 16.1 The Society may only Use Money and Other Assets if:
- 16.1.1 It is for a purpose of the Society;
  - 16.1.2 It is not for the sole personal or individual benefit of any Member; and
  - 16.1.3 That Use has been approved by either the Committee or by majority vote of the Society.
- 16.2 No Officer or Committee Member may be paid for serving in that role at any time. However, Committee Members may be reimbursed reasonable expenses that are reasonably shown to be necessary for their duties to the Society and where an expense claim has been provided in writing and approved by the Committee and notified to the membership.
- 16.3 The Society may pay musicians, dance callers, event managers, and other persons whose services may be required to carry out the Purposes of the Society, when those payments are approved by the Committee and notified to the membership, including when the persons performing these services are Members of the Society or Committee Members.

#### 17.0 Joining Fees, Subscriptions and Levies

- 17.1 There are no joining fees or membership fees.

#### 18.0 Additional Powers

- 18.1 The Society may:
- 18.1.1 Employ people for the purposes of the Society;
  - 18.1.2 Exercise any power a trustee might exercise;
  - 18.1.3 Invest in any investment that a trustee might invest in;
  - 18.1.4 Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

## 19.0 Financial Year

19.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

## 20.0 Assurance on the Financial Statements.

20.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting.

## Conduct of meetings

### 21.0 Society Meetings

21.1 The Society exists to promote The Purposes of the Society and seeks to avoid meetings and other bureaucratic activities.

21.1.1 Where possible, meetings will be held electronically.

21.1.2 Meetings may be held at an event of the Society, such as the monthly Contra Dance event.

21.2 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.3 The Annual General Meeting shall be held once every year in November, as part of the last dance of the calendar year.

21.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 Members.

21.5 The Secretary shall:

21.5.1 Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting

21.5.2 Additionally, the Secretary will provide, appropriate:

21.5.2.1 A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,

21.5.2.2 A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

21.5.2.3 Notice of any motions and the Committee's recommendations about those motions.

21.5.3 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.6 All Members may attend and vote at Society Meetings.

21.7 No Society Meeting may be held unless at least 12 eligible Members attend. (This will constitute a quorum.)

21.8 All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.9 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

21.9.1 Voices;

21.9.2 Show of hands

21.9.3 Secret ballot; or

21.9.4 Electronic ballot.

- 21.9.5 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.
- 21.10 The business of an Annual General Meeting shall be:
- 21.10.1 Receiving any minutes of the previous Society's Meeting(s);
  - 21.10.2 The Chair/President's report on the business of the Society;
  - 21.10.3 The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
  - 21.10.4 Election of Committee Members;
  - 21.10.5 Motions to be considered;
  - 21.10.6 General business.
- 21.11 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 21.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.13 Minutes of Society Meetings should record the time and location of the Meeting, who was in attendance, what business transpired, what decisions were made and what action items were assigned. Minutes should not record how individuals voted and should avoid recording detailed transcripts of discussions.
- 22.0 Motions at Society Meetings
- 22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10 eligible Members:
- 22.1.1 It must be voted on at the Society Meeting chosen by the Member; and
  - 22.1.2 The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
  - 22.1.3 If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## Common seal

- 23.0 Common seal
- 23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be



signed by the President and countersigned by the Secretary or a member of the Committee.

## Altering the rules

### 24.0 Altering the Rules

- 24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion and the reasons for the proposal.
- 24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until that change has been duly ratified by the club and the Secretary has filed the changes with the Registrar of Incorporated Societies.

## Bylaws

### 25.0 Bylaws to govern the Society

- 25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

## Winding up

### 26.0 Winding up

- 26.1 If the Society is wound up:
  - 26.1.1 The Society's debts, costs and liabilities shall be paid;
  - 26.1.2 No distribution may be made to any Member;
  - 26.1.3 The surplus Money and Other Assets shall be distributed to a society with similar purposes within New Zealand, preferably another Contra Dance society, but alternatively any folk dance or folk music society.

## Definitions

### 27.0 Definitions and Miscellaneous matters

- 27.1 In these Rules:
  - 27.1.1 "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  - 27.1.2 "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
  - 27.1.3 "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
  - 27.1.4 "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

- 27.1.5 "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- 27.1.6 It is assumed that
- 27.1.7 Where a masculine is used, the feminine is included
- 27.1.8 Where the singular is used, plural forms of the noun are also inferred
- 27.1.9 Headings are a matter of reference and not a part of the rules
- 28.0 Matters not covered in these rules shall be decided upon by the Committee.