



DUNEDIN REPERTORY SOCIETY INC.

DRAFT SOCIETY RULES

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ADMINISTRATION

1. Name

- 1.1. The name of the society is **Dunedin Repertory Society Incorporated** (“the Society”).
- 1.2. The Society was incorporated under the Incorporated Societies Act 1908 in 1933.
- 1.3. These rules were passed by resolution of the Society’s Annual General Meeting held on **17 May 2021**.

2. Registered Office

- 2.1. The Registered Office of the Society is 31 Albany Street, Dunedin.

3. Purposes of Society

- 3.1. The purposes of the Society are to:
 - a. promote the performing arts by the study and production of plays, musical comedy, operatic and dramatic works of all kinds;
 - b. purchase, take on lease, or otherwise acquire any lands and/or buildings or other premises of whatever tenure, whether or not necessarily required for the purposes specified in the succeeding clauses;
 - c. build, alter, construct, repair and uphold, maintain and furnish a hall or halls or any other premises on any such lands and/or offices, meeting rooms, rehearsal rooms and other recreation and refreshment rooms and other buildings necessary or convenient in connection therewith;
 - d. control and manage the same and to provide accommodation for meetings and other gatherings relevant to the above-mentioned purposes of the Society;
 - e. sell, hire, let upon lease or otherwise, with or without payment, the whole or any part of the property of the Society for or in furtherance of any of the above-mentioned purposes or otherwise;
 - f. buy, take on hire, make or provide furniture, theatrical scenery, costumes and other stage properties of all kinds commonly used or necessary in furtherance of the Society’s objectives and all things commonly or conveniently used at or consumed in social, musical or educational gatherings, meetings or other gatherings consistent with the Rules of the Society;
 - g. affiliate with any other Society having objectives or some of its objective, primary or ancillary, similar to those of the Society;
 - h. donate any part of the funds of the Society for charitable purposes;
 - i. make suitable presentations to persons for services rendered to or on behalf of the Society or to provide for prizes (other than money prizes) or trophies to be competed for by members or other persons;
 - j. generally do all things necessary which may be for the benefit of the Society not otherwise inconsistent with its objectives.
- 3.2. Pecuniary gain is not a purpose of the Society.
- 3.3. The Society intends to be registered as a charitable entity under the Charities Act 2005.

MANAGEMENT OF THE SOCIETY

4. Managing Committee

- 4.1. The Society shall have a managing committee (“the Committee”), comprising the following persons:
 - a. The President
 - b. Up to two Vice Presidents
 - c. The Secretary
 - d. The Treasurer
 - e. The Immediate Past President (see 5.2)
 - f. A further minimum of three and a maximum of nine other Members.
- 4.2. Only Members of the Society may be Committee Members.

5. Appointment of Committee Members

- 5.1. At a Society Meeting, the Members may decide by majority vote:
 - a. Who shall be the President, Vice President(s) (if any), Secretary, and Treasurer; and
 - b. Who shall hold remaining Committee positions (as per 4.1(f), a minimum of three and a maximum of nine).
- 5.2. For the year following tenure of office the outgoing President shall be an ex officio member of the Committee. This position shall be in addition to the Officers and maximum of nine committee members.
- 5.3. The President, Vice Presidents, Secretary and Treasurer shall hold office until the next Annual General Meeting of the Society following their election, when they shall retire but be eligible for re-election.
- 5.4. Remaining Committee members shall hold office until the third Annual General Meeting of the Society following their election, when they shall retire but be eligible for re-election.
- 5.5. Notwithstanding 5.4, at least one third of the remaining Committee positions (that is, those identified in 4.1(f)) shall be decided by vote at each Annual General Meeting. In the event that it is necessary for Committee members who have not yet served three years to retire in order to meet this rule, the members to retire shall be chosen by lot or by such other method agreed by the Committee.
- 5.6. Any Committee members who have been co-opted by the Committee during the year (see 7.4) shall retire at the next Annual General Meeting but be eligible for re-election.
- 5.7. Committee members must be qualified to be appointed under any relevant legislation or regulation.

6. Cessation of Committee Membership

- 6.1. Persons cease to be Committee Members when:
 - a. They resign by giving written notice to the Committee.
 - b. They are removed by majority vote of the Society at a Society Meeting.
 - c. Their Term expires.
 - d. They become disqualified under any relevant legislation or regulation.
- 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. Nomination of Committee Members

- 7.1. Nominations for members of the Committee shall be called for at least 10 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the third day before the Annual General Meeting.
- 7.2. In the case of no nomination or an insufficient number of nominations being received prior to the meeting, the members may at the Annual General Meeting elect a member(s) to fill the position(s) in respect of which no nominations have been received.
- 7.3. If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another existing Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.4. If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 7.5. If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8. Role of the Committee

- 8.1. Subject to the rules of the Society ("The Rules"), the role of the Committee is to:
 - a. Administer, manage, and control the Society;
 - b. Carry out the purposes of the Society, and use money or other assets to do that;
 - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - d. Set accounting policies in line with generally accepted accounting practice;
 - e. Delegate responsibility and co-opt members where necessary;
 - f. Ensure that all Members follow the Rules
 - g. Decide how a person becomes a Member, and how a person stops being a Member;
 - h. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - i. Decide the procedures for dealing with complaints;
 - j. Set Membership fees, including subscriptions and levies;
 - k. Make regulations.
- 8.2. 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 at Society Meeting.
- 8.3. Notwithstanding 8.2, the Committee may not secure borrowings against the Society's property at 31 Albany Street (known as the Playhouse Theatre) of more than 20% of that property's ratings valuation without authorization of a majority vote at a Society Meeting.
- 8.4. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 8.5. 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. Role of Committee Members

- 9.1. The President is responsible for:
 - a. Ensuring that the Rules are followed
 - b. Convening Committee and Society Meetings and establishing whether or not a quorum is present

- c. Chairing Committee and Society Meetings, deciding who may speak and when
 - d. Overseeing the operation of the Society
 - e. Providing a report on the operations of the Society at each Annual General Meeting.
- 9.2. The Secretary is responsible for:
- a. Recording the minutes of Meetings;
 - b. Keeping the Register of Members;
 - c. Holding the Society's records, documents and books except those required for the Treasurer's function;
 - d. Receiving and replying to correspondence as required by the Committee;
 - e. 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.
 - f. Advising the Registrar of Incorporated Societies of any rule changes.
- 9.3. The Treasurer is responsible for:
- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (see 8.1d).
 - c. Providing a financial report at each Annual General Meeting
 - d. Providing financial information to the Committee as the Committee determines.
- 9.4. The Committee may approve reimbursements of general volunteer expenses for the roles of President, Secretary and Treasurer as they see fit. Any such reimbursements must be made in accordance with the Private Pecuniary Profit clause in these Rules and in accordance with Inland Revenue rules and guidance.

10. Committee Meetings

- 10.1. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 10.2. No Committee Meeting may be held unless more than half of the Committee Members attend.
- 10.3. The President shall chair Committee Meetings, or if the President is absent, a Vice-President shall chair that Meeting. In absence of either a President or Vice-President, the Committee shall elect a Committee Member to chair that meeting.
- 10.4. Decisions of the Committee shall be by majority vote.
- 10.5. The President or person acting as President has a casting vote, that is, a second vote.
- 10.6. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7. Subject to these Rules, the Committee may regulate its own practices.
- 10.8. The President or his/her nominee shall adjourn the meeting if necessary.

SOCIETY MEMBERSHIP

11. Types of Members

- 11.1. The Members of the Society shall consist of Ordinary Members, Life Members and Junior Members. Membership classes may be changed at a Society Meeting.
- 11.2. Ordinary Member: an adult Member aged over eighteen years. Ordinary Members shall be entitled to vote at Society Meetings.

- 11.3. Life Member: any Member may, on recommendation of the Committee, be elected a Life Member by a majority of the Members present at a Society Meeting, and entitled to vote. Life Members may exercise all the rights and privileges of the Society, but shall not be liable to pay any subscription or fee of any kind to the Society for those privileges. Life Members shall be entitled to vote at Society Meetings.
- 11.4. Junior Member: a Member aged eighteen years and under. They shall enjoy the same privileges as Ordinary Members except that they shall have no voting powers and are ineligible to stand for election as an Officer or Committee Member.
- 11.5. Members have the rights and responsibilities set out in these Rules.
- 11.6. Subscription fees, including concession rates, are set by the Society at a Society Meeting.

12. Admission of Members

- 12.1. To become a Member, a person ("the Applicant") must:
 - a. Complete an application form, if the Rules, Bylaws or Committee requires this; and
 - b. Supply any other information the Committee requires.
- 12.2. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 12.3. All persons who are cast members of productions staged by the Society are required to become members of the Society.
- 12.4. On admission to the Society, Members shall pay subscription fees as set by the Committee.

13. The Register of Members

- 13.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all members, and the dates at which they became 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. Cessation of Membership

- 14.1. Any Member may resign by giving written notice to the Secretary.
- 14.2. Membership is terminated in the following way:
 - 14.2.1. If, for any reason whatsoever, the Committee is of the view that a Member has breached the Rules or acted 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:
 - a. Explain how the Member has breached the Rules or acted in a manner inconsistent with the purposes of the Society.
 - b. 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.
 - c. 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.
 - d. State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

- 14.2.2. 14 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.
- 14.2.3. 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.
- 14.2.4. When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- 14.2.5. 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. 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.
- 15.2. All Members (and Committee Members) have an obligation to meet the reasonable policies and/or requirements established by the Committee from time to time for the Society's activity.

MONEY AND OTHER ASSETS OF THE SOCIETY

16. Use of Money and Other Assets

- 16.1. The Society may only Use Money and Other Assets if:
 - a. It is for a purpose of the Society;
 - b. It is not for the sole personal or individual benefit of any Member (except transactions conducted in accordance with 9.4 or 20); and
 - c. That Use has been approved by either the Committee or by majority vote of the Society.

17. Funds

- 17.1. The Society shall operate a banking account for its general purposes with a bank decided from time to time by the Committee. All funds of the Society shall be paid into that account in the name of the Society in the first instance, except as follows:
 - a. For the purposes of any special funds or projects the Committee may open a separate account(s) at any bank and may pay money directly into that account(s). All accounts and money therein are subject to these Rules.
- 17.2. Any payment or withdrawal from the Society's account(s) must be signed by the Treasurer and counter-signed by another Committee Member. Electronic signature or verification is acceptable.

18. Joining Fees, Subscriptions and Levies

- 18.1. Members shall pay annually the Subscription fee set by the Society. The Subscription relates to the calendar year in which it is paid. Members joining part-way through a calendar year shall pay the full Subscription.

- 18.2. Only Members who have paid a Subscription in the same calendar year may exercise Membership rights, including voting at Society Meetings or participating as a Committee Member.
- 18.3. If any Member does not pay a Subscription as required, the Secretary may give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity or vote at Society Meetings.

19. Additional Powers

- 19.1. The Society may:
 - a. Employ people for the purposes of the Society;
 - b. Exercise any power a trustee might exercise;
 - c. Invest in any investment that a trustee might invest in;
 - d. Borrow money and provide security for that. Borrowings secured against the Society's property at 31 Albany Street (known as the Playhouse Theatre) of more than 20% of that property's valuation may only be undertaken if authorised by Majority vote at any Society Meeting.

20. Private Pecuniary Profit

- 20.1. Members of the Society may from time to time provide professional services to the Society, at the request of the Society or the Committee, as long as:
- 20.2. 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 the payment to or on behalf of that Member or associate person of any income, benefit or advantage whatsoever.
- 20.3. Any such income paid shall be reasonable and no more than that which would be paid in an arm's length transaction.
- 20.4. All income, benefit or advantage paid must be used to advance the charitable purposes of the organisation.
- 20.5. No member, other than as a salaried Officer or for professional services rendered at the request of the Committee, shall receive any profit from the funds of the Society.
- 20.6. The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied into any document replacing these Rules.

21. Conflicts of Interest

- 21.1. A conflict of interest exists for an Officer or Committee member if the Officer or Committee member's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the Society.
- 21.2. When a conflict of interest exists for an Officer or Committee Member, that Officer or Committee member must declare the nature of the conflict or potential conflict.
- 21.3. The Officer or Committee Member may speak to the topic at a Committee Meeting, but must not take part in deliberations or proceedings, including decision-making, in relation to the conflict of interest. The Officer or Committee Member must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.

22. Financial Year

- 22.1. The financial year of the Society begins on 1 January of every year and ends on 31 December of the same year.

23. Assurance on the Financial Statements

- 23.1. The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.
- 23.2. The Committee is responsible to provide the auditor with:
 - a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - b. Additional information that the auditor may request from the Committee for the purpose of the audit; and
 - c. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

24. Society Meetings

- 24.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 24.2. The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 24.3. 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 ten Members.
- 24.4. The Secretary shall:
 - 24.4.1. Give all Members at least 10 days Written Notice of the business to be conducted at any Society Meeting
 - 24.4.2. Publicly advertise the date, time and venue of the Annual General Meeting publicly at least 21 days in advance of the Meeting
 - 24.4.3. Additionally, the Secretary will provide, as appropriate:
 - a. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - b. A list of Nominees for the Committee, and brief information about those Nominees if it has been provided.
 - c. Notice of any motions and the Committee's recommendations about those motions.
 - d. 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.
- 24.5. All Members may attend and vote at Society Meetings (subject to having paid their Subscription as per 17.2).
- 24.6. No Society Meeting may be held unless at least twelve eligible Members attend. This will constitute a quorum.
- 24.7. All Society Meetings shall be Chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

- 24.8. On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:
- a. Voices
 - b. Show of hands; or
 - c. Secret ballot.
 - d. 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 President will have a casting, that is, second vote.
- 24.9. The business of an Annual General Meeting shall be:
- a. Receiving any minutes of the previous Society's Meeting(s);
 - b. The President's report on the business of the Society;
 - c. The Treasurer's report on the finances of the Society, and the audited Financial Statements of the preceding year;
 - d. Election of Officers and Committee Members;
 - e. Motions to be considered; and
 - f. General business.
- 24.10. The President or his/her nominee shall adjourn the meeting if necessary.
- 24.11. 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 President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 24.12. The 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.

25. Motions at Society Meetings

- 25.1. 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 14 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 % of eligible Members:
- a. It must be voted on at the Society Meeting chosen by the Member; and
 - b. The Secretary must give the Member's Information to all Members at least 10 days before the Society Meeting chosen by the Member; or
 - c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
 - d. The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

26. Common seal

- 26.1. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 26.2. 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

27. Altering the Rules

- 27.1. 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 eligible to vote.
- 27.2. Any proposed motion to amend or replace these Rules shall be signed by either the Committee or at least 75% of eligible Members and given in writing to the Secretary at least 14 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.
- 27.3. At least 10 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 27.4. Advertisements for the Society Meeting at which any Rule change is to be considered must include notice of the proposed motion.
- 27.5. No addition to or alteration or rescission of the Rules shall be approved if it affects the primary amateur objects, the private pecuniary profit clause or the winding up clause. The provision and effect of this clause shall not be removed from these rules and shall be included and implied into any document replacing these rules.
- 27.6. When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

WINDING UP

28. Winding Up

- 28.1. The Society may be wound up voluntarily if a Society Meeting passes a resolution requiring the Society to be wound up, and the resolution is confirmed at a subsequent Society Meeting called for that purpose and held at least thirty days after the first resolution was passed.
- 28.2. If the Society is wound up:
 - 28.2.1. The Society's debts, costs and liabilities shall be paid;
 - 28.2.2. Surplus Money and Other Assets of the Society may be disposed of:
 - a. By resolution; or
 - b. According to the provisions in the Incorporated Societies Act 1908; but
 - c. No distribution may be made to any Member;
 - d. The surplus Money and Other Assets shall be distributed to such charitable purposes (as defined in Section 5(1) of the Charities Act 2005) as shall be determined by the subsequent Society Meeting referred to in 27.1.

DEFINITIONS AND MISCELLANEOUS MATTERS

29. Definitions

- 29.1. In these Rules:
 - a. "Officer" means the Society's President, Vice-President(s), Secretary or Treasurer appointed at a Society Meeting in accordance with these Rules
 - b. "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.
 - c. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - d. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

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

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