

RULES OF
DUNEDIN REPERTORY SOCIETY INC.

Incorporated under The Incorporated Societies Act 1908
By Resolution of the Annual General Meeting, 10 October 2016

INTERPRETATION

In these Rules, unless otherwise stated:

“Act” means the Incorporated Societies Act 1908;

“The Society” means the Dunedin Repertory Society Incorporated;

“Member” means a current financial member of the Society and is further defined in the following Rules.

1. NAME

- (a) The name of the Society shall be **“THE DUNEDIN REPERTORY SOCIETY INCORPORATED”** hereinafter referred to as “the Society”.
- (b) The Society has the sole right to the use and control of the name of the Society, and that name shall not be used, other than by the Society, in connection with any event, activity, publication, promotion or other thing without the prior written consent of the Society. Such consent may be granted upon such terms and conditions as the Society in its sole discretion deems appropriate to promote the aims and objectives of the Society.

2. REGISTERED OFFICE

The Secretary of the Society will notify the Registrar of Incorporated Societies of the situation of the registered office of the Society and of any future change of same.

3. OBJECTIVES and PURPOSES

The objectives and purposes of the Society are:-

- (a) To promote the performing arts by the study and production of plays, musical comedy, operatic and dramatic works of all kinds;
- (b) To 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) To 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) To control and manage the same and to provide accommodation for meetings and other gatherings relevant to the above-mentioned purposes of the Society;
- (e) To 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) To 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) To affiliate with any other Society having objectives or some of its objectives, primary or ancillary, similar to those of the Society;
- (h) To donate any part of the funds of the Society for charitable purposes;
- (i) To 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 to do all things necessary which may be for the benefit of the Society not otherwise inconsistent with its objectives.

4. MEMBERSHIP

- (a) Any person who shall be interested in the objectives of the Society shall be eligible for membership.
- (b) Members of the Society may enjoy such rights as may be determined from time to time by the Society.
- (c) All persons who are cast members of productions staged by the Society are required to become members of the Society.
- (d) Persons wishing to become members shall make application in writing to the Secretary, giving their full name, postal address and contact details and signed by the applicant.
- (e) Such applications shall be dealt with by the Committee at its next meeting and the Committee shall have power to admit or refuse to admit any person as a member. Three adverse votes shall be sufficient to reject a membership application.
- (f) New members shall, upon admittance as a member, pay such entry subscription fee as may be determined by the Society.
- (g) A member shall be deemed to be unfinancial if their subscription, payable as hereinafter mentioned, for the then current or an earlier year, is in arrear for three months and upwards.
- (h) No unfinancial member shall be entitled to vote at any meeting of or to enjoy the privileges of the Society.
- (i) Any member desirous of resigning from membership of the Society shall give written notice thereof to the Secretary on or before the termination of the financial year hereinafter mentioned and until such notice is given they shall be deemed to have renewed their membership and shall be liable for payment of the subscription hereinafter mentioned.
- (j) A member shall cease to be a member on the ground of bad character or conduct calculated to disturb or hinder the carrying out of the Society's objectives. A resolution to that effect after giving such member an opportunity of stating their case before the Committee shall be carried by a majority of the members of the Committee at a meeting at which a quorum has been reached. Such member shall not be entitled to have their subscription returned.
- (k) An unfinancial member or a member failing to comply with any Rule of the Society shall at the discretion of the Committee cease to be a member of the Society or be suspended for such period as the Committee shall think fit.

- (l) Any member resigning membership or otherwise ceasing to be a member of the Society shall not be entitled to any further right or interest in its property or concerns but shall not thereby be freed from any liability to the Society incurred prior to such resignation or cessation of membership.

5. CLASSES OF MEMBERSHIP

Classes of Membership of the Society shall be as follows:

- (a) Ordinary Member being an adult member eighteen years or older and having paid the appropriate annual subscription;
- (b) Ordinary Member (Senior) being an adult member sixty-five years or older and having paid the appropriate annual subscription;
- (c) Ordinary Member (Student) being an adult member eighteen years or older, engaged in a course of fulltime study;
- (d) Ordinary Member (Double) being two adult members jointly applying for membership;
- (e) Junior Member being a member under the age of eighteen years;
- (f) In addition to the Members admitted as set forth above, there shall be another class of Members known as Honorary Life Members. Honorary Life Members shall be such persons as, after nomination by the Committee shall be elected as such at an Annual General Meeting of the Society. Honorary Life Members shall not be required to pay any subscription. They shall have all the rights and privileges of Ordinary Members.
- (g) All Ordinary Members (Senior/Student) must provide with their membership application a form of identification acceptable to the Secretary. Ordinary Members (Senior/Student and Double) shall have individually all the rights and privileges of Ordinary Members. Junior Members shall not be eligible to vote at the Society's Annual General Meetings and Special General Meetings or to stand for election as an Officer or Committee member.

6. SUBSCRIPTIONS

- (a) Every member shall on or before the first day of January in each year and every year pay to the Treasurer of the Society the Annual Subscription as fixed by resolution at the preceding year's Annual General Meeting. In fixing the Annual Subscription, the Society will fix the amount payable by an Ordinary Adult Member as well as the discounted amounts payable by Senior, Student and Double Members. The Society will also fix the amount payable by a Junior Member.
- (b) Members joining after the first day of January in each year will become members for the remainder of that calendar year and will be liable for payment of the full subscription applicable.

7. FINANCIAL YEAR

The Financial Year shall be from the 1st day of January until the 31st day of December in each year.

8. MEETINGS

- (a) The Annual General Meeting of the Society shall be held in the month of March in each year at such time and place as the Committee may determine. The business of an Annual

General Meeting shall be to receive and consider the accounts and Balance Sheet and the Reports of the Committee and of the Auditor, to elect the officers and members of Committee enumerated in subsequent Rules, to confirm the following year's subscription amounts payable, and transact any other business which under these Rules ought to be transacted at a General Meeting.

- (b) Special General Meetings when necessary shall be held at such time and place as the Committee may determine and must be called by the Committee within twenty-one days when a requisition for a Special General Meeting shall have been given in writing by at least 50 per cent of the financial members of the Society stating the purpose for which the meeting is required.
- (c) Every Annual General Meeting and every Special General Meeting shall be convened by the Secretary by circular or by advertisement once in the daily newspaper circulating in Dunedin or by both of such methods. Such circular or advertisement shall specify the time and place of the meeting and the nature of the business to be transacted. At least seven days' notice shall be given of any such meeting. At every such meeting, all questions shall, unless otherwise required by these Rules, be decided by a majority vote of the members present. Every member present shall have one vote upon every motion. Voting shall be by show of hands or (if a member requests) by ballot to be taken in such a manner as the Chair may direct. Cumulative voting shall not be permitted. No business other than that specified in the notice convening the meeting shall be transacted.
- (d) At all such meetings ten (10) members shall form a quorum and should there not be a quorum the members present shall at the expiration of one half-hour from the time appointed for assembling adjourn the Meeting. In the event the Society has fewer than ten members, 60 per cent of all financial members will be required to form a quorum.

9. OFFICERS

The Officers of the Society shall consist of Patrons, a President, an Immediate Past President, two Vice-Presidents, a Secretary, a Treasurer and one or more Auditors.

10. MANAGEMENT COMMITTEE

- (a) The Society shall have for its management and control a Committee consisting of the President, Immediate Past President, two Vice-Presidents, the Secretary, the Treasurer and not more than nine other members of the Society.
- (b) The President, two Vice-Presidents and the Treasurer shall retire annually. Their successors shall be elected by ballot as hereinafter mentioned at the Annual General Meeting. The President and Vice-Presidents shall be eligible for re-election but shall not hold the same office for more than three consecutive years. This shall not preclude them from offering themselves for election to the same office again provided at least one year has elapsed since they previously held that office.
- (c) Of the remaining members of the Committee, apart from the Secretary, at least five shall retire annually together with any members who may have been co-opted during the year, but may offer themselves for re-election. Any member who has served continuously for three years shall retire but may offer himself for re-election, and where it is necessary for other members to retire, to make up the requisite five

mentioned above, such members shall be decided by lot or by such other method as the Committee shall agree upon.

- (d) The retiring President, with their consent but without election, shall assume the office of Immediate Past President. Should a vacancy occur in any office other than that of Immediate Past President, the Committee may fill such vacancy. The persons appointed shall retire in accordance with the provisions of this Rule.
- (e) Only members shall be eligible to hold office and no unfinancial member shall continue to hold office or to be a member of the Committee or be entitled to be elected as an officer or member of the Committee while unfinancial, and if so elected or re-elected, their election shall be void.
- (f) 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 or members to fill the position or positions in respect of which no nominations have been received.
- (g) Members of the Committee who retire from the Committee shall be eligible for re-election to the Committee or to the same or some other office on the Committee. Members who are in receipt of a salary or other remuneration from the Society shall be eligible for election as a member of the Committee, provided that they retire from any meeting at which their salary or remuneration is being discussed.
- (h) If the President does not wish to take the Chair at Committee meetings, he/she shall ask the Committee at the first meeting after the election to appoint one of their number who shall act as Chair of Committee for the ensuing year.
- (i) Meetings of the Committee may be convened in such manner and held at such time and place as the members may determine, provided, however that meetings shall be held at least once a month. Eight members of the Committee shall form a quorum. Any member of the Committee who shall be absent from three consecutive meetings without leave shall be disqualified and their seat shall, ipso facto, be deemed to be vacant.
- (j) In the event of vacancies occurring amongst officers or members of the Committee by reason of death, resignation or otherwise, such vacancies may be filled by the Committee at the first available meeting and any member so appointed shall hold office until the next Annual General Meeting.

11. POWERS OF COMMITTEE

The Committee shall in addition to the powers and authorities by these Rules or otherwise by law conferred upon it be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be directed or done by the Society in general meeting, and in furtherance and not in limitation of and without prejudice to the general powers conferred or implied by or in the preceding portion of this clause and of the other powers conferred by these Rules. It is hereby declared that the Committee will be entrusted with and may exercise and perform the following powers and duties:-

- (a) IT may apply all or any part of the funds of the Society towards the carrying out of the objectives of the Society upon such terms and (in appropriate cases) at such price and in such manner as it thinks fit as to mode of payment or otherwise, except that donations

exceeding \$250 for patriotic or charitable purposes must be approved by the Society in General Meeting.

- (b) IT may from time to time let or hire any lands or interest therein or let hire or sell other property of the Society and generally may deal therewith as it considers most conducive to the interests of the Society or the attainment of its objectives.
- (c) IT may appoint (and at its discretion remunerate) and reserve and suspend servants and agents of the Society permanent temporary or special servants and may define the duties of such servants and agents and delegate to such servants and agents such powers as it thinks fit.
- (d) IT may institute, conduct, defend and compound or abandon any legal proceedings by and against the Society or its members or otherwise concerning the affairs of the Society and may compound and allow time for payment or satisfaction of any debts due and claims and demands by and against the Society.
- (e) IT may from time to time appoint from among the members of the Society (such appointments not being necessarily limited to members of the Committee) such sub-committees as the Committee deems necessary or expedient and may depute or refer to such sub-committee such of the powers and duties of the Committee as the Committee may determine. The Convenor of every such sub-committee shall be appointed by the Committee and shall be a member thereof. Such sub-committees shall periodically report their proceedings to the Committee and shall conduct their business according to the directions of the Committee.
- (f) THE Committee shall be empowered to borrow or guarantee the payment of, for the purposes of or for or towards the objects of the Society, such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security if any as the Committee may deem fit.

12. PRESIDENT AND VICE-PRESIDENTS

- (a) The President or Chair of Committee shall take the Chair at all meetings of the Society and the Committee. They shall have in addition to a deliberative vote a casting vote at meetings over which they preside.
- (b) The Vice-Presidents shall assist the President or Chair of Committee in conducting the business of the meetings and shall exercise the President's rights and duties in the President's absence.
- (c) In the absence of the President, the Chair of Committee and the Vice-Presidents, the members present shall elect their Chair who shall be entitled to exercise the usual rights privileges and duties of the President or Chair of Committee.
- (d) The Private Pecuniary Profit sub-clause (a) has precedence over this clause.

13. SECRETARY

The duties of the Secretary shall be:-

- (a) To conduct the correspondence, issue notices and attend all meetings of the Society and the Committee;
- (b) To take correct minutes of the proceedings and enter them in a book kept for the purpose;

- (c) To hand to the Treasurer all subscriptions and other moneys which may come into the Secretary's hands;
- (d) To keep a Register of the names and addresses of all members of the Society and the dates on which they became members;
- (e) To have the custody of all papers and books other than bank books of the Society and to act generally as the Committee may direct.

14. TREASURER

The duties of the Treasurer shall be:-

- (a) To receive from the Secretary all subscriptions and other moneys received on account of the Society, and to pay same immediately into the Bank on account of the Society;
- (b) To take charge of the Bank receipts for such moneys and Bank Pass Books and any other documents or books relating to the conducting of the financial affairs of the Society;
- (c) To keep proper books of account in respect of the Assets and Liabilities, the funds, income and expenditure of the Society and to produce same or prepare such statements or abstracts from time to time as required by the Committee;
- (d) To prepare the Annual Statement of Receipts and Expenditure and to have same audited in time for presentation at the Annual General Meeting.

15. FUNDS

- (a) The Society shall open a banking account for its general purposes in some Bank decided on 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 save as mentioned in the next succeeding clauses;
- (b) For the purposes of any special funds the Committee may open separate accounts at any Bank and may pay moneys direct into that account or those accounts;
- (c) Moneys not immediately required may if the Committee so determine be invested on fixed deposit with bankers or in any other form of investment in New Zealand for the time being authorised to Trustees;
- (d) All cheques and withdrawal receipts for such accounts as shall have been passed by the Committee shall be signed by the Treasurer and counter-signed by the Secretary or Chair of Committee or any other member of the Committee duly appointed and any one of these shall likewise endorse all cheques or any other negotiable instruments.

16. PRIVATE PECUNIARY PROFIT

- (a) 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 associated person of any income, benefit or advantage whatsoever;
- (b) 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);
- (c) 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.

17. AUDITORS

One or more auditors shall be appointed at the Annual General Meeting at such remuneration as shall be decided upon. The auditor(s) shall audit the accounts yearly or oftener if required and shall have access to all documents, books, papers, vouchers and copies of such connected with the Society.

18. INDEMNITY OF MEMBERS

Officers and members of the Committee shall be responsible only for such moneys as they shall respectively actually receive on account of the Society notwithstanding their joining in or signing any receipt or receipts for the sake of conformity and none of them shall be answerable for the act or default of any other of them nor for loss or damage whatsoever which may happen to the Society unless the same shall have been caused by their own act, neglect or default.

19. PROFITS

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. SEAL

- (a) The Society shall have a Common Seal which shall be in the custody of the Secretary.
- (b) It shall be fixed to all such documents as the Committee may from time to time by resolution direct and shall be attested by any two members of the Committee, appointed for such purpose by the Committee, one of whom must be the President, a Vice-President or the Chair of Committee.

21. BY-LAWS

The Society in General Meeting or the Committee shall have power to make regulations or by-laws dealing with all matters not provided for by these Rules provided that such regulations or by-laws are not repugnant to these Rules or in conflict with The Incorporated Societies Act 1908.

22. ALTERATION IN RULES

These Rules may be altered added to or rescinded at any Annual General Meeting or Special General Meeting subject to the following conditions:-

- (a) Notice of such alteration addition or rescission shall be given to the Secretary in writing at least fourteen days before the date of such meeting;
- (b) Notice stating the general tenor of any proposed alteration addition or rescission to the Rules shall be given in any circular or advertisement calling the meeting;
- (c) The meeting may amend any such proposals;
- (d) No resolution of any such Meeting shall affect any alteration or addition to or rescission of the Rules unless it be carried by a majority of at least two thirds of the members present at such meeting and entitled to vote.
- (e) 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.

23. WINDING UP OF SOCIETY

- (a) The Society may be wound up voluntarily if the Society at a General Meeting of its members passes a resolution requiring the Society so to be wound up and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.
- (b) On the winding-up or dissolution of the Society all surplus assets after the payment of all costs, debts and liabilities of the Society shall be applied to such charitable purposes as shall be determined by the subsequent general meeting earlier referred to in this Rule.
- (c) No property whatsoever shall be distributed among the members of the Society.

24. MISCELLANEOUS

- (a) The Society, in furtherance of the objects specified in Rule 3(a) and (b), shall have power to hire any hall or theatre and make such charges for admission as is thought fit;
- (b) At any functions which are open to members the Committee shall have power to regulate the attendance of non-members;
- (c) Every member shall be entitled to receive for every major production such number of tickets at such prices and upon such terms and conditions as the Committee may from time to time think proper;
- (d) The Society shall have power to issue such complimentary tickets to such persons, firms or charitable organisations upon such terms and conditions as the Committee shall think fit;
- (e) The committee shall approve the appointment of a Director for each production staged by the Society and shall approve the staging of the work to be performed. The Director, in consultation with the Committee, shall have discretion over the casting, rehearsals, production and staging of the work, within the budget and parameters as determined by the Committee.

25. REPEAL AND SAVINGS

- (a) The existing Rules of the Society are hereby repealed and the foregoing Rules shall be read in substitution therefor.
- (b) Any act or thing done in pursuance of the said repealed Rules is herewith validated by these Rules and shall be of full force and effect as if the foregoing Rules had then been in force.

Passed at the Special General Meeting of the Society held on the tenth day of October 2016.

**THE COMMON SEAL OF
THE DUNEDIN REPERTORY
SOCIETY INCORPORATED
was hereunto affixed
in the presence of:**

.....
President

.....
Vice-President

.....
Treasurer