

AUCKLAND YOUTH ORCHESTRA INCORPORATED

RULES

1. NAME

The name of the Society is the "Auckland Youth Orchestra Incorporated".

2. OBJECTS

The objects of the Society are:

- a. to establish and maintain in the Auckland region a Symphony Orchestra comprised of young persons (the "Orchestra").
- b. to promote and foster music in the community, particularly amongst young people.
- c. to support and foster the orchestral education and training of its members.
- d. to encourage and support the composition and performance of music, especially in the Auckland region.
- e. to act in the interests of its members and the Orchestra for the benefit of the community in the Auckland region.
- f. to collaborate with and support any institution, society or other body or persons, whose objects are altogether or in part similar to the objects of the Society.
- g. to provide representation of its members on the Board of the Auckland Youth Orchestra Trust.

3. POWERS

- a. To purchase, sell or lease real or personal property;
- b. To open and operate cheque or savings accounts with any New Zealand registered bank;
- c. To borrow money with or without security;
- d. To employ any firm, company, trust, community based organisation or person including members of the Society, provided that any members of the Society so employed will be paid such reasonable remuneration for his or her services as if he or she had been employed by the Society and not been a member;
- e. To do all such other things as are incidental or conducive to the attainment of the above objects.

4. MEMBERSHIP

The Society will have the following classes of members:

- a. **Ordinary Members** who must be current musicians of the Orchestra.
- b. **Subscribing Members** who are not current musicians of the Orchestra.
- c. **Life Members:** in recognition of outstanding services to the Society, the Society may appoint Life Members who will have the right to attend and speak at all Society meetings, but possess no voting rights.
- d. **Honorary Members:** in recognition of service to the Society, the Society may appoint Honorary Members who will have the right to attend and speak at all Society meetings, but possess no voting rights.

5. APPOINTMENT

- a. Life Members and Honorary Members will be appointed by a resolution of the Society at the Annual General Meeting.
- b. Ordinary Members will become members after successfully completing an annual audition to the satisfaction of the Music Director and paying the subscription.
- c. Subscribing Members will become members after paying the subscription.

6. CESSATION OF MEMBERSHIP

- a. The Committee, upon recommendation of the Music Director, may terminate membership of an Ordinary Member by Special Resolution.
- b. The Committee may resolve to terminate membership of an Ordinary Member should that member fail to pay the subscription or other money due to the Society.
- c. The Committee may terminate membership of any member for conduct contrary to the interests of the Society.
- d. A member will cease to be a member when that member provides his or her written resignation to the Secretary.

7. SUBSCRIPTIONS

- a. Ordinary Members and Subscribing Members are required to pay an annual subscription ("subscription") to the Society.
- b. The Committee will determine the amount of the subscription and the date on which it will become payable.
- c. If an Ordinary Member or a Subscribing Member fails to pay the subscription within 2 months after it becomes payable, he or she will not be entitled to vote at a meeting of the Society or sign a written resolution until the subscription is paid.

8. BANKING

- a. All funds received by or on behalf of the Society must be paid into the Society's bank account(s).
- b. All cheques or other payments from the Society's bank account(s) must be signed or authenticated in the manner authorised by a resolution of the Committee.

9. MUSIC DIRECTOR

- a. The Committee may appoint a Music Director by Special Resolution for a term determined by the Committee. The Committee may remove the Music Director by Special Resolution.
- b. The Music Director will be responsible for all artistic matters, including the standard, development and direction of the Orchestra.

10. EXECUTIVE COMMITTEE OF THE SOCIETY

- a. The Executive Committee of the Society ("the Committee") will be responsible for the management and administration of the Society. Subject to these Rules, the Committee may exercise all the powers, authorities and discretions delegated to it by the Society.

- b. The Committee will cause proper and accurate books, accounts and records to be kept of all money, property, acts and affairs of the Society.
- c. The Committee will prepare a report of the activities of the Society during the year and will cause to be prepared a balance sheet and statement of accounts for the Society. The report, balance sheet, statement of accounts and accountant's review will be presented to the Annual General Meeting and be open for discussion.

11. COMPOSITION OF THE COMMITTEE

The Committee will comprise the following persons:

- a. Secretary of the Society, who will carry out all secretarial functions and duties of the Society and be responsible for maintaining a register of members;
- b. Treasurer of the Society, who will be responsible for the management of the funds of the Society in accordance with these Rules and the directions of the Committee;
- c. up to three Ordinary Members, who will be responsible for representing the musicians of the Orchestra;
- d. up to three other persons; and
- e. the Music Director.

12. ELECTION OF THE COMMITTEE

- a. The Committee, including the Secretary and Treasurer, will be elected by resolution at the Annual General Meeting.
- b. The Committee may appoint a member of the Society to the Committee in order to fill any casual vacancy which may occur between Annual General Meetings.

13. TERM OF OFFICE ON COMMITTEE

A member of the Committee will hold office until the earliest to occur of:

- a. the Annual General Meeting following his or her appointment (when the member will be eligible for re-appointment);
- b. the date on which he or she ceases to be a member of the Society;
- c. the date on which he or she delivers written notice of his or her resignation from the Society;
- d. the date on which he or she is removed from the Committee by ordinary resolution of the Society to that effect.

14. CONDUCT OF COMMITTEE

- a. The Committee will appoint its own Chairperson by Special Resolution.
- b. The Committee may meet, adjourn and otherwise regulate its meetings and procedures for conducting its business as it thinks fit.
- c. The Chairperson or Secretary may call a meeting at any time. The Chairperson will call a meeting upon the request of any four members of the Committee.
- d. Reasonable notice of every meeting will be given to all members of the Committee.
- e. Four members of the Committee shall form a quorum.
- f. Resolutions of the Committee will be passed by a majority, unless a Special Resolution (requiring 75% support) is required by these Rules.

- g. The Committee may delegate any of its powers, authorities and discretions to a sub-committee as determined by the Committee. Any sub-committee so delegated will conform to any directions of the Committee. The Committee may dissolve, reconstitute and reform any of its sub-committees.

15. APPOINTMENT OF TRUSTEES TO THE AUCKLAND YOUTH ORCHESTRA TRUST

Under the terms of the Auckland Youth Orchestra Trust Deed, the Society is entitled to appoint 4 Trustees to the Auckland Youth Orchestra Trust. The Society will exercise this power as follows:

- a. Not later than 1 month before a current Trustee's tenure is due to expire, the Committee will give notice to all members calling for the written nomination of potential candidates for the office of Trustee and stating a closing date for nominations.
- b. Nominations will only be valid when they include:
 - i. the name of the nominee and their contact details;
 - ii. written acceptance of the nomination by the nominee;
 - iii. the names and signatures of a proposer and a seconder.
- c. The Committee may nominate a candidate to be considered for the office of Trustee. The Committee may nominate the current Trustee, if he or she is eligible for reappointment.
- d. If the number of nominated candidates at the closing date equal the number of Trustee vacancies, that (those) candidate(s) will be the appointee(s) of the Society upon the expiry of the term of the current Trustee(s) and the Committee will give notice of this fact to all members.
- e. If the number of nominated candidates at the closing date is in excess of the number of Trustee vacancies, the Committee will call a Special General Meeting for the purpose of, or purposes that include, selecting a (the) Trustee(s). This meeting will take place no later than one month before the tenure of the current Trustee(s) expires.
- f. The Committee will set out all nominations received pursuant to clauses 15(a)-(c) in the notice of meeting for the Special General Meeting.
- g. At the Special General Meeting, polls must be conducted in order that the successful nominee attains majority support of the members present and voting.

16. MEETINGS OF THE SOCIETY

- a. The following provisions apply to all meetings of the Society ("Meeting")
 - i. Written notice of a general Meeting must be given to all members at least 7 days in advance, stating the time and place of the meeting and the items of business.
 - ii. The quorum at Meetings shall be 15 members of the Society.
 - iii. The mode of voting at meetings will be by show of hands and by majority vote except where these Rules require otherwise. A poll will be conducted if 10% of members present and entitled to vote request it.
 - iv. Only Ordinary Members, Subscribing Members and members of the Committee are entitled to vote at a Meeting. Each member present will have one vote.
 - v. The Chairperson of the Meeting will be the President of the Society, or in his or her absence, a Vice-President or any member of the Committee appointed by the Meeting.

- b. A Special General Meeting:
 - i. may be called by the Committee at any time to deal with any matter not dealt with at an Annual General Meeting or as the Committee determines.
 - ii. must be called by the Committee within 1 month after receiving a written request signed by at least 20 members of the Society and stating the business to be discussed at the Meeting.
- c. The Annual General Meeting will be held not later than 20 December each year, but otherwise at such time and place as the Committee determines. The Annual General Meeting shall carry out the following business:
 - i. receive the minutes of the previous Annual General Meeting and of any Special General Meeting held since the last Annual General Meeting;
 - ii. receive the Society's financial statement of accounts for the preceding year;
 - iii. appoint an auditor who must be a member of the New Zealand Institute of Chartered Accountants whose duty it will be to review the financial statements of the Society and report thereon to the next Annual General Meeting;
 - iv. receive reports from the Committee, its sub-committees, the Music Director, and any other reports;
 - v. elect members of the Committee;
 - vi. appoint, if desired, a Patron, President and up to two Vice-Presidents;
 - vii. consider and decide any other matter which may properly be brought before the Meeting.

17. FINANCIAL YEAR

The financial year of the Society shall be from 1 November to 31 October.

18. CHANGES TO RULES

- a. These Rules may be altered, added to or rescinded by resolution of the Society passed by a majority of two-thirds of those present and voting at a meeting of the Society.
- b. There must be 14 days' written notice of the meeting at which any such changes are to be considered and the notice must include a description of the proposed changes in the form of a motion with the names of the Proposer and Seconder appended.

19. COMMON SEAL

- a. The Committee will provide a Common Seal for the Society which shall not be affixed to any document except in pursuance of a resolution of the Committee and in the presence of two Committee Members who, in appending their signatures to the same, will be taken to have certified that the requirements of this rule have been met.
- b. The Seal will be kept in the safe custody of the Secretary.

20. WINDING UP

In the event of the winding-up or dissolution of the Society the property and funds of the Society remaining after payment of its liabilities will be transferred and paid as the Committee will decide to some other charitable organisation in the Auckland region having similar charitable purposes to those of the Society.