

Voted on and accepted by the committee on 10th September 2025

NELSON REPERTORY THEATRE SOCIETY INCORPORATED CONSTITUTION

2025 (supersedes any previous constitution)

1. NAME:

The name of the Society is “Nelson Repertory Theatre Society Incorporated”.

2. OBJECTS: The objects of the Society are:

1. To produce theatrical productions for performance to the general public.
2. To have fun while doing so.
3. To foster and encourage all aspects of voluntary community theatre, including education, training, workshops.
4. To purchase, hire, make or provide, furniture, implements, tools, utensils, stage fittings, costumes, and properties of every description, books, periodicals, stationery and any other things required, or which may be used conveniently in connection with any of the objects of the Society.
5. In delivery of the objects of this Society to establish or promote or assist in establishing and promoting, and to subscribe to, or become a member of any other association, whose objects are similar, or in part similar to the objects of this Society, or the establishment or promotion of which may be beneficial to this Society.
6. To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined and to the benefit of the Society.
7. To work in conjunction with any other society having objects altogether or in part similar to those of the Society.
8. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

3. CLASSES OF MEMBERSHIP:

The members of the Society shall consist of ORDINARY MEMBERS & LIFE MEMBERS.

1. **ORDINARY MEMBERS.** An Ordinary Member may take an active part, or some active part or no active part in the performance of plays and/or play readings and exercise all the rights and privileges of membership.
2. **LIFE MEMBERS.** Any member may, on the recommendation of the Committee, be elected a Life Member by a majority of the members present at any general 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.

3. The society must regularly engage with its members that they wish to continue their membership; and they do so by agreeing to the latest terms and conditions.
4. Membership numbers will be calculated in alignment with the Society's financial year.
5. Fees may be set at the AGM.

1. REGISTER OF MEMBERS:

1. The Committee shall keep a register of Members. The Committee will hold this list in such a manner as to respect Members privacy and The Privacy Act 2020.
2. A member may change and update their email address used to subscribe by emailing the Committee directly to advise of that change.

2. MANAGING COMPLAINTS:

How complaints are made:

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 1. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 2. sets out the allegation to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the society.

The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —

4. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
5. sets out the allegation to which the dispute relates.

The information given under subclause D. or E. above must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

A complaint may be made in any other reasonable manner permitted by the society's constitution.

2. Person who makes a complaint has right to be heard
 1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
 2. If the society makes a complaint —

1. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.
3. Person who is subject of complaint has right to be heard
 1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 3. has damaged the rights or interests of a member or the rights or interests of members generally.
 2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 3. If the respondent is the society, an officer may exercise the right on behalf of the society.
 4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondent's written statement or submissions (if any) are considered by the decision maker.
4. Investigating and determining disputes

1. The committee officers must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
5. Society may decide not to proceed further with complaints.

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

1. the complaint is trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a member or an officer has engaged in material misconduct;
 2. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022;
 3. that a member's rights or interests or members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
6. there has been an undue delay in making the complaint.
2. Society may refer a complaint
 1. The society may refer a complaint to —
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

3. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

1. impartial; or

2. able to consider the matter without a predetermined view.
8. A complaints process document will be available on the Society website. It would serve as both an application for investigation and provide process guidelines for those parties concerned.

3. NOMINATIONS:

Nominations for the elected roles may be put forward no earlier than twenty-one days before the set Annual General Meeting date.

Nominees shall be current members themselves at the set date of the AGM and shall be nominated by two current members of the Society. Such nominations shall be made in writing and forms of nomination signed by the candidate, proposer and seconder shall be with the Secretary seven clear days at least before the time fixed for the meeting. In the case of no nomination or insufficient number of nominations being received, the members may at the Annual General Meeting elect, without nomination, members present who have agreed to be elected, subject to the agreement of these members to be so elected.

4. OFFICERS:

The officers of the Society shall consist of a President, Vice-President, Secretary and

Treasurer who shall be elected by a majority of the members of the Society present at the Annual General Meeting and entitled to vote. The offices of Secretary and Treasurer may be held by one person.

5. COMMITTEE:

The Committee shall consist of all elected officers of the Society, ex officio plus up to eight members elected by a majority of the members present at the Annual General Meeting and entitled to vote.

One member of the Committee will be nominated to act as Funding Manager to represent the Society when applying for external funding (the Funding

Manager may hold another committee post at the same time). Committee members must be 16 years of age or over.

The said officers and members of the Committee shall hold office until the next Annual

General Meeting of the Society following their election, when they shall retire but shall be

eligible for re-election. For the year following tenure of office the outgoing President can be ex officio (immediate past) member of the Committee.

Any person may hold a particular officer's position for a maximum of 10 years. There is no limit to committee tenure.

Subject to the rules of the Society (“The Code of Conduct”), the role of the Committee is to:

1. administer, manage, and control the Society;
2. carry out the purposes of the Society, and use money or other assets to do that;
3. manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
4. set accounting policies in line with generally accepted accounting practice;
5. delegate responsibility and co-opt members where necessary;
6. ensure that all Members follow the Code of Conduct;
7. decide how a person becomes a Member, and how a person stops being a Member;
8. decide the times and dates for Meetings, and set the agenda for Meetings;
9. decide the procedures for dealing with complaints;
10. set Membership fees, if any, including subscriptions and levies;
11. make regulations.

OFFICE HOLDERS CANNOT be:

- an undischarged bankrupt or prohibited from being a director or promoter of a company.
- disqualified from being an officer of a charitable entity.
- convicted and sentenced for certain offending (for example, a crime involving dishonesty).
- subject to particular orders (for example, a banning order).
- unable to comply with any qualifications for officers contained in the constitution.
- if they fail to meet the above that they can no longer be an executive committee member.

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. 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, an extra vote. 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.

Functions and Powers of Committee Members The President is responsible for:

1. ensuring that the Code of Conduct is followed;
2. convening Meetings and establishing whether or not there is a quorum; defined as a minimum of five committee members - including two officers;

3. running Meetings, deciding who may speak and when;
4. overseeing the operation of the Society;
5. managing Committee member workload;
6. providing a report on the operations of the Society at each Annual General Meeting.

The Secretary is responsible for:

1. recording the minutes of Meetings;
2. holding the Society's records, documents, and books except those required for the Treasurer's function;
3. receiving and replying to correspondence, and being the contact person as required by the Committee;
4. advising the Registrar of Incorporated Societies of any rule changes.
5. making AGM minutes available to Treasurer and bank identifying the incoming committee, any resignations and updating the Signatories; ensuring the minutes are faithfully recorded to reflect this.

The Treasurer is responsible for:

1. keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
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 Clause 16. Financial Statement Assurance) - Filing the annual return.;
3. providing a financial report at each Annual General Meeting;
4. providing financial information to the Committee as the Committee determines;
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;
6. keeping the list of signatories up to date with the bank.

Duties of Committee members:

- Act in good faith and in the best interests of the society
- Exercise powers for proper purposes only
- Comply with the Act and the constitution
- Exercise reasonable care and diligence
- Not create a substantial risk of serious loss to creditors
- Not incur an obligation the officer doesn't reasonably believe the society can perform

- The committee member must provide full contact details to the Secretary as this info has to be made available to the bank each election under the Money Laundering Act (2022).

Committee Meetings:

- 1) No committee decisions may be made/voted on unless a quorum consisting of a minimum of five committee members (including two officers) attend; although a meeting can still be held;
2. The President or Vice President shall chair Committee Meetings, or if the President or and Vice President is are absent, the Committee shall elect a Committee Member to chair that meeting;
3. Decisions of the Committee shall be by majority vote and binding;
4. If a Committee Member exercises their right to be absent from any meeting, they must accept any decisions made at that meeting;
5. The President or person acting as President has a casting vote, that is, an extra vote;
6. Only Committee Members present (includes being present virtually via video conferencing) at a Committee Meeting may vote at that Committee Meeting;
7. The President or their nominee shall adjourn the meeting if necessary;
8. adjourned Meetings:
 1. If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved;
 2. In any other case it shall stand adjourned to a day, time and place determined by the President, and if at such an adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

6. ABSENCE FROM MEETINGS:

Any officer of the Society or member of the Committee, with the exception of the Patron, absents themselves from three consecutive Committee Meetings without notice shall, ipso facto, cease to be a member of the Committee. This needs to be written into the next meeting minutes. If at any meeting at which an election of officers and members of the Committee of the Society ought to take the place or places of any retiring officer or officers, member or members of the Committee of the Society shall not be filled up, then the retiring officer or officers of the Committee shall if willing still continue in office until the Annual

General Meeting in the next year, and so on from year to year until his or her place be filled in accordance with the rules of the Society.

7. VACATION OF OFFICE:

The office of a President, Vice-President, Secretary, Treasurer and a member of the Committee shall be vacated if any holder:-

1. ceases to be a member of the Society
2. resigns his or her office in writing

3. becomes of unsound mind
4. is or becomes under or by virtue of the Companies Act 1993 prohibited or disqualified from holding office.

In the event of a vacancy occurring in the elected members of the Committee, or in the offices of President, Vice President, Secretary, or Treasurer whether occurring from death, resignation or otherwise, the Committee may fill such vacancy for the unexpired term of office.

8. USE OF MONEY AND OTHER ASSETS:

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage of pecuniary gain whatsoever. 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) to avoid Conflicts of Interest. Conflicts shall be declared complying with Clause 24(1)(h) in and clauses 63(1), 64(1)(a),(b), (c) and 65(3) of the Incorporated Societies Act. Any contracts require authorisation by 2 or more officers.

The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

9. FINANCIAL YEAR:

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

10. FINANCIAL STATEMENTS ASSURANCE:

The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably 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 a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

1. 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;
2. additional information that the Reviewer may request from the Committee for the purpose of the review; and
3. reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

2. SOCIETY MEETINGS:

A Society Meeting is either an Annual General Meeting (AGM) or a Special General Meeting (SGM).

The Annual General Meeting of the Society shall be held at such time and place in each year as the Committee shall determine; but shall be held once every year no later than five months after the Society's balance date.

The business of the Annual General Meeting shall be to receive:

1. the minutes of the Society's previous Meeting(s);
2. the President's report on the business of the Society;
3. the Treasurer's report on the finances of the Society and the Annual Financial Statements;
4. election of Officers and Committee Members;
5. motions to be considered;
6. vote on the previous year's motions;
7. general business

The Secretary shall give at least twenty-one days notice of the business to be conducted at a Society Meeting. The notice will be served by the Society digitally, by the newsletter and by displaying on the Society website. Other social media options should be used to ensure effective communication. Any notice sent by electronic service shall be deemed to have been served on the day on which the notice was sent and in proving such service it shall be sufficient to prove that the notice was properly addressed.

The Committee may, whenever they think fit, convene a Special General Meeting. On receipt of a requisition signed by ten members, the Secretary shall give Members at least twenty-one days written notice and convene a special general meeting.

All Society Meetings shall be chaired by the President. If the President is absent, the Vice President will chair the Society Meeting. If neither the President nor Vice President is available, the Society shall elect another Committee Member to Chair that meeting.

No Society Meeting may be held unless at least five eligible Members attend. This will constitute a quorum. The President or nominee shall adjourn the meeting if necessary. If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the President of the Society. 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.

VOTING AT SOCIETY MEETINGS (AGM & SGM):

All Members may attend and vote at Society Meetings.

1. At every Society Meeting every Current Member present in person shall have one vote.
2. Every question submitted to a Society meeting shall be decided in the first instance on the voices, and a declaration by the President that a resolution has been carried or lost on the voices and an entry in the Society's Minutes to that effect shall be conclusive evidence that such a resolution has been carried, or lost, as the case may be: provided that any

member present and entitled to vote may demand a show of hands in which case the President shall take a show of hands and shall declare the resolution to have been carried or lost in accordance with the votes recorded by the last-named method.

12. WINDING UP:

If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among members of the organisation but shall be given or transferred to some

other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.

13. ALTERATION OF RULES:

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

1. Notice stating the general tenor of any proposed alteration or addition to the Rules shall be given to each member who is entitled to vote.
2. The meeting may amend any such proposals.
3. No resolution of any such meeting shall affect any alteration or addition to the Rules unless it be carried by a majority of at least two-thirds of the members present at such a meeting and entitled to vote.

In the event of any dispute doubt or difference arising as to the interpretation or application of these Rules or any of them the decision of the Committee in respect of such dispute doubt or difference shall be final and binding.

No addition to or alteration or recession of the rules shall be approved if it affects the non profit aims, personal benefit or the winding up clause.

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