

Constitution of Friends of the Court Theatre Incorporated

Including amendments to 10 March 2025

THE SOCIETY

1. Name

1.1 The name of the society is Friends of the Court Theatre Incorporated (the "Society").

2. Registered Office

2.1 The registered office of the Society shall be in such place in Christchurch as the Committee may from time to time determine.

DEFINITIONS

3. Definitions and Miscellaneous matters

3.1 In this Constitution:

- (a) "Act" means the Incorporated Societies Act 2022.
- (b) "Annual General Meeting" means a meeting of the Members, convened and conducted in accordance with rules 32, 34 and 35.
- (c) "Contact Person" means the contact person or persons of the Society appointed by the Committee in accordance with rule 17.
- (d) "Majority vote" means a vote made by more than half of the Members who are present at a Society Meeting and who are entitled to vote and voting at that Society Meeting upon a resolution put to that Society Meeting.
- (e) "Member" means a person who becomes a member of the Society in accordance with rule 20 or 21.1(b).
- (f) "Money or other assets" means any real or personal property or any interest therein owned or controlled to any extent by the Society.
- (g) "Officer" means a Member appointed to the role in accordance with rule 7.
- (h) "Patron" means a person elected to be a patron of the Society in accordance with rule 19.
- (i) "Society Meeting" means any Annual General Meeting or any Special General Meeting but not a Committee Meeting.
- (j) "Special General Meeting" means a meeting of the Members, other than an Annual General Meeting, convened and conducted in accordance with rule 33 to 35.
- (k) "The Court Theatre Trust" means The Court Theatre Trust incorporated under the Charitable Trusts Act 1957 under number 2111289 and its successors or assigns.
- (l) "use money or other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of or in any other way deal with money or other assets.

- (m) "Written Notice" means communication by post, electronic means (including email and website posting), or advertisement in newspapers or periodicals in the Canterbury region, or a combination of these methods.
- (n) It is assumed that:
 - (i) Where the singular is used, plural forms of the noun are also inferred.
 - (ii) Headings are a matter of reference and are not a part of the rules in this Constitution.
- (o) Matters not covered in this Constitution shall be decided upon by the Committee. The Committee may obtain whatever advice, including but not limited to legal opinion, it may deem necessary or desirable.

PURPOSES OF SOCIETY

4. Purposes

4.1 The purposes of the Society are to:

- (a) Support the providing of live theatre by The Court Theatre Trust (the "Trust") to audiences in Christchurch and also in Canterbury and New Zealand.
- (b) Do anything necessary or helpful to the above purpose.

4.2 Financial gain is not a purpose of the Society.

5. Personal Benefit

5.1 Any income, benefit or advantage shall be applied to the charitable purpose of the Society as set out in rule 4.1.

5.2 No Member or person associated with a Member shall receive any form of private income, benefit or advantage from the operations of the Society except that any Member:

- (a) shall be entitled to be reimbursed out of assets of the Society for any reasonable expenses which they properly incur on behalf of the Society or while pursuing the Society's objectives; and
- (b) shall be entitled to be paid a salary, wages, or other payments for services, or enter into any other transaction with the Society on arm's length terms (as that term is defined in section 24(3) of the Act).

This rule and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

5.3 No Member 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.

5.4 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).

5.5 The provisions and effect of this rule shall not be removed from this Constitution and shall be included and implied in any document replacing this Constitution.

MANAGEMENT OF THE SOCIETY

6. Managing Committee

6.1 The Society shall have a managing committee ("the Committee"), comprising the following office bearers:

- (a) The Chairperson;
- (b) The Deputy Chairperson;
- (c) The Secretary;
- (d) The Membership Secretary;
- (e) The Treasurer; and
- (f) At least one other Officer as the Society shall decide, (the "Officers").

6.2 The Committee shall consist of no fewer than six Officers.

6.3 Only Members of the Society may be Officers of the Society.

7. Appointment of Officers

7.1 At a Society Meeting the Members may decide by majority vote:

- (a) How large the Committee will be (subject to rule 6.2 above).
- (b) Who shall be the Secretary.
- (c) Who shall be the Treasurer.
- (d) Whether any Officer may hold more than one position on the Committee.
- (e) Who shall be the Officers (following the process set out in rule 9).

7.2 At its first meeting after an Annual General Meeting, the Committee shall, subject to rule 7.1(d) of this Constitution, elect one of its Committee Members to be the Chairperson.

7.3 At its first meeting after an Annual General Meeting, the Committee shall, subject to rule 7.1(d) of this Constitution, elect one of its Committee Members to be the Deputy Chairperson. The duty of the Deputy Chairperson will be to act for the Chairperson where the Chairperson is, for any reason, unable to act.

8. Cessation of Office

8.1 Persons cease to be Officers when:

- (a) They resign by giving written notice to the Committee;
- (b) Their term as Officer expires (as set out in rule 9.4) and they are not re-elected;
- (c) They are removed by majority vote of the Society at a Society Meeting;
- (d) They become disqualified from being an Officer under section 47(3) of the Act;

- (e) They are absent from two consecutive meetings without leave of absence (in which case the Chairperson may declare that person's position to be vacant);
- (f) They cease to be a Member;
- (g) They die; or
- (h) They otherwise vacate office in accordance with this Constitution.

8.2 If a person ceases to be an Officer, that person must within one month give to the Committee all Society documents and property in their possession or under their control.

9. **Nomination and appointment of Officers**

9.1 Nominations for Officers shall be called for at least 21 days before an Annual General Meeting.

9.2 Each candidate shall be proposed and seconded in writing by Members and the completed nomination form, signed by the candidate assenting to the nomination and confirming they meet the qualification criteria set out in section 47 of the Act, shall be delivered to the Secretary.

9.3 Nominations shall close at 5pm on the seventh day before the Annual General Meeting.

9.4 The term of office for all appointed Officers shall be one year.

9.5 All Officers shall be eligible for re-election.

10. **Qualifications of Officers**

10.1 Each Officer must meet the officer qualification criteria set out in section 47 of the Act.

11. **Vacancy**

11.1 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Officer or Member (providing that person is qualified to be an Officer) to fill that vacancy until the next Annual General Meeting.

12. **Functions and powers of the Committee**

12.1 The functions of the Committee are 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 and oversee the Society's volunteer ushering teams;
- (d) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (e) Set accounting policies in line with generally accepted accounting practice;
- (f) Delegate responsibility and co-opt Members where desirable or necessary;
- (g) Make regulations where desirable or necessary;
- (h) Ensure that all Members follow the Constitution;
- (i) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (j) Deal with complaints in accordance with rule 36 of this Constitution; and

- (k) Set membership fees, including subscriptions and levies.
- 12.2 The Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, unless the Committee's power is limited by this Constitution or by a Majority vote.
- 12.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by this Constitution or by a Majority vote.
- 13. Roles of Officers**
- 13.1 All Officers are responsible for:
- (a) Delivering the Society's charitable purpose as set out in rule 4; and
 - (b) Complying with the obligations of the Act, the Charities Act 2005, and any other enactment in carrying out their duties as Officers.
- 13.2 The Chairperson is responsible for:
- (a) Ensuring that the Constitution is followed;
 - (b) Convening Meetings and establishing whether or not a quorum is present;
 - (c) Chairing 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.
- 13.3 The Secretary is responsible for:
- (a) Recording the minutes of Meetings;
 - (b) Holding the Society's records, documents, and books except those required for the Treasurer's and Membership Secretary's functions;
 - (c) Receiving and replying to correspondence as required by the Committee;
 - (d) 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; and
 - (e) Advising the Registrar of Incorporated Societies and the Chief Executive of Charities Services of any changes to this Constitution.
- 13.4 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;
 - (c) Providing a financial report at each Annual General Meeting;
 - (d) Providing financial information to the Committee as the Committee determines.

13.5 The Membership Secretary is responsible for:

- (a) Keeping the Register of Members;
- (b) Rendering accounts for subscriptions and levies.

14. **Duties of Officers**

14.1 The duties of each Officer are to:

- (a) Act in good faith and in furtherance of the Society's purposes, and act in the best interests of the Society at all times;
- (b) Exercise the powers of the Committee for proper purposes;
- (c) Act in accordance with the Act and this Constitution;
- (d) Not agree to the Society incurring any obligations unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligations when it is required to do so;
- (e) Exercise the care, diligence and skill that a reasonable Officer would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by the Officer;
- (f) If the Officer has an interest (as defined in section 62 of the Act, or any equivalent provision under any replacement legislation) in a transaction or proposed transaction of the Society, the Officer must:
 - (i) disclose to the Committee the nature and extent of such interest as soon as the Officer becomes aware of the fact that he or she has such interest;
 - (ii) not vote or take part in a decision of the Committee relating to the transaction;
 - (iii) not sign any document relating to the entry into a transaction or the initiation of the transaction;
 - (iv) may take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise);
and
 - (v) take such other steps as determined by the Committee in respect of any interest;
- (g) Not disclose information that the Officer would not otherwise have available to him or her other than in their capacity as an Officer, to any person, or make use of or act on the information except as agreed by the Committee for the purposes of the Society, as required by law, or to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation;
and
- (h) Regularly attend Committee meetings and General Meetings of the Society.

15. **Conflicts of interest**

15.1 If an Officer is interested (as defined in section 62 of the Act, or any equivalent provision under any replacement legislation), in a transaction or proposed transaction of the Society, they:

- (a) must disclose to the Committee and in the Interests Register the nature and extent of such interest (including any monetary value of the interest, if it can be quantified) as soon as practicable after the Officer becomes aware of the fact that he or she has such interest;
- (b) must not vote or take part in a decision of the Committee relating to the transaction;
- (c) must not sign any document relating to the entry into a transaction or the initiation of the transaction;
- (d) may take part in any discussion of the Committee relating to the matter, be counted for the purposes of determining whether there is a quorum at any meeting at which the transaction is being considered and be present at the time of the decision of the Committee (unless the Committee decides otherwise); and
- (e) must take such other steps as determined by the Committee in respect of any interest.

15.2 Where 50% or more of the Committee are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Members agree otherwise.

16. **Committee meetings**

16.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

16.2 Any person employed by the Trust from time to time to manage the services provided by Members to the Trust, whether termed the Front-of-House Coordinator or by some other title, shall be entitled to attend Committee meetings but shall not have voting rights at those meetings.

16.3 No Committee meeting may be held unless at least 50% of all the Officers are present. This will constitute a quorum.

16.4 Abstentions from voting or taking part in a decision of the Committee pursuant to rule 15.1(b) during a Committee meeting do not affect quorum.

16.5 All Committee meetings shall be chaired by the Chairperson. If the Chairperson is not present, the Deputy Chairperson shall chair that meeting. If the Deputy Chairperson is also not present, the Committee shall elect an Officer to chair that meeting.

16.6 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson or any person acting as Chairperson shall have a casting vote, that is, a second vote.

16.7 The Committee will vote at Committee meetings by voice.

16.8 Only Officers present at a Committee meeting may vote at that Committee meeting.

16.9 Subject to this Constitution, the Committee may regulate its own practices.

16.10 The Chairperson or person acting as Chairperson shall adjourn the meeting if necessary.

16.11 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 Chairperson and, if at such adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Committee 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.

16.12 A resolution in writing signed by all Officers for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may consist of one or more documents in similar form each signed or assented to by or on behalf of one or more of the Officers, by letter, email or facsimile or other written or auditable manner.

17. Contact persons

17.1 At its first meeting after the Annual General Meeting, the Committee shall, by simple majority, appoint or reappoint at least one person to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Incorporated Societies Act. The Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that Contact Person's details within 20 working days of any such change occurring.

18. Committee may engage volunteers

18.1 The Committee may, from time to time, engage one or more volunteers to assist with the administration of the Society.

18.2 The Committee may require volunteers to sign a volunteer agreement, including a confidentiality agreement.

PATRON

19. Patron

19.1 The Society in a Society Meeting may elect a Patron for such term and upon such conditions as it may deem fit.

19.2 Any Officer or Member may recommend any person to be elected as Patron. Rule 35 of this Constitution applies to that recommendation.

SOCIETY MEMBERSHIP

20. Admission of Members

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

(a) Complete the applicable application form; and

(b) Pay the applicable membership fee in accordance with rule 22,

(thereby consenting to becoming a Member) and supply any other information the Committee requires.

20.2 The Membership Secretary will process the Applicant's application.

20.3 The Applicant will be advised whether their application to become a Member has been accepted.

20.4 The Committee shall have complete discretion whether or not to allow the Applicant to become a Member. The Committee shall not be required to divulge the reasons for its decision.

21. **Types of Members**

21.1 There shall be the three types of membership:

- (a) Members who are admitted under rule 20 of this Constitution ("Ordinary Members");
- (b) Members who have become life members ("Life Members");
- (c) The following Members ("Honorary Life Members")—
 - (i) Those persons upon whom the Society has conferred such membership in recognition of the outstanding service rendered by that person to the Society.
 - (ii) No more than three Honorary Life Memberships may be conferred in any one calendar year.
 - (iii) The term of an Honorary Life Membership shall be the person's natural life.
 - (iv) Any Officer or Member may recommend any Member to be elected an Honorary Life Member. Rule 35 of this Constitution applies to that recommendation.
 - (v) An Honorary Life Member must consent in writing to being an Honorary Life Member before such membership can be conferred.
 - (vi) An Honorary Life Member shall be entitled to the same rights and privileges as Ordinary Members without having to pay annual subscriptions or any levy.

21.2 From time to time the Committee may:

- (a) Create sub-types of ordinary membership that it may consider necessary or desirable and may specify the terms and conditions attached to such sub-types.
- (b) Create other types of membership that it may consider necessary or desirable and may specify the terms and conditions attached to such types.

22. **Membership fees**

22.1 Members shall pay all applicable membership fees by the due date. The Committee may from time to time determine the nature and amount of any membership fee or fees payable by Members to the Society, including the due date for payment and the manner for payment of such fees in accordance with this Constitution.

22.2 The Committee shall have an absolute right to suspend any rights and privileges enjoyed by any Member who fails to pay any annual membership fees when due.

23. **Membership generally**

23.1 The Membership Year of a Member will commence on such day of the month as the Committee decides in which an applicant is accepted into membership of the Society by the Committee and on the anniversary of that date in subsequent years.

23.2 Members have the rights and responsibilities set out in this Constitution and whatever privileges the Committee may from time to time decide.

23.3 All Members and Officers shall promote the purposes of the Society as set out in rule 4 and shall do nothing to bring the Society or the Trust into disrepute.

24. **The Register of Members**

24.1 The Membership Secretary shall keep a register of Members ("the Register"), which shall contain:

- (a) the names, the last known postal and email addresses and telephone numbers of all Members, and the dates at which they became Members;
- (b) the names of each person who has ceased to be a Member within the previous seven (7) years and the date on which each such person ceased to become a Member;
- (c) any other information the Committee deems relevant.

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

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

24.4 Members shall have reasonable access to their own information that is included in the Register of Members.

25. **Cessation of Membership**

25.1 Any Member may resign by giving written notice to the Secretary.

25.2 Membership may be terminated if the Committee, having followed the procedures set out in rule 36 of this Constitution, determines that a Member is breaching this Constitution or acting in a manner inconsistent with the purposes of the Society.

FRIENDS' TRUSTEES

26. **Society Appointments to the Board of the Trust ("Friends' Trustee")**

26.1 Any rights that the Society has to appoint trustees of the Trust, shall be dealt with as follows:

- (a) Any Officer or Member may recommend a Member to be elected a Friends' Trustee. Rule 35 of this Constitution applies to any such recommendation.
- (b) At each Annual General Meeting of the Society, the Society shall elect at least one of its Members (and up to the maximum number as may be specified in the constitution of the Trust) , subject to rule 26.1(a) of this Constitution, to be a Trustee of the Trust.

26.2 The term of office of a Friends' Trustee shall be in accordance with the constitution of the Trust.

26.3 If the position of any Friends' Trustee becomes vacant, the Committee may appoint an Officer or Member to fill that vacancy for the remainder of its term.

26.4 A Friends' Trustee will cease to hold office in accordance with the constitution of the Trust.

MONEY AND OTHER ASSETS OF THE SOCIETY

27. Use of Money and Other Assets

27.1 The Society may use money and other assets only if:

- (a) It is for a purpose of the Society as set out in rule 4;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved by either the Committee or by majority vote of the Society.

28. Additional Powers

28.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Subsidise, in part or in full, the employment of people by the Trust where that employment has been made in consultation with the Committee;
- (c) Exercise any power a trustee might exercise;
- (d) Invest in any investment that a trustee might invest in;
- (e) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

29. Financial Year

29.1 The financial year of the Society shall be the year ending on 31 December or any other date adopted by the Committee by resolution.

30. Assurance on the Financial Statements

30.1 The Committee shall produce an annual financial statement that complies with the requirements of the Act. The annual financial statement will be presented at the Annual General Meeting and registered in accordance with the Act.

30.2 The annual financial statement must be filed with the Registrar of Incorporated Societies and the Chief Executive of Charities Services within six months of the Society's balance date.

30.3 The Society shall, if required by the Act or the Charities Act 2005 or it is otherwise desirable, appoint an accountant to audit or 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 and applicable financial reporting standards.

30.4 The Reviewer must be a qualified auditor and must not be an Officer, or an employee of the Society.

CONDUCT OF MEETINGS

31. Society Meetings

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

31.2 No Society Meeting may be held unless at least 10 eligible Members attend. This will constitute a quorum.

32. Annual General Meeting

32.1 The Annual General Meeting shall be held once every year:

- (a) no later than five months after the Society's balance date; and
- (b) no later than 15 months after the previous Annual General Meeting.

32.2 The Committee shall determine when and where the Society shall meet within those dates.

32.3 At each Annual General Meeting, the Committee will present:

- (a) the Chairperson's Report on the Society's operations and affairs of the Society during the most recently completed accounting period;
- (b) the annual financial statements as approved by the Committee; and
- (c) notice of any disclosures, or the types of disclosures made under section 63 of the Incorporated Societies Act (which relates to disclosure of interests) during the most recently completed accounting period.

32.4 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Officers and Friends' Trustees;
- (e) Motions to be considered;
- (f) General business.

33. Special General Meetings

33.1 Special General Meetings may be called by the Committee.

33.2 The Committee must call a Special General Meeting:

- (a) when 50% or more of the Committee are prevented from voting on a matter relating to the society.
- (b) if the Secretary receives a written request signed by at least 20 Members.

33.3 When the Committee calls a Special General Meeting, the Secretary shall give all Members at least 28 days Written Notice of the Special General Meeting and the business to be conducted at that meeting.

33.4 The business of a Special General Meeting will be:

- (a) Motions to be considered;
- (b) General business; and

- (c) Any other such matters as the Committee may decide and has been notified to Members in accordance with rule 33.3.

33.5 No business shall be transacted at any Special General Meeting other than that specified in the Notice calling that meeting.

34. All Society Meetings

34.1 The Secretary shall:

- (a) Give all Members at least 28 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, provide, where appropriate:
 - (i) A copy of the Chairperson's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
 - (ii) Notice of any motions and the Committee's recommendations about those motions.

34.2 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.

34.3 All Members may attend and vote at Society Meetings.

34.4 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Officer to Chair that meeting.

34.5 The Secretary will take minutes at all Society Meetings.

34.6 All decisions by the Society in General Meeting shall be by Majority vote.

34.7 Only Members present at a Society Meeting may vote at that Society Meeting.

34.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

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.

34.9 If a vote by show of hands or secret ballot is held, the Chairperson or the person acting as Chairperson will have a casting, that is a second, vote.

34.10 The Chairperson or the Chairperson's nominee shall adjourn the meeting if necessary.

34.11 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 Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson 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.

34.12 Method of General meeting: A General Meeting may be held as follows (as decided by the Committee):

- (a) By a number of persons who constitute a quorum as set out in rule 31.2 being present and in person at the place, date and time appointed for the meeting, or;
- (b) Subject to this Constitution, by means of audio, or audio and visual, communication, by which all persons participating and constituting a quorum as set out in rule 31.2 who can hear each other effectively and simultaneously throughout the meeting. Participation by a person at a General Meeting held in this manner shall constitute the presence of that person at the meeting; or,
- (c) A combination of Members present at a General Meeting as described in rule 34.12(a) and Members participating in accordance with rule 34.12(b) who constitute a quorum as set out in rule 31.2.

35. **Motions at Society Meetings**

35.1 Any Member may request that a motion be voted on ("Members Motion") at a particular Society Meeting by giving written notice to the Secretary at least 21 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 ten eligible Members or is a motion under Rules 19.2, 21.1(c)(iv) or 26.1(a) of this Constitution:

- (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 14 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.

35.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee's Motion") which shall be suitably notified.

DISPUTE RESOLUTION

36. **Disputes and complaints**

36.1 The Committee shall follow the procedures in sections 2 to 8 of Schedule 2 of the Act in notifying and resolving all disputes and complaints (as those terms are defined in the Act).

COMMON SEAL

37. **Common seal**

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

37.2 The common seal shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by two members of the Committee authorised by the Committee to do so.

ALTERING THE CONSTITUTION

38. Altering the Constitution

38.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

38.2 Any proposed motion to amend or replace this Constitution shall be signed by at least ten eligible Members and given in writing to the Secretary at least 21 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.

38.3 At least 14 days before the General Meeting at which any change to this Constitution 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.

38.4 When a change to this Constitution is approved by a General Meeting, that change shall not take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

38.5 Any alteration to this Constitution must not result in the Society ceasing to be charitable in accordance with the laws of New Zealand.

39. Minor or technical alterations

39.1 The Committee may alter this Constitution if the alteration:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations.

39.2 Written notice of an alteration under rule 39.1 must be sent to every Member. The notice must state:

- (a) the text of the alteration; and
- (b) the right of the Member to object to the alteration.

39.3 If no objection from a Member is received within 20 working days after the date on which the notice is sent, the Committee may make the alteration.

39.4 If an objection from a Member is received, the Committee may not make the alteration under this rule.

BYLAWS

40. Bylaws to govern the Society

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

WINDING UP

41. Winding up

41.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid; and
- (b) Surplus money and other assets of the Society shall be given or transferred to The Court Theatre Trust or, if this not possible, to some other organisation with charitable purpose or purposes as determined by resolution of the members at the time of winding up or, in default thereof, by such Judge of the High Court as may have or acquire jurisdiction in this matter.
- (c) No distribution may be made to any Member.

Signed

Date

Rosemary Ann Bonifant - Member of Friends of the Court Theatre Incorporated and
Managing Committee Chair

Signed

Date

Cheryl Anne Colley – Member of the Friends of the Court Theatre Incorporated and Deputy
Committee Chair

Signed

Date

Lynn Jabbusch Vandertie – Member of the Friends of the Court Theatre and Committee
Treasurer