

Rules of Wellington Repertory Theatre Incorporated

1. Definitions and Interpretation

1.1 In this Agreement, defined terms have the following meanings (unless defined otherwise):

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.

‘Chair’ means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

‘Committee’ means the Society’s governing body.

‘Constitution’ means the rules in this document.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

‘Matter’ means—

- a. the Society’s performance of its activities or exercise of its powers; or
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

‘Member’ means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- a. a member of the Committee, or
- b. occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including the Chair and any individuals fulfilling the responsibilities of the Secretariat as per Rule 6.7.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution.

‘Society’ means Wellington Repertory Theatre Incorporated.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

1.2 Headings are for information only and do not form part of these Rules

2. Name of the Association

- 2.1 The name of the organisation is “Wellington Repertory Theatre (Incorporated)” and shall hereinafter be referred to as “the Society”.
- 2.2 Wellington Repertory Theatre is also a registered charity under the Charities Act 2005.
- 2.3 The Registered Office of the Society will be at a place in New Zealand as the Committee may from time to time determine.

3. Objects of the Association

- 3.1 The objectives of the Society are:
 - a. to produce theatrical works for performance to members of the Society and the general public
 - b. to promote and foster the study of theatre and all of the capabilities thereof
 - c. to attract, inspire and engage audiences, performers and supporters through our shared love of theatre
 - d. to undertake any other activities as the Society may from time to time decide, as agreed at a General Meeting, so long as they do not detract or conflict with (a), (b) or (c) above.

4. Membership

- 4.1 To become a Member, a person (“Applicant”) must meet the requirements of the current Wellington Repertory Theatre Membership Policy as approved by the Committee, and must consent to becoming a Member.
- 4.2 The Committee has complete discretion when it decides whether or not to allow an Applicant to become a Member or for a Member to remain a Member as per the Wellington Repertory Theatre Membership Policy adopted by the Committee from time to time.
- 4.3 A Member may at any time resign by giving notice in writing to the Committee and by paying all moneys owing to the Society at that time.
- 4.4 A Member ceases to be a Member:
 - a. on death (or if a body corporate on liquidation, or if a partnership on dissolution of the partnership); or
 - b. where they cease to meet the requirements of the current Wellington Repertory Theatre Membership Policy as approved by the Committee; or
 - c. if membership is terminated by the Committee, including any grounds under the Dispute provisions contained in Rule 5; or
 - d. if the applicable Subscription fee as defined within the Wellington Repertory Theatre Membership Policy has not been paid within one month past the due date.
- 4.5 The Society will keep a register of Members which will contain the names of Members and such

other information as the Committee may from time to time require.

- 4.6 The rights and obligations, definitions, fee levels and membership tenure are described within the Wellington Repertory Theatre Membership Policy.

5. Raising disputes

- 5.1 Any grievance by a member, and any complaint by anyone, is to be lodged by the complainant with the Society in writing (physical or digital) and must provide such details as are necessary to identify the details of the grievance or complaint. All members are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 5.2 Any complaint lodged in accordance with the above clause will be considered in accordance with the Dispute Resolution provisions of the Wellington Repertory Theatre Membership Policy, and otherwise in accordance with Schedule 2 of the Act.

6. Management of the Society

- 6.1 The Committee shall consist of no less than five (5) and no more than ten (10), including the Chair, all of whom shall be members of the Society.
- 6.2 The members of the Committee shall be elected by a majority of the members of the Society as per Rule 13 at an Annual General Meeting and entitled to vote, except as limited under Rule 13.6. The said members of the Committee shall hold office until the next Annual General Meeting of the Society following their election at which they must stand down, but shall be eligible for re-election.
- 6.3 The Committee may co-opt further members to the Committee during the year as the Committee deems fit (including filling any casual vacancy).
- 6.4 The Chair shall be a member of the Society and elected by a majority of the members of the Society present or through proxy at an Annual General Meeting and entitled to vote.
- 6.5 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.
- 6.6 Subject to these Rules the role of the Committee is to:
- a. Administer, manage, and control the Society.
 - b. Carry out the Objects, and use income or other property of the Society to do that.
 - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at Annual General Meetings.
 - d. Set accounting policies in line with generally accepted accounting practice.
 - e. Delegate responsibility and co-opt members where necessary.
 - f. Ensure that all Members are aware of the Rules
 - g. Determine the eligibility for membership.

- h. Decide the times and dates for Meetings, and set the agenda for Meetings.
 - i. Decide the procedures for dealing with complaints.
 - j. Set and collect fees and ticket prices, including membership subscriptions.
 - k. Do anything else the Committee from time to time determines to be a role of the Committee.
 - l. Appoint the Society's contact person from time to time where required under the Act.
- 6.7 In exercising its power, the Committee may make appointments to a Secretariat function and delegate certain responsibilities to that Secretariat, including (but not limited to):
- a. Recording minutes of Society Meetings and maintaining a minute book.
 - b. Sending correspondence to Members, including notices.
 - c. Maintaining financial records.
 - d. Collecting annual subscriptions.
 - e. Maintaining the register of members in accordance with Rule 4.5
- 6.8 There are no term limits applicable to the Chair or Committee Members.
- 6.9 The Committee has the power to incur such cost as may require in procuring professional services, within budget guidelines approved at the AGM to work for and act on behalf of the Society.

7. Financial Control

- 7.1 The Society is not a large or medium entity under section 42C of the Charities Act 2005, and therefore does not require a formal review or audit of its financial statements.
- 7.2 All payments made by the Society require two signatories (digital or physical). Any payment that breaches budget restrictions for the relevant purpose will require Committee approval. 'A relevant purpose' is defined as the total cost incurred for a single production OR a major line-item in non-production costs.
- 7.3 The financial year of the Society begins on 1 January of every year and ends on 31 December of the same year.
- 7.4 The Committee and any delegated Secretariat shall keep up-to-date and accurate records of all financial transactions of the Society and shall bank monies received into the Society's bank account promptly.

8. Investment of Funds

- 8.1 Surplus funds of the Society may from time to time be invested by the Committee in such manner and upon such securities as may be approved by them. All such investments shall be made in the name of the Society or in the name or names of the Trustee or Trustees for the Society, such Trustee or Trustees to be appointed by the Committee.

9. Committee Meetings

- 9.1 The Committee will meet, adjourn and otherwise regulate its meetings as the Committee decides. The Committee will meet personally or by any other format the Committee decides. A meeting of the Committee can be convened at any time at the request of the Chair or three Committee members.
- 9.2 The quorum for any Committee meeting is 4 members of the Committee. No business will be done at a meeting unless a quorum is present and the quorum must be present at all times during the meeting.
- 9.3 Any questions or matters arising at any meetings of the Committee will be decided by the majority of the votes recorded and each Committee member present personally or by proxy will have one vote. A Committee member voting by proxy will only nominate as a proxy a person who is a Committee member. The Chair will not have a casting vote. Where there are an equal number of votes the motion will be lost. If there is no record in the minutes of the votes cast, the resolution will be deemed to have been unanimous.
- 9.4 Any member of the Committee, including the Chair, absenting themselves from three consecutive Committee meetings, without leave, shall, ipso facto, cease to be a member of the Committee.
- 9.5 If the position of Chair of the Society is not filled at any meeting at which the election of the Chair of the Society ought to take place, then the retiring President shall, if willing, continue in office until the Annual General Meeting in the next year, whereupon his or her place shall be filled in accordance with the Rules of the Society.
- 9.6 The office of Chair and that of a Committee member shall be vacated if the holder:
 - a. Ceases to be a member of the Society
 - b. Resigns his or her office in writing
 - c. Becomes of unsound mind.
- 9.7 In the event of a vacancy occurring in the elected members of the Committee, or in the office of Chair, whether occurring from death, resignation, or otherwise, the Committee may fill such vacancy for the unexpired term of office.

10. Nominations to the Committee

- 10.1 All members of the Committee shall be nominated in writing by two members of the Society, and counter-signed by the nominee.
- 10.2 Nominations must be received by the Secretariat at least 24 hours prior to the Annual General Meeting
- 10.3 A candidate may withdraw by giving the Committee notice in writing to that effect before the date of the Annual General Meeting.
- 10.4 If there are more nominations than places available on the Committee, a ballot will be held at the annual general meeting.

11. Meetings of the Society

11.1 A Society meeting (“Society Meeting”) is either an Annual General Meeting or a Special General Meeting. Meetings may be held either physically, virtually or a combination of the two (“hybrid”) at the discretion of the Committee.

11.2 The Annual General Meeting will be held no later than three months after balance date. The following will apply to Annual General Meetings:

- a. At least 14 days Written Notice of the day, hour and place of the Annual General Meeting will be given to Members.
- b. The Written Notice will call for nominations to the Committee in accordance with Rule 10.1.
- c. The Written Notice will call for notice to be given of any motion (“Motion”) which it is intended be put to the Annual General Meeting. The Motion must be received by the Society in writing at least 7 days before the Annual General Meeting.
- d. The business of the Annual General Meeting will be:
 - i. Receiving any minutes of the previous Annual General Meeting.
 - ii. The Chair’s report on the affairs of the Society for the past financial year.
 - iii. The accounts made up to the previous financial year (which will be signed by two Committee Members).
 - iv. The annual election of Committee Members.
 - v. Motions to be considered.
 - vi. Any other business deemed by the Chair or Members present to be appropriate for consideration by the meeting, or otherwise required under the Act.
- e. Special General Meetings may be called by the Committee, and must be called where required under the Act. The following will apply to Special General Meetings:
 - i. The Committee must call a Special General Meeting if it receives a written request (“requisition”) signed by at least 10 of the Members for a meeting. The requisition must specify the purpose for meeting. No other business shall be considered at such meeting.
 - ii. The Committee will within 21 days of the receipt of the requisition proceed to convene a Special General Meeting to be held within 42 days of the date of receipt of the requisition.
 - iii. The requisition and Written Notice must specify the purpose for the meeting.
 - iv. The Committee will give at least 7 days Written Notice to the Members of the Special General Meeting, the day, hour and place of the meeting and the general nature of the business to be dealt with.

11.3 Written resolutions may not be passed in lieu of a Society Meeting.

11.4 The Chair of the Society will chair every Society Meeting. If the Chair is not present, a Chair will be

elected from among the Committee members present at the meeting. If at the meeting there is no one entitled, willing and present to chair the meeting within 15 minutes after the time appointed for holding the meeting, then Members present will choose one of them to be Chair.

12. Quorum at a Meeting of the Society

- 12.1 At every Society Annual General Meeting or Special General Meeting, ten (10) Members, or 25% of the membership, whichever is the lesser of the two present either in person (physically or virtually) or by proxy, and entitled to vote will constitute the quorum.
- 12.2 If at any Society Meeting a quorum is not present within half an hour of the time appointed for holding the meeting, a Special Meeting convened upon the requisition of Members shall be dissolved. In any other case, the meeting will be adjourned to the same day in the next week at the same time and place or to such other day not being more than 14 days after the original meeting date at such time and place as the Chair of the meeting may appoint.
- 12.3 If at the adjourned meeting a quorum is still not present, then Members who are present will constitute a quorum and transact the business for which the meeting was called.
- 12.4 The Chair at a Society Meeting may adjourn the meeting if necessary to another time and place but only unfinished business at the meeting will be transacted at the adjourned meeting.

13. Voting

- 13.1 At a Society Meeting, any Member entitled to vote as defined within the Wellington Repertory Membership Policy shall have one vote which must be exercised personally (either by being physically present or attending by virtual means), or by proxy.
- 13.2 A Member shall be deemed anyone who is a financial member of the financial year preceding the General Meeting. All proxies shall be in writing and shall be received by the Secretary prior to the start of any General Meeting.
- 13.3 In the event of an equality of votes at a Annual General or Special Meeting, the Chair shall have a casting vote, in addition to a deliberative vote, provided always that no person shall be permitted to vote who shall be in arrears with his or her subscription for the financial year preceding the date of any meeting.
- 13.4 Every question submitted to a meeting shall be decided on a show of hands, with the Chair counting a show of hands and shall declare the resolution to have been carried or lost in accordance with the votes recorded.
- 13.5 A declaration by the Chair of the Society Meeting that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of the Society is conclusive evidence in favour of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.6 Upon the office of Chair passing from one holder to another, the Immediate Past Chair shall be deemed to be a member of the Committee for the ensuing year.

14. Privileged Communications and Indemnity

- 14.1 All Committee communications, correspondence, reports, minutes and other papers and documents, is privileged and confidential and the contents of the same cannot be disclosed outside the Committee except on the express authority of the Committee.
- 14.2 For the purposes of section 98 of the Act, the Society may indemnify, or effect insurance for, each current and past Committee member, Branch Committee member, employee and other officer of the Society (each a “Protected Person”) to the maximum extent permitted by law. The Society may indemnify each such Protected Person from and against all actions, claims, costs (including legal, costs and expenses on a solicitor and client basis) losses, proceedings, damages, liabilities, or demands suffered or incurred by them in the discharge of their duties except when losses occur through dishonesty or wilful misconduct. Without limiting this Rule 14.2, the Society may with the prior approval of the Committee, by deed or agreement grant in favour of any Protected Person an express indemnity to the same effect as, or which coverage may overlap with, that conferred by this Rule 14.2, but subject to the restrictions and exceptions provided for in the Act.
- 14.3 No Committee member or other officer of the Association is liable for:
- a. the acts or defaults of any other Committee member, employee or other officer; or
 - b. for any loss or expense happening to the Society, unless the same happens from that person’s dishonesty or wilful misconduct.

15. Winding Up

- 15.1 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 (30) days nor more than two calendar months after the date on which the resolution so to be confirmed was passed.
- 15.2 All liabilities of the Society shall be paid and disposed of and no member of the Society shall receive any portion of any surplus funds or assets of the Society upon the winding-up.
- 15.3 If there remains after satisfaction of all debts and liabilities surplus funds or assets of the Society, the same shall be given or transferred to such one or more Societies, Institutions, Associations or Bodies have the same or similar objects as this Society for purposes as the members of the Society shall nominate at such General Meeting and in default of such nomination as the New Zealand Theatre Federation Inc. or its successor for the time being may at any time thereafter nominate in writing.

16. Rule Changes

- 16.1 These Rules may be altered or added to at any Annual General Meeting or Special General Meeting subject to the following conditions:
- a. A notice, subject to the notice periods in Rule 11.2(c), stating the proposed alteration or addition to the Rules, the reason for the proposed amendments and any Committee recommendation, shall be given to each member who is entitled to vote.

- b. 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 meeting and entitled to vote.
 - c. No alteration or replacement of the Rules can be approved if it affects any part of the winding up Rules (Rule 15) unless the Committee certifies that the proposed amendment is consistent with the true purpose and intent of these Rules.
- 16.2 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.
- 16.3 When a Rule alteration or replacement is approved by an Annual General Meeting or a Special General Meeting, the Rule alteration or replacement will not take effect until the Society has filed the alteration or replacement with the Registrar of Incorporated Societies.