



Dunedin Folk Club Inc.

RULES OF DUNEDIN FOLK CLUB INCORPORATED

1. NAME:

- 1.1. The name of the Club shall be "Dunedin Folk Club Incorporated".
- 1.2. Charities Act Registration Number: CC24253.
- 1.3. NZBN Number: 9429042681366.

2. OBJECTIVES:

- 2.1. The objectives of the Club shall be to promote music and arts generally and in particular to promote folk music and folk arts in the city of Dunedin and the province of Otago.

3. MEMBERSHIPS:

- 3.1. Any person may apply for Membership of the Club. Membership shall have three classes.
 - 3.1.1. Full Members: Being persons who have been accepted for Full Membership, and have paid their annual subscription, and have complied in every way with the rules of the Club. Full Members will benefit from privileges which will include a reduced admission charge to various events and performances that the committee consents to from time to time.
 - 3.1.2. Associate Membership: Any person who pays the standard non-member admission charge for an event or performance arranged and promoted or produced under the terms and objectives of the Club shall be deemed to be an Associate Member for the period of time of that event or performance. No Associate Member shall be entitled to any of the privileges normally the rights of Full Members according to these rules.
 - 3.1.3. Life Memberships: Full Members having been awarded the status of Life Member shall be exempt from paying the annual Full Membership Subscription and will retain all Full Member privileges. The criteria for awarding Life Membership to a Member can be changed by the Committee from time to time and the criteria will be part of the Club's Policy Document.
- 3.2. Any person applying for Full Membership must complete a written Membership form to show their consent to being a Member of the Club.

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- 3.3. The Committee shall have the right to decline any application for Membership or renewal of Membership.
- 3.4. New Members may be accepted at any time during the year at the discretion of the Committee.

4. CESSATION OF MEMBERSHIP:

- 4.1. Any Member may resign from Full Membership of the Club at any time. Such resignations shall be given to the Secretary in writing or by email. Any subscription paid will not normally be refundable but refunds may be made at the discretion of the Committee.
- 4.2. Any Full Member ceasing to be a Full Member of the Club shall forfeit all right, claim, and interest in the property of the Club and its privileges.
- 4.3. Full Members who fail to pay their subscriptions by the due date will lose all Full Member privileges and will be relegated to Associate Membership until the subscription is paid.
- 4.4. Full Members whose subscriptions have remained unpaid for one year will cease to be a Full Member of the Club and will forfeit all Full Member privileges and will be required to reapply for Full Membership in the same manner as a new applicant.

5. DISCIPLINE:

- 5.1. The Committee may suspend or expel from the Club any Member for conduct that the Committee deems to warrant this course, but only on written complaint from two or more members of the Club. The Committee shall investigate such complaints and notify the Member concerned before any decision regarding action to be taken is made. The Member concerned shall be given the opportunity to be heard by the committee if they so desire.
- 5.2. Decisions made by the Committee in such matters will be final and not open to appeal.
- 5.3. No Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer of the Club or for any loss occasioned by any error of judgement or oversight on their part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of their office or in relation thereto unless the same happen through their own willful default or dishonesty.

6. ALTERATION OF RULES:

No addition to, alteration, amendment, revision, or rescission of these rules shall be made except at the Annual General Meeting or Special General Meeting called for the purpose, notice of which alteration shall be given in accordance with clause 7.8. Any such alteration must be carried by a two thirds majority of the members present, provided that no alterations shall be made that would change in any way the "Private Pecuniary Clause"(Rule 10).

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7. MEETINGS:

- 7.1. The Annual General Meeting of the Club must be held no later than six months after the balance date of the Club and no later than fifteen months after the previous Annual General Meeting.
- 7.2. The Committee must determine when the Annual General Meeting will be held.
- 7.3. The Committee must ensure that minutes of the Annual General Meeting are taken.
- 7.4. The business of the Annual General Meeting must include:
 - 7.4.1. Receiving the minutes of the Club's previous Annual General Meeting;
 - 7.4.2. The presentation of:
 - 7.4.2.1. The annual report on the affairs of the Club during the most recently completed accounting period;
 - 7.4.2.2. The financial statements of the Club for that period;
 - 7.4.2.3. A summary of any disclosures or the types of disclosures made by Committee Members of an interest in matters being considered by or affecting the Club, recorded since the previous Annual General Meeting;
 - 7.4.3. Election of Committee Members for positions on the Committee;
 - 7.4.4. Motions to be considered;
 - 7.4.5. Any general business.
- 7.5. A Special General Meeting must be held to vote on any motion. An exclusively written motion may not be passed in lieu of a Special General Meeting which must be held in accordance with clauses 7.6, 7.7.
- 7.6. The Committee may call a Special General Meeting at any time. The Committee must call a Special General Meeting if the Secretary receives a written request by at least twelve percent of the members. Minutes of the meeting must be taken and made available to the Members.
- 7.7. A Special General Meeting may only be held if at least twelve percent of Members attend, or participate by means of audio, audio and visual, or electronic communication. This will constitute the quorum. At all meetings of the Club each full Member shall have one vote which must be given personally. The President, or Chairperson in their absence, shall in all cases of equal voting have a casting vote as well as a deliberate vote. Voting shall, in the first instance, be "on the voices". If two or more Members so demand, voting shall be by a show of hands. If three or more Members so demand, the voting shall be by ballot.
 - 7.7.1. In the absence of the President, the Chairperson shall be nominated by majority vote by the Committee Members. That decision will be tabled at the meeting and acceptance of the nominee as Chairperson will be voted upon by the Members present at the meeting. Acceptance will be by majority vote by the members.
- 7.8. At least twenty one days' notice shall be given for an Annual General Meeting, and at least fourteen days' notice for a Special General Meeting.
- 7.9. A member may be removed from any Annual General Meeting, or any Special General Meeting, or any Committee Meeting, at the request of the Chairperson if the member is inebriated, or agitated, or obstructive to the fair and reasonable discussion of the agenda items that are the purpose of the meeting.

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8. COMMITTEE:

- 8.1. The Club must have a managing Committee of at least three Members.
- 8.2. The following executive positions must be held by a Committee Member:
 - 8.2.1. The President;
 - 8.2.2. The Secretary;
 - 8.2.3. The Treasurer.
- 8.3. Any one Committee Member may be appointed to one or more of the Committee positions.
- 8.4. The Committee must decide by majority vote at a Committee Meeting prior to the Annual General Meeting, the number of Committee Members who will serve on the Committee.
 - 8.4.1. Nominations for members of the Committee will be accepted only from members of the Club who have been Full Members for a minimum of six continuous months immediately prior to the nomination, and are natural persons who are not disqualified by the terms of the Incorporated Societies Act 2022.
 - 8.4.2. The received nominations for the Committee will be presented at the Annual General Meeting. Members of the Club present, must decide at that time by majority vote, which nominees will fill the vacant positions on the Committee.
 - 8.4.3. Where an incumbent Committee Member or Officer is standing for another term and this position is contested by a nomination, the Members of the Club must decide by majority vote, the person who will fill the position.
 - 8.4.4. The term of office for each officer will be one year. The maximum number of consecutive terms an Officer can serve will be five terms, or until a suitable replacement can be found, or, where the position is contested and the majority vote of the Members at the Annual General Meeting favours the incumbent.
 - 8.4.5. The term of office for the Chairperson will be one year. The maximum number of consecutive terms the Chairperson can serve will be five terms or until a suitable replacement can be found, or, where the position is contested and the majority vote of the Members at the Annual General Meeting favours the incumbent.
- 8.5. The Committee will appoint the Contact Officer.
- 8.6. Nominations for members of the Committee must be called for by the Secretary at least twenty eight days before an Annual General Meeting.
- 8.7. If a position on the Committee becomes vacant between Annual General Meetings, the Committee may appoint a person to fill that position until the next Annual General Meeting, or hold a Special General Meeting at which nominations will be considered according to clause 8.4.1.
- 8.8. The Committee's functions are to manage, direct, or supervise the operation and affairs of the Club, including:
 - 8.8.1. carrying out the purposes of the Club, and using money or other assets to do that;
 - 8.8.2. controlling and managing the Club's financial affairs, including meeting the Committee's record keeping and reporting obligations under the relevant legislations;
 - 8.8.3. Delegating the powers and duties of the Committee, where necessary or desirable;
 - 8.8.4. Ensuring that the rules of the Club are available to Members;
 - 8.8.5. Deciding the times and locations of meetings;


- 8.8.6. Setting the agenda for meetings;
- 8.8.7. Setting membership fees.
- 8.9. The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operations and affairs of the Club.
- 8.10. At least seven days' notice shall be given to the Committee Members for a Committee meeting.
- 8.11. The quorum for any Committee meeting shall be sixty percent of the number of current Committee Members.
- 8.12. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- 8.13. If any Committee Member is absent from three consecutive Committee meetings without leave of absence, the Chairperson may declare that the person is no longer a Committee Member.
- 8.14. The Chairperson must declare that a Committee Member is no longer a Committee Member if:
 - 8.14.1. The Committee Member is disqualified under the Incorporated Societies Act 2022 or any other subsequent legislation replacing it; and
 - 8.14.2. The disqualifying factor has not been waived by the registrar, under the Act.
- 8.15. The minutes and records of the Club shall be available for inspection upon request by any Full Member of the Club.

9. CLUB FUNDS:

- 9.1. The Club funds shall be under the control of at least two members of the Committee who will be responsible for dealing with or investing the funds upon such securities or in such a manner, and upon such terms and conditions as the Club may think fit for the purposes of furthering any of the objectives of the Club.
- 9.2. All monies received by the Club shall be deposited into the Club's bank account by physical or electronic means and such deposits shall be an effectual discharge to the person or business making such payments.
- 9.3. All financial documents requiring signature or endorsement shall be signed by not less than two Members of the Committee whose authority has been granted at the first meeting of the Committee.
- 9.4. The Club may acquire by purchase or lease, land and buildings which the Committee may from time to time think proper to acquire. The Club may dispose of, or alter, or add to and maintain any building owned or leased by the Club.
- 9.5. The Club may raise or borrow money in such manner and upon such security as the Committee shall think fit and shall have the power to raise monies by the issue of debentures upon the Club assets and properties and to purchase, redeem or pay off any such debentures and reissue the same.

10. PRIVATE PECUNIARY CLAUSE:

- 10.1. Any income, benefit, or advantage shall be applied to the charitable purposes of the Club.
- 10.2. No Member of the Club or any person associated with a Member shall participate in or materially influence any decision made by the Club in respect of the payment to or on

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behalf of that Member or associated person of any income, benefit, or advantage whatsoever.

- 10.3. Any income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 10.4. The provisions and effect of this clause shall not be removed from this document and shall be included and implied to any document replacing this document.

11. SUBSCRIPTIONS:

- 11.1. All Full Members with the exception of Life Members shall pay an annual subscription.
- 11.2. The amount of this subscription shall be proposed by the Committee for the ensuing year and presented as a motion at the Annual General Meeting each year and voted upon by the Members present. A majority vote will pass the motion.
- 11.3. Subscriptions will fall due on the anniversary of the Member's date of joining. The Membership Coordinator shall advise Members when their annual subscriptions are due to be paid and will update the register of Members in a timely manner.

12. FINANCIAL YEAR:

- 12.1. The financial year will commence on the first day of April and will conclude on the last day of March of the following year.

13. REGISTERED OFFICE:

- 13.1. The registered office of the Club shall be the residential address of the Clubrooms.

14. INTERPRETATION:

- 14.1. If at any time a dispute should arise over the interpretation of these rules or any accompanying bylaws, such disputes shall be settled by the Committee whose decision in such a matter shall be final.

15. WINDING UP:

- 15.1. The Club shall not be resolved except by resolution passed in accordance with Section 176 of the Incorporated Societies Act 2022. Upon the winding up or dissolution of the Club and the settlement of all debts and liabilities, all property and assets shall be disposed of by distribution to another organisation that is charitable under New Zealand law, and whose primary objective is the promotion of folk music and folk arts particularly, or music and art generally as the Club by resolution shall determine.

Jane Campbell
JANE CAMPBELL - member

Paul Nelson
PAUL NELSON - Member

Gordon McKay
Gordon McKay - Committee Member