

\*10053723774\*

# Incorporated Society Alteration of Rules - Certificate

Name of Society

PUKEKOHE LIGHT OPERA CLUB INC.

Society Number

224034

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

KEVIN MADDERN

Position

TREASURER

Signature

*Kevin Madder*

Date

15-7-2007

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

Has this certificate been completed by an officer of or solicitor for the society?

Has the copy of the alteration to rules been signed by 3 members of the society?

Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.

If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details

Name and Postal Address:

KEVIN MADDERN  
P.O. Box 413  
PUKEKOHE

Other Details

Telephone:

09-236-3552

E:

Post To

Incorporated Societies Register  
Companies Office  
Private Bag 92061  
Auckland Mail Centre 1020

**NPC# 10**  
**17 MAY 2007**

NATIONAL PROCESSING

CENTRE

0508 SOCIETIES (0508 762 438) | Website www.societies.govt.nz | Email info@societies.govt.nz

17 MAY 2007

RECEIVED

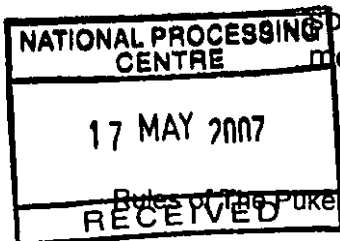
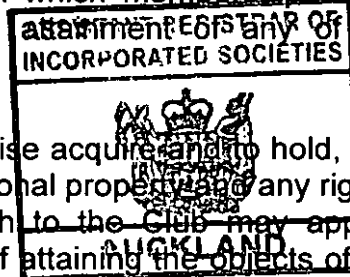
# RULES OF PUKEKOHE LIGHT OPERA CLUB INCORPORATED

## NAME

1. THE name of the society shall be 'Pukekohe Light Opera Club Incorporated'.

## OBJECTS

2. THE Objects of the society shall be:
  - a) To cultivate and advance the arts of the opera, drama, dance, or music in their various branches.
  - b) To produce and perform, and to promote, organise, or participate in the production and performance of grand opera, light opera, musical comedies, dramas, ballets, pantomimes, reviews, concerts, and entertainments of any and every description.
  - c) To promote and foster the study of the theatre (with particular reference to the musical theatre) and of all crafts thereof and to provide studios, workshops, rehearsal rooms, theatres, and theatrical and stage equipment of every kind.
  - d) To provide and encourage social activity for members of the Club and others, and to afford the privileges, advantages, and accommodation of a Club.
  - e) To become a member of or to co-operate with, any other society or group (incorporated or unincorporated) having objects wholly or partly similar to those of this Club or of or with which membership or co-operation may appear conducive to the attainment of any of the objectives of the Club.
  - f) To purchase, take on lease hire, or otherwise acquire and to hold, turn to account, and dispose of any real or personal property and any rights, licenses, privileges, or concessions which to the Club may appear necessary or expedient for the purposes of attaining the objects of the society or any of them or promoting the interests of the society or its members.



- g) To borrow or raise money for the purpose of carrying out any of the objects of the Club and for that purpose to give security over the whole or any portion of the real and personal property of the Club by mortgage or debenture or otherwise howsoever.
- h) To do all such lawful things as are incidental or conducive to the attainment of the foregoing objects or any of them.

### REGISTERED OFFICE

- 3. THE registered office of the Club shall be the Harrington Theatre, 2 Harrington Avenue, Pukekohe.

### MEMBERSHIP

- 4. ANY person who completes an application form in the format approved by the committee shall, upon payment of such entrance fee (if any) as may from time to time be fixed by the Club in general meeting and upon payment of the annual subscription then current, become a member of the Club.
- 5. THE committee shall have the power to refuse membership to any person in its discretion without assigning any reason therefore.
- 6. THERE shall be four classes of members to be elected and approved by the committee as hereinafter provided:
  - a) Financial Members: Financial membership shall comprise those Club members whose subscriptions are paid up to date.
  - b) Honorary Members: Honorary membership may be granted by the President, Vice President, Treasurer and Secretary (the Officers of the Club) for a specified period to those persons who, in the opinion of the Officers, are freely giving their time and services and/or where in the opinion of the Officers there are special circumstances. Honorary Members shall have all the privileges enjoyed by Financial members.
  - c) Life Members: Any person who in the opinion of the committee has rendered exceptional service to the Club may be recommended by the committee for life membership and such recommendation shall be presented to the annual meeting of the Club for approval. Life members shall not be liable for any annual subscription and shall have all the privileges enjoyed by Financial members.

- d) Corporate Members: Corporate Members shall comprise any organisation which sponsors the club either by direct payment or purchasing advertising in the Club's periodicals or programmes.

### RESIGNATION AND EXPULSION

7. A member may resign his membership by notice in writing to the Secretary.
8. IF in the opinion of the committee any member is guilty of conduct injurious to the character or interests of the Club such member may be expelled from the Club. At least twenty-one (21) days before the meeting of the committee at which the conduct of any member is to be considered under this rule, the committee shall notify such member in writing of the conduct complained of and of the time and day of the meeting of the committee at which such conduct is to be considered and such member may in person make any denial or explanation that he or she thinks fair to such meeting of the committee called for that purpose. Provided that any member expelled shall if he or she gives written notice to the Secretary within seven (7) days of the decision of the committee expelling the member have the right to be heard by the Club in general meeting at which meeting a two thirds (2/3) majority shall be required to confirm the expulsion.
9. MEMBERSHIP shall be deemed to have lapsed two months after an annual subscription was due. Membership shall automatically be reinstated on payment of all arrears and shall take effect from the date of such payment.

### REGISTER OF MEMBERS

10. THE Secretary shall keep a register of members in which shall be entered the full name, address, and occupation of each member, the date on which he or she became a member, and also where necessary, the date on which he or she ceased to be a member. Every member shall communicate his address from time to time to the Secretary who shall enter the same in the register of members which shall be available for inspection by any financial member at all reasonable times, and the address of any member shown in such register shall be deemed to be the actual address of such member for all purposes under these rules.

### ENTRANCE FEES

11. EVERY member shall pay to the Club by way of an entrance fee such amount as may from time to time be fixed by the Club in general meeting.

## SUBSCRIPTIONS

12. EVERY Financial member shall pay to the Club an annual subscription as fixed by the Club at a general meeting.
13. IN fixing the annual subscription the Club shall not be bound to prescribe a uniform subscription in respect of all members and may prescribe a scale of subscriptions computed in such manner as may from time to time be deemed fit.
14. The Treasurer and Secretary will provide all current members with an invoice for their annual subscription after each Annual General Meeting.

## PERSONAL BENEFIT

15. MEMBERS must declare any beneficial interest they may have in any matter the Club is considering.
16. 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 whatsoever.
17. 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).
18. THE provisions and effect of these Personal Benefit clauses shall not be removed from this document, and shall be included and implied into any document replacing this document.

## COMMITTEE

19. THE committee of the Club shall consist of a President, a Vice-President, a Secretary, a Treasurer (the Officers of the Club) plus no more than **ten (10)** members.
20. ANY member of the committee who shall absent himself or herself without leave for three consecutive meetings of the committee shall cease to be a member of the committee.
21. THE committee shall have power to fill any vacancy occurring in the committee until the next Annual General Meeting.

## AUDITOR

22. AN Auditor shall be elected at each annual general meeting of the Club and the retiring Auditor shall be eligible for re-election. Once at least in each year the accounts of the Club shall be examined and the correctness thereof and the balance sheet ascertained by the Auditor. The election of the Auditor shall be governed by the rules for the election of officers.
23. IN the event that the Auditors' report is not available in time for the annual general meeting a special general meeting shall be called as soon as practical thereafter to consider and if thought fit approve the Auditors' report and approve the remuneration of the Auditor.

## ELECTION OF OFFICERS

24. ALL officers shall be elected for the year at the annual general meeting but shall hold office until the appointment of their successors and shall be eligible for re-election.
25. THE President shall not be eligible for re-election for a fourth consecutive term.
26. EVERY candidate for re-election to any office in the Club shall be nominated by being orally proposed and seconded and in the event of there being more candidates so nominated than there are vacancies to be filled then the election shall be decided by a poll.
27. NO person shall be qualified for election to any office other than those of Patron or Auditor unless he or she is a financial, honorary or a life member of the Club. No member shall be elected to any office unless such member is present at the meeting or has previously agreed in writing to such nomination.

## POWERS OF THE COMMITTEE

28. THE affairs of the Club shall be managed by the committee which shall have full control of all funds and other property of the Club and may invest or dispose of the same or any part thereof in such manner as the committee may think fit, subject however to the objects of the Club as are set out in these rules and to the provisions of these rules respecting the disposition of assets on winding up or dissolution of the Club.

## BORROWING POWERS

29. THE borrowing powers of the Club may be exercised by the committee if authorised by resolution passed at any general meeting of the Club provided that notice of the intention to exercise such powers is included in the notice convening such general meeting in accordance with the provisions of these rules.

## NOTICES

30. NOTICES to be given to members may be given by the Secretary or the committee to the members in person or by sending them through the post, facsimile or e-mail addressed to the members at the last known address as recorded in the register of members and such notice shall be deemed to have been duly given on the day following the day on which the envelope containing the same shall have been posted.

## MEETINGS

31. THE Annual General Meeting of the Club shall be held in each year at such time and place as shall be fixed by the committee but within **four** months of the end of the financial year which shall be the 31st day of January. All other general meetings of the Club shall be special general meetings.
32. Business to be conducted at the Annual General Meeting shall include:
- a) the election of officers and
  - b) to receive the report of the outgoing committee and
  - c) to receive the Treasurer's report and balance sheet and
  - d) to receive the Auditor's report and
  - e) to approve the remuneration of the auditor and
  - f) to set the subscription rates for the forthcoming year and
  - g) to elect a Patron and
  - h) transact any other general business of the Club

33. SPECIAL general meetings of the Club may be convened by the committee or on the requisition of ten (10) financial members which requisition shall be in writing and shall set forth the business for which the meeting is required and be handed to the Secretary who shall within seven (7) days of receiving such requisition call a special general meeting.
34. NOTICE of the annual general meeting **shall be given to financial members not less than fourteen (14) clear days before the date of such annual general meeting and not less than seven (7) clear days notice shall be given to financial members of any other general meeting. Copies of the Treasurer's report, balance sheet, statement of account and Auditor's report shall be posted on the Club's web site not less than fourteen (14) days before the date of the annual general meeting with printed copies to be available on request from the secretary and at the meeting.**

### COMMITTEE MEETINGS

35. THE committee shall meet at such places and at such times as the committee shall determine for the transaction of general business of the Club provided that the president or any two members of the committee shall have the power at all times to instruct the Secretary to convene a meeting of the committee on giving two (2) clear days notice in writing to the members of the committee.

### QUORUM

36. NO business shall be transacted at the general meeting or at any meeting of the committee unless the quorum of members is present at the time when the meeting proceeds to business and if within half an hour from the time appointed for any meeting a quorum is not present the meeting shall lapse.
37. THE quorum for any general meeting shall be fifteen (15); the quorum for any committee meeting shall be five (5) members.

### ADJOURNMENTS

38. THE Chair of any meeting whether a general meeting or a meeting of the committee may with the consent of the meeting, adjourn the meeting 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

39. EVERY question submitted to any general meeting of the Club or to any meeting of the committee shall be decided in the first instance on the voices or by a show of hands and in the case of an equality of votes the Chair shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he or she may be entitled as a member.
40. AT any meeting, unless a poll is demanded by the Chair or by a majority of the members present, a declaration by the Chair 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 book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
41. IF a poll is demanded it shall be taken in such manner and at such time and place as the Chair of the meeting may direct and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn and the demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
42. ONLY Financial, honorary and life members shall be entitled to vote at general meetings of the Club.

## COMMON SEAL

43. THE committee shall provide a seal which shall be common seal of the Club and shall be in the custody of the Secretary. The common seal shall not be affixed to any instrument except in pursuance of a resolution of the committee and in the presence of three (3) members of the committee (one of whom shall be the president or the Secretary) and whom shall each sign the document or instrument to which the seal is so affixed.

## BY-LAWS

44. THE committee shall have power to make from time to time such by-laws not being inconsistent with these rules as the committee may deem necessary for the well being of the Club and the carrying out of any of its objects and the maintenance of good order and conduct of the Club's premises.

### DUTIES OF THE SECRETARY

45. THE Secretary shall convene and attend all meetings of the Club, keep regular and correct minutes of the same, conduct the correspondence according to the direction he or she may receive from the president or the committee, maintain a register of members declarations of interest and shall keep a register in which shall be registered the names and addresses of all members of the Club. The Secretary shall be ex officio a member of any sub-committee.

### DUTIES OF THE TREASURER

46. THE Treasurer shall, in the name of the Club, open an account or accounts at a bank or banks to be nominated by the committee and all monies received shall be deposited to such account or accounts. He or she shall submit to the annual general meeting a statement of accounts for the financial year immediately past and such statement shall be audited and certified by the Auditor appointed for that purpose at the annual general meeting. All withdrawals and cheques drawn by the Club shall be signed by any two of the Treasurer, the President, the Vice-President or Secretary.

### ALTERATION OF RULES

47. THESE rules may be altered, added to, or rescinded by resolution passed at any general meeting of the Club provided that the notice of such meeting given in accordance with these rules shall contain a copy of or state briefly the nature of the proposed alteration, addition, or rescission.
48. NO addition to or alteration or recession of the rules shall be approved if it affects the Objects, Personal Benefit or the Dissolution clause without the written approval of the Inland Revenue. 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

### PRODUCTIONS

49. THE works to be performed by the Club shall be selected by the committee and any other persons whom the committee may appoint for this purpose.
50. AS soon as convenient after the selection of a production the committee shall appoint a producer and/or musical director.

51. THE casting of any production shall be at the absolute discretion of the Artistic Director and Musical Director who shall be required to submit to the committee for confirmation a list of the cast as soon as it has been chosen and the committee shall be entitled to refuse admission to the cast of any unfinancial member or any person whose character the committee does not approve subject to the rights of appeal herein before provided.

DISSOLUTION

52. THE Club may be voluntarily wound up in accordance with the Incorporated Societies Act and in the event of this the surplus assets and funds of the Club, after payment of liabilities and winding up expenses, shall be placed in a Trust to be administered by the Franklin District Council, or any local authority which may succeed it, for the purpose of education in the performing arts in schools within the Franklin District.

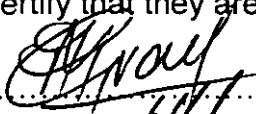
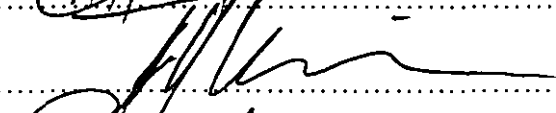
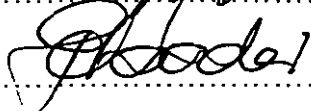
INDEMNITY

53. THE committee and each and every member of it respectively shall be fully indemnified by and out of the funds of the Club against any loss, damage, or expense or liability incurred by reason of or in connection with any legal proceedings instituted against the Club or the committee or any member of the committee for any act done, omitted, or suffered in relation to the performance or professed performance of any official duty by the committee or any member thereof.

INTERPRETATION

54. THE interpretation of these rules or a decision upon any matter not provided for herein shall be made or determined by the committee which may if it sees fit seek legal opinion but whose decision shall in any case be final.

Signed on behalf of PUKEKOHE LIGHT OPERA CLUB INCORPORATED by the following who certify that they are members of the Society.

..........Mary Gray, President  
..........Kelly Manning, Vice-President  
..........Kellie Loader, Secretary