

# CONSTITUTION OF THE BUTTERFLY CREEK THEATRE TROUPE (INCORPORATED)

## 1. NAME

The name of the organisation is the " Butterfly Creek Theatre Troupe (Incorporated)" (in this constitution referred to as the "Troupe").

## 2. CHARITABLE STATUS

The Troupe is registered as a charitable entity under the Charities Act 2005.

## 3. DEFINITIONS

In this Constitution, headings are for information only and do not form part of these rules; and, unless the context requires otherwise, the following words and phrases have the following meanings:

- 3.1. '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.
- 3.2. 'Annual General Meeting' means a meeting of the Members of the Troupe held once per year which, among other things, will receive and consider reports on the Troupe's activities and finances.
- 3.3. 'Coordinator' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Troupe.
- 3.4. 'Committee' means the Troupe's governing body.
- 3.5. 'Constitution' means the rules in this document.
- 3.6. 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Troupe.
- 3.7. 'Matter' means—
  - 3.7.1. the Troupe's performance of its activities or exercise of its powers; or
  - 3.7.2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Troupe.
- 3.8. 'Member' means a person who has consented to become a Member of the Troupe and has been properly admitted to the Troupe who has not ceased to be a Member of the Troupe.
- 3.9. 'Notice' to Members includes any notice given by email, post, or courier.
- 3.10. 'Officer' means a natural person who is:
  - 3.10.1. a member of the Committee, or
  - 3.10.2. occupying a position in the Troupe that allows them to exercise significant influence over the management or administration of the Troupe, including any Chief Executive or Treasurer.

- 3.11. 'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.
- 3.12. 'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.
- 3.13. 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

#### **4. PURPOSES**

The Troupe is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- 4.1. advancing education by fostering and developing interest and expertise in all elements of theatre and entertainment and providing in the interests of its members, facilities, support, and instruction in all elements of theatre and entertainment
- 4.2. benefitting the community by producing, presenting, and performing theatrical entertainments to the public.

Any income, benefit, or advantage must be used to advance the charitable purposes of the Troupe.

#### **5. POWERS**

The Troupe shall have the powers set out in Section 18 of the Act. Nothing in this Constitution authorises the Troupe to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

#### **6. REGISTERED OFFICE**

The registered office of the Troupe shall be at such place in New Zealand as the Committee from time to time determines. Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

#### **7. MEMBERSHIP**

Any person is eligible for membership.

- 7.1. Categories of membership of the Troupe shall be:

7.1.1. Ordinary Members

A Member is an individual admitted to membership under this Constitution and who has not ceased to be a Member.

7.1.2. Life Members

A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members

- present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.
- 7.2. The number of Members must always be no fewer than 10 or such other number as the Act may prescribe.
- 7.3. The Troupe will:
- 7.3.1. maintain a register of members in either hard-copy or electronic form containing the name and latest known contact details for each member, the date when they became a member, and any other information required by the Act or that the Committee may from time to time require
  - 7.3.2. require each member to notify the Troupe of any changes to their information which will be reflected in the register of members as soon as is practicable
  - 7.3.3. ensure that no member's personal information is provided to a third party without the member's written consent.
- 7.4. Members have the right to:
- 7.4.1. vote at general meetings
  - 7.4.2. nominate people for membership
  - 7.4.3. be kept informed of the Troupe's activities and participate in them
  - 7.4.4. be elected as officers of the Troupe.
- 7.5. The rights set out in Section 7.4 will not apply if any subscriptions due are unpaid.
- 7.6. All persons who participate in productions of the Troupe must be Members of the Troupe.

## **8. BECOMING A MEMBER**

- 8.1. Every applicant for membership must consent in writing to becoming a Member.
- 8.2. An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.
- 8.3. The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

## **9. CESSATION OF MEMBERSHIP**

- 9.1. Any member may, at any time, resign from the Troupe by providing written (hard copy or electronic) notice to the Secretary.
- 9.2. Any member whose subscription is in arrears by more than three months shall cease to be a member of the Troupe

- 9.3. The Committee may consider the expulsion of a member whose conduct puts the reputation of the Troupe at risk and/or who fails to conform to the Rules. Such a member has the right to appear before the Committee to state why their expulsion should not proceed and may require the Committee to hold a full Special General Meeting of the Troupe to consider the expulsion. At such a General Meeting the affected member has the right to appear and present the case against expulsion. A vote at such a General Meeting must be by secret ballot and shall require a majority to pass. If the vote is passed the member shall immediately cease to be a member.

## 10. DISPUTES AND COMPLAINTS

The resolution of all disciplinary matters other than those referred to in rule 9.3 above shall be in accordance with Schedule 2 of the Act.

## 11. SUBSCRIPTIONS

- 11.1. The due date and amount of the subscription to be paid by ordinary members shall be decided by resolution of a General Meeting.  
11.2. No subscriptions shall be required from life members or patrons.

## 12. OFFICERS

- 12.1. The Officers are the Coordinator, Secretary, Treasurer and all other Committee members.  
12.2. Officers shall be elected at the Annual General Meeting and all offices shall become vacant immediately prior to the election of officers at the succeeding Annual General Meeting.  
12.3. The Coordinator, Secretary and Treasurer shall be the 'Contact Persons' under Section 13 of the Act.

## 13. MEETINGS

- 13.1. The Annual General Meeting of the Troupe shall be held in the month of June of each year or at such other time as shall be decided by the Committee.  
13.2. Any General Meeting of the Troupe (except the Annual General Meeting) may be called by the Committee or at the request in writing to the Secretary of either ten or twenty percent of the members, whichever is the lesser.  
13.3. At least fourteen days' notice of every General Meeting (including the Annual General Meeting) shall be given to members of The Troupe. Such formal notification shall be by personal contact by the Committee and by placing a notice on any electronic social media sites operated by the Troupe.  
13.4. No business (other than the alteration of these rules) shall be deemed invalid by reason of the fact that no notice thereof has been given.

- 13.5. Ten (10) or twenty percent (20%) of members, inclusive of the members of the Management Committee, whichever is the greater, shall constitute a quorum at a General Meeting.
- 13.6. Every Active Member of The Troupe who is present at any general meeting shall have one vote on all matters brought before the meeting.
- 13.7. The Coordinator (or, in his/her absence, a Committee member elected by those present) shall take the chair, or the Coordinator may supervise the appointment of any other active member to the chair.
- 13.8. A resolution put to the vote at any general meeting may be decided on a show of hands if the chairperson thinks it is necessary, or if requested by any member in attendance.
- 13.9. The majority required in any case shall be of the members present and voting.

#### 14. TROUPE MANAGEMENT

- 14.1. From the end of each Annual General Meeting until the end of the next, the Troupe shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 14.2. The Committee will consist of at least 3 Officers and no more than 12 Officers.
- 14.3. In order to promote the efficient organisation of the Troupe the Committee shall have power to make regulations or bylaws dealing with all matters not provided for by these Rules, provided that those regulations or by-laws are not repugnant either to the Act or to this constitution.

#### 15. MEETINGS OF THE COMMITTEE

- 15.1. The Coordinator shall summon all Committee meetings
- 15.2. The quorum for Committee meetings is at least half the number of members of the Committee present either in person or using audio and/or audio-visual technology
- 15.3. At every meeting of the Committee the Coordinator (or, in his/her absence, a Committee member elected by those present) shall take the chair and cause minutes of the meeting to be taken
- 15.4. Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

#### 16. FINANCE

- 16.1. The financial year of the Troupe commences on 1 April in each year.
- 16.2. The Committee is responsible for keeping proper accounting records of the Troupe's financial transactions to allow the Troupe's financial position to be readily ascertained.

- 16.3. The Troupe may, but need not, at an Annual General Meeting appoint a suitable person to review its accounts for the preceding financial year.
- 16.4. The income and property of the Troupe shall be applied solely towards the promotion of the purposes of the Troupe and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or former Member.
- 16.5. The Troupe may invest and deal with funds of the Troupe not immediately required in such a manner as decided by the Committee.
- 16.6. Nothing shall prevent the payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Troupe, provided that any contract for the engagement of that Member with the Troupe has been fully disclosed to the Committee. Any such income paid shall be relative to that which would be paid in an arm's length transaction.
- 16.7. If the service is to be rendered by a Committee member, that person shall not be present at any deliberations or vote on any matter in which he or she is financially interested.
- 16.8. Nothing shall prevent the reimbursement from the funds of the Troupe, as may be decided by the Committee, of expenses which are incurred by Committee members, or those carrying out duties for the Troupe which, by reason of offices held by them under these rules they are required to perform, or duties for which they are specifically appointed by the Committee.

## 17. AMENDMENTS AND ADDITIONS TO THE RULES

- 17.1. These rules may be replaced, amended or added to at any general meeting of the Troupe by a resolution passed by at least a two thirds majority of those Members present and voting.
- 17.2. Proper notice of any such resolution to replace, amend or add to the constitution must have been given as specified in clause 13.3.
- 17.3. Any member wishing to propose any replacement, amendment or addition to these rules shall give notice in writing to the Coordinator at least twenty-one (21) days prior to the date of the general meeting at which the amendment or addition is to be proposed.
- 17.4. No addition to or alteration of the charitable Purposes or the Winding up Rule shall be approved which would affect the charitable nature of the Troupe. The provisions and effect of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.
- 17.5. In the event of two consecutive general meetings where a motion to amend or add to the rules has appeared on the agenda, being inordinate the proposed changes shall be referred to the Committee. If two-thirds of the Committee approve the proposed changes they

shall be required to be ratified unanimously by a further Committee meeting. If such ratification is given the amendment shall be submitted to the Registrar for registration.

## 18. WINDING UP

- 18.1. If at any general meeting of the Troupe a majority of those present and voting shall resolve that the Troupe be wound up, a further Special General Meeting shall be called and held not earlier than thirty (30) days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution, by a simple majority of those present and voting. If the resolution shall be confirmed at such further meeting The Troupe shall be wound up and all surplus assets after payment of all costs, debts, and liabilities of the Troupe shall be disposed of in a manner directed by the resolution to wind up.
- 18.2. If upon the winding up or dissolution of the Troupe there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Troupe but shall be given or transferred to some other approved charitable organisation or body having objects similar to the objects of the Troupe - or for some other charitable purpose – within New Zealand.
- 18.3. Immediately following a successful Winding Up Resolution the Committee shall file copies of the Resolution at the office of the Registrar of incorporated societies.