



# Canterbury Philharmonia

## Constitution and Rules of the Canterbury Philharmonia Incorporated

### 2016 Contents

Section Number	Subject
1	Name
2	Objects
3	Membership
4	Rights and Duties of Members
5	Conduct of Members
6	Expulsion of Members
7	Retirement of Player Members
8	Subscriptions
9	Financial Year
10	Leave of Absence
11	General Meetings
12	Voting at Meetings
13	Patron
14	Officers and Committee of the Society
15	Elections and Appointment of Patron and Officers
16	Review of Financial Statements
17	Committee Meetings
18	Vacation of Office
19	Management of the Society
20	Finance
21	Conductor
22	Duties of Office Holders
23	Registered Office
24	Common Seal
25	Issue and Return of Society's Property
26	Rehearsals and Concerts
27	Dissolution
28	Alteration of Rules
29	Resolutions Binding
30	Irregularity of Meeting
31	Interpretation

# Canterbury Philharmonia Incorporated

## Rules

### 1. Name

The name of the Society shall be "The Canterbury Philharmonia Incorporated" and shall subsequently be referred to as the "Society". The playing name of the Orchestra shall be the "Canterbury Philharmonia".

### 2. Objects

The Objects of the Society are:

- 2.1. To form an orchestra, and any other sub-grouping of musicians, who shall gather together in a friendly and supportive environment, to foster musical appreciation and performance.
- 2.2. To promote, hold and conduct regular rehearsals and concerts, and in so doing foster public interest in music.
- 2.3. To do all such things that are conducive or incidental to the achievement of the above objects.

### 3. Membership

- 3.1. Membership shall be open to any person who agrees with the objects of the Society, and who pays the appropriate subscription.
- 3.2. The Committee reserves the right to refuse membership to any person without assigning the reason.
- 3.3. The ideal playing strength of the Orchestra shall be established from time to time by the Committee in consultation with the Section Principals and Conductor.
- 3.4. Membership shall be divided into the following categories:
  - 3.4.a **Player;**  
Any person who plays an appropriate musical instrument and wishes to become a member, may apply for Player Membership.
  - 3.4.b **Supporter;**  
Any person who supports the objects of the Society, but who does not wish to be a playing member, may, upon application to the Committee, be approved as a Supporter Member subject to the payment of the subscription.
  - 3.4.c **Life;**  
Any person may be approved as a Life Member of the Society in recognition of distinguished service in the cause of Orchestral Music, or in recognition of notable service in the interests of the Society. Nominations for Life Membership shall be in writing and shall be delivered to the Secretary, and if approved by The Committee, confirmed at the next General Meeting.

### 4. Rights and Duties of Members

- 4.1. Every member shall be bound by and observe these Rules and have on-line access to these Rules through the Society's web site. Printed copies of the Rules may be obtained from the Secretary.
- 4.2. It is the duty of every member to give their address, contact telephone number and electronic messaging address to the Secretary, and to advise promptly of any changes should they occur.
- 4.3. **Liability;**  
No member shall be required to contribute towards the payment of any liability of the Society whether on dissolution or otherwise, beyond the payment of their subscription.
- 4.4. **Resignations;**  
All resignations are to be in writing. The Secretary shall compile a list of resignations for the minutes of the next General Meeting.
- 4.5. Any member resigning shall be liable for the remaining subscription for the year, but may apply in writing to the committee to waive this requirement.

### 5. Conduct of Members

- 5.1. The general conduct of the members shall be controlled by the Committee. Any playing member wishing to play, practice or perform with any other orchestra or similar musical organization at or during the time or times fixed for rehearsals, concerts or other productions of the Society, shall apply for leave of absence in writing to the Secretary, and obtain the written consent of the Committee to do so.

### 6. Expulsion of Members

- 6.1. Any member who in the opinion of the Committee has acted in a manner prejudicial to the interests of the Society may have their membership terminated by the unanimous vote of the Committee. The Committee shall then advise that member in writing, after which that member has the right of appeal to the next General Meeting, if they so desire.
- 6.2. Notice of a member's intention to appeal a decision made under section 6.1 of these rules must be received by the Secretary within thirty (30) days of being advised of the Committee's decision.
  - 6.2.a At the General Meeting to pass any motion relating to that appeal, a 2/3 (two-thirds) majority of the eligible members present who are entitled to vote shall be required. This decision shall be final.

### 7. Retirement of Player Members

- 7.1. If any player member is, in the opinion of that member's Section Principal and/or the Conductor, not of sufficient musical standard, the Committee shall, on reaching a unanimous decision, provide a written request to the member to retire from Player status. Should the member fail to retire from player status within 30 (thirty) days of the request being made, the Committee may act in accordance with section 6.1 of these Rules.

## **8. Subscriptions**

- 8.1. Subscriptions for all members shall be payable by the year.
- 8.2. A year's subscription shall cover the period January 1 to December 31.
- 8.3. All membership subscriptions shall be payable, or installment payments arranged, by May 20th of each year for the current calendar year.
- 8.4. The subscription(s) shall be reviewed and fixed by majority vote at each Annual General Meeting, or in exceptional circumstances at a Special General Meeting. Notification of subscriptions due and payment options available shall be by electronic messaging to each member where possible. The Treasurer shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging that their subscription is due.
- 8.5. The subscription due by new members shall be advised at the time of being notified of their membership approval and shall be proportional to the number of scheduled concerts remaining in the current calendar year and be calculated upon the annual subscription for the current year. Payment shall be due, or an installment schedule arranged, within 30 (thirty) days of notification of their membership approval.
- 8.6. Application for a reduction in subscription may be authorized by the Committee, after consideration of the special circumstances as stated in that member's written application to the Treasurer.
- 8.7. Any member who has not paid or arranged their subscription payment by May 20th or the end of the period as stated at section 8.5 of these Rules, shall be deemed to be unfinancial, and shall not be entitled to vote at any meeting, hold any office within the society, or enjoy the rights of membership.
- 8.8. When a member becomes unfinancial as stated in Section 8.7 of these Rules, the individual's continued membership shall be reviewed by the Committee, and the member shall subsequently be advised in writing of their membership status. Before full membership can be re-instated, any overdue subscriptions must be paid. Reinstatement shall be at the discretion of the Committee.

## **9. Financial Year**

- 9.1. The financial year of the Society shall end on the 31st day of December in each year.

## **10. Leave of Absence**

- 10.1. Leave of Absence not exceeding 12 (twelve) months shall be considered by the Committee on receipt of a written application made to the Secretary by the member.
  - 10.1.a. Leave of absence status does not preclude the duty of the member to remain financial.

## **11. General Meetings**

- 11.1. The Annual General Meeting of the Society shall be held no later than the 15th day of March in each year.
- 11.2. The business of the Annual General Meeting shall be:
  - 11.2.a. Apologies.
  - 11.2.b. Notices of Motion.
  - 11.2.c. To confirm the minutes of the previous Annual General Meeting.
  - 11.2.d. To receive the Chairperson's Annual Report.
  - 11.2.e. To receive the Treasurer's annual report and Financial Statements for the previous year.
  - 11.2.f. To fix the members subscription and to establish their privileges for the current year.
  - 11.2.g. To consider the Committee's recommended budget for the current year.
  - 11.2.h. To elect the Patron and Officers of the Society.
  - 11.2.i. To appoint an independent and suitably qualified person to review the Society's accounts and associated records for the current year.
  - 11.2.j. General business.
- 11.3. A Special General Meeting of the Society may be called at any time by the Chairperson of the Society, or if he/she is absent from New Zealand or medically unfit, by the Vice-Chairperson.
- 11.4. A Special General Meeting shall be called by the Secretary within 14 (fourteen) days after the receipt of a petition signed by at least 1/3 (one-third) of the current financial members requesting such a meeting. The specific business to be discussed shall be stated on the petition.
- 11.5. No additional business is to be introduced at a Special General Meeting.
- 11.6. Notice of all General meetings shall be given to the members by electronic messaging at least 14 (fourteen) days before such a meeting. The Secretary shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging.
- 11.7. Notices of Motion shall be in the hands of the Secretary not less than 21 (twenty-one) days prior to any General Meeting, except as provided for in rule 28.2 when 28 (twenty-eight) days is required.
- 11.8. A quorum at any General Meeting shall be 1/3 (one-third) of the current financial members entitled to vote.
- 11.9. The Chairperson, or in his/her absence the Vice-Chairperson, shall preside at all General Meetings. If neither is present, the members present shall appoint one of their number to preside and take the chair.
- 11.10. All open proceedings of any General Meeting shall be recorded and confirmed at the next regularly called General Meeting.

## **12. Voting at General Meetings**

- 12.1. At all General Meetings every financial member present shall be entitled to cast one vote on every motion. Except as required in Section 27.1 of these Rules, a motion shall be passed by a simple majority of eligible members present who are entitled to vote. In the case of equality of votes, the Chairperson shall have a casting vote, as well as a deliberative vote.
- 12.2. A list of current financial members entitled to vote shall be available for viewing prior to the commencement of any General Meeting.
- 12.3. Voting on all matters, other than the election of Officers, shall be by show of hands, or by voices, at the discretion of the Chairperson. However if the Chairperson or any 5 (five) members require, then a

secret ballot shall be held.

- 12.4. The election of Officers shall be in accordance with section 15 of these Rules and shall be by secret ballot unless section 15.3 of these Rules applies. Two members shall be appointed scrutineers, and their duty shall be to examine the voting papers for the election of the Office holders, and shall report the result of the election to the Annual General Meeting.
- 12.5. Upon declaration of the vote for Chairperson, he/she shall immediately assume the chair of the meeting.

### **13. Patron**

- 13.1. The Society shall have a Patron, who shall be elected at the Annual General Meeting. The Patron shall be entitled to all the privileges of membership of the Society, including voting rights, but shall not be an Officer.

### **14. Officers and Committee of the Society**

- 14.1. The Society shall have the following Officers, and they shall comprise the Committee:
  - 14.1.a. Chairperson
  - 14.1.b. Vice-Chairperson
  - 14.1.c. Secretary
  - 14.1.d. Treasurer
  - 14.1.e. Librarian
  - 14.1.f. Three (3) General Committee Members
- 14.2. The Chairperson and Vice-Chairperson shall be Player members of the Society, and a majority of the balance of the Committee shall also be Player members.
- 14.3. The Committee shall be responsible to the members for conducting all the business affairs of the Society, and shall be proactive in communicating those affairs and activities to the members.
- 14.4. All Officers of the Society shall be elected at the Annual General Meeting, and shall hold office until the next Annual General Meeting, when they shall retire, but shall be eligible for re-election.

### **15. Election and Appointment of Patron and Officers**

- 15.1. Nominations for the positions of Patron, Chairperson, Vice-Chairperson, Secretary, Treasurer, Librarian, and three (3) General Committee Members shall be made at least 7 (seven) days prior to the Annual General Meeting, in writing, by a proposer and seconder, both of whom shall be financial members of the Society.
- 15.2. Nominees for the above positions shall indicate their acceptance for the above positions by signing the nomination form at least 7 (seven) days prior to the Annual General Meeting.
- 15.3. If there are the same number, or fewer nominations received as there are positions available, then the nominated persons shall be declared elected to those respective positions at the Annual General Meeting.
- 15.4. If there is more than one nomination for any position, then there shall be an election held for that position at the Annual General Meeting as per section 12 of these Rules.
- 15.5. If there are insufficient nominations to fill any office, then the Committee shall appoint any member to the vacant position as necessary. Members appointed in this way shall have the same rights and privileges as if they had been elected.
- 15.6. The Committee shall have the power to fill any casual vacancy occurring for any reason, but that member appointed shall only remain as long as the duration of the vacancy requires.
- 15.7. No person shall hold more than one Office position, except that for periods of short duration under section 15.6 of these Rules, an office holder may carry out the administrative functions for another. However any person doing so shall only have one vote at any Committee meeting.

### **16. Review of Financial Statements**

- 16.1. The Annual General Meeting shall appoint an independent and suitably qualified person to review the Society's accounts and associated records and financial transactions and provide a statement reporting the findings of that review, and fix that person's remuneration as necessary. If more than one person is nominated, a secret ballot shall be held.
- 16.2. The Committee shall have the power to appoint a casual vacancy to fill this Office.

### **17. Committee Meetings**

- 17.1. Committee meetings shall be held at those times and places as the Committee shall decide.
- 17.2. A Committee meeting may be called at any time by the Chairperson, or in his/her absence, by the Vice-Chairperson.
- 17.3. A Committee meeting shall be called by the Secretary within 7 (seven) days of receipt of a signed petition of 4 (four) Committee members asking that a meeting be held.
- 17.4. A quorum for Committee meetings shall be 5 (five) members, and subject to these Rules, the Committee shall determine its own procedures.
- 17.5. The Chairperson shall preside at all Committee meetings, or in his/her absence, the Vice-Chairperson. If both are absent, those present shall elect a Chairperson.
- 17.6. All open proceedings of any Committee Meeting shall be recorded and confirmed at the next regularly called Committee Meeting.

### **18. Vacation of Office**

- 18.1. The position of any Office Holder shall automatically become vacant if the member:
  - 18.1.a. is absent without just cause from 3 (three) consecutive Committee meetings duly convened under these rules;
  - 18.1.b. becomes an Insolvent under administration;
  - 18.1.c. becomes of unsound mind;
  - 18.1.d. is convicted of any offence punishable on conviction with imprisonment;

- 18.1.e. submits their resignation in writing to the Chairperson;
- 18.1.f. dies; or
- 18.1.g. ceases to be a financial member of the society.

## **19. Management of the Society**

- 19.1. The management and control of the affairs of the Society, including the control and investment of Society funds, shall be vested in the Committee.
- 19.2. The Committee shall have the power to make, alter, or rescind the operating procedures of the Society, unless they are inconsistent with or repugnant to these Rules, or the Incorporated Societies Act, 1908, for the management and promotion of the Objects of the Society. Any such changes are to be advised to the members as soon as practicable and added to the agenda for the next General Meeting so as to be minuted as required in section 11.10 of these Rules. Such notice shall be given to Members by electronic messaging and the Secretary shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging.
- 19.3. The Committee may appoint any person or persons to any sub-committee or subcommittees for any purpose. The purpose and duties of those appointed shall be defined and minuted. Any such appointments are to be advised to the members by electronic messaging and the Secretary shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging as soon as practicable. The minute confirming the appointments shall be added to the agenda for the next General Meeting and confirmed as required in section 11.10 of these Rules. The Chairperson shall be an ex-officio member of every sub-Committee.
- 19.4. No member of the Society, or any person associated with it shall participate in or materially influence any decision made by the Society in respect to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. 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.
  - 19.4.1. Any such income, benefit, or advantage shall be reasonable and relative to that which would be paid on the open market.
- 19.5. Committee members shall be reimbursed out of the Society's funds for any expenses incurred by them in the bona fide execution of their duties under these Rules. This rule and its provisions may be extended to any persons co-opted by the Committee for duties associated with the activities of the Society. All expenses claimed are to be supported by receipts. The next Committee meeting shall consider and approve payment if agreed, and the details are to be recorded and confirmed as required by section 17.6 of these Rules.
- 19.6. Statements to the public or media concerning or on behalf of the Society may only be made by the Chairperson or by a person authorized to do so by the Committee.

## **20. Finance**

- 20.1. Money belonging to the Society shall be deposited in a Bank or Banks or invested in such a manner as the Committee may from time to time determine.
- 20.2. Any investments made are to be prudent, secure, and conservatively made with the unanimous approval of the Committee.
- 20.3. Claims against the Society shall be paid in such a manner as the Committee may determine. Cheques drawn by the Society shall be signed by the Chairperson, or Vice-Chairperson, and counter-signed by the Treasurer. Electronic payments made on behalf of the Society shall likewise be authorized.
- 20.4. All financial transactions, both income and expenditure, shall be permanently recorded in accordance with current accounting practices and with approval of the properly appointed auditor.
- 20.5. The Committee shall receive monthly reports of all financial transactions in terms of Section 19 of these Rules.
- 20.6. Any loans contemplated in the name of the Society and agreed to in principle by the Committee for the attaining of the objects of the Society, or promoting the interests of the Society or its Members, must firstly be approved at the next General Meeting by a 2/3 (two-thirds) majority of members eligible to vote.

## **21. Conductor**

- 21.1. The Committee shall appoint a Conductor for a specific term, and on such conditions and remuneration as detailed in an Employment Contract. This contract shall be available for perusal by members on request to the Secretary.
- 21.2. The Committee shall review the engagement terms of the Conductor at least annually.
- 21.3. The Conductor shall provide the musical direction of the Orchestra's rehearsals relating to the concerts for which he/she is engaged. He/she shall advise the Committee on matters relating to the Society's musical activities and music selection, and offer advice, counsel and encouragement to all Orchestral players as necessary for the betterment of their orchestral playing, the Orchestra's performance, and therefore of the Society.
- 21.4. The Conductor shall be at all times responsible to the Committee and liaise with the Committee through the Chairperson or in his/her absence the Vice-Chairperson.
- 21.5. The Conductor is encouraged to attend regular Committee meetings but holds no voting authority.

## **22. Duties of Office Holders**

- 22.1. The duties of all Office holders, together with those of the Orchestra Leader and Section Principals, shall be defined in Job Descriptions by the Committee. On appointment, these members shall receive a written copy of the Job Description relating to their position.
- 22.2. The Committee shall review these Job Descriptions at least annually to ensure they remain valid and up to date. Any changes made shall be given to the current Office holder in writing, and advised by electronic messaging to each member and the Secretary shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging.



### **23. Registered Office**

- 23.1. The Registered Office of the Society shall be situated at such a place as the Society may from time to time determine. The Secretary shall ensure any change is advised to the Office of the Charities Commission.

### **24. Common Seal**

- 24.1. The Secretary shall have custody and control of the Common Seal. It shall be stamped on all contracts and official papers of the Society, and on any other occasion that the Committee agrees.
- 24.2. The person stamping the Seal shall at the time sign the document being sealed. The Secretary shall maintain a record of all such sealed documents.

### **25. Issue and Return of the Society's Property**

- 25.1. All members shall take good care of any instruments, music or other items belonging to the Society and entrusted in their care. When requested they are to ensure the prompt return of any such property.
- 25.2. Any damage to the Society's property, considered beyond the reasonable bounds of fair wear and tear, shall be subject to repair or replacement by the member concerned.
- 25.3. Any dispute arising from the above clause shall be resolved by the next Committee meeting.
- 25.4. Instruments and/or music may, with the Committee's agreement, be hired to non-members at a fair market rate.
- 25.5. The Librarian shall maintain a record of the name of the borrower/hirer and the physical location of any music on loan or hire.
- 25.6. The Treasurer shall maintain a record of the name of the borrower/hirer and the physical location of any other asset on loan or hire.

### **26. Rehearsals and Concerts**

- 26.1. Rehearsals shall be held at such times and places that the Committee decides. Any playing member who is unable to attend shall give an appropriate apology wherever possible in advance to their Section Principal.
- 26.2. All playing members are entitled to perform at any concert given by the Society, except that the Committee may withdraw that privilege by reason of unsatisfactory attendance at rehearsals, or for any other reason the Committee thinks fit.

### **27. Dissolution**

- 27.1. In the event of the Society being wound up, the surplus assets, after payment of the Society's liabilities and expenses of the winding up, and subject to any trusts, shall be divided or devolved in such a manner as two thirds (2/3) of all members entitled to vote and present at a Special General Meeting convened for that purpose, shall resolve.
- 27.2. Notwithstanding Section 27.1 of these Rules, no members of the Society shall receive any residual property from such dissolution, and the Meeting shall decide to which other charitable organization or such other body having similar objectives within New Zealand, the residual property shall be given.

### **28. Alteration to Rules**

- 28.1. The Rules of the Society may from time to time be altered or repealed or added to at any Annual General Meeting or Special General Meeting called for that purpose, provided that notice of the intended change be advised to all members by electronic messaging where possible, at least 14 (fourteen) days prior to the meeting and the Secretary shall subsequently make every reasonable endeavour to advise those known not to be accessible by electronic messaging.
- 28.2. Any notice of motion to alter, repeal or add to these Rules at any General Meeting shall be in the hands of the Secretary at least 28 (twenty-eight) days prior to the date of such a General Meeting.
- 28.3. No addition or alteration or recession of these rules shall be approved if it affects Section 19.4 or Section 27 of these Rules.

### **29. Resolutions Binding**

- 29.1. All resolutions of the Society in General Meeting in accordance with these Rules shall be binding on all members whether or not they were present at the Meeting. A declaration by the Chairperson of the Meeting that a resolution has been carried or lost, together with an entry in the Minute Book of the Society shall be conclusive evidence of the fact.

### **30. Irregularity of Meeting**

- 30.1. In the event of any irregularity occurring in the convening or holding of any General Meeting of the Society, or in any election or other proceedings at or ancillary to that meeting, and it is not noticed or objected to at the time, all proceedings shall be valid as if no irregularity had occurred.
- 30.2. If any irregularity is noticed and objected to as in Section 30.1 of these Rules then the meeting shall decide as to what action to take, and such a decision shall be final.

### **31. Interpretation**

- 31.1. The decision of the Committee on the interpretation of these Rules, or upon any matter relating to the Society, its property or interests, shall be conclusive and binding unless and until repealed by the Society in General Meeting.