

RULES AND CONSTITUTION OF WEST CITY BAND INCORPORATED

PART ONE - THE SOCIETY

1.0 Name

- 1.1 The name of the Society is West City Band Incorporated, which shall henceforth be referred to as “the Society”.
- 1.2 The Society is constituted by resolution originally dated 27th February 1971.
- 1.3 The Society changed its rules and constitution by resolution dated 27th June 2012.
- 1.4 The Society changed its rules and constitution by resolution dated (AGM DATE).

2.0 Registered Office

- 2.1 The Registered Office of the Society shall be situated in Auckland or in such other place in New Zealand as the Executive may from time to time decide.

3.0 Objects (Purposes) of the Society

- 3.1 The objects of the Society are:
 - a) To promote music within the community and to provide an outlet for the talents of it's citizens and to entertain the community locally and further afield.
 - b) To advance and promote the education of the community by providing an opportunity for members of the community to study, practice, and perform concert band music.
 - c) To promote the advancement of concert band music within the community by the performance of public concerts.
 - d) To encourage members of the community to acquire knowledge and skills in music and to become musically aware and appreciative.
 - e) To promote and forward the interests and welfare of the Society within Auckland and elsewhere in New Zealand.
 - f) Such other charitable purposes as the Committee may decide in relation to the above objects.
- 3.2 Pecuniary gain is not a purpose of the Society.

4.0 Established Bodies

- 4.1 The Society shall consist of three bodies as follows:
 - a) The West City Band Management (“the Management”).
 - b) The West City Concert Band.
 - c) The West City Youth Band.
- 4.2 The West City Band Management shall consist of:
 - a) The Executive Committee (“the Executive”).
 - b) The Management Committee.
 - c) All Subcommittees of the Society.
- 4.3 The Entire Society is to be managed by the West City Band Management (see part three of the Rules and Constitution).
- 4.4 The West City Concert Band shall be a concert band primarily composed of senior members of the Community.
- 4.5 The West City Youth Band shall be a concert band primarily composed of junior members of the Community.
- 4.6 Membership to the Society grants members the right to belong to any Society Body.
 - a) Members may belong to as many Society Bodies as they choose.

PART TWO – MEMBERSHIP TO THE SOCIETY

5.0 Membership

There are three classes of membership; they are referred to collectively as Members:

- a) Playing Members (Ordinary Members).
 - I. Members who play in the West City Concert Band.
 - II. Members who play in the West City Youth Band.
 - b) Non-playing Members (Supporters).
 - c) Life Members.
- 5.1 Only natural persons may become members of the Society.
- 5.2 Playing Members are members who play an instrument in either the West City Concert Band or the West City Youth Band.
- 5.3 Non-playing Members (supporters) are financial supporters of the band.
- 5.4 Life Members are persons who have been a member of the Society for 20 years or more or have provided an exceptional service to the Society who are:
- a) Nominated to become Life Members by the Executive Committee.
 - b) Confirmed as Life Members at a Society Meeting.
 - c) All members of the Society are eligible to become Life Members.
 - d) By definition Life Members are members of the Society for the remainder of their natural life, unless they resign from the Society.
- 5.5 Members have the rights and obligations set out in these Rules.

6.0 Admission of Members

- 6.1 To become a Member of the Society a person ("the Applicant") must:
- a) Complete an application form supplied by the Executive.
 - b) Supply any other information the Executive requires.
 - c) Meet any other application protocols approved by the Executive Committee.
- 6.2 The Executive shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Executive shall advise the Applicant of its decision, and that decision shall be final.
- 6.3 Membership, except life membership must be renewed every year.

7.0 The Register of Members

- 7.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 7.2 If a Member's Contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 7.3 Each Member shall provide such other details, as the Executive requires.
- 7.4 Members shall have reasonable access to the Register of Members.
- 7.5 A suitable record of attendance should be kept every time the society meets.

8.0 Cessation of Membership

- 8.1 Any Member may resign by giving written or verbal notice to the Secretary but any such resignation shall not release the member from payment of any subscription or levy due by the member to the date of his/her resignation.
- 8.2 Membership may be terminated in the following way:
- a) If, for any reason whatsoever, the Executive is of the view that a member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - I. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
 - II. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - III. State that if, within 14 days of the Member receiving the Committee's Notice, the Executive is not satisfied, the Executive may in its absolute

discretion immediately terminate the Member's Membership by Majority vote.

- IV. If the Executive terminates the Member's Membership, by giving the Member written notice ("Termination Notice"), this will be effective immediately.

- 8.3 Upon cessation or termination of membership, all Society equipment, property, instruments, music and uniforms etc. must be returned within 7 days.

9.0 Rights of Society Members

- 9.1 All Members of the Society except those aged 15 years or younger have the right to stand for any position in the West City Band Management.
- 9.2 All members of the Society have the right to vote at any Society Meeting.
- 9.3 All members of the Society have the right to request Society documents at any time, including but not limited to:
- a) The Rules and Constitution of the Society.
 - b) The Register of Members.
 - c) Minutes of any Management Meeting.
 - d) Annual Financial Reports.
 - e) Copies of Society bylaws, rules and regulations.
 - f) Any other such documentation within reason.
- 9.4 All such requests for documentation shall be directed to the Secretary, who shall provide the requested documents.
- 9.5 All members of the Society have the right to appeal to the Executive Committee any grievances the Member may have against other members of the Society or the Management of the Society. Grievances must be presented in writing and submitted to the Secretary.
- 9.6 All members have the right for their suggestions to be heard by any part of the Management. Such suggestions should be submitted in writing and given to the Secretary to pass on to the relevant committee.

10.0 Obligations of Members

- 10.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 10.2 All Members shall attend punctually all rehearsals and engagements they are required at, unless special circumstances arise. Special Circumstances include:
- a) When a member is out of the region for employment, family or leisure reasons.
 - b) When a member is placed in a position by their employer that causes attendance impossible.
 - c) When a member is suffering from illness or must attend to family matters.
- 10.3 All Members must advise their respective Musical Director or Section Leader if they are unable to attend a rehearsal or engagement, as prudently as possible.
- 10.4 All Members must consistently behave in a manner to bring credit to the Society and its associated sponsors.
- 10.5 All Members must assist in the preservation and maintenance in all Society equipment, including music and instruments that they may find in their possession.
- 10.6 All Members must treat all other members with courtesy and respect and make all new members feel welcome.
- 10.7 All Members must ensure prompt payment of any subscriptions or fees levied against them.
- 10.8 All Members should follow the directions of their respective Musical Directors or Section Leaders to the best of their abilities at all times.

11.0 Breach of Obligations

- 11.1 Members may be called before the Executive Committee for any continuous or serious breach of these obligations.
- 11.2 The Executive will decide how to deal with such breaches through their own disciplinary protocols.
- 11.3 Termination of Membership must be consistent with the process outlined in clause eight of these rules.

PART THREE – MANAGEMENT OF THE SOCIETY

12.0 West City Band Management

12.1 In accordance with clause four there shall exist three divisions of Society Management:

- a) The Executive Committee (“the Executive”)
- b) The Management Committee.
- c) Subcommittees of the Society.

13.0 Role of the Executive Committee

Subject to the Rules of the Society (“the Rules”), the role of the Executive Committee is to:

- 13.1 Administer, manage, and control the Society.
- 13.2 Carry out the purposes of the Society, and use money or Other Assets to do that.
- 13.3 Ensure that all Members follow the Society’s Rules and Constitution, bylaws, protocols and other regulations.
- 13.4 Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings.
- 13.5 Approve and enact regulations, procedures and protocols for the Society.
- 13.6 Decide upon and enact a yearly budget for the Society.
- 13.7 Decide upon and enact short and long term plans for the Society.
- 13.8 Establish subcommittees to facilitate management of the Society.
- 13.9 Appoint the Officials of Subcommittees of the West City Band Incorporated, except those elected at Society Meetings.
- 13.10 Enter into agreements on behalf of the Society.
- 13.11 Ensure that special purpose financial reports are prepared, incorporating a Receipts and Payments Statement, Income and Expenditure Statement and a Balance Sheet.
- 13.12 Decide the times and dates of Society Meetings and set the agenda for Society Meetings.
- 13.13 Propose Memberships fees to the Society to be adopted at Society Meetings.
- 13.14 Here any Grievances brought to their attention and deal with members who breach the Rules and Constitution, bylaws, protocols or regulations.

14.0 Powers of the Executive Committee

In order to achieve the Objects of the Society the Executive is vested with the following powers:

- 14.1 Full and exclusive control of all Society Finances.
- 14.2 The ability to draft and enact policies, which shall become immediately binding upon all members and committees of the Society.
- 14.3 The ability to establish subcommittees to assist with band management.
- 14.4 The power to represent the entire society and enter into correspondence or legal agreements on behalf of the Society.
- 14.5 The ability to suspend operation of any society body, until such a time when the executive reinstates it.
- 14.6 The ability to make decisions by way of resolution that are immediately binding upon all members and committees of the Society.
- 14.7 The ability to levy fees against members.
- 14.8 The ability to terminate membership to the Society.
- 14.9 The power to defer contentious decisions to the Management Committee.
- 14.10 The Executive Committee has all powers of the Society, unless the Executive’s power is limited by these Rules, or its decisions are overturned by a majority decision of the Society at a Society Meeting.

15.0 Composition of the Executive Committee

The Executive shall be composed of:

- 15.1 The President of the West City Band Incorporated.
- 15.2 The Vice President of the West City Band Incorporated.
- 15.3 The Secretary of the West City Band Incorporated.
- 15.4 The Treasurer of the West City Band Incorporated.

16.0 Roles of the Executive Committee Members

16.1 The President is responsible for:

- a) Ensuring Society Rules and Constitution, bylaws, procedures, protocols and regulations are followed.
- b) Convening Executive or Management Committee meetings.
- c) Chairing Executive Meetings and establishing whether or not a quorum of the Executive is present.
- d) Chairing Management Committee meetings and establishing whether or not a quorum of the Committee is present.
- d) Chairing Society Meetings and establishing whether or not a quorum of the Society is present.
- e) Providing a report on the operations of the Society at each Annual General Meeting.
- f) Being the defacto spokesperson for the Society.
- g) Providing a Quarterly Executive Reports to the Management Committee.
- h) The President is elected into Office at a Society Meeting.

16.2 The Vice President is responsible for:

- a) Assisting the President in carrying out their roles and furthering the objects of the society.
- b) Representing the President if the need arises.
- c) Carry out the President's roles and responsibilities if the President is unable to do so.
- d) The Vice President is elected into Office at a Society Meeting.

16.3 The Secretary is responsible for:

- a) Recording the minutes of Executive, Management Committee and Society meetings.
- b) Keeping the register of Members
- c) Holding the Society's records, documents and books except those required for the Treasurer's function.
- d) Receiving and replying to correspondence as required by the Executive Committee.
- e) Forwarding the annual financial statements for the Society to the Registra of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- f) Advising the Registra of Incorporated Societies of any rule changes.
- g) Organising Signatories and holding the common seal.
- h) Notifying members of the Executive or Management Committees of upcoming meetings.
- i) Communicating to all relevant officers minutes, and copies of resolutions, bylaws, procedures, protocols and regulations passed by the Executive.
- i) The Secretary is elected into Office at a Society Meeting.

16.4 The Treasurer is responsible for:

- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
- b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (see 13.5)
- c) Providing a financial report at each Annual General Meeting.
- d) Providing financial information to the Executive or Management Committee as asked for.
- e) Overseeing the collection of levies or subscriptions.
- f) Providing a Quarterly Financial Summary to the Management Committee.
- g) The Treasurer is elected into Office at a Society Meeting.

17.0 Decisions of the Executive Committee

- 17.1 All decisions of the Executive Committee shall be by a simple majority vote which shall constitute three affirmative votes. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 17.2 Decisions of the Executive are immediately binding upon the Members of the Society and all other West City Band Committees, unless the Executive's power is limited by these Rules or by a majority decision of the Society.

18.0 Executive Committee Meetings

- 18.1 Executive Committee Meetings may be held via video or telephone conference, or other formats as the Executive may decide.
- 18.2 No Executive meeting may take place unless a quorum of three or more of the Executive attends.
- 18.3 The President shall chair Executive meetings. If he is absent then the Vice President shall chair the meeting.
- 18.4 Decisions of the Executive shall follow the process outlined in clause 17.
- 18.5 Executive officials may vote by telephone or video call.
- 18.6 The Executive must meet at least once every two months.
- 18.7 Executive meetings may run simultaneously with Management Committee Meetings.
- 18.8 Subject to these rules the Executive may regulate its own practices.

19.0 Role of the Management Committee

- Subject to these Rules it is the Role of the Management Committee to:
- 19.1 Accept reports from various officials pertaining to the operation and management of the Society.
- 19.2 Act as a forum for dialogue between various committees and representatives of the Society.
- 19.3 Decide upon matters brought to their attention by the Executive, Musical Directors or Subcommittee Directors.
- 19.4 Upon taking office after the Annual General Meeting, the Management Committee must meet and review every existing bylaw, regulation, process and protocol of the band to make sure they remain consistent with the current ethos of the Society.

20.0 Powers of the Management Committee

- The Management Committee in order to carry out its role and uphold the objectives of the band, is vested with the following powers:
- 20.1 The power to decide upon matters deferred to them from the Executive or Subcommittees of the Society.
- 20.2 The power to issue directives to bodies of the Society.
- 20.3 The power to make recommendations in carrying out any aspect of society management.
- 20.4 The Management Committee is inherently bound by these Rules and cannot act in contravention to them. The Management Committee cannot act ultra vires and make decisions reserved solely for the Executive.

21.0 Composition of the Management Committee

- 21.1 The Management Committee shall be composed of:
- a) The President of the West City Band Incorporated.
 - b) The Vice President of the West City Band Incorporated.
 - c) The Secretary of the West City Band Incorporated.
 - d) The Treasurer of the West City Band Incorporated.
 - e) The Musical Director of the West City Concert Band.
 - f) The Musical Director of the West City Youth Band.
 - g) The Director from each Subcommittee of the West City Band Incorporated.
 - h) The Immediate past President of the Society.
- 21.2 A member may hold more than one position that stands on the Management Committee.

22.0 Decisions of the Management Committee

- 22.1 All decisions of the Management Committee shall be by a special majority vote of the member's present comprising of:
- a) An affirmative vote from more than 50% of the committee members present.
 - b) An affirmative vote from three Executive Officers.
 - c) Members who hold multiple positions on the Management Committee do not get multiple votes.
 - d) Only officials present at the meeting, either in person or by video or tele-conference may vote.
- 22.2 Decisions of the Management Committee are immediately binding upon the Members of the Society and all other West City Band Management Committees, unless the Management Committee's power is limited by these Rules or by a majority decision of the Society.
- 22.3 The Management Committee does not need to follow the procedure in 22.1 when accepting reports or making recommendations, instead these actions are approved by simple majority vote of the members present.

23.0 Management Committee Meetings

- 23.1 Management Committee Meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 23.2 No Management Committee meeting may take place unless a quorum is present.
- a) A Quorum of the Management Committee shall constitute eight individual members.
 - b) If less than eight individual persons hold all positions on the Management Committee a quorum shall be equal the total number of individual persons on the Committee.
- 23.3 The President shall chair Management Committee meetings. If they are absent then the Vice President shall chair the meeting. If the Vice President is absent then the Management Committee shall elect a representative to chair the meeting.
- 23.4 The Management Committee must meet at least once every three months.
- 23.5 Subject to these rules the Management Committee may regulate its own practices.

24.0 Subcommittees of the West City Band

- 24.1 The Executive Committee, from time to time, may establish Subcommittees to assist with management of the Society.
- 24.2 Each Subcommittee is to have a mandate, which clearly sets out:
- a) The name of the Subcommittee
 - b) Specific goals, targets or functions of the Subcommittee.
 - c) Powers granted to the Subcommittee.
- 24.3 Subcommittees are to each have a Director, who will serve as the head of the Subcommittee and sit on the Management Committee.
- 24.4 Quarterly Performance Reports from each Subcommittee must be submitted to the Management Committee.
- 24.5 Members of the subcommittees are to be appointed by the Executive with consultation of the relevant director.
- 24.6 Subject to these rules, the Executive may regulate the practice of Subcommittees.

25.0 Permanent Subcommittees of the West City Band

- 25.1 Four Permanent Subcommittees are hereby established:
- a) The West City Youth Program Subcommittee.
 - b) The West City Band Concert Co-ordination Subcommittee.
 - c) The West City Band Marketing and Information Technology (I.T) Subcommittee.
 - d) The West City Asset Management Subcommittee.
- 25.2 The West City Youth Program Subcommittee is to:
- a) Manage the West City Youth Band.
 - b) Seek to increase musical involvement, education and opportunities for youth in the community.

- 25.3 The West City Band Concert Co-ordination Subcommittee is to:
- a) Manage concerts for both the West City Concert Band and West City Youth Band.
- 25.4 The West City Band Marketing and Information Technology Subcommittee is to:
- a) Manage all I.T requirements of the Society.
 - b) Manage all promotional and advertising content of the Society.
 - c) Develop the brand of the West City Band.
- 25.5 The West City Asset Management Subcommittee is to:
- a) Manage the sheet music library of the Society.
 - b) Manage all instruments of the Society.
- 25.6 Permanent Subcommittees cannot be disestablished by the Executive Committee, however they still may be temporarily suspended.
- 25.7 The position of Director of each of the permanent subcommittee is elected at society meetings.
- 25.8 Subject to these Rules, the Executive must provide mandates for each of the Permanent Subcommittees to regulate their individual practice.

26.0 Society Meetings

- 26.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 26.2 The Annual General Meeting shall be held once every year in June. The Executive Committee shall determine when and where the Society shall meet.
- 26.3 Special General Meetings can be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 26.4 The Secretary shall:
- a) Give all Members at least 14 days Written Notice of the business for any Society Meeting.
 - b) Additionally, the Secretary will provide, where appropriate:
 - I. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Executive.
 - II. A list of Nominees for Official Positions.
 - III. Notice of any motions and the Executive's recommendations about those motions.
 - IV. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 26.5 All members may attend Society Meetings. All members may vote at a Society Meeting.
- 26.6 No Society Meeting may be held unless 15 eligible Members attend. (This will constitute a quorum).
- 26.7 All Society Meetings shall be chaired by the President. If the President is absent, the Vice-President shall chair. If the Vice-President is absent the Executive Committee shall elect an Official to chair that meeting. Any person chairing a Society Meeting shall have a casting vote.
- 26.8 On any given motion at a Society Meeting, the chairperson shall in good faith determine whether to vote by:
- a) Voices.
 - b) Show of hands; or
 - c) Secret Ballot.
- However, if any Members demand a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the chairperson will have a casting, that is, second vote.
- 26.9 The business of an Annual General Meeting shall be:
- a) Receiving the minutes of the previous society meetings.
 - b) The President's report on the business of the Society.
 - c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements.
 - d) Election of Officials.
 - e) Motions to be considered.
 - f) General Business.
- 26.10 The chairperson shall adjourn the meeting if necessary.

- 26.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum (15 persons) is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same 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.

27.0 Motions at Society Meetings

- 27.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting.
- 27.2 The Executive may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

28.0 Election of Officers

- 28.1 At a Society Meeting, (an Annual General Meeting or a Special General Meeting) the Members must decide by majority vote through secret ballot:
- a) The President.
 - b) The Vice President.
 - c) The Secretary.
 - d) The Treasurer.
 - e) The Director of the West City Band Youth Program.
 - f) The Director of Concert Co-Ordination.
 - g) The Director Marketing and I.T.
 - h) The Director of Asset Management.
- 28.2 Nominations of Officers shall be called for at least 14 days before an Annual General Meeting.
- a) Each nominee shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary prior to the commencement of the Annual General Meeting.
 - b) If any position receives no nominations the chairperson shall call for nominations from the floor to fill the vacancies.
 - c) Subject to these rules, the Executive may regulate the election process.
- 28.3 Elected officials shall remain in Office for a term of one year.
- 28.4 Person's may not hold multiple Executive Titles. If they are elected to two Executive positions they must relinquish one of their titles and the runner up be duly elected. If there is no runner up, the chair shall call for nominations from the floor to fill the vacancy.
- 28.5 Persons may hold both an Executive and Director positions, or multiple Director positions.

29.0 Cessation of Officer Title

- 29.1 Persons cease to be officer holders when:
- a) The resign by giving written notice to the Executive Committee.
 - b) They are removed by a Resolution at a Society Meeting.
 - c) Their term expires.
- 29.2 If a person ceases to be an officeholder, that person must within one month give to the Executive, all Society documents and property.
- 29.3 Upon cessation of title the Executive must nominate a replacement for the position, until such a time where a Society Meeting may be called.

30.0 Musical Directors of the West City Band

- 30.1 The position of Musical Director is a contracted position within the West City Band, hired by the Executive Committee to oversee the musical education and advancement of the Society.

- 30.2 Upon entering into an agreement with the West City Band, Musical Directors shall be classified as Playing "Ordinary" Members and shall be extended all rights and obligations except:
- a) The ability to stand for a position on the Executive Committee.
 - b) The obligation to pay yearly membership subscriptions.
- 30.3 The Executive must hire a Musical Director to oversee:
- a) The West City Concert Band.
 - b) The West City Youth Band.
- 30.4 Musical Directors must submit both Quarterly Reports to the Management Committee, and yearly reports at the Annual General Meeting.
- 30.5 Subject to these rules the Executive may regulate the role of the Musical Director.

PART FOUR – MONEY AND OTHER ASSETS OF THE SOCIETY

31.0 Use of Money and Other Assets

- 31.1 The Society may only use Money and Other Assets if:
- a) It is for a purpose of the Society;
 - b) It is not for the sole personal or individual benefit of any Member; and
 - c) That use has been approved by either the Executive or a majority vote of the Society.
 - d) That a payment of any kind may be made to a Member in respect of a service rendered by that member provided it is reasonable and relative to that which would be paid in an arms length transaction.

32.0 Joining Fees, Subscriptions and Levies

- 32.1 Members shall pay an annual subscription of such amount as shall from time to time be fixed by the Executive, upon approval of the Society at a Society Meeting.
- 32.2 The Executive may, from time to time, levy additional costs onto members in order to subsidise activities of the Society. These levies may be on all or part of the members.
- 32.3 If any member does not pay a subscription or levy by the date set by the Executive or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

33.0 Additional Powers

- 33.1 The Executive, acting on behalf of the Society, may:
- a) Contract people for the purposes of the Society.
 - b) Exercise any power a trustee may exercise.
 - c) Invest in any investment that a trustee might invest in.

34.0 Society Debt

- 34.1 The Society may enter into debt at the prerogative of the Executive.
- 34.2 If the Society enters into debt it shall be the Executive's responsibility to manage the Society in order to ensure repayments are made.
- 34.3 For the Society to enter into debt, a special resolution authorising the Society to enter into debt must be passed at a Society Meeting by a 75% majority vote.

35.0 Financial Year

- 35.1 The financial year of the Society begins on the 1st of April every year and ends on the 31st of March of the next year.

36.0 Assurance of Financial Statements

- 36.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must

not be a member of the West City Band Management, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Executive shall appoint another Reviewer as a replacement.

36.2 The Executive is to provide the Reviewer with:

- a) Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation, and other matters.
- b) Additional information that the reviewer may request from the Executive for the purpose of the review; and
- c) Reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

PART FIVE – FINAL ADMINISTRATIVE MATTERS

37.0 Common Seal

37.1 The Executive shall provide a common seal for the Society and may from time to time replace it with a new one.

37.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive. Every document to which the common seal is affixed shall be signed by the President or Vice President and countersigned by another member of the Executive.

38.0 Altering the Rules

38.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a majority decision of those Members present and voting.

38.2 At least 14 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Management has.

38.3 When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.

39.0 Winding Up

39.1 If the Society is wound up as agreed by a 75% special majority vote at a Society Meeting.

- a) The Society's debts, costs and liabilities shall be paid.
- b) Surplus Money and Other Assets of the Society may be disposed of by:
 - I. By Resolution, or
 - II. According to the provisions in the Incorporated Societies Act 1908; but
- c) No distribution may be made to any Member individually.
- d) The assets be given to another charitable institution having the same or similar objectives as the West City Band Incorporated and whose rules prevent any distribution of such assets to its members. No member shall derive any personal pecuniary gain from such winding up action.

40.0 Definitions

40.1 In these rules:

- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting.
- d) "Use of Money and Other Assets" means to use, handle, invest, transfer, give, apply, expend, and dispose of or in any other way deal with, Money or Other Assets.
- e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodical, or a combination of these methods.
- f) It is assumed that:

- I. Where a masculine is used, the feminine is included.
 - II. Where the singular is used, plural forms of the noun are also inferred.
 - III. Headings are a matter of reference and not a part of the rules.
- g) Matters not covered in these rules shall be decided upon by the West City Band Management.