

Magic Earth Theatre Society Incorporated

1. Name

The name of the Society is Magic Earth Theatre Society Incorporated ("the Society").

2. Mission Statement

A performing and creative arts community group that aims to inspire young people and foster greater social awareness and responsibility towards the environment.

3. Objects

All funds and assets of the Society will be applied within New Zealand to further the following objects:

- 3.1 To provide an excellent, innovative showcase of visual and performing arts.
- 3.2 To write, develop, produce, and perform our own stories - with drama, costumes, music, dance and other theatrical media.
- 3.3 To promote and develop local artistic skills and talents – particularly amongst children and young people without discrimination.
- 3.4 To promote community involvement and interaction through the medium of art.
- 3.5 To raise awareness of ecology, ecosystems and natural resources and develop social responsibility towards the environment.
- 3.5 To educate by creating resource materials based on the stories, the creative process and the performances by the Society and its members.
- 3.6 To assist, sponsor or contribute towards any other activities which the Society determines are conducive to the attainment of any of the foregoing objects.

4. Registered Office

The registered office of the Society shall be c/- D. Gannaway, 49 Matthew Road, RD1, Warkworth.

5. Powers

The Society will have the following powers:

- 5.1 To use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 5.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Committee thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 5.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Committee thinks fit.
- 5.4 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Committee thinks fit.
- 5.5 To carry on any business.

5.6 To do all things as are from time to time necessary or desirable to give effect to and attain the objects of the Society.

6. Membership

6.1 The Society's membership shall be open to individuals, families, organizations, or businesses who are sympathetic to the aims of the Society and who are prepared to support the Society in any positive way.

6.2 Every member shall forthwith on application in writing to the society pay the membership subscription to be determined from time to time by the Committee.

6.3 Any member may resign at any time by giving the Secretary notice, in writing, to that effect. No subscription or part thereof shall be refunded.

6.4 At the Annual General Meeting (A.G.M.) the Society by ordinary resolution may from time to time, on the recommendation of the Committee, elect as an Honorary Life Member, any person who has given exceptional or special services to the Society. Any Honorary Life Members shall be entitled to all privileges of membership but shall not be obliged after such election to pay any subscription.

6.5 The Committee shall be the sole judge of whether any application for membership shall be accepted and ratified by the Society.

6.6 A register of members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.

6.7 If a current subscription has not been paid by a member, membership will cease three (3) months after a subscription has lapsed.

6.8 The procedure for expulsion of members will be as follows:

6.8.1 Any person or organisation may make a complaint to the Committee that the conduct of a member of the Society is or has been injurious to the character of the Society. Every such complaint will be in writing and addressed to the Secretary.

6.8.2 If the Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Committee and to offer a written and/or oral explanation of the member's conduct.

6.8.3 The Committee will give the member at least fourteen (14) days written notice of the meeting. The notice will:

6.8.3.1 sufficiently inform the member of the complaint so that the member can offer an explanation

6.8.3.2 inform the member that if the Committee is not satisfied with the member's explanation the Committee may expel the member from the Society.

6.8.4 If in the meeting the Committee decides to expel the member from the Society the member will cease to be a member of the Society.

6.8.5 A member expelled by the Committee may within fourteen (14) days give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

7. The Committee

7.1 The Society shall elect an Committee which shall conduct the affairs of the society, keep the society's records and accounts, receive funds and manage payment for the Society, notify members of intended

meetings and the business to be conducted thereat, and at all times promote the objects of the Society. Minutes of the Committee meetings shall be provided to all members of the Committee by the Secretary of the Society.

- 7.2 At the A.G.M. the Society shall elect a Patron, a Chairperson, a Secretary and a Treasurer, together with a Committee for the ensuing year. The Committee shall consist of the Chairperson, the Secretary, the Treasurer and not less than three and not more than ten elected Committee Members who shall hold office until they resign or have been removed from office on the election of successors at the next A.G.M. of the society. The management and control of the Society shall be invested in the Committee and the Committee shall have all powers of the Society which are not required to be done or exercised by the Society at the A.G.M. or Special General Meeting (S.G.M.) or as otherwise provided in these rules.
- 7.3 Any Committee member who fails to attend three consecutive committee meetings without leave of absence, may be deemed to have resigned their office at the discretion of the Committee.
- 7.4 The Committee shall have the power to fill any vacancies which may occur in its members prior to the next A.G.M or to co-opt additional members on to the Committee at any time, provided that the maximum number referred to in clause 7.2 shall not be exceeded. Co-opted members shall be entitled to vote at Executive Committee meetings.
- 7.5 The offices of Secretary and Treasurer can be taken by one member.
- 7.6 Any member of the Society who has been appointed by the Committee to any position of responsibility, shall have the right to attend Committee meetings and to take part in discussions and shall have voting rights.
- 7.7 The Committee may, from time to time, appoint temporary sub-committees or co-opt members to carry out special functions.
- 7.8 The Committee may from time to time delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee could itself have done.
- 7.9 Any committee or person to whom the Society has delegated powers or duties will be bound by the charitable objects of the Society and any terms or conditions of the delegation set by the Committee.
- 7.10 The Society will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- 7.11 It will not be necessary for any person to whom such delegation is made, to be a member of the Society.

8. Meetings

- 8.1 Committee meetings, of which each Committee member shall receive due notice of time and place from the Secretary, shall be held as required. The Secretary will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the Committee, records the names of those present, all decisions made. The Committee will at all times be bound by the decisions of the members at A.G.M.s.
- 8.2 Each year the Annual General Meeting shall be held at a time and place to be determined by the Committee.
- 8.3 The Chairperson, and in his/her absence, the Secretary, may at any time and for any special purpose call a S.G.M. S/he shall do so upon the requisition in writing received by the Secretary of any ten financial members stating the purpose for which the S.G.M. is required.
- 8.4 At all A.G.M.s and S.G.M.s the Chairperson, or in his/her absence, the Secretary, shall take the chair. Every financial member 16 years of age or older on each motion shall be entitled to one vote exercised in person. A non-financial member shall have no right to vote at any meeting of the Society. Motions shall be carried by a simple majority of votes. In the event of an equality of votes,

the Chairman of the meeting shall have a casting vote as well as a deliberative vote. Voting shall be done by a show of hands or by secret ballot at the discretion of the chairman of the meeting.

- 8.5 The secretary shall give notice to each member at least fourteen days before any A.G.M. The notice shall contain details of the time and place of the meeting.
- 8.6 At A.G.M.s and S.G.M.s four of the Committee plus two financial members shall form a quorum and at Committee meetings four Committee members shall form a quorum.

9. Annual General Meeting

The A.G.M. shall be held for the following purpose:

- 9.1 To receive from the Chairperson a report of the preceding year.
- 9.2 To receive from the Treasurer a balance sheet and statement of accounts for the preceding year.
- 9.3 To elect a Patron, Chairperson, Secretary, Treasurer and Committee. Nominations for elected positions on the Committee, including officer-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least seven (7) days before the day fixed for the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Committee, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
- 9.4 To decide on any resolution which may be properly submitted to the meeting.
- 9.5 Conduct any other business which may properly be brought before the meeting.

10. Finance

- 10.1 The financial year for the society shall end on the 31st day of March in each year.
- 10.2 The society shall be funded by subscriptions, grants, donations, borrowings and by fund raising events which may from time to time be organized by the Committee.
- 10.3 The Committee shall have the power to invest funds upon such terms and conditions as the Committee shall consider are in the best interest of the Society.
- 10.4 All moneys received for and on behalf of the Society shall forthwith be paid to the credit of the Society in an account or accounts with a bank or banks or financial institutions to be fixed by the Committee.
- 10.5 The Committee shall appoint four Committee members as signatories to such accounts, one of whom shall be the Treasurer. All withdrawals shall be signed by at least two of the four signatories.

11. Property

- 11.1 None of the assets, income or profits of, or in connection with, the Society's property shall at any time go to, or be distributed between, or among, or paid to, the members of the Society, provided however that any member, being a person engaged in any business, profession or trade, shall be entitled to be paid all usual business, professional and trade charges for business transacted, time expended and all acts done by him/her or any employee or partner of his/hers in connection with the Society.
- 11.2.1 Any Member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be in any way concerned or involved, shall disclose the nature and extent of that Member's interest to the other Members, and shall not take any part whatever in any deliberations of the Members concerning any matter in which that Member is or may be interested other than as a Member of the Society."
- 11.2.2 Notwithstanding anything expressed or implied in this Constitution, no commercial transaction, including the relinquishing of assets, will be entered into with any Trustee, Officer, Member or

associated person of any Trustee, Officer or Member unless, having regard to the terms and conditions of the loan or agreement:

- (i) payment by way of interest or rent shall not exceed current commercial rates;
- (ii) receipts by way of interest or rent shall not be at less than current commercial rates;
- (iii) sale of Trust property will always be at current market value.
- (iv) Notwithstanding anything contained or implied in this Constitution, any person who is:
 - (a) a member of the Society; or
 - (b) a shareholder or director of any company carrying on any business of the Society; or
 - (c) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
 - (d) an associated person (as defined by the Income Tax Act 1994) of any such settlor, trustee, shareholder or director referred to in paragraphs (a) to (c),

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

12. Alteration of the Rules

- 12.1 These rules may be altered, rescinded or added to, only by a resolution of two thirds of the financial members present and voting at a S.G.M. or A.G.M. Such proposed alterations, rescission or additions to the Society's rules must be submitted, in writing to the Society's Secretary at least 28 days before the date of the said meeting and may be varied at the said meeting without further notice being given.
- 12.2 No alteration, addition to, substitution for or rescission of these rules, which have the effect of detracting from the charitable nature of the Society, shall have any effect.

13. Common Seal

The common seal of the Society shall be kept at the registered office of the Society and may only be affixed by the Chairperson, Secretary or Treasurer and only on the authority of the Committee.

14. Determination of Rules

If any situation arises which is not provided for in these rules, it shall be determined by the Committee in such manner as is deemed expedient by the Committee.

15. Dissolution

- 15.1 The Society may be wound up at any time by a resolution of the Society in S.G.M. or A.G.M. passed by simple majority of the financial members present and voting and provided that such resolution is confirmed by a majority of such financial members present and voting at a subsequent meeting called for that purpose and held not less than 30 days and not more than 60 days after the date on which the resolution so to be confirmed was passed.
- 15.2 If the Society is wound up the surplus assets and funds after payment of the society's liabilities and expenses of winding up shall be paid to an incorporated body within New Zealand with charitable objects similar to those of the Society.

16. Indemnity

- 16.1 No Officer or member of the Committee shall be liable for the acts or defaults of any other Officer or member of the Committee or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
- 16.2 The Officers, Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.