

**RULES OF
AUCKLAND MUSIC THEATRE INC
(Incorporated)
Founded in 1919**

1. NAME: *The name of the Society shall be "Auckland Music Theatre Inc".*

2. INTERPRETATION: In these rules unless a contrary intention appears, "Society" means 'The Auckland Operatic Society (Incorporated)'. "Committee" means the Executive Committee for the time being appointed under Rule 12 of these Rules. "Year" means the financial year of the Society which shall extend from the first day of January in any year until the thirty-first day of December (both inclusive) in the same year. "In writing" means written, typed or printed or partly written, typed or printed. "Month" means a calendar month. Words importing the masculine gender only include the feminine gender, and words importing singular number shall include plural and vice versa.

3. OBJECTS: The objects of the Society shall be:

1. To cultivate and advance the arts of the opera, drama, ballet or music in New Zealand in their various branches.
2. To provide healthy instruction and amusement for the members of the Society by the production of operas, ballet and other musical or dramatic entertainments for the benefit of the Society and for charitable, philanthropic and patriotic objects.
3. To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them. And for any of the above purposes to
4. Acquire, dispose of, lease, hire, borrow, lend, mortgage and in any other way deal with or in real and personal property.

4. NO PECUNIARY GAIN TO MEMBERS: *Nothing expressed or implied herein shall permit the activities of the society to be carried on for the private pecuniary advantage of any member*

5. (a) APPOINTMENTS: Appointments to the offices of Dramatic Director, Musical Director Producer, Ballet Mistress, Wardrobe Mistress and Property Master or Property Mistress shall be for such purposes, upon such terms, and during such annual or other periods as the Committee shall from time to time determine

(b) ENGAGEMENTS or appointments of professional artistes shall be for such purposes, upon such terms and during such periods as the Committee may from time to time determine

(c) Where engagements or appointments are made which entail the payment of professional fees, proper forms of contract between the Society and the appointee will be prepared, which will clearly and without ambiguity state the conditions of the engagement or appointment and the fees to be paid. Such contracts will be drawn up by or existing contracts be approved by the Society's legal advisor, and will be signed by the appointee, as the employee, and the Chairman of the Society on behalf of the Society as employer.

6. COLOURS: The colours of the Society shall be old gold and royal blue.

7. MEMBERSHIP: There shall be three classes of members to be elected as hereinafter provided, viz.:

- (a) "Active" Members.
- (b) "Subscribing" Members.
- (c) "Life" Members.

Subject to the provisions contained in Rule 8 hereunder, the following is the definition of Membership:

"Active" membership shall consist of persons who, in the opinion of the Committee, are eligible for inclusion in the productions of the Society or of being of direct assistance in staging and organising productions.

"Subscribing" members shall consist of persons who have made application to the Committee and upon the acceptance of such a member by the Committee shall remain a subscribing member so long as he shall pay the annual subscription made payable by the Committee.

"Life" members shall consist of persons who have rendered special services to the Society or to the cause of arts of opera, drama, music or ballet.

8. ELECTION OF MEMBERS:

- A. Every applicant for "active" membership shall be proposed by one member and seconded by another. All applications for such membership shall be in writing signed by the applicant and lodged with the Secretary and must have the signature of proposer and seconder endorsed. Upon payment of the annual subscription and upon the Committee, by a majority of four-fifths of votes at a ballot approving the application of any person, such person shall, subject to Section (d) of this Rule, become an "active" member of the Society
- B. Applicants for "active" membership after receipt of their application by the Secretary shall at the discretion of the Committee be required to give proof of their qualifications and the Committee may if it thinks fit, enlist the services of its Producer and/or Musical Director to act in an advisory capacity in respect of such applications. Neither Producer nor Musical Director shall have voting powers in respect of accepting the applicants
- C. "Life" members may be elected by special resolution only. Such members shall be entitled to all the privileges of membership, but shall not be called upon to contribute any financial assistance whatsoever to the Society.
- D. An "Active" member may also be elected as a "Life" member, or accepted as a "Subscribing" member. A "Life" member or a "Subscribing" member may also, subject to compliance with the provisions of sub clauses (a) and (b) hereof, be elected as an "Active" non her
- E. A non-member may, under exceptional circumstances, and with the approval of the Committee, be permitted to take part in any one of the Society's productions. It must be clearly understood by the non-member that such activities will cease on the completion of a production, or at the discretion of the Committee. Such non-members are not entitled to any of the privileges afforded to members as set out in Rule 11.

9 CESSATION OF MEMBERSHIP:

- A. Any member may resign his membership by giving to the Secretary notice in writing to that effect, provided that at the date of such notice all subscriptions or other monies due by such members shall have been paid.
- B. If the conduct of any member, either in or out of the Society, shall, in the opinion of the Committee, be injurious to the character or interest of the Society, the Committee may request such member to resign and, in default of such member so doing, the Committee may erase the name of such member from the register of members, and from the date of such erasure such member shall cease to be a member of the Society; provided that no such request shall be sent to any member unless the same shall have been agreed by two-thirds of the Committee actually present at a meeting specially summoned for that purpose, and such member shall have been afforded an opportunity of stating his case before the Committee.
- C. The election of any member shall be null and void if he shall not have paid his annual subscription within one month from the date of notification by the Secretary of his election.
- D. The Committee shall have power in its discretion to waive compliance with this rule and/or to extend the time for payment.
- E. Every member whose subscription is six months in arrears shall ipso facto cease to be a member of the Society, but the Committee shall have the power at its discretion to reinstate such members on payment of all arrears.

10. SUBSCRIPTIONS:

- A. "Active" members shall pay an annual subscription of two dollars.
- B. "Subscribing" members shall pay an annual subscription of four dollars or such other sum or sums as the Committee may from time to time determine.
- C. Subject to the provisions of sub-clauses (d) and (e), every subscription shall be payable in advance on the first day of January in each year.
- D. In the case of new "Active" members the subscription shall be payable immediately upon election to membership, and in the case of "Subscribing" members the subscription shall accompany the application for membership.
- E. The Committee shall have power in its discretion to waive compliance with sub-clause (d) in such manner as may appear expedient to it.
- F. Any person who is a member of two classes of membership shall pay the subscriptions appropriate to both classes of membership, provided however that an "Active" member who is also a "Life" member shall not be liable for any subscription whatsoever

11. PRIVILEGES OF MEMBERSHIP:

- A. Every financial member shall be entitled to such priority booking, in advance of public booking, for productions of the Society, as the Committee shall from time to time determine.
- B. Every financial 'Subscribing' member shall be entitled to such booking vouchers or admission tickets to such of the Society's productions as the Committee shall from time to time determine.
- C. The payment of an annual subscription shall not be, necessarily, an entitlement to booking vouchers or admission tickets for any one or more of the Society's productions.
- D. Such financial "Active" members as shall be actually participating in any particular production shall be entitled to two free performer's booking

vouchers, or admission tickets, for that production, and reservable only for such performances of that production as the Committee shall from time to time determine.

12. The Management of the Society shall be vested in a Committee of twelve members consisting of a Chairman, Vice-Chairman, Secretary and nine members, all of whom will be elected by the financial members present at the Annual General Meeting. The Committee will have the power to co-opt other members to act on the Committee, such co-options not to exceed four in number, except for the purpose of filling a vacancy left by the death or resignation of an elected member of the Committee. At any meeting of the Committee, five shall form a quorum. The Committee may continue to act notwithstanding any vacancy in their body.

- B. The immediate past Chairman shall be an "ex-officio" member of the Committee for a period of one year and shall have full voting powers.
- C. In addition to any person elected by the Committee, pursuant to Rules 12 (a) and 13 (r), six members of the Committee longest in office, not being members ex-officio, shall retire annually and their places shall be filled at the Annual General Meeting. All such retiring members shall be eligible for re-election. In the case of any difficulty arising as to ascertaining which six members to retire in terms of the Rules, the matter shall be determined by lot.
- D. The Secretary shall act also as Treasurer.
- E. The Committee may also appoint annually or for any other term, a Manager who may also be the Secretary.
- F. The Committee may also appoint annually an Honorary Treasurer and he shall be an "ex-officio" member of the Committee and he shall hold office for one year with full voting powers.
- G. The Annual General Meeting may also elect a President and two or more Vice-Presidents (not exceeding twelve) who shall hold office for one year.
- H. Failing a satisfactory explanation, any Committee member who is absent without leave of absence or apology therefore, from three consecutive Committee meetings, notice of which has been properly given, may, at the discretion of the Committee, be required to relinquish his position on the Committee.
- I. No member shall be elected to the Committee until such time as he or she has been a financial member of the Society for at least twelve months.

13. GENERAL MEETINGS:

- A. A General Meeting shall be held annually in February or March of each year at such time and place as the Committee may from time to time determine.
- B. The above mentioned General Meeting shall be called Annual General Meeting. All other General Meetings shall be called Special General Meetings.
- C. The Committee shall submit to each Annual General Meeting a report of the proceedings of the Society and a statement of accounts and balance sheet showing its financial position up to the thirty-first day of December last preceding, and such balance sheet shall be duly certified by the Auditor.
- D. The Committee may, whenever it thinks fit, and shall upon a requisition made in writing by not less than twenty members, convene a Special General Meeting. Any requisition so made shall express the object of the meeting proposed to be called, and shall be forwarded to the Secretary at the Office of the Society.

- E. Upon the receipt of such requisition, the Committee shall forthwith convene a Special General Meeting, and if they do not convene such meeting, to be held within twenty-one days from the time of the requisition as forwarded, the requisitionists may themselves convene a meeting, and at any such meeting the business shall be confined to the objects specified in the notice hereof.
- F. Every General Meeting shall be held in Auckland. Fourteen days' notice at the least of every General Meeting specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by a General Meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.
- G. All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of accounts and balance sheet, the ordinary report of the Committee and the election of officers in the place of those retiring pursuant to the regulations herein contained.
- H. At any Annual General Meeting or Special General Meeting, fifteen members shall form a quorum.
- I. If within one quarter of an hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
- J. The Chairman, or, in his absence, the Vice- Chairman of the Society, shall preside at every General Meeting of the Society. If neither the Chairman nor the Vice-Chairman be present within ten minutes after the time appointed for the meeting, the members present shall choose another member from the Committee to be Chairman of such meeting.
- K. The Chairman may, with the consent of any General 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.
- L. At any General Meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried by any particular majority, or lost, shall be final, and an entry in the book of proceedings of the Society shall be sufficient evidence of the fact without proof of number or proportion of votes in favour or against such resolution. Voting shall be by show of hands, but any member may demand a poll.
- M. If a poll is duly demanded, it shall be taken at the General Meeting either by open voting or by ballot, as the Chairman directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll was demanded.
- N. The Chairman of a General Meeting shall, in case of equality of votes at the meeting, or at the poll if a poll is demanded, be entitled to a casting vote in addition to the vote to which he is entitled as a member.
- O. Except in the case of persons already members of the Society at date of the adoption of these Rules and Life Members, no member shall be entitled to vote at General Meetings of the Society unless he shall have been a member of the Society for one complete year from date of election. Every member entitled to vote shall have one vote, and voting by proxy shall not be

permitted. No member who by virtue of Rule 8 is a member of more than one class of membership shall on that account be entitled to more than one vote.

- P. At least forty-eight hours prior to the time fixed for a meeting for the election of any office bearer, the name of the candidate, together with the names of at least two members who shall propose him, shall be posted in the Secretary's office, but retiring members of the Committee shall be eligible for re-election without being so proposed, provided they shall have given to the Secretary, at least forty-eight hours prior to the time fixed for the meeting, written notice of their desire to be re-elected.
- Q. If at the Annual General Meeting the number of candidates duly proposed for the Committee exceeds the number of vacancies the election shall be by ballot.
- R. If at the Annual General Meeting any vacancy in the office bearers is not filled by election, or if any such vacancy shall occur after the Annual General Meeting, the Committee shall fill such vacancy. Any person elected to fill a vacancy shall remain in office only until the following Annual General Meeting.

14. SPECIAL RESOLUTIONS: A "special resolution" means a resolution passed by a majority of not less than three-fourths of members of the Society entitled under the Rules to vote as are present in person at a General Meeting of which notice stating the intention to propose such resolution has been duly given.

15. COMMITTEE MEETINGS: Except in such cases as the Chairman shall deem advisable all Meetings of the Committee shall be called by notice in writing by the Secretary, posted to each member of the Committee, or left at his usual address, at least twenty-four hours before such meeting.

16. POWERS OF COMMITTEE:

- A. The Committee may delegate its powers and duties or part thereof to such sub-committees as it may appoint, but shall be responsible to the Society for the acts and defaults of such sub-committees.
- B. The Committee shall have full power to direct and manage all the affairs and business of the Society and to do an act matter or thing authorised by Clause 3 hereof.
- C. The Committee shall have power to cause the Society to become a member of any society or association having objects similar to those of the Society or to become affiliated to any other such society or association and shall have power also to allow any other such society or association to become affiliated to the Society on such terms conditions as it thinks fit.

17 RULES:

- A. These Rules shall be in writing and every active member shall be supplied with a copy on application to the Secretary, and no member shall be absolved from the effect of them on the ground that he has not received a copy thereof.
- B. No alterations, rescissions or additions shall be made to the Rules except at Annual General Meetings or Special General Meetings called for that purpose. No Rules shall be valid until approved and registered by the Registrar.
- C. In giving notice of any General Meeting called for the purpose of making any alterations, rescissions or additions to these Rules it shall not be necessary to give the full text of such proposed alterations, rescissions or additions provided that a copy of such alterations, rescissions or additions is available for inspection at the Secretary's office, until the date of the meeting.
- D. *PROVIDED THAT no alteration, rescission or addition shall be made if it shall have the effect of altering the exclusively charitable nature of the society.*

18. BY-LAWS: The Committee shall have power to make from time to time such By-laws not being inconsistent with these Rules as it may deem to be necessary for the well-being of the Society, and may vary or rescind By-laws, and such By-laws shall be binding on every member of the Society.

19. INTERPRETATION OF RULES AND BY-LAWS: The decision of the Committee on the interpretation of the Rules and by-laws or any amendments or alterations thereto or deletion therefrom or any matter or thing not contained in these Rules and which pertains to the Society, its property or interests, shall be conclusive and binding on all members of the Society.

20 SECRETARY:

- A. The Secretary shall keep and have the custody of (1) a Minute Book containing full and correct minutes of all meetings; (2) a Register showing the names, address and occupations of members and the dates at which they became members; (3) such books of account as the Committee may from time to time require. The Secretary shall keep all entries in such books properly up to date. He shall also forward to the Registrar of Incorporated Societies such notices and returns (including the annual financial statement) as the Registrar shall from time to time require.
- B. The Manager shall have such powers and carry out such duties as the Committee shall lawfully from time to time give to him and require of him.
- C. A Bank Account shall be kept at such bank or banks as the Committee may from time to time determine and shall be operated on by the Secretary signing jointly with any one of such members of the Committee as the Committee may appoint for this purpose. In the absence of the Secretary, any two of the Committee members appointed for the purpose may operate on the bank accounts.
- D. All funds of the Society shall be paid into the Society's Bank Account or Accounts and any part thereof may, if the Committee so determine, be in vested.

21. AUDITOR: The accounts of the Society shall be audited by a public accountant, not being a member of the Committee, who shall be annually elected at the Annual General Meeting. The Auditor shall have power to call for the production of all books, papers, accounts and documents relating to the affairs of the Society. The annual balance sheet and statement of accounts shall be audited by him, and, if correct, certified in writing under his hand before they are submitted to the Annual General Meeting.

22. PRODUCTIONS:

- A. Rehearsals shall be held at such times and places as the Committee may from time to time appoint. Such rehearsals shall be in charge of the Producer, the Musical Director, the Choreographer or a member appointed by the Committee.
- B. Such active members as may be selected by the Committee for participation in a production shall attend rehearsals regularly, and unreservedly place their services in the hands of the Committee. Any member failing to do this may, at the discretion of the Committee, be struck off the Membership Roll, or, in the discretion of the Committee be denied participation in that production. Such members will not become associated with the production of any other musical or dramatic group during the rehearsal period and playing of a Society production, subject to the discretion of the Committee.
- C. The opera or other work to be performed shall be selected by the Committee, and as soon as convenient thereafter the parts shall be allotted in such manner as the Committee may decide upon.
- D. No active member, by reasons of his being such, shall have the right to insist that he shall be included in the production of any work the Society shall be engaged upon.
- E. No member of the Committee shall be appointed to the cast of a production except by a three-fourths majority of the voting in favour of such proposals.
- F. No person other than active members who are associated with a current production will be admitted to any rehearsals, unless by permission of a Committee member and the Producer.
- G. No one shall be admitted behind the scenes except the Committee and those actually engaged in the performance or its management, unless by permission of a Committee member and the Stage Manager.
- H. No person taking part in the stage representation shall be allowed to come into the auditorium during any part of a performance or whilst wearing stage costume or make-up permit himself to be seen by the public other than on the stage during the actual playing of a performance unless part of the production. Anyone violating this Rule may be prevented from participating in future productions as the Committee may direct.

23. COMPLIMENTARY TICKETS: Complimentary tickets may not be issued unless authorised by the Committee, but all such tickets so issued shall be signed by the Chairman.

24. PROPERTY:

- A. Musical Scores. Librettos or other literature lent by the Society to any member must be returned to the Secretary within fourteen days after the performance of the work. Any member who shall fail to return such musical scores, libretto or other literature within the time specified shall forthwith pay to the Society double the published or original price of any such work so detained and in default of payment cease to be a member of the Society.
- B. The scenery and other stage properties of the Society shall be in the custody of the Property Master or Mistress. The wardrobe and costumes shall be in the custody of the caretaker of the wardrobe. None of the Society's costumes may be lent to anyone without the consent of the Committee or the Secretary, with the approval of the caretaker of the wardrobe. On the last night of every public performance the caretaker of the wardrobe shall provide each performing member with a labelled cord with which the costumes used by such performing member must be securely tied up and left in the dressing room at the theatre. On no consideration are any of the Society's costumes allowed to be taken away from the theatre by a performing member.
- C. During the course of any public performance every performing member will be held responsible for the proper care of any costumes worn by such member fair wear and tear excepted — and any damage or shortage must be made good by such member to the Society.
- D. No member shall, by reason of his being such, have any transmissible or assignable interest by operation of law, or otherwise, in any property of the Society. On any member ceasing, by death, resignation, or otherwise, to be such, all his interests shall survive, accrue and belong to the other members for the time being and be vested in the Society.

25. COMMON SEAL: The Committee shall obtain a Common Seal for the Society, and such Seal shall not be affixed to any instrument except in pursuance of a resolution of the Committee of the Society and in the presence of two members of the Committee for the time being. The Seal shall be in the custody of the Secretary of the Society.

26. REGISTERED OFFICE: The Registered Office of the Society shall be the office for the time being of the Secretary or such other place as the Committee may determine. Notice of every change of location of the office shall be notified to the Registrar.

27. WINDING UP: *In the event of the Society being wound up, any surplus funds and assets shall not be distributed amongst the membership of the Society, but distributed to an approved charitable organisation within New Zealand having objects similar to those contained herein.*