



Rules of the

# Manawatu Youth Orchestra Incorporated

Rules Registered

27.01.1964

Amended

29.04.1985

22.06.1997

12.04.2000

05.05.2004

13.05.2008

# RULES

Of

## MANAWATU YOUTH ORCHESTRA INCORPORATED

### 1 NAME

The name of the Society is the “Manawatu Youth Orchestra Incorporated” (in these rules called “the Society”)

### 2 OBJECTS

The objects of the society are –

- (a) to educate youth and other persons in the District of Manawatu in musical appreciation.
- (b) to provide the opportunity for musicians of all ages in the Manawatu area to participate in the performance of symphonic music.
- (c) to recognise and contribute to the orchestral needs of the District.

### 3 CLASSES OF MEMBERSHIP

The members of the Society shall consist of –

- (a) Life Members
- (b) Honorary Members
- (c) Orchestral Members
- (d) Subscribing Members

**Life Members** may be elected at any time by the Management Committee. Life Members may exercise all rights and privileges of membership but shall not be liable to pay any subscription or fee of any kind.

**Honorary Members** may be elected at the AGM or by the Management Committee for such period as may be determined at the time of their election and may exercise such rights and privileges of membership as shall be determined by the Management Committee. Honorary members shall not be liable to pay any subscription or fee of any kind.

**Orchestral Members** shall consist of the players of orchestral instruments admitted to membership of the Society. Every applicant for orchestral membership of the Society may be required to take an audition or trial at the discretion of the Conductor of whichever orchestra the applicant seeks membership. Auditions shall be heard by that Conductor and the Musical Director and such other persons as the Conductor or Musical Director thinks fit. If the audition or trial is satisfactory then on payment of the relevant subscription if any the applicant shall become an orchestral member of the Society.

**Subscribing Members** shall consist of those persons or societies who take no active part in any orchestra of the Society but otherwise exercise all rights and privileges of membership. Every applicant for subscribing membership shall apply to the Management Committee and the application shall be considered and approved rejected or deferred by the Management Committee and if the applicant is approved then he or she shall upon paying the current subscription become a member of the Society.

## **OFFICERS AND MANAGEMENT**

**4 The officers of the Society** shall be a Patron, a President, at least two Vice-Presidents, a Secretary and a Treasurer who shall (except for the Patron) be members of the Society. The offices of Secretary and Treasurer may be held by one person. A majority of the members of the Society present at an Annual General Meeting and entitled to vote shall elect the officers of the Society and the officers so elected shall hold office until the Annual General Meeting following the meeting at which they were elected when they shall retire; but any officer so retiring shall be eligible for re-election.

**5 The management** and control of the affairs of the Society shall be vested in a Management Committee and such Orchestral Committee or Committees that may be formed under the Society's by-laws.

**The Management Committee** shall consist of the officers of the Society, the Musical Director if appointed, the Conductors of any orchestras for the duration of their tenure, and eight members to be elected at the Annual General Meeting by members. At least three

members of the Management Committee shall be orchestral members.

## **6 POWERS OF THE MANAGEMENT COMMITTEE**

The Management Committee shall have and may exercise all the powers of the Society which are not expressly required to be exercised by the Society in general meeting or as otherwise provided by these Rules. In furtherance of and not in limitation of and without prejudice to the general powers of the Management Committee conferred or implied by these Rules or otherwise howsoever it is expressly declared that the Management Committee may exercise and perform the following powers:

- (a) Employ and dismiss salaried officers and servants.
- (b) Execute all contracts on behalf of the Society.
- (c) Acquire by purchase lease hire or otherwise such land buildings furnishings or printed music, musical instruments, copyrights or other incidentals as may be necessary for the purposes of the Society.
- (d) Accept donations borrow or raise and give security for money by the issue of debenture stock mortgage or charge upon all or any part of the property of the Society.
- (e) Invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of its funds which shall not be required for the immediate business of the Society.
- (f) Dispose of any or all of the real and personal property as it thinks fit in the interests of the Society.
- (g) The Management Committee shall have the power to make, alter or rescind by-laws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Society. By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a Special General Meeting of members pursuant to Rule 14.

- (h) The Management Committee shall have the power to suspend or expel any member of the Society, passing such a resolution if –
- i. the subscription of the member is in arrears for a period of more than three months from the date of the first subscription demand
  - ii. the conduct of the member is, in the opinion of the Management Committee, prejudicial to the good running of the Society
  - iii. the actions of the member are or have been detrimental to the good name of the Society
  - iv. for any reason that the Management Committee may consider of sufficient gravity to warrant such action.

Before passing any such resolution the member shall be given one month's notice in writing of the intention of the Management Committee to suspend or expel him/her and shall be entitled to present his/her case either in person or in writing to the Management Committee.

**Inspection** A copy of the rules and by-laws and regulations for the conduct of the Society shall always be open to inspection by members.

## **7. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

The functions of the management committee are:

- (a) Generally to conduct the affairs and to further the objects of the Society.
- (b) To keep usual and proper books of accounts and other records of business of the Society.
- (c) To notify members of intended meetings and the business to be transacted thereat.
- (d) To prepare and submit to the Annual General Meeting a report balance sheet and statement of accounts for the preceding year.
- (e) The Management Committee may appoint sub-committees from among its members (or from among members of the Society who are not members of the Committee) and:
  - i. may fix the quorum;

- ii. may delegate any of its powers to such sub-committees; and
- iii. may make rules for regulating the proceedings of the sub-committees.

The role of a sub-committee shall be to undertake special projects on behalf of the Management Committee to which it shall report.

The President shall be an ex-officio member of all sub-committees. A member of the Committee shall be chairperson of a sub-committee.

- (f) To appoint any person to any position necessary to the administration of the Society and not provided for in the rules

## **8 VACANCIES ON THE MANAGEMENT COMMITTEE AND ORCHESTRAL COMMITTEES**

In the event of a vacancy occurring on the Management Committee or on any Orchestral Committee or in respect of the officers of the Society the Management Committee may fill such vacancy for the unexpired term of office, from the membership of the Society.

## **9 MUSICAL DIRECTOR**

The Management Committee may at its discretion appoint a person to the position of Musical Director of the Society. The Musical Director may or may not be one of the Conductors of any of the orchestras and shall be a member of the Management Committee ex-officio. The Musical Director shall be responsible for advising the Management Committee on –

- (a) the overall musical direction, progress and achievement of any or all of the orchestras
- (b) the purchase of, the repair and maintenance of, the use of and the disposal of any of the musical instruments owned by the Society
- (c) matters pertaining to concerts, performance and rehearsal schedules
- (d) longer term strategies for the further musical development of any or all of the orchestras run by the Society.

## **10 CONDUCTOR/S**

The Conductor or Conductors of any orchestra or orchestras shall be appointed and may be dismissed at any time by the Management Committee. Terms and conditions of appointment shall be at the discretion of the Committee. The leader of any orchestra shall be appointed by the Committee on the recommendation of the Musical Director and/or the Conductor of that orchestra.

## **11 POWERS OF CONDUCTOR/S**

- (a) The Conductor of any orchestra shall, in consultation with the Musical Director and the Orchestral Committee where such a committee exists for that particular orchestra, determine the rehearsal schedule for that orchestra and the music to be played by that orchestra at any rehearsal or performance. The Conductor shall ultimately decide and be responsible for the content of any programme.
- (b) The Musical Director in consultation with the Conductor of any orchestra and the Orchestral Committee should it exist, may recommend to the Management Committee that a player be suspended or removed from any orchestra for such period as he/she thinks fit should that performing member's standard of performance or general behaviour at rehearsals or concerts not meet the Conductor's requirements. Any member suspended or removed on the grounds of behaviour shall be entitled to appeal to the Management Committee in accordance with Clause 6 of these Rules. Such suspension or removal shall not relieve that member from any monies owing to the Society at that time.

## **12 ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of the Society shall be held not later than the 30<sup>th</sup> day of April in each year at such time and place as the Management Committee may determine.
- (b) The business shall be to receive and consider the reports of the Management Committee, the Musical Director, such Orchestral Committees that exist and the Auditor; the Accounts and Balance Sheet prepared as at the 31<sup>st</sup> day of December; to elect officers and members of the

Management Committee; to appoint an Auditor; and transact any other business that may legally be brought forward.

### **13 SPECIAL MEETINGS**

A Special General Meeting may be convened at any time by virtue of a resolution of an Annual General Meeting or of the Management Committee or upon a requisition signed by not less than ten members specifying the object thereof and shall be held as soon as possible after the passing of the resolution or of the receipt of such requisition by the Secretary but not later than thirty days thereafter.

### **14 QUORUM**

At all General Meetings ten members shall constitute a quorum; at all Management Committee meetings five members shall constitute a quorum; and at any Orchestral Committee meetings one-third of the membership of that committee shall constitute a quorum.

### **15 NOTICES OF MEETINGS**

- (a) Notices of every General Meeting shall be sent to members of the Society not less than fourteen days before the Meeting specifying the date time and place of the meeting and the business to be transacted thereat together with a copy of the Report and Balance Sheet in the case of the Annual General Meeting. In addition the meeting shall be advertised at least once in a newspaper circulating in the district.
- (b) Business of which notice has not been given as provided in paragraph (a) and which does not involve an alteration to the Rules may be brought forward at any General Meeting provided that three-quarters of the members present are in favour.
- (c) Notice of meetings of the Management Committee and any Orchestral Committee shall be given in such manner and at such time as the committees shall determine.

### **16 VOTING**

Every member in good standing present in person or by proxy and voting by voice or on a show of hands shall have one vote. Voting upon a resolution shall be by voices unless a ballot is demanded by

the Chairperson or by not less than twenty percent of the members present. Any member of the Youth Orchestra may appoint a parent or caregiver as a proxy who shall be recognised at the discretion of the Chair subject to the restriction that no member other than a member of the Youth Orchestra may vote by proxy to the intent that service to the Society by parents of Youth Orchestra members not being themselves members of the Society is recognised.

## **17 SUBSCRIPTIONS**

- (a) Subscriptions to the Society by orchestral and subscribing members and any provision for rebate on prompt payment shall be determined by the Management Committee before 30 November of the preceding year. Subscriptions shall be due on the 1<sup>st</sup> day of April in every year and shall be paid by the 31<sup>st</sup> day of May.
- (b) In the case of those becoming members during the currency of any financial year of the Society the Management Committee shall determine the amount of subscription payable.

## **18 AUDIT**

The books and accounts of the Society shall be audited or reviewed each year by a suitably qualified independent person, appointed for that purpose by the Annual General Meeting in the manner provided for election of officers.

## **19 RESIGNATIONS**

Any member may resign his or her membership at any time by notice in writing delivered personally or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Society, but no such resignation shall relieve the member from payment of any monies then due at that time by him or her to the Society.

## **20 PROCEDURE AT MEETINGS**

- (a) At all General Meetings the President and in his or her absence a duly elected Chairperson shall take the Chair and every member shall be entitled on every motion to one vote exercised in person or by proxy in accordance with Rule 16 and in the case of an equality of votes the

Chairperson shall have a casting as well as a deliberative vote.

- (b) At all Management Committee meetings the President of the Management Committee or in his or her absence a duly elected Chairperson shall take the Chair and every member shall be entitled on every motion to one vote exercised in person or by proxy in accordance with Rule 16 and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote.
- (c) At all Orchestral Committee meetings the Chairperson of the Orchestral Committee and in his or her absence a duly elected Chairperson shall take the Chair and every member shall be entitled on every motion to one vote exercised in person or by proxy in accordance with Rule 16 and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote.

## **21 SEAL**

The Society shall have a Common Seal which shall be kept in the custody of the Secretary and shall not be affixed to any document or instrument except in pursuance of a resolution of the Management Committee and in the presence of the Chairperson and a member of the Management Committee or of any two members of the Management Committee who shall sign every document or instrument to which the Seal is affixed.

## **22 CONTROL AND USE OF FUNDS**

All monies received by or on behalf of the Society shall forthwith be paid to the credit of an account of the Society with its Bankers and all cheques or withdrawal slips shall be signed by the Treasurer and one other member of the Management Committee or in the alternative any two members of the Management Committee.

## **23 LIQUIDATION**

The Society may be placed into liquidation if, at a General Meeting of the Society such a resolution is carried by the majority of members present. Those members present shall appoint a Liquidator and shall call another General Meeting not earlier than thirty days after the date of the meeting at which the resolution of liquidation was passed, to confirm such resolution.

The Liquidator shall distribute all musical instruments, excepting those on loan to the Society or held in trust by the Society which shall be returned to the donors, to any organisation or organisations within New Zealand having objects similar to those of the Society, and not carried out for the pecuniary profit of any individual, to be held on trust by that organisation or those organisations solely for similar charitable purposes within New Zealand. The distribution of all other assets shall be applied at the discretion of the Liquidator towards the attainment or furtherance of any of the objects of the Society.

Notwithstanding anything herein contained, if upon the liquidation of the Society there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Society but shall be given or transferred or applied to some other charitable organisation or body having similar objects to the Society or to some other charitable purpose within New Zealand.

## **24 ALTERATION TO RULES**

These Rules may be amended at any Annual General Meeting or Special General Meeting subject to the following conditions –

- (a) Notice stating the general tenor of any proposed amendment to the rules shall be given to each member who is entitled to vote.
- (b) The meeting may amend any such proposals.
- (c) No resolution of any such meeting shall effect an alteration to the Rules unless it be carried by a majority of at least two-thirds of the persons present at such meeting and entitled to vote.
- (d) No addition to or alteration or rescission of the rules shall be approved if it affects the Charitable objects the personal benefit clause or the winding up clause unless such addition or alteration has been approved by the Inland Revenue Department.

## **25 CHARITABLE TAX STATUS**

Notwithstanding anything contained in Rule 6(a)

- (a) Any income benefit or advantage shall be applied to the charitable purposes of the organisation.

- (b) No member of the organisation or any persons associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.
  - (c) Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
  - (d) The provisions and effect of this clause shall not be removed from the rules of the Society and shall be included and implied into any rules or document replacing these rules or this document.
- 

## **BY-LAWS OF THE MANAWATU YOUTH ORCHESTRA INC**

### **Sinfonia Orchestral Committee By-laws**

- 1 **The Sinfonia Orchestral Committee** shall consist of no more than twelve members elected by the members of that orchestra from among their number, any Conductor of that orchestra for the duration of their tenure, and the Musical Director. The members shall elect the Chairperson and Secretary of the Committee.
- 2 **Powers of the Sinfonia Orchestral Committee:** The committee shall be responsible for the internal management and control of the Sinfonia, in conjunction with the Musical Director and Conductor the arranging of rehearsals promotion and any other matters relating to the development of the orchestra, and any other matters delegated to it by the Management Committee.
- 3 **Reporting:** The Sinfonia Orchestral Committee shall report annually to the Annual General Meeting of the Society or more frequently if either the Management Committee or the Sinfonia Committee determine.