



Royal Scottish Country Dance Society New Zealand Branch Incorporated

Constitution

Signed by :

Debbie Roxburgh (President)

A handwritten signature in blue ink that reads 'Debbie Roxburgh'.

Ed Duggan (Treasurer)

A handwritten signature in blue ink that reads 'Ed Duggan'.

Joy Dick (Secretary)

A handwritten signature in blue ink that reads 'Joy Dick'.

Dated: 1 January 2024

Royal Scottish Country Dance Society New Zealand Branch Incorporated

Constitution

1. NAME, OBJECTS

1.1 **Name:** The name of the Branch shall be the “Royal Scottish Country Dance Society New Zealand Branch Incorporated” (the "Branch"). The Branch shall be constituted as an autonomous Local Association of The Royal Scottish Country Dance Society (“the Society”).

1.2 **Objects:** The objects of the Branch are:

- (1) to preserve and further the practice of traditional Scottish Country Dances and modern dances in traditional style;
- (2) to provide or assist in providing instruction in the dancing of Scottish Country Dances;
- (3) to promote the enjoyment and appreciation of Scottish Country Dancing and music by any suitable means; and
- (4) generally to do such things as are or may be considered by the Branch to further these objects and the aims of the Society.

1.3 **Limitation:** The activities of the Branch will be limited to New Zealand.

2. MEMBERSHIP, SUBSCRIPTIONS

2.1 Members:

- (1) Every person who is a member of the Branch must be a member of the Society and must have consented to be a member of the Branch.
- (2) Any person over the age of 16 interested in the objects of the Branch may be a member of the Branch.
- (3) Any person under the age of 20 may become a Junior Associate of the Branch. The privileges of such Junior Associates shall be determined by Management Committee from time to time.
- (4) Any person who has performed signal service to Scottish Country Dancing in New Zealand or elsewhere may be elected as an Honorary Life Member of the Branch. Such person must be nominated by Management Committee and elected at an Annual General Meeting.

2.2 Subscriptions:

- (1) In addition to any membership subscription payable to the Society, every person who is a member of the Branch shall pay to the Branch a service fee. The service fee for each category of members shall be determined by the Branch in General Meeting from time to time.

- (2) Members of the Branch who have paid their annual service fee shall be entitled to receive, in addition to the Society's publications for the year, any regular Branch publication.
- (3) Dancers attending schools or classes under the auspices of the Society or the Branch must be Society members. Non-members may attend at the discretion of Management Committee. Management Committee may approve a fee discount for members. This clause will not apply to any school or class under the auspices of a Region Committee which will have full control of any such school or class.

2.3 Termination of Membership:

- (1) Any member may terminate their membership by resigning in writing, to the Secretary of the Branch. A resigning member remains liable for any subscription or service fees outstanding at the time of resignation.
- (2) If any member has not renewed the required subscription or service fee (if any) by 30 November in any year, then:
 - (i) the member shall not be entitled to receive Branch publications until the arrears have been paid;
 - (ii) the member will not be counted for the purposes of the regional entitlement of that Region under clause 8.3 (1); and
 - (iii) the member may not act as a delegate at a Branch General Meeting unless the member has paid all arrears by the time of appointment as a delegate under clause 5.5.
- (3) Any member whose subscription or service fee is more than six months in arrears will be removed from the register of the Branch.

2.4 Suspension, Expulsion:

- (1) Management Committee may, by resolution, suspend temporarily or terminate the membership of any person whose conduct is in Management Committee's opinion prejudicial to the interests of the Branch. Suspension or termination shall not alter the rights or status of the person concerned as a member of the Society.
- (2) Before suspending or terminating any person's membership, Management Committee shall notify the person concerned, in writing, stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying and of appearing before Management Committee, if the member so wishes, to seek revocation of the suspension or termination or proposed suspension or termination.
- (3) The person whose membership has been suspended or terminated by Management Committee shall have the right of appeal at the next Annual General Meeting of the Branch. If two-thirds of the votes available to be cast at the meeting are cast in favour of confirming the suspension or termination, then it shall be so confirmed. Otherwise it is revoked.

- (4) If the suspension or termination has occurred or, where appropriate been confirmed under clause 2.4(3), or the right of appeal is not exercised, the Society shall be informed of the suspension or termination.

2.5 **Register of Members:** Management Committee shall keep a register of all the Branch's members, and shall update the register as soon as practicable after becoming aware of changes to the information. The register of members shall contain the following details of each member:

- (1) their name;
- (2) last known contact details;
- (3) date of becoming a member; and
- (4) any other information required by law to be kept.

3. **MANAGEMENT COMMITTEE MEMBERS**

3.1 The Branch shall be administered by a Management Committee consisting of:

- (1) Office bearers of the Branch and who have financial authority:

- a. the President
- b. the Vice-President
- c. the Secretary
- d. the Treasurer; and

- (2) Ordinary members:

- a. Communications, Publicity and Membership Coordinator
- b. Information Technology Coordinator
- c. Education and Training Coordinator
- d. Youth Coordinator

3.2 The members of the Management Committee shall be appointed by election at the Annual General Meeting of the Branch.

3.3 Those elected under clause 3.2 shall each hold office for one year. No person shall hold office in one of these positions for more than three consecutive years, but in exceptional circumstances this term of office can be extended to four years.

On ceasing to hold office for at least eleven months that person shall then be eligible for re-election to the original office. This provision shall not preclude any person who has held one or more of the offices in question from holding any of the other offices so that the total term of office bearing in that case exceeds in aggregate three consecutive years.

3.4 Management Committee shall have power to fill any vacancy in an elective office between Annual General Meetings. Any Management Committee members so

appointed shall serve only until the next Annual General Meeting and will then be eligible for election.

3.5 **Nominations:** Nominations for Management Committee members must be:

- (1) received by the Secretary of the Branch at least four months before the Annual General Meeting;
- (2) in writing, signed by two Branch members as nominator and seconder; and
- (3) circulated with the notice of meeting (see clause 8.2).

However, if no nomination is received under clause 3.5(1) for a particular office, nominations to fill that office may be called from the floor at the Annual General Meeting.

3.6 **Removal:** Management Committee may remove a Management Committee member ('defaulting officer') by the unanimous vote of all Management Committee members other than the defaulting officer, upon the occurrence of:

- (1) the defaulting officer becoming disqualified from being an officer of an incorporated society; or
- (2) the resolution of a dispute under Clause 12, which resolution includes requiring the removal of the defaulting officer.

4. **MANAGEMENT COMMITTEE**

4.1 Every member of Management Committee must be a member of the Branch.

4.2 Sixty percent (60%) of the members of the Management Committee shall constitute a quorum. The Chair of any Management Committee meeting (as determined by clauses 7.1 and 7.2) shall have a casting vote if there is an equality of votes.

4.3 **Contact Person:** The Secretary shall be the contact person for the purposes of the Incorporated Societies Act 2022, unless Management Committee agrees to appoint another officer to be the contact person.

5. **REGIONS**

5.1 The Branch membership is at present divided into the following regions:

Auckland-Northland	Nelson-Marlborough-West Coast
Waikato-Bay of Plenty	Canterbury
Hawkes Bay-East Coast	Otago-Southland
Rangitikei	
Wellington	

5.2 Each Region shall have its own constitution, which must be approved by Management Committee. Any changes to a Region's constitution will take effect only if:

- (1) approved by the members in the Region in accordance with the Region's constitution;

- (2) sent to the Branch Secretary within 21 days after such approval; and
 - (3) approved by Management Committee.
- 5.3 Management Committee may approve the formation of further Regions.
- 5.4 All voting at a Region General Meeting shall be by individual members resident in the Region. If there is an equality of votes, the Chair shall have a casting vote.
- 5.5 Each Region may appoint, in accordance with its constitution, Region delegates to attend and vote at a Branch General Meeting. Regions may appoint delegates from other Regions to act on their behalf. All delegates must be members of the Branch.

6. COMMITTEES OF MANAGEMENT COMMITTEE

- 6.1 Management Committee shall have the power to constitute committees and entrust them with such duties as it considers necessary for the efficient working of Branch affairs.
- 6.2 All committees shall be appointed by Management Committee which may also disband or make changes to the membership and duties of any such committee at any time.
- 6.3 Each committee shall have at least three members but not more than five. One member of each committee shall be Convenor. Neither the Convenor, nor any committee member need be a member of Management Committee and election as Convenor or committee member will not confer Management Committee membership. However the Branch President shall be a member of all committees by right of office.
- 6.4 Minutes shall be kept of all meetings, and a copy shall be submitted to Management Committee. Notwithstanding that such minutes may not have been confirmed, they shall be signed by the Convenor and, unless challenged by a member of the committee shall be taken as a true record.
- 6.5 A majority of the members of a committee shall form a quorum for all meetings of that committee.

7. DUTIES OF MANAGEMENT COMMITTEE MEMBERS

- 7.1 The President shall chair all Branch Meetings and all meetings of Management Committee.
- 7.2 In the absence of the President, the Vice-President shall chair all Branch and Management Committee meetings. In the absence of the President and the Vice-President, the members present shall appoint one of their number to preside.
- 7.3 The Management Committee shall agree on a Job Description for each of the offices listed in clause 3.1. Each new Job Description and all changes to any existing Job Description must be tabled for review at the next Annual General Meeting of the Branch.
- 7.4 The Treasurer shall control and manage the finances of the Branch using an appropriate system approved by Management Committee, and shall report to Management

Committee at least quarterly on material transactions occurring and the state of the Branch's finances, in the form requested by Management Committee.

- 7.5 The Branch shall have a Common Seal which shall be kept in the custody of the Secretary of the Branch. The seal may only be used pursuant to a resolution either of Management Committee or of a General Meeting of the Branch. Such documents must be sealed in the presence of two members of Management Committee who must then sign their names.

8. BRANCH MEETINGS

- 8.1 The Annual General Meeting of the Branch shall be held within six months after the end of its financial year and within 15 months of the last Annual General Meeting at such place and time and by such means as may be determined by Management Committee. The Branch financial year shall end on 31 August each year. A Special General Meeting may be called at any time by the President. A Special General Meeting must be called if a requisition is signed by not less than 5% of the membership of the Branch. Any member of the Branch may attend any general meeting.

- 8.2 **Notice of Meeting:** Notice of any General Meeting must be sent to all members at least six weeks before the holding of the meeting, specifying place and time the meeting is to start and the nature of the business to be transacted at that meeting. A Special General Meeting may be convened by giving less than six weeks' notice (but not less than one week's notice), if Management Committee deems it expedient to do so.

8.3 **Voting:**

- (1) At any General Meeting, each Region shall be entitled to one vote for every 20 members (or part of twenty) resident in the Region as at 30 September each year.
- (2) These votes shall be exercised by the Region delegates appointed under clause 5.5. All votes to which a Region is entitled may be exercised by the Region's delegates, except that no delegate may carry more than three votes in total.
- (3) A vote by ballot by post and electronic means of individual Branch members
 - (i) will be held for the Determination of Branch Fees and Expenses for Office Bearers prior to General Meetings
 - (ii) will be held for Notices of Motion, except for Alterations to the Constitution, prior to General Meetings
 - (iii) may be held for Alterations to the Constitution in accordance with Clause 9.3
 - (iv) may be held on other items at the discretion of the Management Committee or if approved at a Branch Annual General Meeting.
 - (v) In order for the outcome of postal or electronic vote to be binding, no less than 18% of individual New Zealand Branch members shall have cast a vote.

- (4) The Chair of the meeting (as determined by clauses 7.1 and 7.2) shall have a casting vote if there is an equality of votes.
 - (5) No written resolution in lieu of a general meeting may be passed. This provision does not limit the right to vote by ballot by post and electronic means under clause 8.3(3) or clause 9.3.
- 8.4 **Quorum:** Delegates representing not less than one quarter of the membership and two-thirds of the Regions shall constitute a quorum for any General Meeting.
- 8.5 **Business of AGM:** The order of business at the Annual General Meeting shall, as nearly as may be, consist of:
- (1) the minutes of the last Annual General Meeting and of any Special General Meeting held in the course of the year;
 - (2) report of the President or the Secretary on the operations and affairs of the Branch during the completed accounting period;
 - (3) the Treasurer's Report and Approval of the Annual Financial Statements, which shall be audited or reviewed;
 - (4) reports from each of the other members of the Management Committee including accounting for use of budgeted funds and disclosures of interest;
 - (i) Should any member of Management Committee be in a position where they have a potential conflict of interest with the Branch this must be disclosed.
 - (5) election of each of the members of the Management Committee;
 - (6) appointment of an appropriately qualified individual to conduct an independent audit or review of the Annual Financial Statements for the coming year;
 - (7) receipt of vote on the Determination of Branch Fees and Expenses for Office Bearers. Should the vote not be successful in determining these fees and expenses, the delegates at the General Meeting will be authorised to do so;
 - (8) receipt of voting on Notices of Motion and voting on any Notices of Motion for Alteration of the Constitution;
 - (9) any other business raised by any Branch member or by Management Committee.
- 8.6 **Notices of Motion:** Notices of Motion must be:
- (1) received by the Secretary of the Branch at least four months before the Annual General Meeting, subject to clause 8.7;
 - (2) in writing, signed by two Branch members as mover and seconder; and
 - (3) circulated with the notice of meeting (see clause 8.2).

8.7 Amendments to Notices of Motion for an Annual General Meeting and Motions relating to the Determination of Branch Service Fees and expenses of Office Bearers:

- (1) Notices of Motion and Motions relating to the Determination of Branch Service Fees and expenses of Office Bearers must be pre-circulated via regions and/or directly to members by the Branch Secretary in a timeframe that allows discussion within regions prior to the formal distribution of the Notice of the meeting as described in Clause 8.2;
- (2) Proposed amendments to such motions must be received by the Branch Secretary in writing, signed by two Branch members as mover and seconder; within a time frame that is advised by the Branch Secretary;
- (3) The timeframe for pre-circulation of such motions and receipt of the proposed amendments must be advised by the Branch Secretary at least four months prior the Annual General Meeting;
- (4) If more than one amendment to a motion is received, the President determines the order in which the amendments are considered at the AGM;
- (5) An amendment to a motion can only be raised at the Branch AGM if it is a matter of urgency, and only with the agreement of delegates

8.8 A Notice of Motion for discussion at a Special General Meeting need not be received at least four months before the meeting, if it was included in the requisition of the meeting or is received by the Secretary at least one week before the last day on which the notice of meeting can be circulated in accordance with clause 8.2.

9. ALTERATION TO CONSTITUTION

9.1 The Constitution may be altered by a resolution of the Branch in General Meeting, but only if:

- (1) it has been received at least four months before the meeting and has been circulated, in accordance with clause 8; and
- (2) the resolution is approved by not less than two-thirds of the votes available to be cast at the meeting; and
- (3) it does not in any way affect the non profit status of the Branch.

9.2 No change to clauses 1.2 (Objects), 1.3 (Limitation), 10.1 (Income, Property), 10.2 (Income, Property) or 11.3 (Disbandment) is to be made unless first approved in writing by the Department of Inland Revenue.

9.3 As an alternative to voting under clause 9.1 (2), this Constitution may be altered by a resolution approved by a ballot by post and electronic means if:

- (1) The requirements of clauses 9.1 (1) and (3) and 9.2 have been met;
- (2) A postal vote on the resolution (and a timetable for posting out and return of voting papers) has been approved by a majority vote of the Management Committee or a General Meeting of the Branch;

- (3) Voting papers have been distributed to each member of the Branch at the member's address last known to the Secretary for receipt of Branch membership materials ie if the member is in an Email membership category, the email address recorded for the membership will be used. If the member is not in an Email membership category, the postal address will be used;
- (4) The voting papers show the resolution to be voted on and the date they must reach the Secretary; and
- (5) The voting paper is received by post or electronic means (irrespective of whether it was sent to the member by post or email) by the Secretary by the required date;
- (6) At least 60% of the total valid votes received by the Secretary are in favour of the resolution.
- (7) Voting papers need not be sent to any member who is not entitled to receive Branch publications under clause 2.3 (2) (a) or for whom no current address is held by the Secretary; and
- (8) Irregularities in voting papers or procedure will not affect the validity of any vote if the Management Committee is satisfied these are minor in nature and unlikely to affect the outcome of the ballot.

9.4 As permitted by the Incorporated Societies Act 2022, the Branch (ie the Management Committee acting on behalf of the Branch) may amend this constitution if the amendment has no more than a minor effect, or corrects errors or makes similar technical alterations. Management Committee must send written notice of the amendment to every member of the Branch at their last known contact address. The notice must state the text of the amendment, and the right of the member to object to the amendment. If no objection from a member is received within 20 working days after the date on which the notice is sent, Management Committee may make the amendment. However, if such an objection is received, the Branch may not make the amendment under this clause.

10. **INCOME, PROPERTY**

- 10.1 The income and property of the Branch, from whatever source derived, shall be applied solely towards the objects of the Branch, as set out in the Constitution. No such income or property (or any part of it) shall be paid or transferred directly or indirectly, by way of dividend or bonus or otherwise by way of profit, to members or persons who have been associated with the Branch, or to any person claiming through them
- 10.2 Clause 10.1 shall not prevent a payment to any person in return for services rendered to the Branch. Any such payment shall be approved by Management Committee and be reasonable and relative to that which would be paid or supplied in an arms length transaction (being the open market value) for such transaction.
- 10.3 All funds of the Branch which are not immediately required to be expended for the objects of the Branch may be invested in any manner authorised by law in New Zealand for the investment of trust funds (with power to vary or transpose any such investments from time to time).

11. **DISBANDMENT**

- 11.1 The Branch may be disbanded by a resolution passed at a General Meeting, confirmed by a postal vote of all individual members held within three months after the date of the resolution.
- 11.2 Notice of intention to disband shall be given to the Society immediately after the passing of the first resolution.
- 11.3 Any property belonging to the Branch, and the balance of funds after all liabilities have been met, shall be transferred to such other non-profit organisation or organisations with objects similar to those of the Branch, as decided by the Branch in General Meeting, or as directed by a judge of the High Court.
- 11.4 A copy of the final audited accounts of the Branch shall be lodged with the Secretary of the Society.

12. **DISPUTE RESOLUTION**

- 12.1 The dispute resolution procedures set out in schedule 2 to the Incorporated Societies Act 2022, as amended by law from time to time, are adopted as the dispute resolution procedures of the Branch and are to be read as part of this Constitution.
- 12.2 Those dispute resolution procedures are expanded as follows:
 - (a) The Branch may form a Complaints Committee to consider the issue and decide on the matter.
 - (b) Management Committee will appoint a Branch member who has no interest in the complaint to chair the Complaints Committee, as agreed by the complainant, and the respondent (if any).
 - (c) The chair of the Complaints Committee will select at least two other Society members with no interest in the complaint to complete the committee.
 - (d) Decisions made by the Complaints Committee will be final and binding, provided that the Complaints Committee acted in accordance with this clause 12 in making that decision.