

**CONSTITUTION OF
THE WELLINGTON REGIONAL FOLK FOUNDATION INCORPORATED
Incorporated under the Incorporated Societies Act 2022**

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1) NAME

The name of the society shall be “The Wellington Regional Folk Foundation Incorporated” (the Society).

2) DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

‘Act’	means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
‘Annual General Meeting’	means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.
‘Committee’	means the Society’s governing body.
‘President’	means the Officer responsible for chairing General Meetings and Committee meetings, and who provides leadership for the Society.
‘Constitution’	means the rules in this document.
‘General Meeting’	means either an Annual General Meeting or a Special General Meeting of the members of the society.
‘Interested Member’	means a Member who is compromised when their personal interests or obligations conflict with the responsibilities of their job or position in a matter for any of the reasons set out in section 62 of the Act.
‘Interests Register’	means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
‘Matter’	means— <ul style="list-style-type: none">• the Society’s performance of its activities or exercise of its powers; or• an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
‘Member’	means a person who has consented to become a Member of the Society, has been properly admitted to the Society and who has not ceased to be a Member of the Society.
‘Notice’	to Members includes any notice given by email, post, or courier.

'Officer'	means a natural person who is: <ul style="list-style-type: none"> • a member of the Committee; or • occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including a Chief Executive or other appointed person with such influence.
'Register of Members'	means the register of Members kept under this Constitution as required by section 79 of the Act.
'Secretary'	means the Officer responsible for the matters specifically noted in this Constitution.
'Special General Meeting'	means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
Vice President'	means any Officer elected or appointed to deputise in the absence of the President.
'Week'	means seven (7) calendar days. 'Working Days' means days that are not NZ public holidays or weekends.

Any references to Acts, statutes, registers or regulations shall include any updates, modifications or replacements of those Acts

3) PURPOSE, AIMS AND OBJECTIVES

The aims and objects of the Society shall be:

- a) To organise, promote and foster an annual folk festival in the Wellington Region, and any associated concerts, tours and events.
- b) To promote the performance, collection, recording and publication of folk and acoustic music, folk dance and associated performance arts in New Zealand.
- c) To support and associate with other organisations and individuals with similar objectives.

4) POWERS

The Society shall have the following powers:

- a) To Purchase, lease, hire or by any lawful means acquire any property required for the purposes of the Society.
- b) To sell, hire, exchange, improve, manage, develop or in any other lawful way deal with all or any part of the property of the Society, or any property in which the Society has an interest.

- c) To promote, hold, manage and conduct any events, including festivals, concerts, dances, workshops and meetings which are relevant to the objects of the Society, and to charge fees for attendance or participation as determined by the committee.
- d) To contract with performers, promoters, venue managers and any other person(s) or organisation(s) for goods or services required for the purposes of the Society, and to remunerate them accordingly.
- e) To hold the funds of the Society in cash or in bank accounts in the name of the Society.
- f) To borrow funds required by the Society as authorised by the committee.

5) CONTACT PERSON

The Contact person for the purposes of the Act shall be the President and their details Postal and email addresses shall be recorded in the Incorporated Societies Register within 20 days of appointment.

While the Society remains a registered Charity, the contact details shall be recorded on the Charities Register and shall substitute for and fulfil this requirement.

6) MINIMUM NUMBER OF MEMBERS

The Society shall maintain a minimum of 10 members or such number as may be required by the Act from time to time.

7) MEMBERSHIP REGISTER

The Society shall record in its register of members the name of each member, along with their last known contact details and the date on which each person became a member.

8) MEMBERSHIP

- a) Membership of the Society is open to any person who has attended a festival organised by the Society, who supports the aims and objectives of the Society, who provides the Society with details of their name and contact information, and pays any membership subscription at that time. On completion of these requirements, the person shall be admitted to membership of the Society.
- b) Membership of the Society ceases on:
 - i) The death of the member.
 - ii) Non-payment of the subscription after the date of the AGM.

iii) Voluntary resignation in writing submitted to a committee member or office-bearer of the Society.

iv) Expulsion, by unanimous vote of the committee, following a written complaint by any member.

If iii) or iv) above apply, the refund of any subscription or part subscription paid in advance is at the discretion of the committee.

9) MEMBERS OBLIGATIONS AND RIGHTS

- a) All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- b) A member must provide their name, postal address and/or email address on joining and renewing membership in order to enable the treasurer to keep the register and comply with the Act. All communication with members regarding any matter, which under the rules, requires notification shall be by email or publication on the Society's website or its newsletters.
- c) it is the member's responsibility to ensure that any change of address either postal or electronic is advised to the Society treasurer.
- d) A Member is only entitled to exercise the rights of membership (including member admission pricing to Society concerts and events, attending and voting at General Meetings) if all subscriptions are fully paid
- e) No Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

10) ACCESS TO INFORMATION

Any member may request from the committee access to information contained in the minutes on decisions that may affect them personally or information regarding the society's activities. Such a request shall be made in writing to the Secretary and will be dealt with at the next committee meeting. Should the request be denied the member is entitled to receive an explanation for the reason.

11) GENERAL MEETINGS

- a) The Annual General Meeting of the Society shall be held no later than the last day of March. Notice of the time and venue shall be sent to all members at their last notified email or postal address, at least 14 days before the date of the proposed meeting.
- b) The regular business of the Annual General Meeting shall be:
 - i) To receive the annual report and financial statements of the Society.
 - ii) To elect Society office-bearers and committee members.
 - iii) To set the membership subscription for the year.
- c) Special General Meetings of the Society may be called at any time by the Committee or by request of ten members. In either case, the proposed business of the meeting must be set out in writing and presented to the Secretary. The Secretary must then convene the meeting without delay and send notice of the time, venue and proposed

business of the meeting to all members at their last notified email or postal address, at least 10 days before the date of the proposed meeting. As a Special General Meeting, only the notified business of that meeting may be considered unless the members present agree otherwise by unanimous vote.

- d) Every member of the Society has a single vote at a General Meeting. The chair has a casting vote in the event of a tie. Voting at General Meetings shall ordinarily be by voices, but any member may call for a show of hands, which must then be carried out. Secret ballots may be held at the discretion of the chair or on the vote of a quarter or more of the members present at the meeting concerned. If a secret ballot is held, two scrutineers must be appointed by the chair.
- e) For all General Meetings 10 members shall form a quorum. If, half an hour after the advertised time of a meeting, this number of members is not present, the Chair has the option of adjourning the meeting to a new date and time as decided by the meeting, or to declare those present sufficient to form a quorum and continue the meeting.

12) MANAGEMENT

- a) The affairs of the Society shall be managed by a committee composed of the three office bearers of the Society
 - President
 - Secretary
 - Treasurer

and not less than two and not more than seven other committee members.

- b) Office-bearers must be members of the Society elected by a General Meeting of the Society or substituted in accordance with these rules. Members of the committee must be members of the Society either elected by a General Meeting or co-opted in accordance with these rules.
- c) The duties of the committee shall be to carry out the aims and objectives of the Society and to manage its affairs in accordance with the powers of the Society. The Committee has all the powers of the Society.
- d) The committee may appoint any person or groups of persons to manage any part of the Society's activities under the control of the committee.
- e) The committee may co-opt any member of the Society to the committee, and such co-option will confer on that member full membership of the committee as if the member had been elected by a General Meeting of the Society.
- f) Any office-bearer or committee member may be suspended for cause by a two-thirds majority vote at a meeting of the committee. While a suspension is in place, the duties and powers of the person suspended may be exercised by any committee member selected by the committee. Such a suspension and the reasons for it must be taken to a Special General Meeting within six weeks of the vote at the committee. If the meeting confirms the suspension, the person concerned will cease to be an office-bearer or committee member, but will retain membership of the Society, and the meeting must elect a replacement. If the meeting does not confirm the suspension, it is withdrawn and the person will resume their duties and powers.

- g) An office-bearer or committee member may resign in writing at any time. If an office-bearer resigns, the office must be filled by another committee member agreed by the committee. Such agreement will confer on that committee member the duties and powers of that office as if the committee member had been elected to office by a General Meeting of the Society.
- h) Committee meetings may be called by the President or Secretary or any three committee members. All committee members must be advised of meetings with at least 3 days' notice unless all agree to shorter notice. Other Society members may attend committee meetings but will have no vote. Other members may be excluded from any part of a committee meeting by a majority vote of the committee. For a committee with fewer than eight members, three members form a quorum. For a committee with eight or more members, four members form a quorum.
- i) If an urgent decision is needed and a quorate meeting cannot be arranged in time, specific decisions on the urgent matter may be made by telephone, email or electronic meetings' communication among all members of the committee who can be reached. At least one participant must be an office-bearer. The required quorum must be achieved and no casting vote is available. A full account of any such decision, including the nature of the urgency and the process carried out, must be advised to the next ordinary meeting of the committee and noted in the minutes.

13) DUTIES OF OFFICE-BEARERS

The duties and special powers of the office-bearers are as follows:

- a) The President
 - i) Chairs all meeting at which she or he is present, including committee meetings and General Meetings.
 - ii) May call committee meetings.
 - iii) Gives support to the activities of the Society.
 - iv) Acts in an advisory capacity when required.
 - v) Has a casting vote in any voting situation is voting is otherwise tied, except as otherwise specified in these rules
- b) The Secretary
 - i) Notifies all General Meetings and may call committee meetings.
 - ii) Takes and distributes minutes of all meetings.
 - iii) Records all incoming correspondence and ensures it is attended to.
 - iv) Keeps a register of the members of the Society, their names and contact details.
 - v) Has control of the Common Seal of the Society.

- vi) In the absence of the President, assumes the duties and powers of the President.
- c) The Treasurer
- i) Collects all subscriptions, fees, dues and payments and keeps proper account of them.
 - ii) Promptly banks all receipts into the ordinary bank account of the Society or as otherwise directed by the committee.
 - iii) Maintains the financial records of the Society.
 - iv) Controls the use of all financial tools of the Society, including any electronic banking, cheque books, cash, credit cards, credit notes, concession cards and vouchers.
 - v) Reports all financial transactions to the committee, and reports the financial position of the Society to the committee at least three times in each year.
 - vi) Produces budgets and estimates for events and other expenditure as required by the committee.
 - vii) Produces annual financial statements for the Society, including the following information:
 - Income and expenditure for the financial year
 - Assets and liabilities at the close of the financial year
 - Mortgages, charges and securities affecting any of the Society's property at the close of the financial year.
 - viii) Ensures the annual financial statements are reviewed by an independent reviewer in time for their presentation at the Annual General Meeting, presents them to the meeting and subsequently ensures the accounts are filed with the Charities Register and/or Registrar of Incorporated Societies as required by law.

An independent reviewer will be nominated by the treasurer, approved by the committee and the appointment shall be ratified or approved by the members in general meeting. The independent reviewer may be any person the treasurer and committee deem has the necessary skills to review the annual financial statements; however, this person must not have had a "direct" involvement in the finances of the festival or preparation of the annual financial statement, nor shall hold any financial interest in the Society.

- d) Qualifications Of Officers
- i Each Officer of the Society has a duty of care in exercising their responsibilities.
 - li Every Officer must:
 - consent to being elected or appointed, and

- certify that they are not disqualified from becoming an officer under the Act or (while the Society is a registered Charity), the Charities Act 2005.
- lii Each such consent and certificate must be in writing and retained in the Society's records.
 - iv Any Officer of the Society must be ordinarily resident in New Zealand and a member of the Society.
- e) Removal Of Officers
- Any officer who declares that they are, or are found to be, in breach of any of the qualifications outlined in clause 10e above will be removed from the office they hold.
- f) Functions of the Committee
- The function of the committee is to administer the day-to-day functions of the Society, subject to its obligations as outlined in its vision and to act in good faith in doing so.
- Committee meetings shall be held regularly and may be made by electronic means if necessary. The quorum shall be a majority of Committee members in office. Voting shall be done by show of hands and the Chair shall have a casting vote if a simple majority cannot be reached.
- The dates of the meetings shall be arrived at by consensus of the committee at its meetings

14) FINANCES

- a) The Society's financial year runs from 1 January to 31 December inclusive.
- b) Subscription rates are set for the following year by the Annual General Meeting on the recommendation of the outgoing Committee, though the meeting does not have to follow that recommendation.
- c) Subscriptions fall due at each AGM. Payment at any point between 1 January and the start of the AGM entitles the member to vote at the AGM.
- d) The Trustees of the Society's bank accounts shall be the three office-bearers and one other member of the committee. Any two of these may authorise e-banking payments.
- e) Any office-bearer may make payments or financial commitments on behalf of the Society. Payments and commitments in excess of \$250 must be authorised in advance by a meeting of the committee. Other payments and commitments must be notified to the committee as soon as practicable.
- f) The committee may invest any surplus funds in any bank account or government bonds in New Zealand.

15) CONFLICT OF INTEREST

Each Officer and member of the committee shall act in the best interests of the Society without regard to their personal position or benefit.

Any Officer or member of the Committee shall be required to declare any conflict of interest that may affect their ability to perform their duties to the benefit of the Society. Members of any sub-committee established by the Committee shall be bound by the same obligation.

16) DISPUTES AND COMPLAINTS

- a) A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below. The disagreement or conflict may be between any of the following persons—

- two (2) or more Members
- one (1) or more Members and the Society
- one (1) or more Members and one (1) or more Officers
- two (2) or more Officers
- one (1) or more Officers and the Society
- one (1) or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations—

- a Member or an Officer has engaged in misconduct
- a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or the Act
- the Society has breached, or is likely to breach, a duty under the Society's Constitution or the Act
- a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities. The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, or other dispute resolution process. Where a formal process such as mediation or

arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- b) A Member or an Officer may make a complaint by giving to the Committee a notice in writing that—
 - states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - sets out any other information reasonably required by the Society.
- c) The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation to which the dispute relates.
- d) The information given under clauses 16.2 or 16.3 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or

allegations concerning them, with sufficient details given to enable that person to prepare a response.

- e) A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- f) A Person who makes complaint has right to be heard:
 - A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
 - If the Society makes a complaint—
 - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an Officer may exercise that right on behalf of the Society.

Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if—

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.
- g) Investigating and determining dispute
 - The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
 - Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
 - h) The Society may decide not to proceed further with the complaint

Despite the 'Investigating and determining dispute rule above, the Society may decide not to proceed further with a complaint if—

- the complaint is considered to be trivial; or
 - the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Officer has engaged in material misconduct;
 - that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or the Act;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - the person who makes the complaint has an insignificant interest in the matter; or
 - the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - there has been an undue delay in making the complaint.
- i) The Society may refer the complaint

The Society may refer a complaint to—

- a sub-Committee or an external person to investigate, report and make a recommendation; or

- a sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision.

The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation or arbitration).

Should an external dispute resolution process be adopted this shall be done on the basis that, subject to that resolution service's findings, costs of the process shall be shared equally.

j) Decision makers

A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Committee or a complaints sub-Committee consider that there are reasonable grounds to believe that the person may not be—

- a) impartial; or
- b) able to consider the matter without a predetermined view

17) ALTERATION TO THE CONSTITUTION

Any of the rules of the Society may be altered, added to or rescinded, or any new rules inserted, at a General Meeting of the Society where two-thirds of the members present agree to such changes or new rules.

18) NO PRIVATE PECUNIARY PROFIT

a) Personal Benefit

Notwithstanding anything expressed or implied in these Rules, the activities of the Society shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associate person.

b) Payments to Members

No member of the Society or any person 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. Any such income shall be reasonable and relative to that which would be in an arm's length transaction (being the open market value).

19) WINDING UP AND DISPOSAL OF ASSETS

- a) If a Special General Meeting, called for that purpose, resolves to wind up the Society and terminate the existence of the Society, the Committee shall take all necessary steps to have the society removed from the registers of both the offices of the Registrar of Incorporated Societies and the Charities Commission.

- b) The committee at the time shall be empowered to dispose of the Society's remaining assets (after settlement of all of the Society's debts and liabilities) at the direction of such Special General Meeting PROVIDED that any such remaining assets shall not be paid to or distributed among the members of the Society but must be given or transferred to another organisation that is Charitable under New Zealand law and has purposes or aims and objectives similar to those of the Society.
- c) This Clause shall be considered paramount for the status of the Society as a registered Charitable Entity and shall not be removed from the Constitution of the Society unless the Society resolves to cease being a registered Charitable Entity