

The Wagner Society of New Zealand Incorporated

Constitution

Adopted at the Annual General Meeting on ~~18 May 2025~~ **13 June 2024** by a resolution passed by a ~~75% or greater~~ **two-thirds** majority of those members attending and voting at the Meeting.

Signed by three members of The Wagner Society of New Zealand Incorporated

Signature

Name

Signature

Name

Signature

Name

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THE WAGNER SOCIETY OF NEW ZEALAND INCORPORATED
CONSTITUTION OF THE SOCIETY

1. **NAME**

The name of this Society is The Wagner Society of New Zealand Incorporated (**Society**).

2. **DEFINITIONS AND INTERPRETATION**

2.1 **Definitions**

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act [20221908](#), and any amendment to, or replacement of, this legislation ~~and including any regulations made pursuant thereto~~.

AGM means an annual general meeting of the Society.

Annual Financial Statements means the annual financial statements of the Society prepared in accordance with the Act.

Approved Signatories means no less than two signatories from the Society's authorised signatories, one of whom must be either the Treasurer or the Secretary.

Constitution means this Constitution.

Executive Committee means the Executive Committee of the Society as set out in Rule 6.

Executive Committee Member means a member of the Executive Committee.

Extraordinary General Meeting means all general meetings of the members of the Society other than an AGM.

Financial Interest has the meaning provided in clauses 10.5 and 10.6.

Financial Year means 1 January to 31 December or such other period as the Executive Committee may determine.

~~**Incorporated Societies Register** means the register of incorporated societies established under the Act.~~

Members Register means the register of members of the Society to be kept pursuant to clause 11.8.

~~**Objectives** means the objectives of the Society as provided in clause 3.1.~~

Registrar means the Registrar of Incorporated Societies under the Act.

Society means this Society, The Wagner Society of New Zealand Incorporated.

2.2 **Interpretation**

In the Constitution, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and are not to affect the construction of the Constitution;

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- (b) in the absence of an express indication to the contrary, references to clauses are to clauses of the Constitution;
- (c) a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
- (d) the singular includes the plural and vice versa and one gender includes the other genders;
- (e) the words "written" and "writing" include facsimile and electronic communications and any other means of communication resulting in permanent visible reproduction;
- (f) the word "person" includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality;
- (g) the words "day" and "days" mean calendar days; and
- (h) words or expressions defined in the Act have the same meaning where they are used in the Constitution.

3. OBJECTIVES OF THE SOCIETY

3.1 Objectives

The **e**Objectives of the Society are as follows:

- (a) to further the knowledge and appreciation of the musical works of Richard Wagner and the understanding of his life;
- (b) to encourage all types of presentation of the music of Richard Wagner in New Zealand.

3.2 Activities

In furtherance of the **foregoing** **O**bjectives the Society's activities may include:

- (a) the study of Wagner's contemporaries and his musical successors;
- (b) encouraging and promoting presentations of Wagnerian music in live performance and through the media;
- (c) recognising, supporting, promoting and encouraging singers, conductors, orchestras and other musicians and artists who perform the music of Richard Wagner;
- (d) organising and contributing to lecture programmes on Wagner's life and works, or topics relating thereto;
- (e) arranging occasional music programmes of old and new recordings on disc or video;
- (f) arranging film programmes when suitable material is available;
- (g) supporting and showing hospitality to artists and celebrities who have been outstanding in the advancement of Wagnerian music or its associated context;
- (h) circulating a regular newsletter to members;
- (i) organising or supporting the publication of articles, magazines, books and other communications which relate to the music of Richard Wagner, its performance or the persons who perform it;

- (j) organising tours, bookings and concessions for members where possible and when applicable, for selected musical and theatrical performances;
- (k) co-operating with and supporting other musical or cultural organisations having similar objectives;
- (l) establishing a charitable foundation for purposes which include any of the above objectives and acting as a trustee of any such charitable foundation or trust;
- (m) doing all such other things as shall further the objectives of the Society.

4. REGISTERED OFFICE

4.1 Registered office

The registered office of the Society is 11 Dunkerron Avenue, Epsom, Auckland, 1051.

4.2 Change of Registered Office

The Executive Committee may elect to move the registered office of the Society from time to time. The Secretary will inform the Registrar of this change within the time frame required by law.

5. CAPACITY AND POWERS

5.1 General powers

In addition to the powers granted to the Society pursuant to the Act or otherwise, the Society shall have all the capacity and the rights, powers and privileges as set out in or conferred by the Act, including all powers necessary for, or ancillary or incidental to, fulfilling the Objectives of a natural person.

5.2 Specific Powers

Without limiting clause 5.1 above, and subject to the Constitution, the Executive Committee may, from time to time, take such steps to acquire such property and set up such organisations or institutions for the attainment of all or any of the above objectives in clause 3 as it shall deem necessary or expedient and in particular shall be empowered to:

- (a) purchase, take on lease, hire and otherwise hold any real and/or personal property and any rights or privileges which the Executive Committee may, at their sole discretion, deem necessary or convenient for the purposes of the Society and in particular land, buildings, easements, vehicles and equipment;
- (b) on behalf of the Society, obtain and raise funds by subscriptions, donations or public or personal appeals or any other means whatsoever, and receive legacies on behalf of the Society;
- (c) print and publish newspapers, magazines, periodicals, books, leaflets, or electronic communications and promote radio, television, film and internet-based programmes and documentaries;
- (d) make grants, donations or scholarships for the purpose of advancing the objectives of this Society;
- (e) make grants or donations to establish (including acting as trustee of) and support or aid in the establishment and support, and/or become affiliated to any trust, society or organisation having objects similar, either wholly or in part, to the objectives of the Society, or whose operation could assist the Society in the attainment of its objectives or any of them;

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- (f) — invest and deal with the monies of the Society not immediately required in such a manner as may from time to time be determined by the Executive Committee;
 - (g) — borrow, raise or secure the payment of money in such a manner as the Executive Committee may deem either necessary or beneficial to advance the purposes of the Society;
 - (h) — mortgage, lease, grant rights and privileges over, sell, let, transfer or otherwise dispose of the whole or any part of the property of the Society or any share or interest therein;
 - (i) — enter into guarantees and indemnities including, without limitation, indemnities in favour of Executive Committee Members of the Society for any liabilities they may incur in connection with the Society's affairs (but excluding any liabilities that result from any officer's wilful default or dishonesty);
6. — generally, undertake such actions as the Executive Committee deems necessary or beneficial to advance the objectives of the Society.

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7.6. THE EXECUTIVE COMMITTEE

7.6.1 Executive Committee

The Society shall be governed by an Executive Committee.

7.26.2 Functions and Powers

The functions of the Executive Committee are to direct or supervise the operation and affairs of the Society, and ~~the~~ Executive Committee may exercise all powers of the Society as are not, by the Act or by the Constitution, required to be exercised by the Society at a meeting.

7.36.3 Duties

Each member of the Executive Committee shall owe ~~the following~~ duties to the Society as provided in the Act or otherwise required by law:

- (a) — to act in good faith and in the best interests of the Society, and use their powers for proper purposes;
- (b) — to comply with the Act and the Constitution, except where the Constitution contradicts the Act;
- (c) — to exercise the degree of care and diligence that a reasonable person with the same responsibilities within the Society would exercise in the circumstances applying at the time;
- (d) — to not allow the activities of the Society to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the Society's creditors; and
- (e) — to not allow the Society to incur obligations that the Executive Committee member does not reasonably believe will be performed.

7.4 Composition

The Executive Committee shall be no fewer than five and no more than ten persons, who are not precluded by any relevant legislation from being an Executive Committee member, and will include a President, Secretary and Treasurer, or Secretary/Treasurer where the same person is elected to both offices. A majority of the Executive Committee must be made up of members of the Society.

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7.56.4 Elected

The members of the Executive Committee shall be elected at each AGM.

7.66.5 Term

Executive Committee members shall be elected for a term expiring at the end of the next AGM, subject to clause 6.66.7, and shall be eligible for re-election in accordance with clause 6.46.5.

7.76.6 Removal

Any member of the Executive Committee may be removed either by a majority resolution of the Executive Committee or by a majority resolution of the members of the Society passed at either an AGM or an Extraordinary General Meeting.

7.86.7 Casual Vacancy

Where an Executive Committee Member resigns from office before the end of their term, or is removed from office in accordance with clause 6.7, or otherwise ceases to be a member of the Executive Committee, then the Executive Committee Members, may, by majority resolution appoint another person to hold the vacated position until the next AGM.

7.96.8 Co-option

Subject to clause 06.4, the Executive Committee may co-opt one or more persons to be an additional member of the Executive Committee but the persons so co-opted shall retire at the next AGM but will be eligible for election at that AGM.

7.106.9 Continuance of existing members

The persons who are members of the Executive Committee as at the date of adoption of the Constitution, shall be deemed to be the members of the Executive Committee under the Constitution until the end of the next AGM following registration of the Constitution with the Registrar, ~~subject always to clause 6.7.~~

8.7. OFFICERS OF THE SOCIETY

8.47.1 President

The President will be elected annually at the AGM.

8.27.2 Duties of President

The President shall:

- (a) preside over AGMs and Extraordinary General Meetings and meetings of the Executive Committee;
- (b) provide an annual report on the operations of the Society to present to the members at the AGM outlining the Society's activities since the previous AGM; and
- (c) ensure the affairs of the Society are properly conducted.

8.37.3 Casting Vote

The President will have a casting vote on any issue on any matter put to the Executive Committee for resolution.

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8-47.4 **Alternative President**

In the event that the President is absent from a Committee Meeting or AGM, the Executive Committee will appoint an Alternative President, who has the same powers and duties as the President.

8-57.5 **Secretary**

The Secretary will be elected annually at the AGM.

8-67.6 **Duties of Secretary**

The Secretary shall:

- (a) prepare and circulate and maintain a record of the agenda and minutes of all Executive Committee Meetings and AGMs to those entitled to receive them;
- (b) maintain a register of members in a form set out by the Executive Committee and amended by the Executive Committee from time to time;
- (c) receive and reply to correspondence on behalf of the Society as appropriate;
- (d) file or cause to be filed all required documents with the Registrar; and
- (e) have custody of the Common Seal of the Society which shall be affixed to documents pursuant to a resolution of the Executive Committee in that behalf.

8-77.7 **Treasurer**

The Treasurer will be elected annually at the AGM. The same person may be both the Secretary and the Treasurer.

8-87.8 **Duties of Treasurer**

The Treasurer shall:

- (a) be responsible for keeping proper accounting records;
- (b) prepare, or cause to be prepared, the Annual Financial Statements and present them to the Society at each AGM for approval;
- (c) provide financial information (Including the Annual Financial Statements) to the Executive Committee and as appropriate the members of the Society upon request;
- (d) be responsible for the receipt and deposit of funds; and
- (e) be responsible for the payment of bills of the Society.

8-97.9 **Control and mManagement of finances**

- (a) The funds of the Society must be used to further ~~theits~~ Objectives as the Executive Committee decides.
- (b) Any payment made by the Society must be made or approved by the Approved Signatories.

8-107.10 **Contact personOfficer**

- (a) ~~If the Act requires the appointment or election of a Contact Officer, then T~~the Executive Committee shall from time to time appoint a person~~one of the current Executive~~

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~~Committee Members~~ to the position of ~~cContact personOfficer~~ and ensure that the Society has a contact ~~personofficer~~ at all times.

- (b) The office of ~~cContact personOfficer~~ may be held separately or in conjunction with any other office in the Society or by any Executive Committee Member.
- (c) The ~~cContact personOfficer~~ shall be the ~~personofficer of the Society~~ whom the Registrar can contact when needed.

8.117.11 Office Vacant

Should any office of Secretary or Treasurer or ~~cContact personOfficer (if required by the Act)~~ become vacant, the position will be filled by the Executive Committee at the next Executive Committee Meeting.

8.127.12 Auditor and honorary solicitor

An auditor and/or an honorary solicitor may be elected annually at the AGM.

9.8. MEETINGS OF THE EXECUTIVE COMMITTEE

9.18.1 Number of meetings

There shall be no fewer than four meetings of the Executive Committee annually, which shall be called by the Secretary with no less than 7 days' notice. The Secretary shall at the same time distribute an agenda. Meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously.

9.28.2 Quorum

A quorum of the Executive Committee shall be a majority of the members of the Executive Committee.

9.38.3 Majority required

Resolutions at Executive Committee Meetings will be passed by a simple majority, subject to clause 7.3.

9.48.4 Resolution in writing

A resolution in writing agreed to by all members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be valid and effectual as if it had been passed at a meeting of the Executive Committee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more members of the Executive Committee; or
- (b) several emails in similar form each sent or transmitted by a separate Executive Committee Member.

10.9. SUBCOMMITTEES

10.19.1 Appointment

The Executive Committee may appoint subcommittees consisting of such persons (whether or not members) and for such purposes as it thinks fit.

10.29.2 Procedure

Unless otherwise resolved by the Executive Committee:

- (a) meetings of a subcommittee may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
- (b) the quorum of every subcommittee is half the members of the subcommittee with fractions to be rounded up;
- (c) the subcommittee shall have power to co-opt additional members to the extent the subcommittee resolves that it is necessary to fulfil the applicable purpose of the subcommittee's formation;
- (d) no subcommittee shall have the authority to commit the Society to any obligation or financial expenditure without express written authority from the Executive Committee; and
- (e) no subcommittee may delegate any of its powers or responsibilities.

40.39.3 Resolution in writing

A resolution in writing agreed to by all members of the subcommittee for the time being entitled to receive notice of a meeting of the subcommittee shall be valid and effectual as if it had been passed at a meeting of the subcommittee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more members of the subcommittee; or
- (b) several emails in similar form each sent or transmitted by a separate member of the subcommittee.

44.10. CONFLICTS OF INTEREST

44.10.1 Interested party

Any Executive Committee Member who has a Financial Interest (**Interested Party**) in a matter being considered by or affecting the Society must, as soon as practicably possible after he or she becomes aware of his or her Financial Interest in the matter, disclose the nature and extent of his or her Financial Interest to the Executive Committee.

44.210.2 Voting and participation

Where an Interested Party has disclosed a Financial Interest in a matter:

- (a) he or she must not vote in any decision on that matter, however the Interested Party can be present at the time of the decision and can contribute to the discussion leading to the decision; but
- (b) the Executive Committee may, where it considers it appropriate, exclude the Interested Party from any further discussion or involvement with that matter.

44.310.3 Part of quorum

An Interested Party who is prevented from voting on a matter because he or she has a Financial Interest in that matter may continue to be counted as part of the quorum.

44.410.4 General meeting requirement

Where 50 per cent or more of the Executive Committee members who would form a quorum are prevented from voting on the matter because they have disclosed a Financial Interest, then the Executive Committee members must call an Extraordinary General Meeting to determine the matter.

41.510.5 **Definition of Financial Interest**

An Executive Committee member has a Financial Interest in a matter if he or she:

- (a) may derive a financial benefit from the matter;
- (b) is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

41.610.6 **Exclusions**

The following interests are excluded from the definition of Financial Interest:

- (a) remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Executive Committee Member when carrying out their responsibilities;
- (b) an interest that the Executive Committee Member has in common with other members of the Society as a result of membership; and
- (c) receipt of an indemnity, insurance cover, remuneration, or other benefits authorised by statute.

41.710.7 **Register of disclosures**

The Secretary will maintain a register of disclosures made by Executive Committee Members of Financial Interests in matters that are being considered by or affect the Society. The Executive Committee must present a summary at each AGM of the nature and extent of any disclosures recorded during the year (such summary does not need to disclose the identity of the Interested Party nor the details of the interest disclosed). The register of disclosures will not be open to inspection by members or any other person.

42.11. **MEMBERSHIP OF THE SOCIETY**

42.411.1 **Eligibility**

Subject to clauses 11.2 to 11.4, membership of the Society shall be open to all persons who support the objectives of the Society.

42.211.2 **Application**

All applications for membership must be signed by the applicant and tendered to the Secretary in writing and on the Society's current membership application form, which can be amended by the Executive Committee from time to time, together with any required membership fee or subscription. Applicants will be advised in writing of the outcome of their application.

42.311.3 **Acceptance**

The Executive Committee may, in their sole discretion, determine the acceptability of any application.

42.411.4 **Decision final**

Decisions of the Executive Committee in relation to membership are final and cannot be challenged or appealed. Applicants are, however, permitted to re-apply from time to time.

42.511.5 **Corporate members**

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Any company, club, society or association may become a corporate member and have the right to send a single individual to any function organised by the Society. The corporate member representative may vary from function to function and the corporate member may take up more than one corporate membership.

12.611.6 **Renewing members**

Renewing members are not required to submit a written application but should advise the Secretary if their membership details have changed. The payment of the membership fee indicates agreement to continue to be bound by the Constitution.

12.711.7 **Honorary life members**

The Executive Committee may elect to honorary life membership any person who has made a recognised contribution to the understanding and acceptance of Wagner's music in the community, or in recognition of exceptional service rendered to the Society.

12.811.8 **Members Register**

- (a) The Secretary must keep a register of members recording each member's name, postal address and email address, telephone number and the date the person became a member.
- (b) If a member's name, address details or telephone number changes, then the member must give the Secretary the updated information. The Secretary must then update the Members Register as soon as practicable.

12.911.9 **Access to Members Register**

- (a) An Executive Committee Member may access the Members Register if access is necessary for the performance of the Executive Committee Member's functions or the exercise of the Executive Committee Member's powers.
- (b) A member may make a request to the Secretary for access to the Members Register. The Secretary will provide access to the extent that members have consented to access being granted to information about themselves on the Register.

11.10 **Notices**

A notice may be given by the Society to any member either personally or by sending it to the member at the address supplied by the member to the Society (including by email or other electronic communication) and may be given by way of inclusion in a newsletter from the Society to all members.

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13.12 **INFORMATION**

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13.112.1 **Request for Application information**

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A member may at any time make a written request to the Society for information held by the Society, such request to specify the information sought in detail to enable it to be identified. The obligations of the Society to provide the information shall be as set out in the Act. Members will be entitled to apply, in writing, to:

- (a) — the Secretary to:
 - (i) — receive a copy of the minutes of the previous AGM; and
 - (ii) — inspect the register of members; and
 - (iii) — receive such other information to which they are entitled by statute;

~~(b) the Treasurer to inspect the financial statements.~~

~~13.212.2~~ **Fee**

The Executive Committee may, at their sole discretion, request the member to pay a fee to cover the cost of providing the member with the information.

~~14.13.~~ **SUBSCRIPTIONS**

~~14.113.1~~ **Annual subscription**

The annual subscription to the Society shall be such as the Executive Committee shall from time to time determine and shall be payable in advance.

~~14.213.2~~ **Period**

The subscription of each member shall be for one year and shall be due and payable on the date of joining and thereafter on the 1st day of April each year or such other date as the Executive Committee may determine.

~~14.313.3~~ **Reduced first subscription**

The first subscription for members joining after 1st October (or such other date as the Executive Committee may determine) in any year shall be a reduced amount.

~~14.413.4~~ **Unfinancial member**

A member will be deemed unfinancial if the annual subscription is not paid within three months of the annual subscription falling due.

~~14.513.5~~ **Lapse of membership**

Membership shall lapse if the annual subscription is not paid within six months of the due date.

~~14.613.6~~ **Honorary life members**

Honorary life members shall not be liable to pay the annual subscription.

~~15.14.~~ **DISPUTE RESOLUTION PROCEDURES FOR RESOLVING DISPUTES BETWEEN MEMBERS (IN THEIR CAPACITY AS MEMBERS) AND BETWEEN MEMBERS AND THE SOCIETY**

~~15.1~~ **Complaints about a member:**

- ~~(a) The Executive Committee must consider a complaint, or institute a disciplinary procedure, regarding alleged misconduct of a member.~~
- ~~(b) An oral hearing of a complaint will be held if the Executive Committee decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.~~
- ~~(c) The member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.~~
- ~~(d) The member will be fairly advised of all allegations concerning the member, with sufficient details and time given to enable the member to prepare a response.~~
- ~~(e) The member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).~~
- ~~(f) The member's written statement or submissions will be considered by the Executive Committee.~~

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15.2 — A member's grievance against the Society or another member

- (a) — A member can raise with the Executive Committee an allegation of damage (caused by the Society, or a member) to a member's rights or interests (as a member) or to members' rights or interests generally.
- (b) — An oral hearing of the grievance will be held if the Executive Committee decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.
- (c) — The member will be heard before the grievance is resolved or any outcome is determined.

15.3 — Investigating and determining complaint or grievance

The Executive Committee must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance.

15.4 — Executive Committee may decide not to progress complaint or grievance

Despite clause 14.3, the Executive Committee may decide not to proceed with a matter further if the Executive Committee determines that:

- (a) — the matter is trivial; or
- (b) — the complaint or grievance does not appear to disclose:
 - (i) — in the case of a complaint, any material misconduct; or
 - (ii) — in the case of grievance, any material damage to a member's rights or interests; or
- (c) — the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
- (d) — the person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
- (e) — the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.

15.5 — Executive Committee may refer complaint to subcommittee or other investigator

The Executive Committee may refer a complaint or grievance to:

- (a) — a subcommittee or an external person to investigate and report; or
- (b) — a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

15.6 — Decision makers

A person may not act as a decision maker in relation to a complaint or grievance if two or more members of the Executive Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not:

- (a) — be impartial; or
- (b) — be able to consider the matter without a predetermined view.

14.1 — How a complaint is made

- (a) — A Member or Committee Member may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

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- (i) states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with this Constitution; and
- (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
- (iii) sets out any other information reasonably required by the Society.
- (b) The Society may make a complaint involving an allegation against a Member or a Committee Member by giving to the Member or the Committee Member a notice in writing that:
 - (i) states that the Society is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under clauses ~~14.1(a)~~~~18.1(a)~~ and ~~14.1(b)~~~~18.1(b)~~ must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

14.2 Person who makes complaint has a right to be heard

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- (a) A Member or Committee Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Society makes a complaint:
 - (i) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) a Committee Member may exercise that right on behalf of the Society.
- (c) Without limiting the manner in which the Member, Committee Member, or Society may be given the right to be heard, they must be taken to have been given the right if:
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (ii) an oral hearing is held if the Committee considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the Committee; and
 - (iv) the Member's, Committee Member's, or Society's written statement or submissions (if any) are considered by the decision maker.

14.3 Person who is subject of complaint has right to be heard

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- (a) This clause applies if a complaint involves an allegation that a Member, a Committee Member, or the Society (the **respondent**):
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under this Constitution or any Bylaws or the Act; or
 - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.

- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Society, a Committee Member may exercise the right on behalf of the Society.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the Committee considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the Committee; and
 - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

14.4 Investigating and determining complaint or grievance

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The Committee must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined.

14.5 Committee may decide not to progress complaint

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Despite clause 14.418.4, the Committee may decide not to proceed further with a complaint if the Committee determines that:

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

14.6 Committee may refer complaint

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The Committee may refer a complaint to:

(a) a subcommittee or an external person to investigate and report; or

(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

14.7 Decision makers

A person may not act as a decision maker in relation to a complaint or grievance if two or more Committee Members or a complaints subcommittee 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.

16-15. TERMINATION OF MEMBERSHIP

16-115.1 Notice of resignation

Members shall advise the Society by notice in writing if they wish to resign from their membership, with such resignation to be effective at the date such notice is received by the Secretary.

16-215.2 Termination by Executive Committee

After due inquiry by the Executive Committee, and subject to compliance with clause 14 if applicable, and having given the member the right to be heard (either in person or in writing, at the Executive Committee's sole discretion), the Executive Committee may, by written notice, stating the reasons for arriving at their decision, invite any member, within a specified time to resign for failure to comply with the Constitution or any of the other duties as a member. If the member does not so resign, then such member's membership may be terminated by a majority resolution of the Executive Committee approving the termination. Unless otherwise specified in such resolution, termination is effective as of the date of the resolution.

17-16. ANNUAL GENERAL MEETINGS

17-116.1 Timing

The AGM shall be held within 6 months of the end of the Society's Financial Year, but no later than 15 months after the previous meeting, and shall, where practicable, be held on a date close to May 22 so as to mark Wagner's birthday.

17-216.2 Notice

The Secretary will publish, or cause to be published, by post to a member's address in the Society's Members Register, or by email to a member's email address in the Society's Members Register, (including by way of insertion in a newsletter of the Society to all members), not less than 7 days' notice of the AGM that will be distributed to all members of the Society informing them of the date, time and business to be covered. An AGM or related procedure undertaken pursuant to this Constitution shall not be invalidated only by an accidental omission or irregularity of form (including, but not limited to, the form of any notice or the non-receipt by any person of that notice).

17-316.3 Entitlement to Vote

All financial members (including honorary life members) shall be entitled to attend and vote at the AGM.

17-416.4 Voting

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Except where otherwise provided in the Constitution, the majority of all votes cast shall decide all resolutions. In the case of an equality of votes, the President shall have the casting as well as a deliberative vote. Every member entitled to vote and attending at a meeting shall have one vote. Every motion submitted to any general meeting shall be decided in the first instance on the voices, or by direction of the President, or on the request of any two members entitled to vote, by a poll. At any general meeting a declaration by the President that the resolution has been carried shall be conclusive. An entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

17.516.5 **Quorum**

No business shall be conducted at the AGM unless a quorum is present. A quorum is no fewer than 10 members of the Society who are entitled to vote at the meeting and who are present. To avoid doubt, a member participating in a meeting by means of audio, audio and visual, or electronic communication is present at the meeting and part of the quorum. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

17.616.6 **Business**

The business of the AGM and information to be presented shall include:

- (a) the election of the Executive Committee and officers of the Society as provided in clauses 06 and 7;
- (b) the consideration of the report of the President;
- (c) the consideration and approval of the Annual Financial Statements, presented by the Treasurer;
- (d) the presentation by the Executive Committee of the Interests Register;
- (e) deciding on any resolution which may be duly submitted to the meeting which is either put forward by the Executive Committee or of which notice in writing has been lodged with the Secretary not less than 14 days before the date of the meeting;
- (f) the consideration of any amended subscription fee required for membership;
- (g) the setting or alteration of the remuneration (if any) payable to the Treasurer or Secretary; and
- (h) the approval of any Constitution changes proposed in accordance with clause 17.

17.716.7 **Written resolution**

A written resolution in lieu of an AGM is not permitted.

18-17. **ALTERATION OF CONSTITUTION**

Subject as provided or permitted by the Act, the Constitution may only be altered, added to or amended by a resolution passed by a 75% or greater majority of members present and entitled to vote at and voting at an AGM or Extraordinary General Meeting of the Society and of which at least 14 days' notice has been given specifying the proposed alteration, addition or amendment. If any such resolution is passed, then the Secretary shall file, or cause to be filed, the amendment with the Registrar of Incorporated Societies in accordance with the Act.

19-18. **CALLING EXTRAORDINARY GENERAL MEETINGS**

The Executive Committee may, whenever it thinks necessary or desirable, call additional meetings of members by providing notice in writing two weeks prior, together with an agenda for any such meeting. No business other than that stated in such requisition shall be transacted or considered at any Extraordinary General Meeting. Clauses 16.2 to 16.5 and clause 16.7 above shall apply to Extraordinary General Meetings with such changes as the context and circumstances require.

20-19. INTERPRETATION OF CONSTITUTION

Any doubt or difficulty arising as to the interpretation of the Constitution shall be determined by the Executive Committee whose decision shall be final, but subject to review by any Court of competent jurisdiction, or by an independent arbitrator nominated by the Chair~~President~~ for the time being of the New Zealand Law Society.

21-20. INSPECTION OF CONSTITUTION

A copy of the Constitution shall be available for inspection at the registered office of the Society by any financial member of the Society at any time during ordinary business hours.

22-21. INDEMNITY AND INSURANCE

22-121.1 Indemnity for costs

The Society shall indemnify each Executive Committee Member and its employees for any costs incurred by any of them in any proceeding:

- (a) that relates to the liability for any act or omission in his or her capacity as an Executive Committee Member or employee; and
- (b) in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.

22-221.2 Indemnity for liability

The Society shall indemnify each Executive Committee Member and its employees in respect of:

- (a) liability to any person other than the Society for any act or omission in their capacity as an Executive Committee Member or employee, not being criminal liability, or a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity as an Executive Committee Member or employee;
- (b) costs incurred by that Executive Committee Member or employee in defending or settling any claim or proceeding relating to any such liability.

22-321.3 Insurance

The Society shall, with the prior approval of the Executive Committee, effect insurance for each Executive Committee Member and its employees in respect of:

- (a) liability not being criminal liability for any act or omission in his or her capacity as an Executive Committee Member or employee;
- (b) costs incurred by that Executive Committee Member or employee in defending or settling any claim or proceeding relating to any such liability; and
- (c) costs incurred by that Executive Committee Member or employee in defending any criminal proceedings:
 - (i) that have been bought against the Executive Committee Member or employee in relation to any act or omission in his or her capacity as an Executive Committee Member or employee; and

- (ii) in which he or she is acquitted.

23-22. NO PRIVATE PECUNIARY OR FINANCIAL GAIN FOR ANY INDIVIDUAL

No private pecuniary or financial gain shall be made from the Society by any of its members, except that:

- (a) any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Society;
- (b) the Society may pay reasonable and proper remuneration to any officer or servant of the Society in return for services actually rendered to the Society;
- (c) any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Society; and
- (d) any member may retain any remuneration properly payable to that member by any company or undertaking with which the Society may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Society.

24-23. LIQUIDATION AND REMOVAL FROM REGISTER WINDING UP

24.23.1 Decision to liquidate or remove from Register wind up

If at an AGM or Extraordinary General Meeting of the Society (of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 11.10) the decision may be taken by resolution passed by 75% or greater majority of those present and entitled to vote to liquidate wind up the Society, or remove it from the Incorporated Societies Register, and that decision shall be effective from the date of that resolution.

24.23.2 Liquidator

The resolution to liquidate wind up the Society may also include the appointment of a liquidator to conduct the winding up process.

24.323.3 Distribution of surplus assets

In the event of the liquidation of the Society or its removal from the Incorporated Societies Register winding up, any surplus funds and/or property after settlement of all liabilities shall be distributed to a not for profit body or bodies having the advancement of opera and/or music amongst their objectives, as approved by majority vote at an AGM or Extraordinary Special Meeting (of which, for the purposes of section 228 of the Act, notice is given in accordance with clause 11.10):-