

CONSTITUTION OF
NAPIER PIPE BAND INCORPORATED

1. Name

The name of the Society shall be NAPIER PIPE BAND INCORPORATED ("the Society").

2. Objects

The objects which shall be limited to New Zealand for which the Society is established are:

- 2.1. To establish and maintain a pipe band and provide and maintain uniforms clothing instruments music furniture and other equipment needed by the Society
- 2.2. To teach the playing of bagpipes and other instruments both solo and in concert thereby encouraging education and information to the local communities
- 2.3. To promote and develop the playing of pipe band instrumental music in Hawke's Bay
- 2.4. To take part in workshops/seminars competitions and seek opportunities to develop the music of the Society
- 2.5. To affiliate with any national Association of Pipe Bands.
- 2.6. To carry out any charitable purposes recognised by the laws of New Zealand and in particular to provide matters that are beneficial to the community.
- 2.7. To do all such things as are incidental to or conducive to the attainment of any of the above objects.

3. Powers

The powers of the Society are:

- 3.1. To raise money by all lawful means and conduct fundraising campaigns and to solicit financial assistance from individuals, the general public, organisations of all kinds, trusts, business and commercial enterprises, local authorities, the government and government agencies.
- 3.2. To apply the funds, income and property of the Society solely towards the promotion of its objects.
- 3.3. To purchase, lease, exchange, hire or acquire and sell, surrender, mortgage, charge, manage, subdivide, develop and deal with every kind of real or personal property.
- 3.4. To construct, maintain, restore, repair, alter and replace any buildings or other structures furniture and chattels.
- 3.5. To borrow or raise money and secure the payment of monies borrowed in such manner as the Committee shall think fit and in particular, by the issue of debentures or by way of mortgage charged upon any of the property of the Society.
- 3.6. To invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Committee thinks fit
- 3.7. To obtain professional services from persons, boards, societies and government agencies.
- 3.8. To publish or promote the publication or circulation or sale of books pamphlets periodicals and other printed matter audio visual or computer generated material relating to pipe bands.
- 3.9. To indemnify any person or company against debts, liabilities, claims and proceedings incurred on behalf of or in the course of providing any services for the Society.

4. Membership

There shall be the following classes of membership

- 4.1. Playing Members
- 4.2. Associate Members
- 4.3. Life Members

5. Playing Members

- 5.1. Any person may make application in writing to join the Society on a form provided by the Committee and may undergo a satisfactory audition arranged by the Pipe Major.
- 5.2. Provided the applicant passes the audition the Committee may accept the person as a Playing Member.
- 5.3. The Committee may decline to accept the person as a Playing Member without giving any reason

6. Associate Member

- 6.1. Any person, organisation, unincorporated or incorporated society, body, trust may make an application in writing to the Committee to join the Society as an Associate Member.
- 6.2. The Committee may accept the applicant as an Associate Member.
- 6.3. The Committee may decline to accept the applicant as an Associate Member without giving any reason.

7. Life Membership

- 7.1. Any person who has rendered outstanding services to the Society may be elected a Life Member at any Annual General Meeting or Special General Meeting of the Society.
- 7.2. The Life Member shall have the same rights and privileges as any other member of the Society except he or she shall not be required to pay a subscription.

8. Patron

- 8.1. If the Committee decides in any year that there should be a Patron then such a person shall be elected at the Annual General Meeting.
- 8.2. The Patron shall have speaking rights but shall not be eligible for nomination to the Committee nor have voting rights.
- 8.3. The Patron shall not pay any subscription or dues levied.
- 8.4. The Patron shall hold office until the following Annual General Meeting and shall be eligible for re-election

9. Termination of Membership

Membership of a member may be terminated:

- 9.1. If the member tenders a resignation in writing.
- 9.2. If a member dies.
- 9.3. If a member's subscription remains unpaid for Three (3) months since becoming a member of the Society or from the date on which it was due.
- 9.4. If a member is in breach of this constitution or if the member's conduct in the opinion of the Committee is not considered to promote the best interests of the Society.
- 9.5. If it is alleged any member is liable to have the membership terminated pursuant to clause 9.4 then the member shall be given not less than 14 days notice in writing of a meeting of the Committee called to consider such an allegation. The member shall have the right to submit to the Committee a written answer to the allegation and shall have the right to attend before the Committee to state the member's case and may bring one support person to that meeting.
- 9.6. Any resolution of the Committee to terminate pursuant to clause 9.5 shall be passed by a two thirds majority of the Committee members present at such meeting.
- 9.7. In the case of a decision to terminate membership pursuant to clause 9.6 the Secretary shall notify the member in writing of the decision. Such member may within 14 days after the date of

such notice give written notice to the Secretary of that member's intention to appeal such decision.

- 9.8. Upon receipt of the intention to appeal the Secretary shall call a Special General Meeting of the Society. The Special General Meeting shall either affirm the Committee's decision or shall decline to affirm the decision in which case the member shall continue as a member.
- 9.9. Any member whose membership is terminated shall not be relieved of liability for moneys then due and unpaid at the date of termination.
- 9.10. Any Playing Member whose membership is terminated shall hand over in good order to the Custodian or Committee all instruments music and uniforms and any other property of the Society within 30 days and shall be liable for any costs of repair or cleaning of the instruments music and uniforms.

10. The Committee

- 10.1. There shall be a Committee comprising: President, Secretary, Treasurer and Four (4) Playing Members, Drum Major, Pipe Major, and Band Manager all elected at the Annual General Meeting.
- 10.2. The office of Secretary and Treasurer may in any year be held by the same person.
- 10.3. Members of the Committee except for the Four (4) Playing Members shall hold office until the following Annual General Meeting and shall be eligible for re-election.
- 10.4. Subject to clause 10.4.1 the Four (4) Playing Members shall hold office for Two (2) years until the Annual General Meeting held Two (2) years after election and shall be eligible for re-election.
 - 10.4.1. At the first Committee meeting after the Annual General Meeting to be held before the last day of June 2015 pursuant to clause 13.1 the Committee by lot shall determine which Two (2) Playing Members are to retire at the following General Meeting.
 - 10.4.2. At the General Meeting to be held before the last day of June 2017 pursuant to clause 13.1 the other Two (2) Playing Members not selected pursuant to clause 10.4.1 shall retire but be eligible for re-election.
 - 10.4.3. Thereafter retirement shall be by rotation after a Playing Member shall have served his/her two year term
- 10.5. The office of a Committee Member shall become vacant if:
 - 10.5.1. The member shall resign; or
 - 10.5.2. The member dies; or
 - 10.5.3. The member is absent from New Zealand for a period of six months without obtaining leave of absence from the other Committee Members; or
 - 10.5.4. The member shall refuse to act or be absent from three consecutive meetings of the Committee without reasonable cause or without leave of absence granted by the Committee; or
 - 10.5.5. The member is removed from the office by two thirds majority vote of the members of the Committee PROVIDED THAT before such action is taken not less than seven (7) days notice of the proposed action shall be given to such Committee Member who may make submissions in writing or in person at the meeting at which the removal is proposed to be considered; or
 - 10.5.6. The member is subject to an order under the Protection of Personal and Property Rights Act 1988; or
 - 10.5.7. The member becomes a special patient or restricted patient or is subject to an in-patient order for compulsory treatment as defined in the Mental Health (Compulsory Assessment and Treatment) Act 1992.

- 10.6. The remaining Members of the Committee may appoint some other person to fill the vacated office and if a Playing or Associate Member position is vacant then the vacancy must be filled by a member of that class of membership. Any appointment so made shall be until the next following Annual General Meeting.

11. Chairperson

- 11.1. At the first Committee meeting after the AGM the Committee shall elect one of their number to be the Chairperson of the Society until the conclusion of the next AGM.

12. Powers and Duties of Committee

The administration management and control of the Society shall be vested in the Committee. The function and duties of the Committee shall be:

- 12.1. To control, administer, invest and manage property, funds and affairs of the Society.
- 12.2. To hold moneys or property of whatsoever kind given paid or transferred to the Society together with any accumulations of income arising therefrom and all moneys, investments and property from time to time representing the same.
- 12.3. To lend money to any person body or society on such terms as the Committee may think fit.
- 12.4. To acquire develop, subdivide, exchange, sell, lease, improve, build, manage, alter, maintain, repair or otherwise deal with real and personal property of every description including plant equipment and vehicles.
- 12.5. To accept applications for membership and to prescribe forms or stipulate requirements for such membership.
- 12.6. To fix the annual subscription or any levies payable by each category of membership and when they shall be due and to waive in whole or part the amount of subscription payable by any individual.
- 12.7. To fix the date of the Annual General Meeting.
- 12.8. To appoint an auditor, examiner or reviewer.
- 12.9. To make such appointments for Drum Sergeant, Piping Tutor, Drumming Tutor or other positions as the Committee considers beneficial to the management of the Band.
- 12.10. To develop and establish job descriptions and descriptions of the duties of Pipe Major, Drum Major, Band Manager and the persons appointed pursuant to sub clause 12.9.
- 12.11. To appoint sub-committees as the Committee from time to time deem expedient for carrying out of the objects. Members of any sub-committee need not be members of the Committee.
- 12.12. To arrange any insurance cover required.
- 12.13. To provide and keep in repair instruments and uniforms of the Society.
- 12.14. To enter into a contract of service with any person or body, to appoint administrators, executive director, assistants and other servants or workers whether honorary or otherwise and upon such terms and conditions and at such remuneration as the Committee shall think fit (subject to clause 16.5) and from time to time to remove and to replace any person so appointed.
- 12.15. To be responsible for publicity and communications by the Society. No member of the Society shall communicate to the public or media unless the Committee approves.
- 12.16. To do all such things as not being contrary to law and not prohibited by this Constitution shall or may be necessary or desirable in the opinion of the Committee for the carrying out of the objects of the Society.

13. General Meetings

- 13.1. The Annual General Meeting shall be held on such date no later than the last day of June each year as the Committee may from time to time determine.

- 13.2. The business to be transacted at the Annual General Meeting shall be:
 - 13.2.1. Approve the Minutes of the previous Annual General Meeting and any other General Meeting which may have been held since the date of the last Annual General Meeting.
 - 13.2.2. To receive the President's and Pipe Major's Reports.
 - 13.2.3. To elect a Patron (if required).
 - 13.2.4. To elect the Committee.
 - 13.2.5. To receive the Financial Report.
 - 13.2.6. To transact any other business that may be lawfully brought forward.
- 13.3. A Special General Meeting may be summoned by the Committee or by a requisition signed by not less than five (5) members of the Society specifying the purpose of the meeting.
- 13.4. Notice of each General Meeting shall be given at least 14 days prior to the date appointed by a notice in writing to each member or by telephone or facsimile or electronic communication.
- 13.5. The notice calling a General Meeting shall state whether the meeting is the Annual General Meeting or a Special General Meeting and shall specify the place date and time at which that meeting is to be held and the business for which the meeting is called.

14. Nominations

- 14.1. The Secretary will call for written nominations for Committee 28 days prior to the Annual General Meeting and these shall be delivered to the Secretary not less than 7 days before the commencement of the Annual General Meeting. The consent of the nominee shall be required on the nomination.
- 14.2. If there are insufficient nominations for any position then the person presiding shall call for nominations for that position at the Annual General Meeting.

15. Procedure at General Meetings

- 15.1. At every General Meeting the Chairperson shall preside. If the Chairperson is unable to be present then the meeting shall elect a chairperson from amongst those present.
- 15.2. If a quorum is not present within half an hour after the time appointed for a General Meeting that meeting shall stand adjourned.
- 15.3. At the adjourned General Meeting the business may proceed notwithstanding the want of a quorum.
- 15.4. Only Playing Members and the President, Secretary, Treasurer and Band Manager shall have voting rights.
- 15.5. Election of the Committee shall be by secret ballot only.
- 15.6. Voting on other matters at a General Meeting shall be by a show of hands unless a poll is demanded by three (3) persons present either before the vote or after the declaration of the result.
- 15.7. If a poll is demanded a secret ballot shall be held.
- 15.8. In the case of equality of voting the person chairing the meeting shall have a casting vote.
- 15.9. If a poll is demanded the person chairing the meeting shall not have a casting vote.

16. Procedure at Committee Meetings

- 16.1. Meetings of the Committee shall be held at such time and place as the Committee may direct.
- 16.2. The President or any two members of the Committee may call a meeting at any time.
- 16.3. Notice of the Committee Meeting shall be given to each member by a notice in writing or by telephone or facsimile or electronic communication.

- 16.4. At every meeting of the Committee the Chairperson shall preside. If the Chairperson is unable to be present then the meeting shall elect a chairperson from amongst those present.
- 16.5. At any meeting of the Committee at which the appointment or remuneration of any member as Administrator, Executive Director, assistant, worker or servant shall be considered, then such member shall not take part in the discussion or vote on any resolution relating to the matter and shall not otherwise materially influence the outcome of such discussion and resolution.
- 16.6. Any questions arising at any Committee meeting shall be decided by consensus unless a majority agree that consensus is not possible in which case the question shall be decided by a majority vote.
- 16.7. In the case of an equality of votes the person chairing the meeting shall NOT have a casting vote.
- 16.8. A resolution in writing signed by all the Committee members for the time being entitled to receive notices of meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form and each signed by one or more members.

17. Quorum

- 17.1. A quorum for a General Meeting shall be Ten (10) members.
- 17.2. A quorum for a Committee Meeting shall be more than fifty percent of the Committee members.

18. Duties of Secretary

- 18.1. The Secretary shall keep a register of members showing the names and addresses including any e-mail address given. The register shall record the date at which they became members and have provision for the date on which they cease to be a member.
- 18.2. The Secretary shall give notice to the Committee of the meetings to be held.
- 18.3. The Secretary shall keep minutes of all meetings and be responsible for the records and papers of the Society.
- 18.4. The Secretary shall write and receive the correspondence of the Society.
- 18.5. The Secretary shall carry out any other duties usually pertaining to the office of Secretary.

19. Duties of Treasurer

- 19.1. The Treasurer shall receive all moneys for and on behalf of the Society and give receipts and keep proper accounts.
- 19.2. The Treasurer shall place all moneys received to the credit of the Society in a bank as approved by the Committee.
- 19.3. The Treasurer shall report to Committee meetings on the state of funds and obtain authority for payments on behalf of the Society.
- 19.4. The Treasurer shall prepare the Balance Sheet incorporating Income and Expenditure of the Society after the end of the financial year.
- 19.5. The Treasurer shall forward to the Registrar of Charities after the Annual General Meeting a copy of the financial statements.
- 19.6. The Treasurer shall carry out any other duties usually pertaining to the office of Treasurer.

20. By Laws

- 20.1. The Committee may make, amend or rescind any By Laws or Regulations consistent with this Constitution to attain the objects of the Society or any of them.
- 20.2. The Committee may also make amend or rescind Regulations as to the conduct and discipline obligations and playing conditions use of instruments and uniforms musical requirements of the Band and playing positions in the Band.

21. Finance

- 21.1. The Financial year shall be from 1 April to 31 March
- 21.2. The Committee shall cause proper books or records of accounts to be provided and true and accurate entries to be made therein of the assets and liabilities of the Society and of all the sums of money received and paid by the Committee under the authority of this constitution and in pursuance of the objects of the Society.
- 21.3. All moneys collected or raised by the Committee shall within five (5) business days after they shall have come into the hands of the Treasurer be paid into an account or accounts in the name of the Society at such Bank or Banks as the Committee shall from time to time appoint.
- 21.4. Expenditure shall be approved by the Committee.
- 21.5. All accounts shall be paid by cheques and withdrawal slips drawn on the account signed by any two of the Committee members as the Committee may from time to time appoint or by electronic transactions or bill payments.
- 21.6. Cheques and other negotiable instruments requiring endorsement for credit of the Society shall be executed in such manner as the Committee shall determine.
- 21.7. Immediately after the end of each financial year the Treasurer shall prepare the annual Balance Sheet as at the end of such financial year. Such Balance Sheet together with a Statement of Income and Expenditure shall be submitted to the Committee before being submitted for audit, examination or review and thereafter submitted to the Annual General Meeting next following.
- 21.8. Once at least every year the accounts of the Society shall be audited examined or reviewed and the correctness of the Balance Sheet and Statement of Income and Expenditure ascertained by an Auditor Examiner or Reviewer appointed by the Committee who should make a report to the Society on the accounts so examined by that Auditor Examiner or Reviewer and on the Balance Sheet and such Statement of Income and Expenditure.
- 21.9. The Committee may borrow money from any person body or society by means of bank overdraft or otherwise and with or without security upon such terms and conditions as may be approved by the Committee.
- 21.10. **Subscriptions** fixed by the Committee shall be payable on 1st May or such other date fixed by the Committee each year.

22. Prohibitions against Benefits

- 22.1. Nothing herein shall be construed as entitling or permitting any member or a person associated with a member by reason of their relationship to the Society or any business carried on by the Committee in exercise of their powers to receive or to be capable of receiving any benefit or advantage from the society.
- 22.2. No member shall materially influence the nature or amount of any such benefit or advantage or the circumstances in which it is to be received PROVIDED that the provisions of this clause shall not apply in respect of any benefit or advantage which is:
 - 22.2.1. in the form of interest on a loan made at current commercial rates having regard to the nature and term of the loan; or
 - 22.2.2. income from rendering professional services to the Society where such services are given in the course of carrying on of a professional practice.
- 22.3. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

23. Common Seal

- 23.1. The Common Seal of the Society shall be held by the Secretary. The Common Seal shall be affixed to such documents as the Committee shall from time to time by resolution direct. Every document to which the seal is affixed shall be signed by any two members of the Committee.

24. Amendment

- 24.1. This constitution may be amended, added to or rescinded at any Annual General Meeting or Special General Meeting by a majority of the members present in person and entitled to vote.
- 24.2. Notice of such amendment shall be given in writing within 14 days before the date time and place of the General Meeting called to consider such proposals.
- 24.3. Any notice of motion to amend, add to or rescind any rule shall be delivered to the Secretary in writing 21 days before the Annual General Meeting or Special General Meeting.
- 24.4. No such alteration, addition, rescission or amendment of this constitution shall be made if it affects any charitable objects, the personal benefit clause or the liquidation clause

25. Indemnity

- 25.1. The Committee and members shall not be liable for any loss arising from and out of or in connection with or in relation to any loss damage or misfortune which shall happen in the execution of the powers and duties of the Society.
- 25.2. The Committee and members shall be indemnified by the Society from and against all losses and expenses properly incurred by them in or about their discharge of their respective duties.

26. Liquidation

- 26.1. The Society may be put into liquidation if a resolution appointing a liquidator shall have been passed by a majority of the members present and entitled to vote at an Annual General Meeting or Special General Meeting convened for the purpose of considering such a resolution.
- 26.2. The resolution to put the Society into liquidation must be confirmed at a further General Meeting of which notice is to be given. The General Meeting must be held not earlier than 30 days after the date on which the first resolution was passed and must be passed by a majority of the members present and entitled to vote.
- 26.3. On the liquidation of the Society in accordance with this clause any moneys and property remaining after the due settlement of the affairs of the Society and the payment of all debts and claims shall not be paid to or distributed amongst the members of the Society but shall be paid to such other approved charitable organisations in NZ having similar objects to the Society OR for charitable purposes recognised under New Zealand law.

27. Status

This society shall be a non profit society with benevolent and charitable purposes.

28. Registered Office

The registered office of the Society shall be at 15A Eton Street, Taradale or such other place as the Committee from time to time decides.

29. Interpretation

In the event of any question or difficulty not provided for in these rules arising the decision of the Committee shall be final.