

## Proposed Constitution Changes, Sections 7 and 8.

### Chief Points:

The club sought legal advice in respect to tidying up its rules and bringing them into line with current practice for registered charities. They include:

- Removal of the requirement for financial review.
- Change to the legally required minimum membership for committee, according to the Charities Commission legislation.
- Change of AGM scheduling to fit in with financial reporting requirements.

The purpose of these changes is to give the Folk Club the flexibility to respond to different situations, opportunities and projects while maintaining the correct oversight and compliance. For example, larger or smaller committees and subcommittees can be formed as the club requires them.

A Tier 4 Charity such as ours is not required to undergo the more onerous (and expensive) financial review procedure, deferring instead to oversight by the Committee in the first instance and then to the membership at the AGM.

From	To
<p><b>7. Meetings</b>            (a) The Annual General Meeting of the Club will be held in April of each year, and general meetings as and when the committee may specify.            The committee shall meet as and when they consider necessary except that one full committee meeting must be held each calendar month. Twenty members shall for a quorum at the Annual General Meeting and general meetings. Five shall be the quorum for a committee meeting.</p> <p>(b) At all meeting of the Club or Committee, each full member shall have one vote which must be given personally. The President, or Chairperson in their absence, shall in all cases of equal voting have a casting vote as well as a deliberate vote. Voting shall be in the first instance “on the voices”. If two or more members so demand, voting shall be a show of hands. If three or more members so demand, the voting shall be by ballot.</p> <p>(c) The Secretary may, with the approval of the President convene a meeting of the committee, or a General Meeting of the Club to consider any important business. In addition, the Secretary shall, upon a request in writing signed by at least ten full members, convene an extraordinary General Meeting.</p> <p>(d) At least 21 days notice shall be given of an Annual General Meeting, or an extraordinary General Meeting, and at least 7 days clear notice of a General Meeting or a Committee Meeting</p>	<p><b>7. Meetings</b></p> <p>7.1 The annual general meeting of the Club must be held no later than six months after the balance date of the Club and no later than 15 months after the previous annual general meeting.</p> <p>7.2 The Committee must determine when the annual general meeting will be held.</p> <p>7.3 The Committee must ensure that minutes of the annual general meeting are taken.</p> <p>7.4 The business of the annual general meeting must include:</p> <ul style="list-style-type: none"> <li>a) Receiving the minutes of the Club’s previous meeting(s);</li> <li>b) The presentation of:               <ul style="list-style-type: none"> <li>i. The annual report on the affairs of the Club during the most recently completed accounting period;</li> <li>ii. The financial statements of the Club for that period;</li> <li>iii. A summary of any disclosures or the types of disclosures made by Committee members of an interest in matters being considered by or affecting the Club, recorded since the previous annual general meeting;</li> </ul> </li> <li>c) Election of Committee members, if there are vacancies on the Committee;</li> <li>d) Election of a Committee member to any vacant position on the Committee;</li> <li>e) Motions to be considered; and</li> <li>f) Any general business.</li> </ul> <p>7.5 The Committee may call a special general meeting at any time. The Committee must call a special general meeting if the Secretary receives a written request signed by at least 10 percent of members.</p> <p>7.6 A meeting may only be held if at least 10 percent of members attend or participate by means of audio,</p>

	<p>audio and visual, or electronic communication. This will constitute the quorum.</p> <p>7.7 At all meetings of the Club, each full member shall have one vote which must be given personally. The President, or Chair in their absence, shall in all cases of equal voting have a casting vote as well as a deliberate vote. Voting shall be, in the first instance, “on the voices”. If two or more members so demand, voting shall be a show of hands. If three or more members so demand, the voting shall be by ballot.</p> <p>7.8 At least 21 days’ notice shall be given of an annual general meeting or a special general meeting, and at least 7 days’ notice of a Committee meeting.</p>
<p>From</p>	<p>To</p>
<p><b>8. Officers:</b></p> <p>(a) The officers of the Club shall consist of the President, Honorary Secretary, Honorary Treasurer, Honorary Solicitor, Honorary Auditor and any other officers who might be appointed at the Annual General Meeting.</p> <p>(b) The Committee of the Club shall consist of the President, Secretary, Treasurer and seven ordinary members, one of whom shall be known as the Festival Director.</p> <p>(c) All Officers and committee members shall be elected annually at the Annual General Meeting, or failing such an election, at an extraordinary General Meeting called for the purpose. Should any vacancy occur in any office, the committee may elect a member to fill such vacancy, and such member shall hold office until the following Annual General Meeting.</p> <p>(d) Nominations of candidates for election to Office and committee must be received by the Secretary no less than fourteen days prior to the meeting. Where insufficient nominations are received by mail to fill posts vacant, or with leave of the meeting, the Chairman may reopen nominations from the floor.</p> <p>(e) In the event of there not being sufficient nominations to fill the Offices vacant at the election of officers and ordinary members those candidates who have been duly nominated in accordance with Rules 8 (d) shall be declared elected, and nominations may then be accepted “from the floor” for the purpose of filling any vacancies then remaining.</p> <p>(f) The Committee shall have the entire control and management</p>	<p><b>8. Committee.</b></p> <p>8.1 The Club must have a managing committee (“the Committee”) of at least three members.</p> <p>8.2 The following positions must be held by a Committee member:</p> <ul style="list-style-type: none"> <li>a) the Chair;</li> <li>b) the Secretary;</li> <li>c) the Treasurer;</li> <li>d) the Contact Officer.</li> </ul> <p>8.3 Any one Committee member may be appointed to one or more of the Committee positions.</p> <p>8.4 The members of the Club must decide by majority vote at a meeting:</p> <ul style="list-style-type: none"> <li>a) how many Committee members there will be;</li> <li>b) who is appointed to the Committee;</li> <li>c) which Committee member will hold which position or positions, except for the Contact Officer;</li> <li>d) how long each person will be a Committee member.</li> </ul> <p>8.5 The Committee will appoint a Committee member as the Contact Officer.</p> <p>8.6 Nominations for members of the Committee must be called for by the Secretary at least 28 days before an annual general meeting, or a special meeting at which nominations will be considered. Where insufficient nominations are received by mail to fill posts vacant, or with leave of the meeting, the Chair may reopen nominations from the floor. In response, each candidate must be proposed and seconded by members in writing to the Secretary at least five days before the meeting.</p> <p>8.7 If a position on the Committee becomes vacant between annual general meetings, the Committee may appoint a person to replace them until the next annual general meeting, or hold a special meeting at which nominations will be considered.</p> <p>8.8 The Committee’s functions are to manage, direct, or supervise the operation and affairs of the Club, including:</p>

<p>of the Club, and shall have the power to make, alter, amend or repeal any regulations or by-laws not inconsistent with these rules, providing the such regulations or by-laws be confirmed by resolution at the next General Meeting. All such regulations or by-laws shall be entered into a book to be kept for the purpose.</p> <p>(g) The Committee may appoint any special or sub-committee from time to time as considered necessary to undertake any particular task or project, and shall also have the power to co-opt any individual full member for the same purpose.</p> <p>(h) The Honorary Secretary shall be responsible for:</p> <p>(i) Convening all club and committee meetings and keeping true and accurate minutes of same.</p> <p>(ii) Filing all correspondence, documents and records concerned with the business of the club.</p> <p>(iii) The Honorary Treasurer shall be responsible for:</p> <p>(iv) Collecting and banking all monies paid into the Club fund and keep the books in such a manner as the Committee shall require.</p> <p>(v) Present to the Annual General Meeting a balance sheet – a review report in accordance the the review engagement standards issued by the NZ Society of Chartered Accountants.</p> <p>(j) The Festival Director shall be responsible for the co-ordination of the Club's annual festival/camp in such manner as the Committee shall require.</p> <p>(k) The minutes and records of the Club shall be available for inspection on request by any full member of the Club.</p>	<p>a) carrying out the purposes of the Club, and using money or other assets to do that;</p> <p>b) controlling and managing the Club's financial affairs, including meeting the Committee's record keeping and reporting obligations under the relevant legislation;</p> <p>c) delegating powers and duties of the Committee, where necessary or desirable;</p> <p>d) ensuring that the rules of the Club are available to members;</p> <p>e) deciding the time and location of meetings;</p> <p>f) setting the agenda for meetings; and</p> <p>g) setting membership fees.</p> <p>8.9 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.</p> <p>8.10 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.</p> <p>8.11 If any Committee member is absent from three consecutive meetings without leave of absence the Chair may declare that the person is no longer a Committee member.</p> <p>8.12 The Chair must declare that a Committee member is no longer a Committee member if:</p> <p>a) the Committee member is disqualified under the Incorporated Societies Act 1908 or any subsequent legislation replacing it; and</p> <p>b) the disqualifying factor has not been waived by the Registrar under the Act.</p> <p>8.13 The minutes and records of the Club shall be available for inspection on request by any full member of the club.</p>