

COMMERCE  
MINISTRY OF COMMERCE  
Te Manatū Tauhokohoko

CERTIFICATE OF INCORPORATION  
of

**HUTT CITY MUSICAL THEATRE INCORPORATED**  
**(WN/816810)**

This is to certify that HUTT CITY MUSICAL THEATRE INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 2nd day of July 1996

*Neville Harris*

Neville Harris  
Registrar of Incorporated Societies  
4 July 1996



"A"

## HUTT CITY MUSICAL THEATRE INCORPORATED

(Incorporated under the Incorporated Societies Act 1908)

### RULES OF THE SOCIETY

(As approved on 23 June 1995 by adopting the Rules of the Lower Hutt Operatic Society Incorporated dated 12 March 1990, incorporating amendments adopted on 13 October 1991 and 27 March 1994).

#### 1. Name

The name of the Society is "Hutt City Musical Theatre Incorporated".

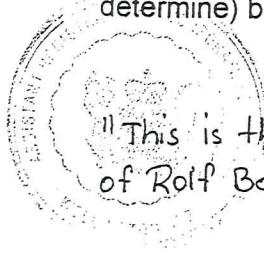
#### 2. Objects

The objects for which the Society is established are:

- (a) To produce and perform and to promote, organise or participate in the production and performance of grand operas, light operas, musical comedies, dramas, ballets, pantomimes, revues, concerts and entertainments of any and every description;
- (b) To promote and foster the study of the theatre (with particular reference to the musical theatre) and of all the crafts thereof and to provide studios, workshops, rehearsal rooms, theatres and theatrical and stage equipment of every kind;
- (c) To become a member of, or to cooperate with, any other society or group (incorporated or unincorporated) having charitable objects wholly or partly similar to those of the Society or of or with which membership or co-operation may appear conducive to the attainment of any of the objects of the Society;
- (d) To purchase, take on, lease, hire or otherwise acquire and to hold, turn to account and dispose of any real personal property and any rights, licences, privileges or concessions which to the Society may appear necessary or expedient for the purposes of attaining the objects of the Society or any of them or of promoting the interests of the Society or its members;
- (e) To all such lawful things as are incidental or conducive to the attainment of the foregoing objects or any of them; and
- (f) The activities of the Society are restricted to within New Zealand.

#### 3. Membership

Any person who undertakes in writing to be bound by these Rules and whose application for membership (endorsed by a member of at least twelve months' standing) is approved by the Executive shall upon payment of such entrance fee (if any) as may from time to time be fixed by the Society in general meeting and upon payment of a subscription in respect of the financial year then current (or such proportion thereof as the Executive in its discretion may determine) become a member of the Society.



"This is the document marked "A" referred to in the annexed declaration  
of Rolf Bockhop, made at Lower Hutt this 19th day of June 1996

*before me*

Lower Hutt, N.Z.

#### **4. Subscriptions**

- 4.1 Every member shall pay to the Society by way of annual subscription such amount as may from time to time be fixed by the Society in general meeting and every member whose subscription for the financial year then current remains unpaid at the expiration of three calendar months after the date of an annual general meeting shall thereupon cease to be a member of the Society.
- 4.2 In fixing from time to time the annual subscription referred to in Rule 4.1 the Society shall not be bound to prescribe a uniform subscription in respect of all members and may prescribe a scale of subscriptions computed in such a manner as may from time to time be deemed fit.

#### **5. Resignation**

Any member may resign his or her membership by notice in writing to the Secretary but such resignation shall not release the member from payment of a subscription for the financial year then current provided however that the Executive shall have power to remit such proportion thereof as it may think fit.

#### **6. Expulsion**

The Executive may at any time by letter invite any member within a specified time to retire from membership for breach of these Rules or for misconduct and in default of such retirement may deal with the question of expulsion of that member at a meeting of the Executive to be held within two calendar months of the date of the letter; and at such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing and if thereupon two-thirds of the members of the Executive present shall vote for that member's expulsion the member shall forthwith (but without release from antecedent liability to the Society) cease to be a member.

#### **7. Life Membership**

Any person may in recognition of long or distinguished or extraordinarily meritorious service to the Society be elected a life member of the Society subject to the procedure and conditions detailed in sub-paragraphs .1.2.3 and .4 hereunder.

- 7.1 Nomination of a person for life membership shall be given in writing to the Secretary by at least two currently financial members.
- 7.2 Such nomination shall be brought before the Executive within one calendar month of receipt and if thereupon fewer than three-fourths of the Executive present shall vote in favour of the nomination the nomination shall lapse.
- 7.3 Should the nomination stand it shall be submitted to the next ensuing general meeting of the Society which will allow for at least seven days notice in writing (which shall be given by the Secretary) of such submission to be given to members.
- 7.4 If not less than three-fourths of the members present and entitled to vote at such general meeting vote for the election of the nominee as a life member such nominee will be deemed to be so elected.

## **8. Honorary Officers**

The Honorary Officers of the Society shall be a Patron and as many Vice-Patrons as may from time to time on the recommendation of the Executive be elected to that office by the Society in general meeting.

## **9. Executive Officers**

- 9.1 The Executive officers of the Society are in these Rules collectively referred to as the Executive and shall be a President, a Vice-President, a Secretary, a Treasurer - all of whom shall be currently financial members and a committee of six currently financial members or of such greater or lesser numbers as the Society may determine each annual general meeting. All of these Officers shall be elected at the annual general meeting. The Executive shall have power to co-opt members to the Executive.
- 9.2 Upon the office of President passing from one holder to another the Immediate Past President shall be deemed to be a member of the Executive for the ensuing year.
- 9.3 No Honorary or Executive Officer shall be elected save with his or her prior consent to nomination.
- 9.4 Any member of the Executive who shall be absent without leave from three consecutive meetings of the Executive shall cease to be a member of the Executive.
- 9.5 The Executive shall have the power from time to time to fill until the next ensuing annual general meeting any casual vacancy occurring in the Executive.

## **10. Management**

- 10.1 The management and control of the affairs of the Society shall be vested in the Executive which shall have and may exercise all the powers of the Society which are not expressly by these Rules or by law required to be exercised by the Society in general meeting.
- 10.2 It shall be the duty of the Executive generally to conduct the affairs of the Society and in particular to see to the proper collection and disbursement of the funds of the Society, the keeping of all usual and proper books of accounts, the entry and verification of minutes and other records of the Society and the preparation and submission to the annual general meeting of a report balance sheet and statements of account for the previous year.
- 10.3 The Executive may engage, employ and terminate the engagement or employment of such servants or agents of the Society as the Executive may consider necessary upon such terms and conditions as the Executive may from time to time think fit provided that no benefit or advantage whether or not convertible into money or any income of any kind shall be afforded to or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second proviso to Section 67(27) of the Income Tax Act 1976 or any enactment in amendment thereof or in substitution therefore where that person is able by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so achieved,

gained, achieved, afforded or derived, except as specifically exempted by that section.

- 10.4 The Executive may from time to time in its discretion make, amend and rescind regulations and by-laws not inconsistent with these Rules for the conduct of the affairs of the Society and may in its discretion and upon such terms and conditions as it may from time to time think proper delegate any of its powers and functions to sub-committees of its members and to co-opt to such sub-committees other members of the Society. Any alteration, addition or recission to the Rules should not alter the general charitable nature of the Society.
- 10.5 Within one calendar month of every annual general meeting the Secretary shall cause to be convened in manner hereinafter provided a meeting of the Executive.
- 10.6 The Executive shall thereafter convene at such times and places as may from time to time be determined by the President (or upon requisition in writing of any three members of the Executive) or by the Secretary whose duty it shall be to call a meeting of the Executive forthwith upon receipt of such requisition.
- 10.7 Notice of every such meeting shall be given by the Secretary to every member of the Executive not less than 48 hours prior to the time appointed for the meeting in question.
- 10.8 The Executive shall determine its own procedure at all its meetings and two-thirds of the members shall constitute a quorum.

## **11. Annual General Meeting**

The financial year of the Society shall end on the 31st day of December or on such other date as the Society in general meeting shall from time to time determine and the annual general meeting shall be held at such time and place as the Executive shall appoint but in every case within three calendar months after the end of the financial year. The business of the annual general meeting shall be to receive the annual report, balance sheet, statement of accounts and auditor's report; to elect officers; to appoint an auditor who need not be a member of the Society and shall not be a member of the Executive; and to deal with any other business of which notice shall be given to the Secretary in writing by any member not less than 21 days before the meeting.

## **12. Other General Meetings**

The Executive may at any time call a general meeting and shall forthwith do so upon delivery to the President or Secretary of a requisition in writing of any ten members stating the purpose for which the meeting is required.

## **13. Notice of General Meetings**

- 13.1 Notice of the annual general meeting shall be given by the Secretary to each member at least fourteen clear days prior to the meeting either by letter or by advertisement in a newspaper circulating in the area.

13.2 Notice of general meetings other than the annual general meeting shall be given by the Secretary to each member at least seven clear days prior to the meeting by letter incorporating notice of the business intended to be dealt with thereat.

#### 14. Procedure at General Meetings

14.1 At all general meetings fifteen currently financial members shall constitute a quorum.

14.2 At all general meetings the President and in his or here absence the Vice President and in his or her absence any other duly elected chairman shall take the chair and every currently financial member present shall be entitled on every motion to one vote exercised in person and in the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote. No voting by proxy shall be allowed.

14.3 For the purpose of voting at the annual general meeting a currently financial member shall be a member who has paid the subscription for the financial year just ended.

Each financial JOINT membership shall be entitled to two votes, a FAMILY membership to ONE vote and an ADULT membership to ONE vote. JUNIOR and FRIENDS membership does not have voting rights.

14.4 At all general meetings the mode of voting on the question of election of Executive officers shall be by secret ballot. The mode of voting on all other questions shall be on voices or by show of hands or if the Chairperson or any three other members present shall so require by secret ballot for which purpose a sufficient number of scrutineers shall be appointed at the meeting.

#### 15. Common Seal

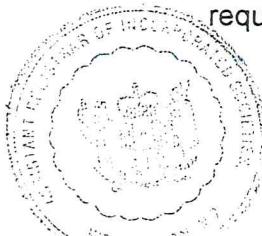
The common seal of the Society shall be kept in the custody of the Secretary and shall not be fixed to any document or instrument save in pursuance of a resolution of the Executive and in the presence of three members of the Executive (of whom the Secretary shall be one) who shall each sign the document or instrument to which the seal is so affixed.

#### 16. Finance

16.1 The Society's bankers shall be Bank of New Zealand Ltd or such other bank as the Executive may from time to time appoint and all monies received by the Society shall forthwith be lodged to the credit of the Society's account with its bankers.

16.2 The account of the Society with its bankers shall be operated by the President, Secretary and Treasurer any two of whom may sign cheques and other instruments drawn on the account and any one of whom may endorse cheques and other instruments requiring endorsements.

16.3 The Executive may from time to time invest and reinvest in such securities as may be permitted to trustees for the investment of trust funds by the law for the time being in force in New Zealand any funds of the Society which in its opinion are not immediately required for the purposes of the Society.



*Document No. 123456789*

## **17 Borrowing powers**

The Society shall have power to borrow money with or without security in such manner and on such terms and conditions as the Executive shall from time to time think fit and for such purpose to give and execute bonds and debentures, mortgages and promissory notes and securities of every kind and to mortgage or charge all or any part of the property real or personal of the Society (provided however that the powers hereby conferred shall not be exercised save with the prior approval of the Society in general meeting).

## **18. Alteration of Rules**

These Rules may be altered, added to, rescinded or otherwise varied or amended by resolution passed by a two-thirds majority of members present at a general meeting of which not less than seven clear day's notice shall have been given to every member by letter which letter shall have set forth the purport of the proposed alteration, addition, revision, variation or amendment, provided that no alteration or addition to Rule 19 Dissolution nor any alteration, addition to or revision of any rule which affects Rule 19 Dissolution shall be approved without prior written approval for such change from the Inland Revenue Department.

## **19. Dissolution**

If at any general meeting a majority of those present and voting shall resolve that the Society shall be wound up, a further special general meeting shall be called and held not earlier than one calendar month nor later than three calendar months after the date of the meeting at which such resolution was passed to confirm or reject such resolution. If the resolution shall be confirmed at such further special general meeting the Society shall be wound up and all surplus assets after payment of all cost debts and liabilities of the Society shall be :-

- a) distributed among such charitable organisation or organisations within New Zealand which is or are not carried on for the private pecuniary profit of any individual and with objects similar to those of the Society, as the Society thinks fit to be held on trust by that organisation or those organisations solely for similar charitable purposes within New Zealand, or failing a decision, either
- b) distributed among such organisation or organisations as aforesaid as directed by the Queen Elizabeth II Arts Council of New Zealand or its successors, or
- c) as determined by a Judge of the High Court of New Zealand.

## **20. Interpretation**

Any matters not provided for in these Rules and any questions arising as to their interpretation shall be decided by resolution of the Executive.

