

## NEW RULES adopted at AGM, 5 March 2011

1. The name of the Society is COMPOSERS ASSOCIATION OF NEW ZEALAND (INCORPORATED).

2. The Society is established with the following aims and objectives:

- (i) To promote and protect the interests of members and their works of musical composition.
- (ii) To foster and encourage the composition of music in New Zealand.
- (iii) To organise performances of music.
- (iv) To secure the widest dissemination of the members' musical compositions. To use broadcasting and television industries (public and private) to attain this end and to assist with publishing and recording arrangements.
- (v) To foster and encourage public support and appreciation of music written in New Zealand or by New Zealand citizens.
- (vi) To promote lectures and forums on New Zealand music, and all matters relating to it.
- (vii) To publish compositions, books, articles and papers which in the opinion of the Committee are relevant to any of the aims and objectives of the Association.
- (viii) To assist in the publication of music, books, articles and papers by members of the Association, either with financial help or in any other manner.
- (ix) To do whatever the Committee considers necessary to attain any of the aims or objectives of the Association.
- (x) To join with any person or persons, or with any organisation (whether or not an incorporated organisation) to carry out any of the aims or objectives of this Association.
- (xi) To acquire funds and/or assets of any kind to carry out all or any of the aims and objectives of the Association, by gifts, subscriptions, bequests or otherwise.
- (xii) To establish, undertake or carry out any trust or trusts which may be incidental or beneficial to the objects of the Association or any of them.
- (xiii) To invest or deposit any of the Association's money in any Bank or Savings Bank or in any investment decided upon by the Committee.
- (xiv) To borrow any money either with or without security.
- (xv) To purchase, take on lease, exchange, hire or acquire in any manner any real or personal property, or any interest therein. To deal in any such property, and to sell, hire or otherwise dispose of it, and to mortgage or charge any property of the Association.

3. There shall be eight classes of membership of the association. Only FULL MEMBERS, STUDENT MEMBERS and UNWAGED MEMBERS shall have voting rights and may therefore be referred to collectively as 'Voting Member(s)'.  
(i) FULL MEMBERS: All New Zealand citizens, wherever resident, and any person resident in New Zealand engaged in the composition of music, shall be eligible for membership of the Association on the following terms:

- (a) A candidate for membership shall be proposed by a full member of the Association.
- (b) A candidate for membership shall provide evidence that at least one of the candidate's musical compositions has been performed, and/or recorded and/or published, by a person or an organisation acceptable to the Association. The

Committee's decision as to the acceptance or rejection of such evidence shall be final and not subject to any appeal: or

(c) A candidate for membership, if requested by the Committee, shall submit not less than four works of musical composition to be judged by the Committee of the Association, or such persons (not being fewer than three) as the Committee shall appoint. A decision as to whether or not the works submitted are of a suitable standard to entitle the candidate to full membership of the Association shall be made by the Committee, or the persons appointed, by a simple majority vote.

The decision shall be given within thirty days of the receipt by the Committee of the works to be judged, or within such longer period the Committee and the candidate shall agree upon. The decision of the Committee or the persons appointed as to the worth of the works shall be final and not subject to any appeal.

(d) Upon receipt of the application for membership and upon fulfilment of either of the conditions set out above in Clause (b) and (c), the Committee may accept such application. In this case the candidate shall be required to pay the appropriate subscription for the then current membership year. Upon payment thereof the candidate shall become a member of the Association.

(e) The Committee may reject any application without being bound to give any reason therefore.

(ii) **STUDENT MEMBERS:** All persons who are bone fide students of an educational institution in New Zealand, controlled by the New Zealand Government, or by its own empowering Act of Parliament, and who comply with the procedure set forth in Clause 3 (i) shall be eligible for student membership of the Association.

(iii) **UNWAGED MEMBERS:** Persons who are bone fide residents of New Zealand, declare in writing that the family income is less than the minimum wage, and who comply with the procedure set forth in Clause 3 (i) shall be eligible for unwaged membership of the Association

(iv) **BENEFACTOR MEMBERS:** All persons, registered companies or incorporated societies who shall make a donation to the Association of not less than Fifty Dollars (\$50.00) - or such greater amount as shall be determined by the Committee in its absolute discretion from time to time - shall become benefactor members of the Association for the then current membership year.

(v) **ASSOCIATE MEMBERS:** All persons shall become associate members of the Association who:

(a) Apply in writing to become an associate member of the Association.

(b) Upon written request pay the subscription fixed at the Annual General Meeting for the then current membership year.

(vi) **HONORARY MEMBERS:** The Committee of the Association may, by a simple majority, elect any person (whether or not a member of the Association) an honorary member of the Association, for a term not exceeding two years. Honorary membership shall be granted to persons whom the Committee in their absolute discretion consider are making a substantial contribution to the composition of musical works by New Zealand composers. An honorary member shall not be liable for payment of any subscription. An honorary member shall not be entitled to hold office in the Association or to vote at any General Meeting. An honorary member shall be eligible for re-election as such at the end of the (two year) term.

(vii) HONORARY LIFE MEMBERS: Any annual or special General Meeting of the Association may elect any person (whether or not a member of the Association) an honorary life member of the Association. A two-thirds majority vote shall be needed to elect any person to honorary life membership. Honorary life membership shall be granted for outstanding services to musical composition in New Zealand. An honorary life member shall not be liable for payment of any subscription, nor be entitled to hold office in the Association or vote at any General Meeting.

(viii) LIBRARY MEMBERS: Any school, library or institution shall be eligible for library membership by paying the appropriate annual fee to receive published Association material, including Canzonetta and Canzona.

4. The rules of the Association may be altered, added to, or rescinded, by a resolution passed at the Annual General Meeting or any General Meeting of the Association, by a two-thirds majority of the persons voting at the meeting, present or by proxy, and providing that any alteration of the rules cannot alter the charitable nature of the organisation. Notice of such motion shall be sent (by post or email, not less than twenty-one (21) days prior to the date of the meeting) to all members of the Association entitled to attend such a meeting.

5. The annual subscription for each class of membership of the Association shall be determined each year at the Annual General Meeting and shall become due on the first day of April in that year. However, the due date for annual subscriptions in the year following the adoption of these rules shall be 30th June 2011.

6. (i) The Association may charge any class of membership for admission to any performance or any special function held by the Association. The amount of such charge shall be determined by the Committee.

(ii) The Committee, in its absolute discretion, may decide whether or not non-members of the Association shall be admitted to any function of the Association.

(iii) If the Committee decides non-members may be admitted to any function of the Association, it may also determine the charge for such admission.

7. Membership (of any class of membership) of the Association shall cease:

(i) If the Secretary receives notice of resignation signed by the member.

(ii) If the member shall fail to pay the subscription by the due date.

(iii) If a majority of members present at any Annual or special General Meeting shall resolve to expel from membership any member of the Association, provided that such a member shall have the right to speak in his/her own defence.

(iv) If a member shall die.

8. (i) General Meetings of the Association shall be called by written notice forwarded to each member. The notice shall be posted or emailed to the address of each member, as last recorded upon the roll of members. It shall be posted or emailed not less than twenty-one (21) days before the date of the meeting.

(ii) The Annual General Meeting of the Association shall be held in each year not earlier than 1st January nor later than 1st April.

(iii) A quorum at General Meetings shall be twelve (12) Voting Members of the Association on the rolls at the date of the meeting, present or by proxy.

(iv) At Committee Meetings, five Committee members, at least one of whom shall be the President or Secretary, shall be a quorum.

9. The business of the Annual General Meeting shall be:

- (i) To receive the President's report and the financial statement.
- (ii) To elect new Committee members of the Association for an ensuing three year term
- (iii) To transact any other business of which written notice has been given to the Secretary not less than ten (10) days before the date of such meeting.

10. The Committee may at any time for any special purpose call a Special General Meeting of the Association, and must do so on receipt of a written request from not less than ten (10) Voting Members clearly stating the purpose for which the meeting is required.

- 11. (i) Any member of any class of membership of the Association may attend any General Meeting and speak at it, but only Voting Members may vote.
- (ii) The Chairman at all meetings shall have a deliberative vote.
- (iii) If the voting is equal, the Chairman shall also have a casting vote.
- (iv) Voting by proxy shall be allowed.

12. Voting at General Meetings may be taken on the voices or by a show of hands, or, at the absolute discretion of the Chairman, voting may be conducted by secret ballot.

13. The Committee shall have the power to co-opt Voting Members to assist with the activities of any Branch of the Association. The members thus co-opted may vote at Committee Meetings, at the absolute discretion of the Committee, if invited to attend.

14. The Association shall be divided into three Regions, being: Northern, Central and Southern.

15. The business of the Association shall be managed by, and the Association's funds controlled by, an elected Committee comprising no more than nine (9) Voting Members and no fewer than six (6) Voting Members. Committee members shall each be elected for a three-year term.

The procedure for appointment to the Committee shall be as follows:

- (i) The persons who are Committee members at the date these rules are adopted shall remain in office for the full term for which they were elected.
- (ii) The Association shall be divided into three (3) geographical regions: Northern, Central and Southern. The Annual General Meeting held after the adoption of these rules shall be held in the Northern Region. Thereafter, the Region where the Annual General Meeting is held shall rotate annually in the order Southern, Central, Northern.
- (iii) At the Annual General Meeting, Voting Members of the Association present shall nominate any number of Voting Members resident in the Region in which the Annual General Meeting is held for possible election to the Committee. Where fewer than three (3) Voting Members of the Association resident in the Region are nominated, Voting Members from outside the Region may be nominated.
- (iv) All members entitled to vote at such Annual General Meeting shall then elect up to three (3) of such nominees to the Committee.

16. There will be three Officers of the Association: President, Secretary and Treasurer. The procedure for appointment of these officers will be by a process of

nomination and election by the Committee immediately following the Annual General Meeting. Committee members only may qualify for nomination. Elected Officers shall retain their position on the Committee.

17. The President and the Secretary shall be responsible for the management and control of the affairs of the Association. Without restricting the generality of the foregoing, their duties shall include:

- (i) Consultation with the other Officers at their absolute discretion, and the arrangement for and holding of at least two Committee meetings each year.
- (ii) The calling and organisation, in co-operation with local members, of the Annual General Meeting pursuant to these rules.
- (iii) If practicable and expedient, the organisation of some musical event in conjunction with the Annual General Meeting.

18. Should a vacancy in any Office of the Association occur, through a member dying, resigning or being unable for any reason to carry out the duties before the tenure of the Office has expired, the Officers shall have the power to co-opt another member to replace such member. Any member thus co-opted to serve as an Officer shall do so only until the position has been ratified by the next Annual General Meeting.

19. The Treasurer shall keep a true account of the income and expenditure of the Association. He or she shall submit to each Annual General Meeting a statement of the income and expenditure for the year ended 31 December immediately preceding, together with a list of accounts to be paid and a statement of the finances of the Association. Such person shall submit the books to an accountant at such times as may be deemed advisable by the Association.

20. The funds of the Association shall be banked in the name of the Association. The President and the Treasurer or such other person or persons as the Officers shall from time to time nominate shall be authorised to jointly operate the bank account or assets.

21. The Officers shall provide a seal for use by the Association. It shall be a circular seal bearing the words "The Common Seal of the Composers Association of New Zealand (Incorporated)". The seal shall not be affixed to any document except by resolution of the Officers, and in the presence of one Officer in addition to the President or Secretary. The seal shall be kept in the safe custody of the Secretary.

22. The Association shall have power to borrow money, in any amount, upon the security of any assets of the Association or otherwise howsoever, at the absolute discretion of the Officers.

23. (i) Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation, or any person associated with a member, shall participate in or materially influence any decision made by the organisation in respect of the payment of any income, benefit or advantage whatsoever to or on behalf of that member or associated person .
- (ii) Any such income shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).

24. If upon the winding up or dissolution of the organisation there remains after the Satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or purpose within New Zealand, and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

25. The registered office of the Association shall be at: 3 Sylvan Valley Avenue, Titirangi, Waitakere 0604.

26. All the Association's activities shall be carried out and its aims and objectives pursued within New Zealand.

27. All previous rules of the Association are hereby revoked.