

NEW RULES adopted at AGM, 4 March 2017

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 support and advocate for the dissemination of the members' musical compositions.
- (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.
- (vii) To publish and disseminate material which in the opinion of the Committee is relevant to any of the aims and objectives of the Association.
- (viii) To assist financially or in any other manner in the publication of music, books, articles and papers by members of the Association.
- (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 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 six classes of membership of the association. Only FULL MEMBERS, STUDENT MEMBERS, HONORARY LIFE MEMBERS and LOW-INCOME MEMBERS shall have voting rights and may therefore be referred to collectively as Voting Member(s).

(i) FULL MEMBERS: Any New Zealand citizen and any person normally resident in New Zealand who is engaged in the composition of music, shall be eligible for membership of the Association on the following terms:

- (a) Upon payment of the appropriate subscription; and
- (b) Agreement to support the aims and objectives of the Association; and
- (c) Subject to the approval of the CANZ Committee.

(ii) STUDENT MEMBERS: All persons who are bona fide students of an educational institution in New Zealand, and who comply with the procedure set forth in Clause 3 (i) shall be eligible for student membership of the Association.

(iii) LOW-INCOME MEMBERS: Any person otherwise eligible for full membership of the Association whose personal circumstances are such that payment of the full subscription fee would impose an undue financial burden and who complies with the procedure set forth in Clause 3 (i) shall be eligible for low-income membership of the Association

(iv) ASSOCIATE MEMBERS: Any persons or groups interested in and supportive of New Zealand composition who do not consider themselves active composers and who comply with the procedure set forth in Clause 3 (i) shall be eligible for associate membership of the Association.

(v) HONORARY LIFE MEMBERS: The Committee may elect any person (whether or not a member of the Association) an honorary life member of the Association.

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

(vi) LIBRARY MEMBERS: Any school, library or institution who comply with the procedure set forth in Clause 3 (i) shall be eligible for library membership to receive published Association material, including Canzonetta and Canzona.

(vii) The Committee may at its discretion elect to give a complimentary membership to any person (whether or not a member of the Association) for a period of up to two years.

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.

6. *[repealed]*

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

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

(ii) If the member fails to pay the subscription within two (2) months the due date.

(iii) If the Committee resolves to expel from membership any member of the Association, provided that the process set out in Schedule 2 to these rules is followed.

(iv) Upon a member's death.

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 an officer, shall be a quorum.

(v) The Annual General Meeting held after the adoption of these rules shall be held in the Upper North Island. Thereafter, the location where the Annual General Meeting is held shall rotate annually in the following order: South Island, Lower North Island, Upper North Island.

(vi) A definition of these locations for the purposes of determining the location of each Annual General Meeting is set out in Schedule 1 to these rules.

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

(i) To receive the President's report and the financial statement.

(ii) To elect Committee members of the Association for an ensuing three year term

(iii) To transact any other business, subject to the approval of the Committee to ensure that any such proposed business is consistent with the provision of these rules and can be practicably conducted at that meeting, of which written notice has been given to the Secretary not less than ten (10) days before the date of the 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 fewer than ten (10) Voting Members clearly stating the purpose for which the meeting is required. The location and timing of a Special General Meeting will be at the discretion of The Committee, though The Committee must (a) take into account any request that the meeting must be held in a specific location where the matter(s) to be discussed is/are of particular relevance to members in one region; and (b) hold the meeting as soon as practicably possible within six (6) months of the request for the meeting being made.

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. At any meeting where the President is in attendance, the President shall chair that meeting. The President may choose to delegate the authority to chair a meeting to any other member of the Committee.

(ii) The Chair at all meetings shall have a deliberative vote.

(iii) If the voting is equal, the Chair shall also have a casting vote.

(iv) Voting by proxy shall be allowed.

(v) at the beginning of each General Meeting two (2) vote tellers both of whom are Voting Members but no more than one (1) of whom is a member of the Committee, shall be elected in the event that a secret ballot is taken.

12. Voting at General Meetings may be taken by voice vote, or by a show of hands, or, at the request of any voting member present, by secret ballot.

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

14. *[repealed]*

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) At the Annual General Meeting, Voting Members of the Association present shall nominate any number of Voting Members.
- (iii) 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 at the Committee meeting following the Annual General Meeting. Committee members only may qualify for nomination.

17. The President and the Secretary shall be responsible for:

- (i) Consultation with the Committee 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.

18. Elected Officers shall retain their position on the Committee. Should a vacancy in any Office of the Association occur, the Committee shall have the power to appoint another member to replace that Officer until the next Annual General Meeting.

19. The Treasurer shall keep a true account of the income and expenditure of the Association. The Treasurer 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 statement of the finances of the Association. The Treasurer 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 Committee, 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 Committee.

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. 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, Auckland 0604.

26. *[repealed]*

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

Schedule 1: Process for the geographical rotation of the CANZ Annual General Meeting (AGM)

1. Purpose

To establish the process for the geographical rotation of CANZ AGMs around three regions.

2. Principles

To ensure nation-wide participation by members in the official business of the Association, and to assist in enabling nation-wide representation.

3. Definitions

Annual General Meetings of the Association will rotate between the South Island, Lower North Island and Upper North Island, defined as follows:

Upper North Island

Northland

Auckland

Waikato

Bay of Plenty

Gisborne

Lower North Island

Hawke's Bay

Taranaki

Manawatu-Whanganui

Wellington

Chatham Islands

South Island

All of the South Island including Stewart Island

Schedule 2: process for revocation of membership by The Committee

1. Purpose

To establish a process for the expulsion of a member from the Association by The Committee.

2. Principles

Expulsion of a member is a serious matter and The Association acknowledges the need for a fair and transparent process. The following process is available to any member whose expulsion is proposed by The Committee. The member whose expulsion is proposed may choose to opt out of any part of the following process, provided that they are fully informed of their rights in this situation.

3. Process

- i) Where The Committee, at its discretion, determines that it is desirable to expel a member of The Association, The Committee will:
 - a) Agree unanimously, either by formal resolution or electronically (provided that all Committee members actively assent to the motion) that an expulsion process should commence, noting the term of the proposed expulsion.
 - b) Contact the member in writing to advise The Committee's intention to expel that member, noting the proposed term of expulsion, the reasons for this decision and drawing this process to the member's attention to ensure they are informed of their rights.
 - c) Invite the member to respond in writing within twenty (20) normal working days giving that member the opportunity to defend the actions that have led to the proposed expulsion and to indicate whether they wish to challenge the decision further.
 - d) Consider the evidence, make a final decision regarding the proposed expulsion, and advise the member of this decision in writing, including the term of the expulsion, as soon as practicably possible.
- ii) Should the member fail to respond to the notice of their proposed expulsion from The Association within twenty (20) normal working days then The Committee will attempt to contact the member one further and final time, and if no response is forthcoming The Committee will a final decision as to whether to confirm the proposed expulsion. At that point, the member will be advised of The Committee's decision, which will be final.
- ii) Should the member choose not to challenge The Committee's decision further, then the Committee will consider that member's response and make a final decision as to whether to confirm the proposed expulsion. At that point, the

member will be advised of The Committee's decision, which will be final.