



**BAY OF PLENTY BLUES CLUB INCORPORATED**  
**CONSTITUTION**

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## 1. NAME

- 1.1. The name of the Club shall be Bay of Plenty Blues Club Incorporated.
- 1.2. All contracts entered into shall bear this name in full.
- 1.3. Receipts given, or documents to which the Club is a party, shall either bear the name in full, or "B.O.P Blues".

## 2. DEFINITIONS AND OPERATIVE DATE

In this Constitution, unless the context otherwise requires:

- 2.1. "Act" means the Incorporated Societies Act 1908 including all amendments to it.
- 2.2. "Committee" means the committee of Officers elected by the Members as provided in this Constitution.
- 2.3. "Club Notice Board" means either
  - a) The Club Website, or
  - b) A notice displayed at Club nights, or
  - c) A notice mailed to all current members
- 2.4. "Member" means a person who is registered as a member of the Club in accordance with this Constitution. Except in the case of Honorary Life Members, registration as a member is completed upon payment of the then current annual membership fee.
- 2.5. The "Auditor" is someone who is appointed at the Annual General Meeting and who is a member of the New Zealand Society of Accountants, and who is not a Member of the Club
- 2.6. "B.O.P Blues" means Bay of Plenty Blues Club Incorporated
- 2.7. The "Club" means Bay of Plenty Blues Club Incorporated
- 2.8. The "Financial Year" of the Club shall be 1 July to 30 June.
- 2.9. This Constitution shall be effective on and from the date of Incorporation of the Club.

## 3. OBJECTS

- 3.1. The objects for which the Club is established are:-
  - a) To promote and further the playing, performance, enjoyment and study of Blues music by way of concerts, public performances, tuition, encouragement and support to Blues musicians of all ages and those interested in Blues
  - b) To nurture and develop Blues among young and aspiring musicians
  - c) To develop a network of people with a common interest in Blues music
  - d) To provide a venue and such facilities as required to meet the objectives of the Club
  - e) To generally do and carry out all things that are likely to further or promote Blues music, musicians and social activities between Members.
  - f) To welcome and host visiting musicians both from both New Zealand and overseas
  - g) To purchase, take on, lease or otherwise acquire, any land, buildings or other

property which may be required for the purposes of, or conveniently used in connection with any of the objects of the Club and to sell, mortgage or otherwise dispose of the same

- h) To do such other lawful things in furtherance of the objectives of the Club

#### **4. MEMBERSHIP**

- 4.1. Membership of the Club shall be open to all persons who subscribe to the funds of the Club such fee as shall be determined by the Annual General Meeting of the Club.
- 4.2. The Membership Year shall be the same as the Financial Year, and subscriptions shall fall due on the first day of the Membership Year.
- 4.3. The Committee may decline to accept a person as a Member, provided that a person so declined shall be entitled to appear before the Committee to discuss the reasons for the declination of membership.
- 4.4. Every Member, upon acceptance, shall be issued with a card of membership with the Member's name written thereon, and a unique membership number. This card must be produced when proof of membership is required.
- 4.5. The Secretary of the Club shall maintain a register of Members and shall provide a copy of the current register to the Committee upon request and no less frequently than once every calendar year.
- 4.6. Any Member whose subscription is in arrears by more than 60 days may not vote at any meeting and may, at the discretion of the Committee, be barred from the use of the Club equipment or any facility connected therewith.

#### **5. HONORARY LIFE MEMBERSHIP**

- 5.1. Any person, in the absolute discretion of the Committee, may be elected an Honorary Life Member of the Club. An Honorary Life Member shall be eligible for appointment or election as an officer of the Club and shall have the same rights as any Member.

#### **6. PATRON**

- 6.1. The Club may at any time in General meeting appoint a person of standing and repute (who need not be a member of the Club) to be the Patron of the Club. The office of Patron shall be a post of honor only and shall carry no executive responsibilities.

#### **7. CESSATION OF MEMBERSHIP**

- 7.1. Any Member shall cease to be a Member if the annual subscription (covering the Financial Year) is unpaid after 90 days following the date the subscription was due.
- 7.2. Any Member may resign by giving written notice to the Secretary of the committee. Refunds on annual subscriptions will not be given to resigning Members.
- 7.3. The Committee may consider revoking a person's membership of the Club for misconduct which materially and adversely affects the rights of other members or the reputation of the Club.
- 7.4. Before revoking any person's membership, the Committee must:

- a) give the person a reasonable opportunity to appear and/or be represented before the Committee to give an explanation.
  - b) allow the person a reasonable time to remedy any default which is capable of remedy.
- 7.5. The Committee may, by a majority of at least 66 per cent of those present, revoke a person's membership of the Club if:
- a) it is not satisfied with the person's explanation or the person fails to offer any explanation; or
  - b) the person has failed to remedy any default within any time allowed by the Committee.
- 7.6. Termination of membership for any reason does not relieve the Member from liability for payments due to the Club before termination.

## **8. ELECTION OF COMMITTEE**

- 8.1. At any time prior to or during the Annual General Meeting of the Club nominations for Officers of the Committee shall be called for and when duly seconded, presented to the Annual General Meeting.
- 8.2. In the event of there being more nominees than offices, election will be determined by vote. In the event of two or more nominees receiving the same number of votes the Chairperson of the Annual General Meeting shall have a casting vote, as well as a deliberative vote.

## **9. MANAGEMENT**

- 9.1. The Management of the Club shall be vested in the Committee elected by the Annual General Meeting.
- 9.2. The Officers of the Committee are:
- a) President/Chairperson
  - b) Vice President
  - c) Secretary
  - d) Treasurer
  - e) Festival Director
  - f) Technical manager
  - g) Up to three committee members
- 9.3. The Committee shall have the power at a duly convened meeting to form a Subcommittee of any Members for the purpose of making tentative enquires and arrangements for any functions, or any other activity determined by the Committee. This Subcommittee shall, when appointed, be given full details of:
- a) What evaluation and/or arrangement they are expected to make
  - b) To what extent they may commit the Club financially
  - c) A specific timeframe for which the function is to be carried out
- 9.4. The Committee shall be empowered to co-opt any Member for a specified time as an

acting Committee Member when specialised knowledge is required or duties are to be performed. The Committee shall, at the time of making the appointment, specify what rights and powers the co-opted Member(s) shall have and the term of the appointment.

- 9.5. The Committee may appoint a person to fill a casual vacancy for such period until a formal replacement is elected by the Annual General Meeting, or for any period during which an Officer is absent with leave.
- 9.6. A Committee member who is absent without leave for three consecutive meetings will forfeit and vacate office at the discretion of most of the remainder of the Committee and the Committee may appoint a replacement to hold office until the next Annual General Meeting at which the appointment of officers is to be held.
- 9.7. Where the numbers of the Committee fall below four, the remaining members may only act for the purposes of arranging for vacancies to be filled or of calling an Annual General Meeting.
- 9.8. The elected Officers may hold office for a period of two years, and in each case, subject to earlier resignation or removal from office, will retire from office by rotation at the conclusion of that two-year period. A retiring member is eligible for re-nomination.

## **10. INDEMNITY**

- 10.1. All Officers of the Committee are indemnified by the Club, in accordance with the Act, against all losses and expenses incurred by them in carrying out their duties except when due to their willful default.

## **11. POWERS**

- 11.1. The Committee may exercise all or any of the powers, functions and discretions vested in the Club including but not limited to:
  - a) To carry out the Objects of the Club
  - b) To identify and implement fundraising initiatives
  - c) To monitor Club performance against the Objects, any business plan or budget in place for the Club
  - d) To approve recommendations on the acquisition and disposition of Club real property and the exercise of borrowing powers on Club property.
  - e) To act as custodian of Club assets
  - f) To receive and allocate money coming to the Club subject to and in accordance with any directions and conditions attached to it
  - g) Invest funds in any manner as the Committee determines, and in the investment of funds the Committee has all the powers of a natural person
  - h) Borrow or raise money and give mortgages, charges or liens over the property of the Club or parts of it
  - i) Rent, lease, hire, purchase, acquire, or sell, lease surrender or dispose of any interest in personal property
  - j) Such other functions not inconsistent with the other provisions of this Constitution as may be considered necessary or desirable for the proper administration of the Club and its affairs.

## 12. MEETINGS

- 12.1. The President of the Committee will chair all meetings of the Club or appoint a proxy. In the absence of the Chairperson or a duly appointed proxy, the Members present will elect a temporary Chairperson.
- 12.2. Annual General Meeting:
  - a) Once in every calendar year and not less than eleven (11) months from the date of the previous Annual General Meeting, there shall be held a General Meeting of all Club Members which shall be known as the "Annual General Meeting" (AGM).
  - b) The date of the AGM will be set by the Committee
  - c) Each Club Member shall receive at least twenty-one (21) days notice accompanied by an Agenda of such meeting.
  - d) Notice shall be deemed served by affixing the necessary documents to the Club Notice Board, publishing in the Club Newsletter and/or posting on the Club website
- 12.3. The business of the Annual General Meeting shall be as follows:
  - a) The minutes of the previous Annual General Meeting shall be read by the Secretary for adoption by the Meeting
  - b) Business arising from such minutes
  - c) To receive a report and summary of the year's activities from the President
  - d) The Treasurer will present a set of accounts duly laid out as according to the bank statements provided to the secretary by Kiwi Bank.
  - e) To hold elections to fill any vacancies on the Committee
  - f) To decide upon any proposal or matter and transact any other business which may be duly submitted to the meeting
  - g) To determine the annual subscription for the coming year
- 12.4. Committee Meetings
  - a) The Committee shall meet at such times as may be necessary for the transaction of general business. The President, or in his/her absence, any two Members of the Committee shall always have the power to instruct the Secretary to call a meeting of the Committee.
  - b) Subject to this Constitution, the Committee may regulate its own practices.
- 12.5. Extraordinary General Meetings
  - a) The Committee may for any special purpose call an Extraordinary General Meeting
  - b) The Committee shall forthwith do so on the requisition in writing of any seven (7) Members, apart from Committee Members, stating the purpose for which the meeting is required
  - c) Notice of such Extraordinary General Meeting and the purpose for which it is summoned, shall be notified to Members fourteen (14) days before holding the same.

- d) The procedure of such a meeting, giving notice of the meeting, and the rights of members to be present and vote thereat shall be the same in all respects as those provided in regard to the Annual General Meeting.
- e) The business to be transacted at such meeting shall be confined to those items stated in the notice.

### **13. VOTING**

- 13.1. Subject to the provisions of these rules each Member shall have one vote either (where applicable) as a Member of the Committee or at any General Meeting or Extraordinary General Meeting. The voting at all meetings shall be by show of hands (or, if demanded by at least two members, be made by a secret ballot).
- 13.2. Except as otherwise set out in this Constitution, decisions at all Meetings will be made by majority vote.
- 13.3. The Chairperson of any meeting, if a Member entitled to vote, may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes.
- 13.4. Any Member entitled to vote who is unable to attend any meeting may vote by proxy appointed in a form determined from time to time by the Committee. The instrument appointing a proxy is to be in writing, signed by the Appointer, and is to be produced prior to the meeting to the Chairperson or to the registered office before the person named in the instrument as the proxy purports to vote. No person may be appointed a proxy who is not a Member.

### **14. QUORUM**

- 14.1. The quorum at Committee Meetings shall be not less than fifty per cent of all Officers of the Committee.
- 14.2. The quorum at Annual General Meetings and Extraordinary General Meetings shall be twelve (12) Club Members present in person.

### **15. CONTROL AND INVESTMENT OF CLUB FUNDS**

- 15.1. The funds and property of the Club shall be administered by the Committee in accordance with this Constitution, and in particular;
  - a) The funds of the Club shall consist of money received from subscriptions, donations, performances and any other source acceptable to the Committee.
  - b) All money received is to be paid to the credit of the Club at such bank as the Committee appoints.
  - c) Cheques and other negotiable instruments are to be signed by the Treasurer and one of the following officers
    - i President
    - ii Vice President
    - iii Secretary
  - d) The control and investment of the Club funds shall be under the authority of the Committee.
  - e) The funds of the Club shall be used for the purposes of the normal running of the

day to day affairs of the Club which includes the reasonable purchase of goods or services or value of use to the Club but not excluding the right of the Committee to exercise ultimate control over the Club's assets.

- f) The Committee may use Club funds to employ people, including Club members, and pay them for work they do or services they perform for the Club by appointment of the Committee.
- g) 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 to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- h) 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). 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
- i) The Club may borrow funds, by unanimous resolution of all Officers of the Committee.

## **16. BREAKAGES**

- 16.1. Any Member deliberately or negligently breaking or damaging any of the furniture or other property of the Club or its members shall replace or pay for the same such sum not exceeding the value of the article broken or damaged as the Committee may think proper.

## **17. DUTIES OF OFFICERS**

17.1. The President shall:

- a) Preside as Chairperson of all meetings, or appoint a proxy as determined in 11.1 of this Constitution.
- b) During the course of the meetings preserve order and discipline and ensure that the generally accepted practices and procedures as to conduct and rule of debates are observed.
- c) Assist the other Officers in the general running of the Club's business and affairs.

17.2. The Vice President shall:

- a) assume the duties of President, during the absence of the President
- b) assist the President as required.

17.3. The Secretary shall:

- a) Take minutes of all meetings and after recording the same in writing, present them to the next meeting for approval
- b) Manage all incoming and outgoing correspondence
- c) Carry out all administrative duties and make any arrangements as directed by the Committee in meeting.
- d) Assist the Treasurer in handling the financial aspects of the Club's affairs
- e) Keep an up to date register of Members



- f) Make all necessary arrangements for registration of new Members

17.4. The Treasurer shall:

- a) receive all funds for the Club and handle them as laid down in these rules
- b) issue all receipts for the Club
- c) present to the Committee an accurate monthly statement of all Income and Expenditure for the Club
- d) keep all necessary books of account
- e) ensure that, along with the Secretary, all accounts once approved are paid
- f) draw up the Annual Accounts duly laid out as according to the Bank Statements provided to the Secretary by Kiwi Bank in the prescribed form for presentation to the Annual General Meeting.

## 18. RULE CHANGES

- 18.1. Subject to the provisions of the Act, this Constitution may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the Members entitled to vote being present, in person or by proxy, at any Annual or Extraordinary General Meeting of the Club of which the required notice has been given. No amendment is to be approved if it has the effect of altering the charitable nature of the objects of the Club.

## 19. NOTICES

- 19.1. Every Member must, in writing, notify the Secretary of the address to which he/she desires notices to be sent and if any Member fails to do so, notices may be sent to such Member at such address as the Committee deems appropriate to these rules. All notices required to be given, shall be in writing and shall be deemed to be received when the same would be delivered by ordinary post or displayed on the Club Notice Board or website.

## 20. THE COMMON SEAL

- 20.1. The Common Seal of the Club shall be kept in the safe custody of the Secretary and the said Seal shall not be affixed to any document except by the authority of the Committee.

## 21. WINDING UP

- 21.1. The Club may be put into liquidation or dissolved in any of the ways provided for in the Act.
- 21.2. Any surplus assets remaining in the Club in the event of a liquidation or dissolution shall be applied exclusively for charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.