

CONSTITUTION

GORE COUNTRY MUSIC CLUB INCORPORATED

1 Name

The name shall be **GORE COUNTRY MUSIC CLUB INCORPORATED** hereinafter referred to as “the Club”.

2 Registered Office

The registered office of the Club shall be at such place as the Board may from time to time determine.

3. Interpretation

3.1 In the interpretation of this Constitution that shall be made hereunder, unless the context otherwise requires:-

“**the Club**” shall mean the Gore Country Music Club Incorporated;

“**the Board**” shall mean the Board of Management for the time being of the Club constituted under Clause 10.1 of the Constitution;

“**Special Resolution**” means a resolution approved by a majority of 75% of votes of those entitled to vote and voting on the question;

“**Music Committee**” shall mean the music committee for the time being of the Club constituted under Clause 10.4 of the Constitution;

“**Awards Committee**” shall mean the New Zealand Gold Guitar Awards Committee for the time being of the Club constituted under Clause 10.4 of the Constitution;

“**Financial Members**” shall mean members who have paid their subscriptions;

Words importing the singular number only include the plural number and vice versa and words importing the masculine gender include females.

4. Objects

The objects of the Club are:-

4.1 To foster and encourage Country Music at all age levels.

4.2 To collect and supply any and all information, publications and other news pertaining to Country Music to all Club Members.

4.3 To hold “workshops” where members can share their skills and learn from each other and others to improve their musical knowledge, stagecraft and performance.

4.4 To develop and encourage new and young talent to carry on the traditions of Country Music.

4.5 To promote and/or hold Social Functions, Concerts, Festivals and Awards to further interest in Country Music.

- 4.6 To promote good fellowship, friendship and understanding among all members and loyalty to the organisation.
- 4.7 To assist in the formation of other Country Music organisations throughout New Zealand.

5. **Membership**

Membership of the Club shall comprise:-

- 5.1 Ordinary Members – These shall be persons who have an interest in country music and have been accepted by the Board as members.
- 5.2 Family Members – who shall consist of such members of one family or household up to the age of 18 in any financial year.
- 5.3 Life Members – who shall consist of persons who have been recommended for such membership by the Board and then elected as Life Member by Special Resolution at an Annual General Meeting of the Club. To be eligible for Life Membership a person must have shown outstanding dedication to furthering the interest of Country Music and have rendered substantial aid to the Club and the furtherance of its objects.
Life Membership will allow the recipient all privileges of the Club.
- 5.4 Honorary Member – who shall be given an honorary membership upon winning the Senior, Intermediate, Junior, Classic Overall Award at the NZ Gold Guitar Awards.
An honorary membership shall be given to the winner of the Gore Country Music Queen.
These memberships are valid only for the year after winning such award.
Honorary Membership will not allow the recipient any voting rights but will allow all other rights and privileges of Club Members.
- 5.5 Patron - a person chosen, named, or honoured as a special guardian, protector, or supporter of the Club. At a general meeting the members may elect a Patron. The Patron shall be entitled to attend and speak at General Meetings and other Club Functions but shall have no voting rights at meetings of the Club Committees or General Meetings. The term and duties of the Patron shall be determined by the Board of the Club.

6. **Admission to Membership**

- 6.1 Every application for membership shall be made on the prescribed form signed by the applicant and by two financial members of the Club. This form shall contain a statement that the applicant agrees to be bound by the Constitution of the Club. Applications shall be submitted to the Club Secretary.
- 6.2 Elections shall be made by Special Resolution of the Board at a properly constituted meeting.
- 6.3 The Club Secretary shall advise every newly elected member of his, her or their election by notification sent not later than seven days following the date of election.

7 Subscriptions

- 7.1 Each member shall pay an annual subscription which shall be determined by the Members at the Annual General Meeting by Ordinary Resolution.
- 7.2 All subscriptions shall be payable in advance, first on election and thereafter within 60 days of the Annual General Meeting.
- 7.3 Any member who does not pay the annual subscription within the prescribed time shall cease to be a financial member.

8. Termination of Membership

Membership of the Club shall be terminated:-

- 8.1 If the member resigns in writing. Such membership shall terminate as from the date of receipt of the notice by the Club Secretary but shall be without prejudice to the obligations of the member to pay any subscriptions due.
- 8.2 If, for any reason, the Board, by a majority of its members present and voting at a duly constituted meeting of the board, resolves that the membership of any member should be terminated, provided that the member shall be given one month's notice of the Board's intention to terminate his membership and the member shall be afforded the opportunity of being heard by the Board as to why his membership should not be terminated. Any member whose membership is terminated shall have the right of appeal at a Special General Meeting of the Club at which the Board's decision to terminate the membership of any member shall be reviewed and either affirmed or cancelled by a majority of members present and voting at the Special General Meeting.

9. Membership Register

The Club Secretary shall keep a register of Members recording the names, addresses and membership status of all members and such register shall be open to inspection by any member of the Club at all reasonable times.

10. Board of Management and Committees

Board of Management

- 10.1 There shall be a Board of Management ("the Board") which shall consist of:-
 - 10.1.1 The Convener of the Music Committee plus one other member of the Music Committee appointed by that Committee.
 - 10.1.2 The Convener of the Awards Committee plus one other member of the Awards Committee appointed by that Committee.
 - 10.1.3 The Club President and the Vice President.
 - 10.1.4 Two members elected to the Board at the Annual General Meeting in the same manner as Committee members are elected under this Constitution.
- 10.2 Only one member of a family shall be eligible to be a member of the Board.
- 10.3 The Club President (or, in his absence, the Vice President) shall be Chairperson of the Board.

Committees

10.4 There shall be two committees, the Music Committee and the Awards Committee.

Music Committee

10.4.1 The Music Committee shall consist of up to 10 financial members elected at the Annual General Meeting with the power to co-opt.

10.4.2 The President shall ipso facto be a member of the Music Committee and shall have the right to speak and vote at Committee Meetings.

10.4.3 The Committee shall appoint an executive from its members namely:-

- Convener
- Secretary
- Treasurer
- Musical Director
- Publicity Officer

Awards Committee

10.4.4 The Awards Committee shall consist of up to 10 financial members elected at the Annual General Meeting with the power to co-opt.

10.4.5 The President shall ipso facto be a member of the Awards Committee and shall have the right to speak and vote at Committee Meetings.

10.4.6 The Committee shall appoint an executive from its members namely:-

- Convener
- Secretary
- Treasurer
- Publicity Officer

10.4.7 Subject to prior approval of the Board an Awards Committee Secretary may be a paid position.

11. Subcommittee

11.1 A Committee may appoint sub-committee's from among its members (or from among other members of the Club who are not members of the Committee) and:-

11.1.1 May fix the quorum;

11.1.2 May delegate any of its powers to such sub-committees; and

11.1.3 May make clauses for regulating the proceedings of the sub-committees.

11.2 The role of a sub-committee shall be to undertake special projects.

12 Eligibility for Election to Committees

12.1 Only those members who have been financial members of the Club for one year and have obtained the age of 18 shall be entitled to be elected to a Committee.

12.2 Nominations to the Committee's shall be made and taken from the floor at the Annual General Meeting. Every nominee shall be a financial member and shall be proposed and seconded by financial members.

- 12.3 A Committee shall have the power to fill any casual vacancy which occurs in any of its number or offices until the next Annual General Meeting.

13. Election of President / Vice President

- 13.1 The Club shall have a President and Vice President who shall be elected annually at the Annual General Meeting and written nominations for President and Vice President must be received by the Club Secretary prior to the commencement of the Annual General Meeting. Nominations must be signed by not less than five financial members of the Club.
- 13.2 In the event that no nominations are received by the prescribed time then, and in such case, the President and Vice President shall be elected in the same manner as Committee Members at the Annual General Meeting.
- 13.3 Voting on the election of the President and Vice President shall be by secret ballot.

14 Secretary / Treasurer

- 14.1 There shall be a Club Secretary / Treasurer who shall be appointed by the Board. The position of the Club Secretary / Treasurer may be held by a paid executive.
- 14.2 The Club Secretary shall keep accurate minutes of all Board meetings and other books of the Club including the register of members and shall be entrusted with the custody of the Common Seal. The Secretary shall also keep a copy of this Constitution and a list of the office bearers and members with their respective addresses and shall supply to every member a copy of this Constitution.
- 14.3 The Club Treasurer shall collect all monies received from members subscriptions. All monies paid to the Club Treasurer shall forthwith be paid into such bank account as may from time to time be appointed by the Board.
- 14.4 Any payments made upon the club account shall be authorised by the Club Treasurer and by one other person from those persons as are approved by the Board from time to time.

15 Meetings

15.1 Board Meetings

- 15.1.1 The Board shall meet at least quarterly at such place and on such date as the Board shall itself determine.
- 15.1.2 At any time the President may or if requested to do so by the Convenor of a Committee or any three members of the Board shall convene a meeting of the Board by giving notice in accordance with this clause.
- 15.1.3 Not less than three days notice of a meeting of the Board must be sent to every Board member who is in New Zealand and the notice must include the date, the time and the place of the meeting and the matters to be discussed.
- 15.1.4 An irregularity in the Notice of Meeting is waived if all Board members entitled to receive notice of the meeting attend without protest as to the

irregularity or if all the Board members entitled to receive notice of the meeting agree to the waiver.

15.2 Committee Meetings

15.2.1 The Music Committee and the Awards Committee shall each meet at least once a month at such place and on such date as the Committee's shall themselves determine.

15.2.2 The President may direct that a meeting of either Committee be convened at any time by giving notice in accordance with Clause 15.1.3 with any necessary modifications.

15.3 Monthly Meetings

15.3.1 The quorum at any Music or Awards Committee shall be two thirds.

15.3.2 No business shall be transacted at any meeting unless a quorum is present.

15.3.3 If, within 15 minutes from the time appointed for any meeting, a quorum is not present at the meeting, it shall stand adjourned to the same day in the next week at the same time and place and the members present at the adjourned meeting may transact any business as if they constituted a full quorum.

15.4 Annual General Meeting

15.4.1 The Club shall hold an Annual General Meeting in the month of September in each year on such date at such time and such place as the Board shall determine.

15.4.2 The business of the Annual General Meeting shall be:-

- (a) Consideration of the report of the Board and the annual accounts of the Club for the previous year, such accounts to be signed by the Club Accountant;
- (b) The election of a President and Vice President;
- (c) The election of the Music Committee;
- (d) The election of the Awards Committee;
- (e) The election of two members from the floor to make up the Board (Clause 10.1.4);
- (f) A Chartered Accountant will prepare an Annual Financial Statement to meet the needs of members and comply with Statutory Reporting requirements.
- (g) To decide on any resolution which may be duly submitted to the meeting of which notice in writing has been lodged with the Board Secretary not less than 21 days before the date of the meeting.

- (h) General Business. Provided that no matter for which this Constitution require prior notice to have been given shall be considered in general business.

The order of business may be carried by the Chairperson with the consent of the meeting.

15.5 Special General Meetings

A special general meeting of members may be called in the following manner:-

15.5.1 The Board may, whenever it shall think fit and it shall upon the requisition made in writing by any three committee members or by the requisition of not less than 10 members entitled to vote at general meetings, call a special general meeting. Any such requisition shall state the object of the meeting proposed to be called and the business to be transaction thereat and shall be left at the registered office of the Club. No other business than that set forth in such requisition shall be transacted or considered at any such meeting.

15.5.2 Upon receipt of such requisition the Board shall forthwith call a special general meeting.

15.6 Notice of General Meetings

15.6.1 Written notice of the time and place of a general meeting must be sent to every member not less than 14 days before the meeting.

15.6.2 The notice must state:-

- (a) The nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it; and
- (b) The text of any special resolution to be submitted to the meeting.

15.6.3 An irregularity in a notice of a meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity or if all such members agree to the waiver.

15.6.4 Accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a member, does not invalidate the proceedings at that meeting.

15.6.5 If a meeting is adjourned for less than 30 days it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

16. Voting at General Meetings

16.1 Any financial member who is 18 years of age and over shall be entitled to vote on any matter presented at a General Meeting.

16.2 Voting shall be on the voices unless a show of hands or a ballot is called for. The Chairperson shall have a second or casting vote in addition to his or her deliberative vote.

- 16.3 The President shall be Chairperson of all General Meetings, but should the President be absent, the Vice President shall take the chair, or in his absence, the meeting shall elect a Chairperson. The Chairperson at any such meeting shall have a deliberative vote and in the case of equality of a voting, a casting vote.
- 16.4 Resolutions passed at any General Meeting will be conclusive and binding on all members of the Club whether present at the meeting or not.
- 16.5 Eleven (11) financial members present personally at a General Meeting of members shall form a quorum. There must be a quorum present at the start of and throughout the meeting. If within 15 minutes from the time appointed for the meeting a quorum is not present the meeting, if an Annual General Meeting shall stand adjourned to the same time and place on the same day in the following week.
- 16.6 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting at which the adjournment took place.

17 Vacancy in Office

- 17.1 Any member of the Board or a Committee shall vacate their office:-
- 17.1.1 If they are absent from three consecutive meetings without leave of the Committee or Board of which they are a member;
- 17.1.2 If they become bankrupt or becomes of unsound mind;
- 17.1.3 By notice in writing to the Secretary of the Committee or Board of which they are a member they resign their office.
- 17.2 Any vacancies on the Board or a Committee shall be filled by appointment by the Committee or Board as the case may be and the appointee shall hold office until the conclusion of the next Annual General Meeting of the Club.

18. Powers of Board and Committees

- 18.1 The management and control of the Club and its properties real and personal shall be vested in the Board.
- 18.2 The Board may exercise all such powers and do all such acts and things as may be exercised or be done by the Club as are not hereby or by statute expressly directed or required to be exercised or done by the Club in general meeting.
- 18.3 The Board may delegate such of its powers as it deems fit.
- 18.4 Without prejudice to the general powers conferred by this Constitution, the Board shall have the following powers:-
- 18.4.1 The control and the investment of the Club's funds.
- 18.4.2 It may make Policies and Procedures for the internal conduct of the Club.

- 18.4.3 The employment of staff as may be necessary for the conduct of the Club.
- 18.4.4 It shall make provision for the opening and operating of such bank account or accounts as may be deemed necessary for the purposes of the Club.
- 18.4.5 It may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of Debentures or by mortgages or charges upon the whole or part of the property or assets of the Club (whether present or future) and to purchase, redeem or pay off any such securities.
- 18.4.6 The Board shall present at each Annual General Meeting a full report of the club's activities since the preceding AGM (including financial accounts for the previous financial year).
- 18.4.7 Prior to any asset of the club being sold the members will be informed and given opportunity to discuss at the next club meeting.
- 18.5 Subject to the general powers of management and control vested in the Board by this Constitution, the Music and Awards Committee shall have the following powers and functions:-

Music Committee

- 18.5.1 The convening of Monthly General Meetings and regular social activities and functions for the Club.
- 18.5.2 Present a budget to the Board for the year within two months of the Annual General Meeting.
- 18.5.3 Such other powers and functions as the Board may from time to time authorise or delegate to the Committee provided in any event that any single expenditure in excess of \$500.00 shall require Board approval.
- 18.5.4 Ensuring the Secretary of the Committee keeps accurate records of minutes of all its meetings and proceedings and present to Board meetings a full and complete set of typed minutes which shall have been sent to each Board Member not later than three days prior to the Board meeting.
- 18.5.5 The Music Committee Treasurer shall collect all moneys payable to the Club from monthly Club nights and other club functions excepting the NZ Gold Guitar Awards and keep accurate records of all financial transactions. All moneys paid to the Treasurer on account of the Club from any source whatever, shall forthwith be paid by the Treasurer into such bank account as may from time to time be appointed by the Board.
- 18.5.6 Notwithstanding the provisions of Clause 18.5.4 the Committee shall, upon demand, provide the Board with any records, documents or other information requested by the Board.

Awards Committee

- 18.6.10 The organisation and running of the New Zealand Gold Guitar Awards.
- 18.6.11 Present a budget to the Board for the forthcoming year within two months of the Annual General Meeting.
- 18.6.12 Such other powers and functions as the Board may from time to time authorise or delegate to the Committee provided in any event that any single expenditure in excess of \$500.00 shall require Board approval.
- 18.6.13 Ensuring that the Secretary of the Committee keeps accurate records of minutes of all its meetings and proceedings.
- 18.6.14 Ensuring the Treasurer of the Committee keeps accurate records of all financial transactions pertaining to the New Zealand Gold Guitar Awards.
- 18.6.15 The Committee shall present to Board meetings a full and complete set of typed minutes which shall have been sent to each Board Member not later than three days prior to the Board meeting.
- 18.6.16 Notwithstanding the provisions of Clause 18.5.4 the Committee shall, upon demand, provide the Board with any records, documents or other information requested by the Board.
- 18.6.17 Within one month of the end of the Club's financial year furnish to the Accountant statements of receipts and expenditure by the Committee for the previous financial year to a standard acceptable to the Accountant.

19 Financial Year

The financial year of the Club shall begin on the 1st day of August in each year and shall expire on the 31st day of July of the following year.

20 Accounts

20.1 The Board shall keep true accounts:-

- 20.1.1 Of all sums of money received and expended by the Club and of matters in respect of which such receipts and expenditure take place;
- 20.1.2 Of all assets credits and liabilities of the Club including all mortgages charges and securities of any description affecting any property of the Club.

20.2 The books of account shall be kept at the office of the Club or at any such other place as the Board may determine and they shall be open to the inspection of members of the Club at such reasonable time and place as shall be determined by the Board.

21. Common Seal

21.1 The Club shall have a common seal which shall be kept in the custody of the Club Secretary. The seal shall not be affixed to any document except pursuant to a resolution of the Board and in the presence of two members of the Board

and the Club Secretary who shall attest such affixation by signing their names to the document and any document so sealed and attested shall be deemed to be sealed and shall be binding on the Club.

22 Alteration to the Constitution

22.1 Any alteration of the Constitution whether by revocation or amendment or adoption of new clauses, may be made by resolution of 75% of financial members present and voting at a general meeting of the Club.

23. Dissolution

23.1 The Club shall be wound up voluntarily if and when at a General Meeting called for that purpose, a resolution is passed by a majority of members present and entitled to vote and voting requiring the club to be wound up.

23.2 In the event of the Club being dissolved or wound up, any article donated to the Club must be returned to the Donor and, after payment of all debts, liabilities and the costs of winding up, all surplus assets shall be given to such charitable organisation as is approved by the Club at a general meeting.