BRASS BAND ASSOCIATION OF NEW ZEALAND (INC)

Constitution

10 NOVEMBER 2024

Updated February 2025

Index

Introductory Rules

1.1 Name

The name of the society is Brass Band Association of New Zealand Incorporated (in this **Constitution,** referred to as the '**Society**').

1.2 Charitable status

The **Society** is already or intends, after incorporation, to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society**'s activities and finances.

'Associate Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'Board' means the **Society**'s governing body.

'Body Corporate' means a **Member** of the **Society** that is a constituted Band or District Bands Association.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and committee meetings and who provides leadership for the **Society**, usually President.

'Constitution' means the rules in this document.

'Deputy Chairperson' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**, usually Vice-President.

'Executive Officer' means the appointed person who runs the activities and affairs of the **Society**.

'Financial Controller' means the appointed person who provides financial oversight, and is responsible for, the day to day financial activities of the **Society**.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘Interested Member’ means a person who is a **Board**, or Sub-Committee member who has interests or conflicts in any matter that the **Board** has to vote on.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into by the **Society**.

‘Member’ means a person or band who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

‘Notice’ to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- a member of the **Board**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Executive Officer or Financial Controller.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members,** other than an **Annual General Meeting,** called for a specific purpose or purposes.

‘Working Days’ means as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2 Purposes

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

1. advancing education by providing musical education opportunities for all socio-economic groups in New Zealand

2. benefiting the community by enabling members of communities to invest in their own physical and holistic welfare by participating in musical performance and training.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society.**

3 Tikanga, kawa, culture or practice

The tikanga or culture of the **Society** is as follows—

1. We are an inclusive, non-discriminatory, neurodiverse, and culturally appreciative organisation that promotes the enjoyment of musical participation for everyone.
2. To maintain and develop a movement that seeks to (i) Unite its members through the performance of music and fellowship. (ii) Improve the quality of public performances by its members. (iii) Encourage greater public acceptance of music performed by its members.
3. To establish and/or promote: (i) The coaching and training of bands, Music Directors, and bandspersons. (ii) Band contests and solo and party competitions. (iii) Appropriate publications and periodical journals. (iv) Bands to represent New Zealand in New Zealand and overseas.
4. This **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.

4 Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

5 Restrictions on society powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

1. The **Society** does not have the power to borrow money.
2. If any money owing to the Association by any band is not paid on the date for payment, that band, and any playing member of that band, shall, until such monies are paid, not be entitled to: (a) Enjoy any of the rights, privileges and benefits of membership of the Association; or (b) Participate in any Contest; or (c) Attend or vote at any meeting of the Association.
3. If any money owing to the **Society** by any bandsperson is not paid on the date of payment, that individual shall, until such monies are paid, not be entitled to: (a) Enjoy any of the rights, privileges and benefits to which that bandsperson would otherwise be entitled; or (b) Participate in any Contest.

6 Registered Office

The registered office of the **Society** shall be at such place in New Zealand as the **Board** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

1. at least five working days before the change of address for the registered office is due to take effect, and
2. in a form and as required by the **Act**.

7 Contact Person

The **Society** shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

1. The **Society**'s contact person must be:
   - i. At least 18 years of age, and
   - ii. Ordinarily resident in New Zealand.

2. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
   - i. a physical address or an electronic address, and
   - ii. a telephone number.

3. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Members

8 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

9 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

1. **Member**
   A **Member** is a body corporate (Band) admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**. Described below:

a) Has more than ten or more brass or percussion players; and
b) Is a member of a District Association; and
c) Makes application in the form prescribed by the **Board**; and
   Agrees to conform to this Constitution; and

d) Pays the subscription and levies prescribed at the time and
e) Is approved by the **Board**.

- **Life Member**

  A **Life Member** is a person who has given long and distinguished service to the **Society**.

1. At least two-thirds of the Board must approve any person nominated for this honour before being presented at the next General Meeting; and
2. Elected as a **Life Member** by resolution of a **General Meeting** passed by at least a simple majority of those **Members** present and voting.
3. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

- **Associate Member**

  An **Associate Member** shall have access to all the resources of the **Society.**

1. An **Associate Member** shall be eligible to enter BBANZ Solo competitions, subject to the same qualifying rules as **Members**
2. An **Associate Member** shall be eligible to attend a **General Meeting** as an observer.
3. An **Associate Member** has no speaking or voting rights.

10 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member.**

11 Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Board** regarding an application for membership and will become a **Member** on acceptance of that application by the **Board**.

The **Board** may accept or decline an application for membership at its sole discretion. The **Board** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

12 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member**'s name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

1. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

2. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
3. Any **Member** that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
4. The **Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

13 Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including at least 50% by 31 October for the November AGM), any levy, or any capitation fees within two calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society**'s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within four calendar months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

14 Ceasing to be a member

A **Member** ceases to be a **Member**—

1. by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Board** or
2. on termination of a **Member**'s membership following a dispute resolution process under this **Constitution** or
3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
4. by resolution of the **Board** where—
    a) The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **60 Working Days** of the due date for payment.
    b) In the opinion of the **Board,** the **Member** has brought the **Society** into disrepute.

15 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

1. remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
2. shall cease to hold himself or herself out as a **Member** of the **Society**, and
3. shall return to the **Society** all material provided to **Members** by the **Society** (including any handbooks and manuals).
4. shall cease to be entitled to any of the rights of a **Society Member**.

16 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

Subscriptions and Levies

17 Annual Subscriptions

1. Annual subscriptions, which may differ from band to band, shall be fixed by the Annual General Meeting.
2. The annual subscriptions shall be for the financial year following the financial year in which they are determined.
3. The annual subscription shall be a Base Fee per band, determined by grading, and a common per-member fee per band. An example of the fee structure is shown below:

A Grade Band - Base Fee	$1000	Per-Member Fee	$12.00
B Grade Band - Base Fee	$850	Per-Member Fee	$12.00
C Grade Band - Base Fee	$700	Per-Member Fee	$12.00
D Grade Band - Base Fee	$350	Per-Member Fee	$8.00
All Players under 15	n/a	No Fee	$0.00

4. If a band becomes a member after the start of a financial year, the Board may reduce the annual subscription payable by such band for that year.
5. If the resources of the Society are insufficient to carry out the objects of the Society, the **Board** may levy each band up to $100 per annum which shall be payable within one calendar month of the date of the levy.
6. If any money owing to the Society by any band, or bandsperson, is not paid on the date for payment, that band, and any playing member of that band, shall, until such monies are paid, not be entitled to:
   a) Enjoy any of the rights, privileges and benefits of membership of the Association; or
   b) Participate in any Contest; or
   c) Attend or vote at any meeting of the Association.

General Meetings

18 Procedures for all general meetings

The **Board** shall give all **Members** at least **60 Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (a copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Board** before the commencement of the **General Meeting,** or
- through the authorised representative of a body corporate as notified to the **Board**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 25 percent of eligible financial **Members** attend throughout the meeting, which will constitute a quorum.

If a quorum is not present within half an hour after the time appointed for a meeting, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case, it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of two or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Board** to chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
  - With the consent of a simple majority of **Members** present at any **General Meeting,** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
  - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Board** may propose motions for the **Society** to vote on (**'Board Motions'**), which shall be notified to **Members** with the notice of the **General Meeting.**
- Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Board** at least 30 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Board** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.
- A resolution of a **General Meeting** shall not be rescinded or amended in any material way within three years of the date of its passing, except with the leave of two-thirds of delegates present at a subsequent meeting.

19 Minutes

The **Society** must keep minutes of all **General Meetings**.

20 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- six months after the balance date of the **Society**
- 15 months after the previous **Annual General Meeting**.

21 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting**(s) held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Board's** report on the finances of the **Society**, and the annual financial statements,
- approve the budget for the next financial year,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate), and
- consider any general business.

22 Special General Meetings

Special General Meetings may be called at any time by the **Board** by resolution.

The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 30 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the **Meeting**.

Board

23 Board composition

The **Board** will consist of an elected President, Vice-President, and no more than four elected **Officers**, plus an appointed non-voting Executive Officer and non-voting Financial Controller.

A majority of the **Officers** on the **Board** must be either:

- **Member**s of the **Society**, or
- representatives of bodies corporate that are **Member**s of the **Society**.

24 Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

25 Powers of the Board

The **Board** has all the powers necessary for managing — and for directing and supervising the management of — the operation, affairs and finances of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or this **Constitution**.

26 Sub-committees

The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than two,
- no sub-committee shall have the power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Board**, and
- a sub-committee must not further delegate any of its powers.

27 General matters: Board and Sub-Committees

The **Board** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.

Board Meetings

28 Procedure

The quorum for **Board** meetings is at least two-thirds of the number of members of the **Board**.

A meeting of the **Board** may be held either—

1. by a number of the members of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every elected **Officer** on the **Board** shall have one vote.

If at a meeting of the **Board**, the **Chairperson** is not present, the members of the **Board** present may choose one of their number to be **Chairperson** of the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Board**.

Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

29 Frequency

The **Board** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Board** member nominated by the **Board**, shall give to all **Board** members not less than 5 **Working Days'** notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

Board Officers

30 Qualifications of officers

Every **Officer** must be a natural person who —

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

1. a person who is under 16 years of age

2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
    1. an offence under subpart 6 of Part 4 of the **Act**
    2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    3. an offence under section 143B of the Tax Administration Act 1994
    4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
    5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
    1. a banning order under subpart 7 of Part 4 of the **Act**, or
    2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
2. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must —

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

31 Officers' Duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,

4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
   - the nature of the **Society**,
   - the nature of the decision, and
   - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

32 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

All positions on the **Board** are a two-year tenure, but members may be re-elected for subsequent terms of two years.

- The **Chairperson** and two **Board** members' tenure expire on even number years; the **Vice-Chairperson** and the remaining two **Board** member's tenure expire on odd-numbered years.
- If a **member** retires within the two-year cycle, the replacement **member** will complete the existing term of the **member** being replaced.
- **Members** of the **Board** shall take office immediately following the close of the **Annual General Meeting** at which they were elected and shall stay in office until the close of the **Annual General Meeting** at which they retire.

The **Board** shall be elected from persons who:

- Consent in writing; and
- Are nominated in writing by a **member** band; and
- Have their nomination in the hands of the **Executive Officer** not less that sixty (or forty with the consent of the **Board**) days before the relevant **Annual General Meeting**.

The **Executive Officer** shall notify each **Member** (voting) of all nominations no less than thirty days before the relevant **Annual General Meeting**. Such notice:

- Shall include the names of the candidates and their nominee; and
- May be accompanied by a short statement from each candidate.

If the number of candidates nominated equals the number of vacancies for any office, then the candidate or candidates shall be duly elected.

If the number of candidates nominated exceeds the number of vacancies for any office, an election for such office shall be made by postal or electronic ballot as follows:

- The **Executive Officer** shall prepare voting papers showing in alphabetical order those persons who have been nominated for office.
- The voting paper shall be in the form following or in such a form as the **Board** may approve.

Brass Band Association of New Zealand Incorporated

(Ballot paper for election of officer(s).

Initials of **Executive Officer**:

Serial No:

Name:

Address:

Instructions and Information for Voters

Strike out the names of those for whom you do not wish to vote.
The number of members required is: ......
Your voting paper will be informal if more than the required number of names are left or if you deface it by writing on it.
You may vote for less than the required number.
To be valid, this voting paper must be deposited at the registered office of the Society not less than forty-eight hours before the time appointed for the holding of the Annual General Meeting of the Society.

Namely by am/pm on the day of

- The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- In addition to **Officers** elected under the foregoing provisions of this clause, the **Board** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' clause above).
- Not less than twenty-eight days before the **Annual General Meeting** of the Society, the necessary voting papers shall be posted / emailed to every **Member**, **Life Member**, and **Board Member.**
- It will be accepted that the **Executive Officer** shall ensure that the voting papers are sent in time, to the addresses held by the Society, and will declare such.

- Every voting paper will be initialled by the **Executive Officer**, and will have a unique serial number.
- Voting shall be done by crossing out the names or names for whom the voter does **not** wish to vote.
- The vote of any **Member** who votes for more than the number of Officers required, defaces the voting paper, or fails to send the completed form back to the **Society** office less than forty-eight hours before the start of the **Annual General Meeting**, will have that vote invalidated.
- The **Executive Officer** shall count the votes and report the results to the **Chairperson**. The candidates with the highest number of votes shall be declared elected.

33 Removal of Officers

An **Officer** shall be removed as an **Officer** by resolution of the **Board** or the **Society** where in the opinion of the **Board** or the **Society** —

- The **Officer** has brought the **Society** into disrepute.
- The **Board** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Board** or **Society**.

34 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Board**), are removed by election, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within **seven Working Days** of submitting a resignation or ceasing to hold office, will be required to deliver to the **Board** all books, papers and other property of the **Society** held by such former **Officer**, if requested.

35 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Board** and or sub-committee, and
2. in an **Interests Register** kept by the **Board**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Board** and/or sub-committee relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; but

3. may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

36 Appointment of Officers

The **Board** may, from time to time, appoint an **Executive Officer** and/or a **Financial Controller** at such remuneration and upon such conditions as they think fit and, subject to the terms of any agreement entered into in any particular case, any **Executive Officer** and/or **Financial Controller** so appointed may be removed by it.

The **Board** may delegate to the **Executive Officer** and/or **Financial Controller** any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and may from time-to-time revoke, withdraw, alter, or vary all or any of those powers.

Records

37 Register of Members

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include —

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each **Member's** —

- postal address
- email address (if any)
- whether the **Member** is financial or nonfinancial
- date of birth

Every current **Member** shall promptly advise the **Society** of any change of the **Member’s** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous seven years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

38 Interests Register

The **Board** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

39 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

40 Control and management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Board** shall maintain bank accounts in the name of the **Society**.

All accounts paid or for payment shall be submitted to the **Board** for approval of payment.

The **Board** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

41 Balance date

The **Society**'s financial year shall commence on ***1 August*** of each year and end on ***31 July*** (the latter date being the **Society**’s balance date).

Dispute Resolution

42 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

43 How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints subcommittee) a notice in writing that—
    1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society**'s **Constitution**; and
    2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
    3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
    1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society**'s **Constitution**; and
    2. sets out the allegation to which the dispute relates.

The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society**'s **Constitution**.

44 Person who makes a complaint has the right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
    1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
    2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
    1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

3. an oral hearing (if any) is held before the decision maker; and
4. the **Member**'s, **Officer**'s, or **Society**'s written or verbal statement or submissions (if any) are considered by the decision maker.

45 Person who is subject of the complaint has the right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
    1. has engaged in misconduct; or
    2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
    3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
    1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
    2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    4. an oral hearing (if any) is held before the decision maker; and
    5. the respondent's written statement or submissions (if any) are considered by the decision maker.

46 Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

47 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or

2. the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a **Member** or an **Officer** has engaged in material misconduct:
    2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society**'s **Constitution** or bylaws or the **Act**:
    3. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

48 Society may refer complaint

1. The **Society** may refer a complaint to—
    1. a subcommittee or an external person to investigate and report; or
    2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

49 Decision makers

A person may not act as a decision maker concerning a complaint if two or more members of the **Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Liquidation and removal from the register

50 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Board** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Board** shall also give written Notice to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

51 Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Board** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Board** shall also give written **Notice** to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

52 Surplus Assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member,** and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Alterations to the constitution

53 Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

Any proposed amendment or replacement of this **Constitution** shall be by Remit to a **General Meeting**, given in writing to the **Board** not less than 40 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

Not less than 20 **Working Days** before the **General Meeting** at which any amendment is to be considered, the **Board** shall give all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has.

When a **General Meeting** approves a**n amendment,** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

If the **Society** is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that **Act**.

54 Bylaws

The **Board,** from time-to-time, may make and amend bylaws and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.