



Constitution¹

1. Name

- 1.1 The name of the society shall be **New Zealand Choral Federation Incorporated**.
- 1.2 The official abbreviation shall be “NZCF”.
- 1.3 In official documents the words “Te Kotahitanga Manu Reo O Aotearoa” may be written in association with the name of the society.

2 Interpretation

- 2.1 In these Rules, except where a different intention appears:

"Act" means the Incorporated Societies Act 1908.

“ACD Member” means a Personal Member who belongs to the Association of Choral Directors.

“Affiliated Organisation” means an organisation that has joined the NZCF under Rule 4.1(c).

“Annual General Meeting” means the Meeting held under Rule 7.1.

“Associate Member” means either any school that has participated in an event of the NZCF or a member of a Member Choir.

“Association of Choral Directors” means the group of Personal Members that is formed and regulated under Rule 20.

“Auditors” is defined in Rule 6.1.

“Board” means the individuals who are appointed under Rule 8.

“Board Member” means a member of the Board.

“Chair” means the Board Member elected under Rule 10.1.

“General Meeting” means either an Annual General Meeting or a Special General Meeting.

“Life Member” means a person who has been appointed a Member under Rule 4.2.

¹ As adopted at a Special General Meeting held on 6 November 2018.

"NZCF" means the **New Zealand Choral Federation Incorporated** as governed under these Rules.

"Member" shall mean a Member Choir, a Personal Member (including a Personal Member who is also an ACD Member), an Affiliated Organisation and/or a Life Member as appropriate.

"Member Choir" means a choir that that has joined the NZCF in accordance with Rule 4.1(a).

"National Advisory Committee" means the committee formed under Rule 11.

"NZCF National" means the national office of the NZCF comprising the people appointed by the Board under Rule 9.4.

"Patron" is defined in Rule 13.1.

"Personal Member" means a Member who has joined the NZCF in accordance with Rule 4.1(b).

"Region" is defined in Rule 18.2.

"Regional Annual General Meeting" is defined in Rule 19.6.

"Regional Committee" means the committee established in a Region under Rule 18.1.

"Regional Chair", "Regional Secretary" and "Regional Treasurer" are defined in Rule 18.5.

"Rule" means a rule in these Rules.

"Special General Meeting" means a General Meeting held under Rule 7.2.

"Written" and "in writing" includes all means of reproducing words in a permanently visible form.

"Year" or "Financial Year" shall refer to the period between 1 January in a year and 31 December in the same year (except in relation to the 2015 year when it shall refer to the year from 1 April 2014 to 31 March 2015 and to the nine-month period from 1 April 2015 to 31 December 2015).

2.2 Words used with capital initial letters shall have the meanings given to them in either Rule 2.1 or in these Rules.

3. Objects

3.1 The general aim of the NZCF is to foster the development of choral music in New Zealand by:

- (a) establishing and promoting close bonds between choral groups and other musical and arts organisations and facilitating the flow of information among choral groups;
- (b) promoting high standards in choral singing and conducting, and providing training assistance where required;

- (c) encouraging enjoyment and participation in choral singing, by facilitating festivals and courses, providing special support to young singers, and fostering activities that increase wide involvement in choral singing;
- (d) representing the interests of choral groups and choral music by seeking sponsorship from government and business interests and undertaking public relations activities.

Notwithstanding sub-Rules 3.1(a) to (d):

- (e) the NZCF shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (f) no member of the NZCF shall derive any personal pecuniary gain from membership of the NZCF.

4. Membership

4.1 Membership of the NZCF shall be by written application. The Board may grant full membership to any of the following:

- (a) any choir (independent, institutional or incorporated) interested in the aims of the NZCF;
- (b) any persons interested in the aims of the NZCF, including members with a general interest in the activities of the NZCF or members interested in choral conducting specifically;
- (c) any national, regional or local associations of choirs whose objects are wholly or in part similar to the objects of the NZCF;
- (d) any organisation, company or business firm interested in the aims of the NZCF, or that makes a sponsorship contribution to the NZCF or that supports the aims of the NZCF;
- (e) such other categories of persons as the Board may resolve to admit to membership.

4.2 Life membership may be granted by the Board to a person as due recognition for meritorious service in fostering the aims of the NZCF, either after recommendation by the National Advisory Committee, a Regional Committee or as the Board may decide. A Life Member shall have all the rights and privileges of a Personal Member and shall be exempt from paying membership fees.

4.3 Application for membership

An applicant may become a Member upon satisfaction of the following requirements:

- (a) completion and submission of a form of application to the satisfaction of the Board and;
- (b) payment of the appropriate membership fee for the then current Year.

4.4 **Membership fee**

The amount of the following Year's annual membership fee may be established on different bases for different types of Members and shall be decided in each Year by the Board..

4.5 **Termination of membership**

Membership shall cease:

- (a) upon the written resignation from the Member being received by the Board;
- (b) subject to the discretion of the Board, upon failure to pay the membership fee for the current Year;
- (c) if the Board decides, after appropriate enquiry, that the Member has failed to comply with Rule 4.7.

4.6 **Membership records and responsibilities**

NZCF National shall keep a membership register of Members recording their names and addresses and the dates each Member became a Member. Every Member shall advise NZCF National in writing of any change of name and/or address as soon as practicable.

- 4.7 All Members (and Board Members) shall promote the interests and the objects of the NZCF and shall do nothing to bring the NZCF into disrepute.

4.8 **Recognition for service to the NZCF**

The Board may grant formal recognition to a Member for significant service to the NZCF at either a national or a regional level either after nomination by the National Advisory Committee, a Regional Committee or as the Board may decide. Such recognition shall be in the form and on the basis as determined by the Board.

5. **Financial Year**

- 5.1 The Financial Year shall end on 31 December in each year.

- 5.2 (a) Membership fees for a Financial Year shall be payable by the last day of March in that Year.
- (b) If a person or a choir first becomes a Member after 30 June the membership fee in respect of the balance of the Financial Year shall be half of the full year's appropriate membership fee.
- (c) For the purposes of Rule 7 persons or choirs shall be current financial Members if they have paid the membership fee for the current Financial Year or if they have paid the membership fee for the immediately preceding Financial Year and the date on which their status as financial Members is relevant for the purposes of Rule 7 is before 30 June of the current Financial Year but have not been terminated for non-payment under Rule 4.5(b).

6. Auditors

- 6.1 There shall be an auditor who shall be a chartered accountant or a firm of chartered accountants appointed at the Annual General Meeting (the “Auditors”).
- 6.2 The Auditors shall undertake an audit, except where Members have resolved at an Annual General Meeting that a review engagement is appropriate, and shall provide a report, based on their audit or review, on the NZCF’s financial statements for consideration by the Annual General Meeting under Rule 7.1.

7. General Meetings

- 7.1 The Board shall call an Annual General Meeting to be held before 30 June in each year. The business of the Annual General Meeting shall include:
- (a) minutes of the previous Annual General Meeting and any Special General Meeting held since the last Annual General Meeting;
 - (b) consideration and adoption of the NZCF’s Annual Report;
 - (c) consideration and adoption of the NZCF’s financial statements together with the report of the Auditors under Rule 6.2;
 - (d) confirmation of the results of any election or appointment of Board Members under Rule 8;
 - (e) motions of which notice has been given;
 - (f) appointment of the Auditors;
 - (g) general business, if any.
- 7.2 A Special General Meeting shall be held at the written request of not less than 10% of the Members or at the request of the Board.
- 7.3 Each Member shall be notified in writing, by ordinary letter, email or general circular to the Member’s last recorded address, of any General Meeting, stating the time, venue and business to be transacted. Such notice shall be posted not less than 28 days before the date of the proposed General Meeting.
- 7.4 A quorum for any General Meeting shall be 20 Members who shall be current financial Members at the time of the General Meeting and who shall be present either in person or by proxy.

7.5 Voting

All current financial Members of the NZCF at the time of any General Meeting shall be entitled to vote. The Chair of the Board shall chair the General Meeting. In the Chair’s absence, another Board Member shall chair the General Meeting. The person chairing the General Meeting shall, in the case of an equality of votes on any question, exercise both a deliberative and a casting vote.

7.6 At any General Meeting, Members shall be entitled to cast votes on any resolution of the General Meeting as follows:

- (a) Each Member Choir shall be entitled to cast one vote for up to 25 active singing members of the Member Choir, and one further vote for each subsequent 25 active singing members of the Member Choir or part thereof up to a maximum of four votes, being the equivalent of 100 or more members. Such votes shall be cast only by a person nominated by the Member Choir, whose name shall be submitted in writing to NZCF National either before or at the General Meeting. The nomination of a person will be made annually as part of the membership renewal process, but a Member Choir may advise a change to the nominated person to NZCF National at any time.
- (b) Each Personal Member shall be entitled to cast one vote.
- (c) In respect of each Affiliated Organisation, a nominee, whose name shall be submitted in writing to NZCF National before or at the General Meeting, shall have the right to cast one vote on behalf of that Affiliated Organisation.

7.7 With respect to any vote at a General Meeting on the appointment of a person for any purpose other than in respect of the election of Board Members under Rule 8, there shall be a ballot where the number of nominations exceeds the number required for that position. In other matters requiring a vote at the General Meeting, the decision shall be by show of hands, but the Chair may, and shall if requested by no fewer than five Members, direct that the voting be by ballot.

7.8 Votes at a General Meeting may be made personally or by proxy. The proxy must be received by NZCF National at least seven days before the General Meeting at which it is proposed to be used. The proxy shall be signed, in the case of a Personal Member, by the Member making the appointment and in the case of a Member Choir or an Affiliated Organisation, by the person referred to in Rules 7.6(a) or (c) as appropriate and shall be in the following form or such other form as the Board shall approve:

I/We _____
being a member of the (or being authorised by)
_____ hereby appoint

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the NZCF to be held on the _____ day of _____ 20 _____ or at any adjournment.

Date Signature Designation

7.9 Where at least 5% of all current financial Members so demand in writing by notice to the Board, the Board shall forthwith arrange a postal vote on the matters on which those Members seek a decision.

7.10 The Board may resolve that issues to be resolved by a Special General Meeting shall, notwithstanding the provisions of Rules 7.3 and 7.4, be decided by a postal vote of Members rather than at a meeting of the Members but otherwise in accordance with Rules 7.3 and 7.4 with the appropriate changes to reflect the postal nature of the vote.

8. Governance - Board

8.1 The management of the affairs of the NZCF shall be vested in the Board of eight Board Members elected or co-opted as specified below PROVIDED THAT the number of Board Members may be changed by resolution at a General Meeting.

8.2 Each nomination for election to the Board shall be:

- (a) of a person who is either a current Personal Member or a member of a Member Choir and
- (b) made on or before the date that is two calendar months before the date of the Annual General Meeting in that Year
- (c) in a form prescribed by the Board and
- (d) proposed in writing by a Member and seconded by another Member (or by a person authorised by a Member under Rules 7.6(a) or (c)).

8.3 Any nomination made under Rule 8.2 shall be made by either:

- (a) a Personal Member or
- (b) in the case of a Member Choir or an Affiliated Organisation, by the person appointed as the Member's representative for the purposes of voting at General Meetings under Rules 7.6(a) or (c)

and, in either case, the Member concerned having paid the relevant membership fee set for the then current Year under Rule 4.3.

8.4 Each person elected as a Board Member shall be elected for a period of three years. A person shall not be eligible for re-election to the Board for the period of two years after having completed, except in the case of a Board Member to whom Rule 8.7 applies, nine consecutive years as a Board Member.

8.5 If in any year the number of persons validly nominated is equal to the number of vacancies to be filled, then the persons so nominated shall be deemed as from the close of the next Annual General Meeting to be elected as Board Members.

8.6 If the number of persons validly nominated is less than the number of vacancies to be filled, then the Board may fill any such vacancy or vacancies by co-option and the Board shall report each such appointment to the Members together with brief biographical information of the person concerned.

8.7 Any Board Member co-opted under Rule 8.6 shall serve until the date of the Annual General Meeting next following the date of co-option and if then appointed under Rule 8.5 or 8.13 or elected under Rule 8.8 shall serve for a further period of two years and will be eligible if again elected to serve for two further periods of three years. That Board Member shall not be eligible for re-election to the Board for the period of two years after having completed the second period of three years as an elected Board Member.

- 8.8 If in any year the number of persons validly nominated for the Board exceeds the number of vacancies to be filled, an election by poll shall take place. In such case voting papers in a form prescribed by the Board shall be emailed or posted to all Members before the date that is 30 days before the date of the Annual General Meeting. To be valid, a voting paper completed by a Member shall be emailed, posted or delivered by the Member to the scrutineer appointed under Rule 8.10 within 14 days of the date on which voting papers were sent to Members.
- 8.9 Each Member voting for Board Members shall vote for any number of candidates not exceeding the number of vacancies to be filled and any voting paper on which a greater number of votes are cast than there are vacancies to be filled shall be invalid and rejected.
- 8.10 The scrutineer for the election shall be the Auditors or, if the Auditors are unwilling or unable to act as scrutineer, by another independent person appointed by the Board.
- 8.11 The scrutineer shall provide NZCF National a signed report of the total number of voting papers received, the number (if any) rejected and the grounds of rejection, the total number of votes in favour of each candidate and the names of those elected, and such report shall be conclusive PROVIDED THAT if there is an equality of votes a decision shall be determined by lot in the presence of the scrutineers.
- 8.12 The results of any election under Rules 8.8 to 8.11 shall take effect from the close of the Annual General Meeting.
- 8.13 If a Board Member dies or resigns subsequent to the Board Member's election but before the expiry of the period for which the Board Member was elected, the Board may fill the vacancy by co-option and that person shall continue to serve on the Board until the following Annual General Meeting. The co-opted Board Member, if then elected in accordance with Rules 8.8 to 8.11 or co-opted under Rule 8.6, will then be subject to Rule 8.7.
- 8.14 A Board Member shall be a Personal Member and if, on election, the Board Member is not a Personal Member, the Board Member shall become a Personal Member as soon as practicable. If the Board Member does not become a Personal Member within three months of being elected the Board Member shall be deemed to have resigned and the provisions of Rule 8.13 shall then apply.
- 8.15 A Board Member shall cease to hold office either if all other Board Members so resolve on the grounds that the Board Member's continuation in office is deemed by them to be against the best interests of the NZCF or if the Board Member shall cease to be a Member.
- 8.16 A report of each meeting of the Board shall be given to each member of the National Advisory Committee as soon as possible after the Board's meeting.

9.0 Meetings of the Board

- 9.1 The Board shall decide how, how often and where the meetings of the Board shall be held. At all such meetings five Board Members shall form a quorum. All Board Members shall have full voting rights at each meeting of the Board. The Chair (and, in the absence of the Chair at any meeting of the Board, the chair of that meeting) shall have a second or casting vote in the event of equality of votes.

- 9.2 The Board may exercise its powers and make decisions by email votes in which case the proposed action or matter for decision shall be emailed to all Board Members and the decision made when a majority of all Board Members has voted in favour by return email and all Board Members have been advised accordingly. In that case, the individual votes of each Board Member shall together constitute a decision of the Board. Any Board Member may within 14 days of advice of that decision ask that the proposed action or matter for decision be deferred until the next Board meeting in which case the votes of the majority of all Board Members shall be set aside PROVIDED THAT the Chair and Vice-Chair may together decide that the matter is of sufficient urgency to allow the majority decision to prevail and shall advise all Board Members accordingly. The Chair shall, in the case of an equality of votes on any question, exercise both a deliberative and a casting vote.
- 9.3 Each Board Member shall be reimbursed the actual reasonable expenses for travel and/or accommodation involved by the Board Member in attending meetings.
- 9.4 The Board may constitute itself into committees of the Board for the efficient management of the affairs of the NZCF. Any decisions of a committee of the Board may either be presented to the next meeting of the Board for ratification or ratified by a postal or email-based vote of the Board.
- 9.5 The Board shall engage the services of such staff for the NZCF to carry out the duties as the Board may direct, consistent with the objects of the NZCF and the Board will pay staff such fees, salary, wages or other remuneration that the Board deems expedient.
- 9.6 The Board may employ and discharge such employees, agents, solicitors, accountants and other persons it may think fit, and pay such fees, salary, wages or other remuneration as it deems expedient and any Board Member who is a person engaged in any business or profession may be specifically so employed to act, subject however to the requirements of Rule 14.4.
- 9.7 For the avoidance of doubt, the Board may establish a company for the more efficient management of any of the NZCF's activities and to further the general aim of the NZCF to foster the development of choral music in New Zealand PROVIDED THAT:
- (A) the constitution of any such company shall not be such as to prejudice the exclusively charitable nature or tax-exempt status of the NZCF;
 - (B) the operations of that company shall comply with the restriction on the objects of the NZCF to purposes or objects out of New Zealand and shall not permit Members to obtain personal pecuniary gain from their membership;
 - (C) in the event of the NZCF's dissolution, the company shall be wound up and its assets if any shall form part the disposal by the Board under Rule 22.2;
 - (D) the NZCF shall be the sole shareholder of the company.

10. Chair and Vice-Chair

- 10.1 The Board shall at the start of its first meeting after the Annual General Meeting, elect a Chair and Vice-Chair from amongst its number. The Chair and Vice-Chair shall each be elected for a period of one year. On the expiry of the one-year period they shall be eligible for re-election or election to the other office provided always that no Chair or Vice-Chair shall hold any one such office for more than three consecutive years PROVIDED THAT

if the Chair and Vice-Chair are both ineligible or unavailable for re-election (or if the Vice-Chair is unavailable for election as Chair) the Board may re-elect the Chair or the Vice-Chair for a further period of one year.

- 10.2 If the Chair dies or resigns the Vice-Chair shall automatically become Chair for the remainder of the period for which the original Chair was elected.
- 10.3 If the Vice-Chair dies or resigns, or if the Vice-Chair becomes Chair in terms of Rule 10.2 the Board shall, from amongst its number, elect a new Vice-Chair to complete the period of office for which the original Vice-Chair was elected.
- 10.4 At General Meetings and Meetings of the Board the chair shall be taken by the Chair, or in the Chair's absence, by the Vice-Chair or, in absence of both, by a Board Member nominated, in the case of a General Meeting, by the Board or, in the case of a Board meeting, by the Board at the start of the meeting.

11. National Advisory Committee

- 11.1 There shall be a National Advisory Committee consisting of:
 - (a) The NZCF Chair (or the NZCF Chair's designated representative),
 - (b) The Chair of each Regional Committee (established under Rule 18).

12. Power, duties, functions and meetings of the National Advisory Committee

- 12.1 The National Advisory Committee shall act as an advisory body to the Board and to NZCF National.
- 12.2 A member of the National Advisory Committee, chosen at the beginning of each meeting of the National Advisory Committee by the members present, shall chair that meeting. The Chair (or the Chair's designated representative) shall be entitled to be present at all National Advisory Committee meetings.
- 12.3 NZCF National shall be responsible for the organisation of the meetings of the National Advisory Committee that shall be held at least once in each calendar year. Any Regional Committee may ask for any matter to be placed on the agenda of a meeting of the National Advisory Committee.
- 12.4 NZCF National shall reimburse such actual reasonable expenses for travel and/or accommodation incurred by members of the National Advisory Committee attending at least one of the meetings in each Year.
- 12.5 For the purposes of any National Advisory Committee meetings, representatives appointed under Rule 11.1(b) may appoint a substitute representative to attend any such meeting and to vote on his or her behalf.

13. Patrons

- 13.1 An Annual General Meeting may elect one or more persons as patrons of the NZCF (each being a “Patron”) to recognise each nominee’s personal distinction, or interest in, or service to the NZCF in promoting its objects.
- 13.2 Nominations for election as Patron shall be forwarded in writing to the NZCF National no less than 14 days prior to the Annual General Meeting.

14. Finance

- 14.1 NZCF National shall keep or cause to be kept such books of account as may be necessary to provide a true and fair record of the NZCF’s financial performance and position, report on the NZCF’s financial performance and position to each Board meeting and to meetings of the National Advisory Committee, and present annual Financial Statements that comply with any statutory requirements to the Annual General Meeting.
- 14.2 The funds of the NZCF shall be held in a bank account or accounts opened under the authority of the Board and all cheques and withdrawal forms shall be signed or authorised by such person or persons as may from time to time be appointed by the Board.
- 14.3 Notwithstanding any other provision, the NZCF shall not spend any money:
- (a) other than to further charitable purposes recognised by law, nor
 - (b) for the sole personal or individual benefit of any Member.
- 14.4 Any transactions between the NZCF and any Member, officer or Board Member, or any associated persons shall be at arm’s length and in accordance with prevailing commercial terms on which the NZCF would deal with third parties not associated with the NZCF, and any payments made in respect of such transactions shall be limited to:
- (a) a fair and reasonable reward for services performed,
 - (b) reimbursement of expenses properly incurred,
 - (c) usual professional, business or trade charges, and
 - (d) interest at no more than current commercial rates.

15. Investment of funds

- 15.1 The NZCF may from time to time invest and in such securities and upon such terms as the Board shall think fit, the whole or any part of its funds which shall not be required for the immediate business of the NZCF.

16. Borrowing funds

- 16.1 The NZCF shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, or mortgages over all or any of the property and/or rights of the NZCF with or without any such security and upon

such terms as the Board thinks fit, and the Board shall be entitled to exercise such power to borrow or raise money.

17. Common Seal

- 17.1 The common seal of the NZCF shall be that adopted by the Board which shall be responsible for the safe custody and control thereof.
- 17.2 Whenever the common seal of the NZCF is required to be affixed to any document, the seal shall be affixed by a resolution of the Board and in the presence of two Board Members who shall sign the document to which the seal is affixed.

18. Regional Committees

- 18.1 Regional Committees of the NZCF (“Regional Committees”) may be constituted when the Board decides their establishment is justified in promoting the objects of the NZCF within a particular region of New Zealand.
- 18.2 The territory which applies in respect of a particular Regional Committee (the “Region”) shall be defined from time to time by the Board and may be changed by the Board if it decides that is in the NZCF’s best interests. The Board may also disestablish a Region, either on the request of the Regional Committee or on its own initiative, but shall only do so following consultation with the Members in the Region and where satisfied it is in the NZCF’s best interests. Similarly the Board may amalgamate existing Regions at the request of one or more Regional Committees or on its own initiative but shall only do so after consultation with the members of all Regions affected and where satisfied it is in the NZCF’s best interests.
- 18.3 When a Regional Committee is to be established, and before its first Regional Annual General Meeting is held, the first members of the Regional Committee shall be appointed by the Board to hold office for a period of up to twelve months from the date of appointment and upon the expiration of that period, each such person shall be eligible for election to the Regional Committee in accordance with Rule 18.4. Thereafter, each member of the Regional Committee shall hold office until the next Regional Annual General Meeting.
- 18.4 A Regional Committee shall consist of between five and ten persons, each of whom shall be either a Personal Member or a member of a Member Choir authorised to represent that choir under Rule 7.6(a) and in each case whose address is in the NZCF’s membership records within the Regional Committee’s Region. Each member of the Regional Committee shall be elected at the Regional Annual General Meeting PROVIDED THAT if for any reason a Regional Committee cannot be properly constituted, elected or continue the Board may directly appoint Regional Committee members sufficient to ensure that there are at least five such members.
- 18.5 The Regional Committee shall at the start of its first meeting, which shall be held as soon as practicable after the Regional Annual General Meeting, from amongst its number elect a chair (“Regional Chair”), secretary (“Regional Secretary” and treasurer (“Regional Treasurer” from amongst its number. The Regional Chair, Regional Secretary and Regional Treasurer shall each be elected for a period of one year. On expiry of the one-year period each shall be eligible for re-election.

18.6 The provisions of Rules 4.7 to 7.10 shall apply (with appropriate changes) to the responsibilities, voting procedures and rights within Regional Committees PROVIDED THAT the reference to 20 members in Rule 7.4 shall be to 8 members in the case of a quorum for a Regional Annual General Meeting.

19. Power, duties, functions and meetings of Regional Committees

19.1 Regional Committees shall exercise such of the powers, discretions, duties and functions granted to the Board as the Board shall delegate to Regional Committees, in writing, and subject to such limitations and restrictions as may from time to time be imposed by the Board.

19.2 Each Regional Committee shall be responsible for promoting the objects of the NZCF within its Region.

19.3 The Board may pay to a Regional Committee a proportion of the NZCF membership fees calculated under Rule 4.4, or arrange for a Regional Committee to collect membership fees on behalf of the Board under conditions as may be agreed between the Board and Regional Committee.

19.4 A Regional Committee may accept donations, gifts, bequests or other acquisitions of whatever nature and whether conditional or otherwise made to it for the carrying out of any of the purposes of the NZCF and all such bequests, donations, gifts or acquisitions shall, unless specified by the donor, when accepted become and form part of the assets of the Regional Committee.

19.5 Each Regional Committee shall cause proper books of account to be kept which shall provide a true and fair record of the activities which are subject to the administration of the Regional Committee for each Financial Year and any assets and liabilities which are the responsibility of the Regional Committee. The Regional Committee shall provide whatever assistance is needed to NZCF National in the preparation of the NZCF's financial statements and NZCF National shall in turn provide whatever assistance is necessary to the Regional Committee in maintaining their financial affairs and preparing financial statements for the Region. Regional Committees shall present financial statements for the Region to the Regional Annual General Meeting.

19.6 A general meeting of each Regional Committee (the "Regional Annual General Meeting") shall be held as soon as is practicable in each Financial Year. The Regional Committee's financial statements prepared in terms of Rule 19.5 shall be presented to and approved by the Regional Annual General Meeting.

19.7 Copies of the Regional Committee's annual report and financial statements shall be sent to NZCF National within two weeks of the Regional Annual General Meeting.

19.8 Nominations for membership of a Regional Committee shall be forwarded in writing to the Regional Secretary not less than 14 days prior to the Regional Annual General Meeting at which an election shall if necessary be held. If the number of nominations received by the Regional Secretary is less than the number of vacancies, nominations may be accepted from the floor of the meeting.

19.9 Each such written nomination shall include the signatures of a proposer and a seconder who must both be either Members or a member of a Member Choir authorised to represent that choir under Rule 7.6(a). The nomination shall be signed by the nominee signifying

acceptance of the nomination. Nominations from the floor of the meeting shall require a seconder, and verbal acceptance by the nominee if present at the Regional Annual General Meeting or in writing if not so present.

- 19.10 If the number of persons validly nominated for the Regional Committee is less than the number of vacancies to be filled, then the Regional Committee may subsequently fill any such vacancy or vacancies by co-option and shall inform NZCF National as soon as practicable of such co-option.
- 19.11 The Regional Secretary shall be responsible for all correspondence of the Regional Committee, and shall be responsible for keeping minutes of all meetings of the Regional Committee and all Regional Annual General Meetings, and the maintenance of a Regional membership register, if appropriate. Copies of the minutes of all Regional meetings shall be forwarded by the Regional Secretary to NZCF National.

20. Association of Choral Directors

- 20.1 The Board has agreed to the establishment of a special interest group of Personal Members who have an interest in choral conducting and to delegate certain of the Board's responsibilities to an unincorporated group that is called the "NZCF Association of Choral Directors" ("ACD").
- 20.2 The ACD shall be administered by a committee (the "ACD Committee") that shall be responsible, inter alia, for promoting the objects of the NZCF that are set out in Rule 3 and in particular, the objects that specifically relate to the professional development of choral conductors in New Zealand.
- 20.3 The ACD Committee shall comprise:
- (a) *ex officio* the Board member who from time to time has been given the responsibility by the Board for issues associated with the support of choral conducting and choir leadership;
 - (b) *ex officio* the NZCF's chief executive;
 - (c) a person appointed by the Board to assist the ACD Committee with the administration of the ACD;
 - (d) at least three further persons chosen each year from amongst members of the ACD ("ACD Members") and who shall be endorsed each year by the ACD Members as a whole.
- 20.4 The ACD Committee shall from time to time choose the ACD Chair and, if it so decides the ACD Vice-chair from amongst their number.
- 20.5 The ACD Committee shall agree with the Board from time to time their respective roles and responsibilities to ACD Members and to the NZCF.
- 20.6 ACD Members shall also be Personal Members.
- 20.7 The ACD Committee shall before the end of each Year provide the Board a report of the activities proposed by the ACD Committee for the following Year together with budgets of expected income and expenditure for approval by the Board.

20.8 After the end of each Financial Year the ACD Committee shall provide whatever assistance is needed to NZCF National in the preparation of the NZCF's financial statements and NZCF National shall in turn provide whatever assistance is necessary to the ACD Committee in maintaining their financial affairs and preparing the ACD's financial statements. Following the completion and auditing of the NZCF's annual accounts the ACD Committee shall present financial statements for the ACD to ACD Members.

21. Alteration of the Rules

21.1 The Rules may be altered, amended, added to or rescinded by resolution passed by a majority of at least two-thirds of the Members present or who are entitled to vote under Rule 7.6 on behalf of a Member at a General Meeting PROVIDED THAT such alteration is consistent with the general aim of the NZCF as set out in Rule 3.

21.2 Notice of the intention to make such alteration of the Rules under Rule 21.1 shall be given in the notice convening the meeting, which shall be called in accordance with Rule 7 PROVIDED THAT the Board may decide at its sole discretion to conduct the General Meeting referred to in Rule 21.1 entirely by postal ballot but otherwise in accordance with these Rules.

21.3 No amendment may be made to the Rules that would alter:

- (a) The exclusively charitable nature or any tax-exempt status of the NZCF,
- (b) The Rules restricting the objects of the NZCF to purposes or objects out of New Zealand,
- (c) The Rules precluding Members from obtaining any personal pecuniary gain from their membership, or
- (d) The Rules as to winding up.

21.4 Notwithstanding Rule 21.1 the Board shall have the power to amend such of the Rules as are necessary to ensure the continued registration of the NZCF under the Charities Act 2005 and without having to seek the approval of the Members as contemplated by Rule 21.1 PROVIDED THAT:

- (A) the Board has first received written advice from the board responsible for the administration of the Charities Act 2005 of the need for such an amendment;
- (B) the Board has received written advice from a solicitor that the amendment so contemplated is necessary to comply with the Charities Act 2005 requirements;
- (C) the Board has given Members 21 days' prior written notice of its intention to amend the Rules under this Rule 21.4.

21.5 Any amendment to the Rules made under Rule 21.4 shall be effective from the date of the Board's resolution to that effect.

22. Dissolution

- 22.1 The NZCF may be wound up if, at a General Meeting, a resolution is passed requiring the NZCF to be wound up, and the resolution is confirmed at a subsequent Special General Meeting called for that purpose, and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.
- 22.2 Any surplus assets of the NZCF after settlement of all liabilities and expenses of the winding-up shall be disposed of by the Board and directed towards such objects and purposes which are charitable according to the laws of New Zealand and which in the opinion of the Board are similar to those of the NZCF.

23. Interpretation

- 23.1 If at any time any matter shall arise which is not provided for in the Rules, the same shall be determined where appropriate by the Board whose decision shall be final.