



Constitution

This revision of the NZCF Constitution was adopted
at a Special General Meeting held on 14 October 2024

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 2022.

“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 14.1.

“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 28.

“Auditors” is defined in Rule 13.1.

“Board” means the governing body of the Society which performs the role of the committee as per Section 5 of the Incorporated Societies Act 2022 and whose members are elected under Rule 16.

“Board Member” means a member of the Board.

“Chair” means the Board Member elected under Rule 18.1.

“Forum or Hui” means a regional meeting as outlined under Rule 27.

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

“Interests Register” means a register outlining actual, potential or perceived conflicts or interests of Board Members which may potentially unethically or unlawfully influence those members’ official duties.

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

"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 Council” means the group formed under Rule 19.

“NZCF National” means the national office of the NZCF comprising the people appointed by the Board under Rule 17.5.

“Patron” is defined in Rule 21.1.

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

“Region” is defined in Rule 25.2.

“Regional Representative” means the role set out in Rule 26.

“Rule” means a rule in these Rules.

“Special General Meeting” means a General Meeting held under Rule 14.2.

“Written” and “in writing” includes all means of reproducing words in a visible form, including in electronic form.

“Year” or “Financial Year” shall refer to the period between 1 January in a year and 31 December in the same year, i.e. a calendar year.

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. Purpose

3.1 The aims of the NZCF are to:

- (a) enhance the cultural life of Aotearoa New Zealand by developing and fostering activities that encourage enjoyment of and broad participation in choral music and collective singing;
- (b) foster excellence in collective singing in Aotearoa New Zealand;
- (c) provide development opportunities for experienced and emerging choral conductors and singing group leaders;
- (d) encourage and promote NZ choral composition;
- (e) promote and encourage collaboration and information-sharing between singing groups and other music and arts organisations;
- (f) advocate for the collective singing sector in the context of the arts in New Zealand.

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

- (g) the NZCF shall be limited in furthering or attaining its purpose to the advancement of charitable purposes in New Zealand, and
- (h) 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 purpose is wholly or in part similar to the purpose 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 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 Council 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.

5. 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.

6. 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.

7. 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 8.1;
- (d) if the Board, after appropriate enquiry, determines that the member has engaged in conduct that constitutes harassment, including but not limited to, verbal or written abuse, threats, intimidation, or any other action that demeans, humiliates, or otherwise harms another member of the NZCF or an NZCF employee, contractor or volunteer.

8. 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.

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

9. Interests Register

The Committee shall at all times maintain an up-to-date register of interests disclosed by Board Members.

10. Contact person

The NZCF shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

10.1 The contact person must be:

- (a) at least 18 years of age, and
- (b) ordinarily resident in New Zealand.

10.2 The contact person will be appointed by the Board.

10.3 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address, and
- (b) a telephone number.

10.4 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 NZCF becoming aware of the change.

11. 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 Council, or as the Board may decide. Such recognition shall be in the form and on the basis as determined by the Board.

12. Financial Year

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

12.2 Membership fees for a Financial Year shall be payable by the last day of March in that Year.

12.3 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.

12.4 For the purposes of Rule 14 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 14 is before 30 June of the current Financial Year but have not been terminated for non-payment under Rule 7(b).

13. Auditors

- 13.1 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”).
- 13.2 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 14.1.

14. General Meetings

- 14.1 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 13.2;
 - (d) confirmation of the results of any election or appointment of Board Members under Rule 16 and confirmation of the results of any election or appointment of Regional Representatives under Rule 26;
 - (e) notice of any disclosures of conflicts of interest as noted on the Interests Register made by Board Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
 - (f) motions of which notice has been given;
 - (g) appointment of the Auditors;
 - (h) general business, if any.
- 14.2 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.
- 14.3 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.
- 14.4 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.

15. Voting

- 15.1 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.
- 15.2 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.
- 15.3 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 16, 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.
- 15.4 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 or authorised, 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 15.2(a) or (c) as appropriate.
- 15.5 Where at least 5% of all current financial Members so demand in writing by notice to the Board, the Board shall forthwith arrange a vote on the matters on which those Members seek a decision.
- 15.6 The Board may resolve that issues to be resolved by a Special General Meeting shall, notwithstanding the provisions of Rules 14.3 and 14.4, be decided by a postal or electronic vote of Members rather than at a meeting of the Members but otherwise in accordance with Rules 14.3 and 14.4.

16. Governance - Board

- 16.1 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 and does not fall below three.
- 16.2 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 and
 - (c) in a form prescribed by the Board and
 - (d) proposed in writing by a Member and seconded by another Member under Rule 15.2.
- 16.3 Any nomination made under Rule 16.2 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 15.2(a) or (c)
- and, in either case, the Member concerned having paid the relevant membership fee set for the then current Year under Rule 6.
- 16.4 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 16.7 applies, nine consecutive years as a Board Member.
- 16.5 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.
- 16.6 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.
- 16.7 Any Board Member co-opted under Rule 16.6 shall serve until the date of the Annual General Meeting next following the date of co-option and if then appointed under Rule 16.5 or 16.13 or elected under Rule 16.8 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.
- 16.8 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 a voting form prescribed by the Board shall be sent to all Members before the date that is 30 days before the date of the Annual General Meeting. To be valid, a voting form completed by a Member shall be

electronically registered, emailed, posted or delivered by the Member to the scrutineer appointed under Rule 16.10 within 14 days of the date on which voting forms were sent to Members.

- 16.9 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 form on which a greater number of votes are cast than there are vacancies to be filled shall be invalid and rejected.
- 16.10 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.
- 16.11 The scrutineer shall provide NZCF National a signed report of the total number of voting forms 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.
- 16.12 The results of any election under Rules 16.8 to 16.11 shall take effect from the close of the Annual General Meeting.
- 16.13 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 16.8 to 16.11 or co-opted under Rule 16.6, will then be subject to Rule 16.7.
- 16.14 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 16.13 shall then apply.
- 16.15 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.
- 16.16 A report of each meeting of the Board shall be given to each member of the National Advisory Council as soon as possible after the Board's meeting.

17. Meetings of the Board

- 17.1 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.
- 17.2 The Board may exercise its powers and make decisions by voting online or by email in which case the proposed action or matter for decision shall be sent to all Board Members and the decision made when a majority of all Board Members has voted in favour online or 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 Deputy 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.

- 17.3 Each Board Member shall be reimbursed the actual reasonable expenses for travel and/or accommodation involved by the Board Member in attending meetings.
- 17.4 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 the Board voting by email, online or by post.
- 17.5 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 purpose of the NZCF and the Board will pay staff such fees, salary, wages or other remuneration that the Board deems appropriate.
- 17.6 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 appropriate 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 22.4.
- 17.7 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 limitation on the purposes of the NZCF to purposes within 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 31.2;
 - (d) the NZCF shall be the sole shareholder of the company.

18. Chair and Deputy Chair

- 18.1 The Board shall at the start of its first meeting after the Annual General Meeting, elect a Chair and Deputy-Chair from amongst its number. The Chair and Deputy 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 Deputy-Chair shall hold any one such office for more than three consecutive years PROVIDED THAT if the Chair and Deputy Chair are both ineligible or unavailable for re-election (or if the Deputy Chair is unavailable for election as Chair) the Board may re-elect the Chair or the Deputy Chair for a further period of one year.
- 18.2 If the Chair dies or resigns the Deputy Chair shall automatically become Chair for the remainder of the period for which the original Chair was elected.

- 18.3 If the Deputy Chair dies or resigns, or if the Deputy Chair becomes Chair in terms of Rule 18.2 the Board shall, from amongst its number, elect a new Deputy Chair to complete the period of office for which the original Deputy-Chair was elected.
- 18.4 At General Meetings and Meetings of the Board the chair shall be taken by the Chair, or in the Chair's absence, by the Deputy 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.

19. National Advisory Council

- 19.1 There shall be a National Advisory Council consisting of:
- (a) the NZCF Chair (or the NZCF Chair's designated representative),
 - (b) each Regional Representative (as outlined under Rule 26).

20. Functions and meetings of the National Advisory Council

- 20.1 The National Advisory Council shall act as an advisory body to the Board and to NZCF Management.
- 20.2 A member of the National Advisory Council chosen at the beginning of each meeting of the National Advisory Council 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 Council meetings.
- 20.3 NZCF National shall be responsible for the organisation of the meetings of the National Advisory Council that shall be held at least once in each calendar year. Any Regional Representative may ask for any matter to be placed on the agenda of a meeting of the National Advisory Council.
- 20.4 NZCF National shall reimburse such actual reasonable expenses for travel and/or accommodation incurred by members of the National Advisory Council attending any meetings authorised by the Board.
- 20.5 For the purposes of any National Advisory Council meetings, representatives appointed under Rule 19.1(b) may nominate a substitute representative to attend any such meeting and to vote on their behalf.

21. Patrons

- 21.1 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 purpose.
- 21.2 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.

22. Finance

- 22.1 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.
- 22.2 The funds of the NZCF shall be held in a bank account or accounts opened under the authority of the Board and all forms and payments shall be signed or authorised by such person or persons as may from time to time be appointed by the Board.
- 22.3 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.
- 22.4 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.

23. Investment of funds

- 23.1 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.

24. Borrowing funds

- 24.1 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.

25. Regions

- 25.1 Regions of the NZCF may be constituted when the Board decides their establishment is justified in promoting the purpose of the NZCF within a particular region of New Zealand.
- 25.2 The territory which applies in respect of a particular Region (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, 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 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.

26. Regional Representative

- 26.1 The role of the Regional Representative is to:
- (a) contribute to the achievement of the NZCF’s purpose within their region, as set out in Rule 3.1;
 - (b) foster an inclusive and diverse choral environment in their region;
 - (c) actively strive to increase NZCF membership in the region;
 - (d) be an advocate for group singing in their region and facilitate collaboration and networking between choirs and community groups;
 - (e) provide advisory support for events within the region if/when required;
 - (f) assist with establishing effective support teams within their region;
 - (g) be a member of the National Advisory Council and contribute to the development of advice to the Board.
- 26.2 Regional Representatives shall be elected by the members residing in the region.
- 26.3 Each nomination for election of a Regional Representative shall be:
- (a) of a person who is either a current Personal Member or a member of a Member Choir residing within the Region for which the Representative will be elected and has paid the relevant membership fee set for the then current Year under Rule 5;
 - (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 Choir or an Affiliate Member Organisation residing within the Region for which the Advisor will be elected).
- 26.4 If in any year only one person is validly nominated then the person so nominated shall be deemed to be elected as Regional Representative.

- 26.5 If in any year more than one person is validly nominated for a Regional Representative Position, an election by poll shall take place. In such case a voting form prescribed by the Board shall be sent to all Members within the region before the date that is 30 days before the date of the Annual General Meeting. To be valid, a voting form completed by a Member shall be emailed, posted or delivered by the Member to the scrutineer appointed under Rule 16.10 within 14 days of the date on which voting forms were sent to Members.
- 26.6 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.
- 26.7 The scrutineer shall provide NZCF National a signed report of the total number of votes 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 the person 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.
- 26.8 Each person elected as a Regional Representative shall be elected for a period of three years. A person shall not be eligible for re-election as Regional Representative for the period of two years after having completed nine consecutive years as a Regional Representative.
- 26.9 If a Regional Representative dies or resigns subsequent to their election but before the expiry of the period for which the Regional Representative was elected, the Board may fill the vacancy by co-option and that person shall continue to serve as Regional Representative until the following Annual General Meeting.
- 26.10 The results of any election under Rules 26.4 to 26.9 shall take effect from the close of the Annual General Meeting.

27. Forum or Hui

- 27.1 Each Regional Representative shall convene at least one forum or hui in each calendar year.
- 27.2 All members and representatives from all choirs/singing groups within the region should be invited, along with any other relevant regional stakeholders.
- 27.3 A forum or hui shall have purposes including providing an opportunity for members of the collective singing community to:
- (a) Make suggestions about how the NZCF's purpose could better be delivered within the region;
 - (b) Provide feedback, suggestions and ideas to the National Advisory Council, the Board and NZCF Management;
 - (c) Present diverse perspectives on choral and collective singing.

28. Association of Choral Directors

- 28.1 The “NZCF Association of Choral Directors” (“ACD”) is an unincorporated group of Personal Members who have a special interest in choral conducting and choir leadership.
- 28.2 The Board has delegated certain responsibilities for the ACD to a committee (the “ACD Committee”) that shall be responsible, *inter alia*, for promoting the purposes of the NZCF that are set out in Rule 3 and in particular, the purposes that specifically relate to the professional development of choral conductors and singing group leaders in New Zealand.
- 28.3 The ACD Committee shall comprise:
- (a) the Board member who has been given the responsibility by the Board for issues associated with the support of choral conducting and choir leadership and to chair the ACD Committee;
 - (b) *ex officio* the NZCF’s Chief Executive;
 - (c) *ex officio* a person nominated by the Chief Executive to assist with the administration of the ACD;
 - (d) at least three further persons appointed by the Board on the recommendation of the ACD Committee.
- 28.4 The ACD Committee shall agree with the Board from time to time their respective roles and responsibilities to ACD Members and to the NZCF.
- 28.5 ACD Members shall also be considered to be Personal Members.
- 28.6 The Chief Executive shall before the end of each Year provide the Board a report of the activities proposed by the ACD Committee for the following Year. These plans, together with budgets of expected income and expenditure, will be included in the NZCF annual budget for approval by the Board.

29. Disputes Resolution

- 29.1 The NZCF shall provide a fair policy and set of procedures for situations where disputes cannot be resolved between the parties.
- 29.2 The NZCF’s procedures relating to disputes shall be consistent with the rules of natural justice and shall be aligned with the procedures set out in Schedule 2 of the Incorporated Societies Act 2022.
- 29.3 The NZCF’s Disputes Resolution procedures shall include the name and email address of a contact person.
- 29.4 The NZCF’s Disputes Resolution policy and procedures shall be published on the NZCF website.
- 29.5 The NZCF’s Disputes Resolution policy and procedures shall be reviewed (and, if necessary, updated) by the Board at least every two years.

30. Alteration of the Rules

- 30.1 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 15.1 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.
- 30.2 Notice of the intention to make such alteration of the Rules under Rule 30.1 shall be given in the notice convening the meeting, which shall be called in accordance with Rule 14 PROVIDED THAT the Board may decide at its sole discretion to conduct the General Meeting referred to in Rule 30.1 entirely by postal ballot, email or online form but otherwise in accordance with these Rules.
- 30.3 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 limiting the purposes of the NZCF to purposes within New Zealand,
 - (c) The Rules precluding Members from obtaining any personal pecuniary gain from their membership, or
 - (d) The Rules as to winding up.
- 30.4 Notwithstanding Rule 30.1 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 2023 and without having to seek the approval of the Members as contemplated by Rule 30.1 PROVIDED THAT the amendment:
- (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations.
- 30.5 The Board must ensure that 20 working days' written notice of its intention to amend the Rules under Rule 30.4 is sent to every Member. The notice must state:
- (a) the text of the amendment; and
 - (b) the right of the member to object to the amendment.
- 30.6 If no objection from a member is received within 20 working days after the date on which the notice is sent the Board may make the amendment. However, if such an objection is received, the NZCF may not make the proposed amendment.
- 30.7 Any amendment to the Rules made under Rule 30 shall be effective from the date of the Board's resolution to that effect.

31 Dissolution

- 31.1 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.
- 31.2 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 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.

32. Interpretation

- 32.1 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.