

# CONSTITUTION OF NELSON CIVIC CHOIR INCORPORATED

Adopted 24 February 2026



## 1. NAME

The name of the society is Nelson Civic Choir Incorporated (“the Choir”).

The Choir is incorporated in New Zealand under the Incorporated Societies Act 2022(the "Act") for the primary purpose of undertaking the activities of the organisation in New Zealand.

## 2. OBJECTIVES

**The objectives of the Choir are:**

- To foster and develop a congenial and supportive environment for all members.
- To aspire to a standard of excellence in choral singing.
- To foster the development of singing skills among members.
- To advance choral education for both singers and audiences.
- The Choir is established and operated exclusively for charitable purposes within New Zealand. Listed as Charities Commission #CC39598; Incorporated Society#1497069; NZBN #942904313907

## 3. INTERPRETATION

**In this Constitution, except where the context otherwise requires:**

- “Act” means the Incorporated Societies Act 2022 and any amendments or replacement legislation.
- "AGM" means the Annual General Meeting of the Choir.
- "Committee" means the committee of management of the Choir.
- "Committee Member" means a member of the Committee who is an office holder
- "Financial Member" means a member who paid the subscription due for the current financial year or is otherwise treated as financial under this Constitution.
- "Member" means all members of the Choir
- “Music Director” means the person appointed to that role by the Committee on behalf of the Choir as provided in this Constitution.
- “Executive Committee” means any of the Chairperson, Deputy Chair (if appointed), Secretary, Treasurer and Music Director
- "SGM" means a Special General Meeting of the Choir.
- Where the context admits, the singular includes the plural and vice versa, and any

- gender includes every other gender.
- The decision of the Committee on any question of interpretation of this Constitution is final and binding, subject to the Act. Any such decision though must also not violate the Charities Act.

## **4. MEMBERSHIP**

### **4.1. Eligibility and admission**

- Membership of the Choir is open, inclusive, and does not require an audition.
- Any person who enjoys singing classical and other works and agrees to support the objectives and abide by this Constitution may apply to become a Member.
- A person becomes a Member when accepted by the Committee and when any subscription required is paid or an arrangement for payment is agreed with the Treasurer.
- Members must consent to becoming a Member of the Choir.

### **4.2. Rights of Financial Members**

- Payment of the annual subscription grants financial membership of the Choir.
- The subscription is due no later than seven days before the AGM or by another date arranged with the Treasurer.
- The fees are set at the AGM for the following calendar year. New members who join during the course of the year and who pay a partial subscription are financial members for the period for which they pay.

### **4.3. Financial Members are entitled to:**

- Vote at AGMs and SGMs.
- Be nominated for election to the Committee.
- Attend rehearsals, performances, and workshops.
- Receive music scores and access to venues.
- Perform with the Music Director, accompanist, musicians, soloists, and fellow Members.

### **4.4. Obligations of Members**

- Members are expected to be adequately prepared for concerts.
- Attendance at rehearsals is recorded for health and safety purposes, and Members are requested to notify the Membership Coordinator, Music Director, or a Committee Member if they are unable to attend.
- Members are expected to support one another and address any conflicts or disputes in accordance with the Dispute Resolution provisions of this Constitution.

### **4.5. Cessation of Membership**

### **A person ceases to be a Member if that person:**

- Dies.
- Resigns by written notice to the Committee.
- Has membership terminated under any applicable disciplinary or dispute-resolution process consistent with the Act.
- Fails to pay the subscription by the date set by the Committee, after reasonable notice has been given.
- No refund of paid subscriptions will normally be made, except at the discretion of the Committee.

## **5. MEETINGS**

### **5.1. Annual General Meeting (AGM)**

- The Choir shall hold an AGM each year after the annual accounts have been finalised.
- The date of the AGM is set by the Committee and shall be no later than 3 months after the Financial Year ending 31 December each year..
- Notice of the AGM, including an agenda, financial report, proposed constitutional changes, and other business, shall be given to Members at least fourteen days before the meeting.
- The agenda of the AGM shall include:
  - Confirmation of the minutes of the previous AGM.
  - Receipt of the Chairperson's report
  - Receipt of the Treasurer's report and financial statements.
  - Receipt of the Music Director's Report.
  - Election of Committee Members and office holders as required.
  - Appointment of any reviewer or auditor (if required).
  - Consideration of any resolutions of which due notice has been given.
  - General business.

### **5.2. Special General Meeting (SGM)**

- An SGM may be convened at any time by majority decision of the Committee.
- An SGM may also be convened upon a written request to the Committee by at least ten Financial Members, specifying the purpose of such meeting. The Committee is obligated to accept such a request from Members for an SGM and schedule such meeting in a timely fashion. Such SGM motion and purpose should be as stated in the original SGM request unless there is agreement to any changes between the Committee and the Proposer/s of the SGM.
- Notice of an SGM, including the time, place, and business to be considered [no new business permitted], and shall be given to all Members at least seven days before the meeting.

### **5.3. Quorum and participation**

- The quorum for an AGM or SGM is 25% of the Choir's Financial Members.
- In keeping with modern practice, electronic participation (for example, by audio-visual link) should be offered where practicable as an alternative to in-person attendance;
- Members participating electronically are deemed present for quorum and voting purposes. This includes Committee Meetings, AGM and any SGM.

### **5.4. Voting**

- Only Financial Members at the date of the AGM or SGM are entitled to vote.
- Nominations for elected Committee positions must be submitted in writing to the Secretary at least seven days prior to the AGM.
- Each Financial Member is entitled to one vote, to be exercised in person or, in exceptional circumstances an absentee vote may be submitted by email or other electronic means as approved in advance by the Secretary.
- If two or more candidates are nominated for the same position, the election shall be conducted by secret ballot.
- The Chairperson has a casting vote and shall cast a vote to preserve the status quo.
- A secret ballot on any motion may be requested by any Member by written notice to the Secretary at least seven days before the meeting.

## **6. COMMITTEE**

### **6.1. Committee Composition** see appendix 1 (s47) and appendix 2 (s44)

- Committee Chairperson and all Committee members agree to abide by Appendix 1
- The Committee is to have a minimum of 3 members and a maximum of 7 members.
- The Executive Committee comprises 3 executive roles the Chairperson (elected), Secretary (elected), and Treasurer (elected or appointed), plus the ex officio Music Director and up to 3 additional committee members totalling a maximum number of 7 members.
- A Deputy Chair can be appointed from within the committee, if the committee decides that such a role is important to the continuous functioning of the committee.
- Committee members serve from one AGM to the next.
- Committee Members normally serve at least one year on the Committee before being elected as Chairperson, Secretary, or Treasurer.
- Upon becoming elected, the Secretary shall be the "Contact Person" for the purposes of the Act, and Charities Commission.
- Upon appointment, the Music Director automatically becomes a committee member (ex-officio) with the same duties and responsibilities as any other committee member.

## **6.2. Role and powers**

- The Committee manages the affairs of the Choir and administers its funds, including setting the annual subscription for Members, subject to ratification at the AGM. The Committee will meet as required.
- Each Committee Member must act within the powers and functions outlined in this Constitution and in a judicious and fiscally responsible manner.
- The Committee may exercise all Choir functions that are not required by this Constitution or the Act to be exercised by or at a General Meeting. This includes all things that appear necessary or desirable for the proper management of the affairs of the Choir, provided that no funds are used for non-charitable reasons.
- Choir members may attend Committee meetings at the Committee's discretion.
- The Committee explicitly may not create new Committee roles or subcommittees during the year unless done per an SGM.

## **6.3. Election and terms**

- The Chairperson is elected by Financial Members at the AGM for a term of one year and may serve up to three consecutive terms.
- After a one-year break, the Chairperson may be elected for a fourth and final term.
- All other elected Committee Members are elected annually at the AGM and are eligible for re-election.
- The appointed Treasurer may be appointed from outside the Choir and may, if required, be remunerated for duties such as bookkeeping, grant applications, and other responsibilities relevant to the office. The appointed treasurer may also be removed but the committee decided.
- The maximum consecutive term for the Chairperson, Treasurer or Secretary is three years, unless extended in exceptional circumstances by resolution at an AGM or SGM.
- In summary the Committee shall consist of: Chairperson (elected), Secretary (elected), Treasurer (elected or appointed), Music Director (ex officio) and up to a maximum of 7 Members total.

## **6.4. Vacancies and removal**

- If the position of Chairperson becomes vacant, an SGM must be held in due course to elect a replacement. An interim Chairperson from within the existing committee can be appointed by the committee for a period of no more than 6 months.
- The Committee may fill any vacancy on the Committee (including any office holder role) until the next AGM by appointing a Member, who shall have full voting rights.
- The Members of the Choir in SGM may vote to remove any Committee Member before the end of their term and may elect another Member in their place until the next AGM.

## **6.5. Meetings of the Committee**

- The Committee shall meet as required and not less than four times each year.
- A quorum for Committee meetings is a majority of Committee Members, one of whom

must be an executive committee member.

- Accurate records of Committee meetings and decisions must be maintained and made available upon request to all members and persons in leadership roles within the Choir.
- Members may attend Committee meetings at the Committee's discretion.

## **6.6. By-laws**

The Committee may make by-laws for the internal management of the Choir and for the conduct of rehearsals, performances, and other activities, provided such by-laws are consistent with this Constitution and the Act and consistent with charities commission guidelines.

## **7. OFFICERS (see also appendix 1)**

### **7.1. Chairperson**

- The Chairperson is responsible for leading the Committee, ensuring that each meeting is planned effectively, conducted according to this Constitution, and that matters are dealt with in an orderly and timely manner.
- The Chairperson presides at the AGM, SGMs and Committee meetings unless unavailable, in which case the Deputy Chair (if any) or another Committee Member chosen by the meeting shall preside. In the case of an SGM should either party (Chairperson or Proposer [initiator] for the SGM) request a neutral Chair then that request must be honoured and said person agreed upon.
- The Chairperson has a casting vote and shall cast a vote to preserve the status quo.

### **7.2. Deputy Chair**

Where appointed, the Deputy Chair shall be competent to carry out the duties of the Chairperson upon request of the Committee or during the Chairperson's absence.

### **7.3. Secretary**

**It is the duty of the Secretary to:**

- Keep minutes of all appointments of office holders and Committee Members.
- Keep minutes of all proceedings at Committee Meetings and General Meetings.
- Maintain the records of the Choir, including this Constitution and any by-laws.
- Minutes of each Meeting are to be signed by the Chair of that Meeting or by the Chair of the next succeeding Meeting.
- Update Member Register regularly (see Act section 79)
- The Secretary shall as soon as practicable after being elected or appointed, lodge notice with the choir of his or her contact details and notify Incorporated Societies and the Charities commission of any change in the Choir committee and any rules, amendments, or other matters required..

### **7.4. Treasurer**

**It is the duty of the Treasurer to ensure that:**

- All money due to the Choir is collected and received and that all payments authorised by the Committee are made.

- Correct books and accounts are kept showing the financial affairs of the Choir, including full details of receipts and expenditure.
- The financial records of the Choir are safely held.
- Annual financial statements are prepared for review or audit by a suitably qualified person and presented at the AGM.

### **7.5. Music Director**

- The Music Director plays a significant role in the administration and guidance of the Choir, as well as concert planning, including the selection of musicians, soloists, and repertoire.
- Decisions related to musical or artistic matters, such as publicity, branding, imagery, and production promotion, are made by the Music Director in consultation with other committee members as appropriate.
- For financial governance of musical events and performances, the Music Director will prepare a budget outline based on previous productions and anticipated needs. This budget must be reviewed and approved by the Committee.
- The Music director may organise volunteers to form a “Concert Production Team” of up to 15 persons to help organise concerts.

## **8. POWERS AND FINANCE**

### **8.1. General powers**

The Choir shall have the widest powers necessary to pursue its objectives, including the power to raise and use funds, enter contracts, employ or engage persons, provided that no funds are applied for private pecuniary profit.

### **8.2. Bank accounts and payments**

- All funds received by the Choir or any officer on its behalf shall be deposited into the Choir's designated bank account.
- Withdrawals or payments from the Choir's bank accounts require the authorisation of any two authorised signatories, being among the Chairperson, Treasurer or Secretary (or other signatories approved by the Committee).
- The Committee shall authorise the reimbursement of expenditure reasonably incurred on behalf of the Choir.
- Financial year end reporting and statements are presented to Members at the AGM.
- Any financial and annual returns required under the Act or by Charities Services shall be filed within the prescribed timeframes.
- Any surplus funds may be invested in the name of the Choir at a bank or in other investments as determined by the Committee.

### **8.3. Subscriptions**

The annual subscription rate shall be set by the Committee at least one year in advance and ratified at the AGM. The Committee may also set charges for other particular activities or events where appropriate.

## **9. DISPUTE RESOLUTION**

The dispute resolution procedures laid down in Schedule 2 of the Incorporated Societies Act 2022 (clauses 1 to 8 inclusive) are imported into and form part of this Constitution as a constituent whole. See Appendix 2.

## **10. ALTERATION OF CONSTITUTION**

- Amendments to this Constitution may be made only by resolution at an AGM or SGM.
- Proposed changes must be sent in writing to the Secretary and notified to all Members at least seven days before the AGM or SGM at which they are to be considered.
- No amendment shall detract from the charitable nature of the Choir or permit funds to be used for private pecuniary profit.
- Any such amendment requires a 75% majority of the Members present and entitled to vote at that meeting.
- Any alteration or amendment adopted at an AGM or SGM shall be lodged with the Registrar of Incorporated Societies within 25 working days of such Amendment or Alteration being approved by Members.

## **11. PATRON**

- The role of Patron is an honorary position, awarded in recognition of and gratitude for past services to the Choir.
- There is no obligation for the Members/Committee to appoint a Patron.
- The Patron does not have any legislative, management, or governance authority by virtue of that role alone.
- Appointment and review of the Patron is at the Committee's discretion and is undertaken in consultation with the Choir at the AGM.

## **12. RECORDS AND ACCESS**

- The Secretary shall keep, or cause to be kept, all records, books and other documents relating to the Choir, other than purely financial records which are the responsibility of the Treasurer.
- The records, books and other documents of the Choir shall be open to any reasonable request for inspection free of charge by any Financial Member at any reasonable time in a timely fashion.
- Use of appropriate technology, including AI-assisted recording and drafting of minutes, is encouraged to support timely and accurate governance, provided confidentiality and legal obligations are observed.

## **13. IN THE INTERESTS OF TRANSPARENCY AND OPEN COMMUNICATION**

- Committee draft minutes should be available for Committee review no later than five days after each meeting and, once confirmed, made available to Members (for example via the Choir website) no later than two weeks after the meeting.
- Outgoing email correspondence relating to Choir business from any Committee Member should, where practicable, be copied to a shared Committee email address accessible to all Committee Members.
- Full and complete access to the agreed shared electronic storage (such as the Google committee drive and Airtable database, or any future equivalent) shall be available to all Committee Members. This should include full details of any financial records.

#### **14. SERVICE OF NOTICES**

Any notice may be served on a Member personally or by post or by electronic means to the address or contact details recorded for that Member in the membership records. A notice sent by post or electronic communication shall, unless the contrary is proved, be deemed served at the time it would ordinarily be delivered.

#### **15. PERSONAL PECUNIARY BENEFIT/CONFLICT OF INTEREST**

- No Member shall receive any personal pecuniary benefit (financial gain) from the Choir except as permitted by law and only where the Committee is satisfied that any payment or benefit is fair and reasonable in all the circumstances.
- Any such income paid or benefit conferred shall be reasonable and relative to that which would be paid in an arm's-length transaction.
- See **Appendix 2** for examples of how to approach potential conflicts of interest

#### **16. PURPOSES LIMITED TO NEW ZEALAND**

The purposes and activities of the Choir shall originate in and be decided upon by the Choir and its Committee in New Zealand and be carried out primarily in New Zealand.

#### **17. WINDING UP**

- If a resolution to wind up the Choir is passed at an AGM or SGM, all Financial Members must be informed.
- A subsequent SGM must be held not less than 30 and not more than 60 days after the original meeting to confirm or reject the resolution to wind up; a quorum of at least 50% of Financial Members is required at this meeting.
- The resolution to wind up the Choir must be confirmed by at least a 75% majority of those present and entitled to vote at that confirming meeting.

- Upon winding up or dissolution of the Choir, after satisfaction of all debts and liabilities, any remaining assets shall not be distributed to Members but shall be given or transferred to some other local charitable organisations or bodies having similar objectives within New Zealand, or as directed by the High Court of New Zealand.
- It is preferred that such organisations (there might be more than one) be local to Nelson and examples might be the Youth Choir and NCMA.

## **18. COMMENCEMENT AND ENFORCEMENT**

This Constitution comes into force on the date it is adopted by resolution of the Choir in General Meeting. From that date, and once filed with the Incorporated Societies Register, it supersedes all previous constitutions, which are thereby repealed.

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## APPENDIX 1 -

### GUIDANCE FOR CHAIRPERSON AND COMMITTEE

- By accepting the role of Chairperson, an individual commits to serving the interests of the Choir rather than advancing their own views.
- The Chairperson is expected to remain impartial and assist the Committee in reaching shared consensus, consistent with principles described in Mark von Dadelszen's "Members' Meetings" (2012, pp. 25-26). This principle of serving the Choir's interests applies to all Committee Members.
- Transparency, timely communication, and shared access to information are key expectations for all Committee Members in carrying out their governance responsibilities.
- The Chairperson has a casting vote and shall cast a vote to preserve the status quo.
- All committee members must meet the requirements to be a committee member as per s47 of the Act.

**Potential conflict of interests can be a concern in community organisations in small communities.** Raising a potential concern ahead of conversations is much better than attempting to defend a position post-decision.

#### **Examples of simple verbal approaches follow (should be minuted)**

- “I’d like to declare a conflict of interest on agenda item x. The reason is that (state reason) .... I won’t take part in the discussion or decision on this item, and I’m happy to step out of the room if that’s preferred.”
- “I’d like to declare a conflict of interest on the item about engaging “my family member to do this work” I won’t take part in the discussion or decision on this proposal, and I’m happy to leave the room while it’s considered.”

## **APPENDIX 2 NELSON CIVIC CHOIR DISPUTE AND CONFLICT RESOLUTION (taken from Act s44)**

### **1. Overview of this schedule: the dispute resolution now addresses procedures in a society's constitution relating to disputes to be consistent with the rules of natural justice.**

The procedures in a society's constitution will be treated as being consistent with the rules of natural justice if those procedures consist of:

all of the procedures in this schedule; and

any additional procedures that are consistent with those procedures.

### **2. How a complaint is made:**

- a member or an officer makes a complaint by giving to the committee a notice in writing that:
- states the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution;
- sets out the allegation to which the dispute relates and whom the allegation is against; and
- sets out any other information reasonably required by the society.

**The society (committee)** 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:

- states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution;
- sets out the allegation to which the dispute relates.
- The information given must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- A complaint may be made in other reasonable manner permitted by the society's constitution.

### **3. Person who makes complaint has right to be heard:**

- the member or officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- If the society makes a complaint:
- the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- an officer may exercise that right on behalf of the society.
- Without limiting the manner in which the member, officer, or society may be given the right to be heard, they have been given the right if:

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

#### **4. Person who is subject of a complaint has the right to be heard:**

- **This clause applies**, if a complaint involves an allegation that a member, an officer, or the society (the respondent)
  - has engaged in misconduct; or
  - has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act;
  - has damaged the rights or interests of a member or the rights or interests of members generally.
  - The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- **If the respondent** is the society, an officer may exercise the right on behalf of the society.
- **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;
  - 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
  - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - an oral hearing (if any) is held before the decision maker; and
  - the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **5. Investigating and determining a dispute**

- A 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.
- Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- Society may decide not to proceed further with complaint; a society may decide not to proceed further with a complaint if:
  - the complaint is trivial; or
  - if the complaint does not appear to disclose or involve any allegation of the

following kind:

- that a member or an officer has engaged in material misconduct;
- 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 this Act;
- that a member's rights or interests or members' rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- there has been an undue delay in making the complaint.

**6. Society may refer complaint to:**

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- A 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).

**7. Decision makers:** A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

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