

The Royal Scottish Country Dance Society
New Zealand Branch Incorporated
Waikato – Bay of Plenty Region

Constitution

1 NAME, OBJECTS, LIMITATION

1.1 **Name** The Region shall be known as the “Waikato-Bay of Plenty Region of the Royal Scottish Country Dance Society New Zealand Branch Incorporated”. In this constitution they are called the “Region”, the “Society” and the “Branch” respectively.

1.2 **Objects** The objects of the Region are to:

1. assist in organising Scottish country dance activities;
2. promote social relationships between Scottish country dancing clubs and groups within its area; and
3. generally to do such things as are or may be considered by the Region to further these objects and the aims of the Branch and the Society.

1.3 **Limitation** The boundaries of the Region shall correspond generally with that area of New Zealand served (in 2004) by telephone area code 7, and the Region’s activities will be limited to that area or in co-operation with adjacent regions, if for the benefit of the Region’s members.

2 MEMBERSHIP

2.1 **Entitlements** Members and Junior Associates of the Branch residing in the Region (“eligible members”) shall be entitled to vote, and be nominated for office, at General Meetings of the Region.

2.2 **Termination** If the Branch membership of any eligible member terminates, their entitlements pursuant to clause 2.1 shall immediately cease.

2.3 **Attendance at Region Events** Dancers attending schools or classes under the auspices of the Region must be Society members. Non-members may attend, at the discretion of the Region Committee, but will not be eligible for any discount offered to Society members.

3 REGION COMMITTEE

3.1 **Offices** The Region shall be administered by a Region Committee consisting of:

1. the President
2. the Secretary
3. the Treasurer [the Secretary and the Treasurer may be replaced by a single office of Secretary/Treasurer]
4. the Region Co-ordinators for Publicity, Membership, Education and Training, and Youth

- 3.2 **Appointment** The members of the Region Committee shall be elected by the Annual General Meeting (AGM) of the Region.
- 3.3 **Casual Vacancies** The Region Committee may fill any vacancy on the Region Committee which arises for any reason (including, without limitation, any vacancy not filled at the AGM). Any Region Committee member so appointed shall serve only until the next AGM and will then be eligible for election.
- 3.4 **Nominations** Nominations for Region Committee members shall be:
1. received by the Secretary of the Region up to two months before the AGM;
 2. in writing, signed by two members of the Region as nominator and seconder;
 3. consented to by the nominee, signified by the nominee signing the nomination form;
 4. circulated with the notice of the meeting (see clause 6.3).
- 3.5 If no nomination is received under clause 3.4 for a particular office, nominations may be accepted from the floor at the AGM.

4 SUB-COMMITTEES

- 4.1 The Region Committee may constitute sub-committees and entrust them with such duties as it considers necessary for the efficient working of Region affairs. Sub-committee members need not be members of the Region Committee and appointment as a sub-committee member will not confer Region Committee membership. Minutes shall be kept of all meetings and a copy shall be submitted to the Region Committee.

5 DUTIES OF COMMITTEE MEMBERS

- 5.1 **Chair** The President shall chair all Region General Meetings and all meetings of the Region Committee. In the absence of the President, the eligible members shall appoint one of their number to preside.

6 REGION MEETINGS

- 6.1 **AGM, Balance Date** The Annual General Meeting of the Region shall be held within three months after the end of its financial year at such place and time as may be determined by the Region Committee. The Region financial year shall end on 31st August each year.
- 6.2 **SGM's** Special General Meetings may be called by the Chair on the request of either:
1. the Committee or
 2. not less than 30% of eligible members.

Only the business for which the Special General Meeting was called, as stated in the notice (clause 6.3) may be discussed at the meeting.

6.3 **Notice of Meeting**

1. Notice of any General Meeting must be circulated at least 4 weeks before the holding of the meeting, specifying place and time the meeting is to start and the nature of the business to be transacted at that meeting.
2. A Special General Meeting may be convened by giving less than four weeks notice (but not less than one week's notice) if the Region Committee deems it expedient to do so.

6.4 **Voting** Eligible members may vote at General or Special Meetings. If there is an equality of votes, the Chair shall have the casting vote.

6.5 **Quorum** 15% of eligible members, or 20 eligible members [whichever is the lesser] shall form a quorum for any General Meeting.

6.6 **Business of AGM** The order of business at the Annual General Meeting shall, as nearly as may be, consist of:

1. the minutes of the last Annual General Meeting and of any Special General Meeting held in the course of the year,
2. report of the President or the Secretary on the year's working of the Region,
3. Treasurer's report and Accounts,
4. Reports from each of the Region Co-ordinators, and subcommittees (if any),
5. election of each of the members of the Region Committee,
6. appointment of signatories to the cheque account,
7. appointment of an Auditor,
8. appointment of Region delegates to attend and vote at Branch General Meetings,
9. voting on Notices of Motion and Remits,
10. setting the annual club levy for Region funding,
11. any other business raised by any eligible member or by the Region Committee, if deemed relevant by the Chair.

6.7 **Remits, Notices of Motion** Remits and Notices of Motion must be

1. received by the Secretary at least two months before the Annual General Meeting;
2. in writing, signed by two eligible members as mover and seconder, and
3. circulated with the notice of the meeting.

6.8 **Region Delegates** Region delegates to attend and vote at a Branch General Meeting shall be appointed by majority vote at the Region AGM and the number of votes of the Region divided amongst them.

7 ALTERATION TO CONSTITUTION

7.1 **Conditions** Any changes to the Region's Constitution will take effect only if:

1. approved by the eligible members in accordance with clause 7.2
2. sent to the Branch Secretary within 21 days after such approval; and
3. approved by the Branch Management Committee

7.2 **Region Procedure** An alteration to the Constitution may be approved by a resolution of the Region in General Meeting, but only if:

1. the notice of motion has been received by the Secretary and has been circulated in accordance with clause 6; and
2. the resolution is approved by not less than two-thirds of the votes available to be cast at the meeting; and
3. it does not in any way affect the non-profit status of the Region, Branch or Society.

7.3 **IRD Approval** No change to clauses 1.2 (Objects), 1.3 (Limitation), 8.1 (Application of Funds), 8.2 (Services Payments) or 9.3 (Transfer of Property) is to be made unless first approved in writing by the Department of Inland Revenue.

8 INCOME AND PROPERTY

8.1 **Application of Funds** The income and property of the Region, from whatever source derived, shall be applied solely towards the Objects of the Region, as set out in the Constitution. No such income or property (or any part of it) shall be paid or transferred directly or indirectly, by way of dividend or bonus or otherwise by way of profit, to members or persons who have been associated with the Region, or to any person claiming through them.

8.2 **Services Payments** Clause 8.1 shall not prevent a payment to any person in return for services rendered to the Region. Any such payment must be approved by the Region Committee and be reasonable and relative to that which would be paid or supplied in an arm's-length transaction (being the open market value) for such transaction.

8.3 **Investment of Funds** All funds of the Region which are not immediately required to be expended for the Objects of the Region may be invested in any manner authorised by law in New Zealand for the investment of trust funds (with power to vary or transpose any such investments from time to time).

9 DISBANDMENT / AMALGAMATION

9.1 **Process** The Region may be disbanded, or amalgamated with another region of the Branch, by a resolution passed at a General Meeting.

9.2 **Notice of Intention** Notice of intention to disband or amalgamate shall be given to the Branch immediately after the passing of the first resolution.

- 9.3 **Transfer of Property** Any property belonging to a disbanded Region, and the balance of funds after all liabilities have been met, shall be placed in trust with the Branch for a minimum of 3 years, pending re-formation. If the Region does not reform within this time, the Management Committee of the Branch may:
1. extend the trust period for a stated further period, before this clause 9.3 applies again (but so that the total of trust not exceed 10 years [*legally it must not be more than 80 years*]); or
 2. cancel the trust, and all assets of the former Region shall become the property of the Branch; or
 3. transfer all assets of the former Region [transferred] to such other non-profit organisation or organisations with Objects similar to those of the Region, as decided by the Branch in General Meeting, or as directed by a judge of the High Court.
- 9.4 **Accounts** A copy of the final audited accounts of the Region shall be lodged with the Secretary of the Branch.

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