

**RULES AND CONSTITUTION OF THE
FRIENDS OF THE GLOBE THEATRE INCORPORATED**

1.0 Name

- 1.1 The name of the Society is “The Friends of the Globe Theatre Incorporated” (“the Society”).
- 1.2 The Society is constituted by resolution dated 22 August 1963.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 104 London Street, Dunedin.

3.0 Purposes of the Society

- 3.1 The purposes of the Society are to:
 - (a) to foster dramatic, musical and theatrical arts for the society's own purposes or for any charitable purposes decided upon by the Committee
 - (b) To co-operate with any person, association or incorporated body having similar purposes to those of the Society.
 - (c) To co-operate in such a manner as the Committee may from time to time think fit with any properly constituted civic, educational or recreational organisation.
 - (d) To conserve and protect as far as is reasonably possible the premises at 104 London Street, which is now classified as a Category 1 Historic Building by virtue of its architectural and cultural significance.
 - (d) To do all such things as are incidental or conducive to the attainment of the foregoing purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

- 4.1 The Society shall have a managing committee (“the Committee”), comprising officers and other committee members elected at the Annual General Meeting. The Committee will consist of a:
 - (a) Chairperson;
 - (b) Deputy chairperson;

- (c) Secretary;
- (d) Treasurer;
- and
- (e) Six other persons.

4.2 Only members of the Society may be Committee members.

4.3 A request for nominations for members of the Committee shall be notified to members not less than 14 days before the Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Secretary by 5pm, five days before the Annual General Meeting. Nominations may also be accepted from the floor at the Annual General Meeting but only if there have been insufficient prior nominations. If it is necessary to receive nominations from the floor and there are more nominations than available positions, then a vote shall take place only for the nominations from the floor. All nominations must have first gained the consent of the nominee.

4.4 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another committee member to fill the vacancy until the next Annual General Meeting.

4.5 If the position of any Committee member becomes vacant between Annual General Meetings, the Committee may appoint another Society member to fill that vacancy until the next Annual General Meeting.

4.6 A Committee member may resign during the year by giving written notice to the Committee.

4.7 If any Committee member is absent from three consecutive meetings, without leave of absence, the Committee may declare that person's position to be vacant.

5.0 Role of the Committee

5.1 Subject to the rules of the Society ("the Rules"). The role of the Committee is to:

- (a) Administer, manage and control the affairs of the Society
- (b) Set membership subscriptions, types of subscriptions and privileges, and maintain the register of members.

5.2 The Committee acts on behalf of the Society, subject to its Rules.

5.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

6.0 Roles Of Committee Officers

6.1 The Chairperson is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening and chairing meetings;
- (c) Overseeing the operation of the Society;
- (d) Providing a report on the operations of the Society at each Annual General Meeting;
- (d) Setting Committee meeting agendas in conjunction with the Secretary.

6.2 The Deputy chairperson is responsible for:

- (a) Taking over all or any of the Chairperson's responsibilities in his/her absence or at his/her request.

6.3 The Secretary is responsible

- (a) Recording the minutes of the meetings;
- (b) Holding the Society's records, documents and books, ensuring that they are safely and suitably archived, except those required for the Treasurer's function;
- (c) Receiving and replying to correspondence as required by the Committee;
- (d) Providing written notice to members of Annual or Special General Meetings, by post and/or electronic means;
- (e) Forwarding the required annual financial reports and returns to Charities Services upon their approval by the members at an Annual General Meeting;
- (f) Advising the Registrar of Incorporated Societies of any changes to this Constitution.

6.4 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Providing financial information to the Committee as the Committee determines;
- (c) Preparing annual financial statements for presentation at each Annual General Meeting;

- (d) Providing a financial report at each Annual General Meeting.

7.0 Committee Meetings

- 7.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 7.2 The quorum for a Committee meeting shall be no less than half of the total number of Committee members. No Committee meeting may be held if it is inquorate;
- 7.3 In the absence of the Chairperson or Deputy chairperson, the Committee shall elect a Committee member to chair that meeting;
- 7.4 Decisions of the Committee shall be by majority vote. In the event of a tied vote, the Chairperson shall have a casting vote;
- 7.5 Only Committee members present at the Committee meeting may vote at that Committee meeting;
- 7.6 The person chairing a meeting may adjourn it, if considered necessary;
- 7.7 Subject to these Rules, the Committee may regulate its own practices.

SOCIETY MEMBERSHIP

8.0 Category of Members

- 8.1 Membership comprises different categories, as follows:
 - (a) Subscribing membership
 - (b) Honorary membership
- 8.2
 - (a) A subscribing member is one who has been approved by Committee and who is currently up-to-date with his/her annual subscription, and who is thus eligible to exercise and receive membership privileges. These include nominating and/or seconding another member for office; standing for and being elected as an Officer or other Committee member; voting at meetings; and receiving other membership privileges as decided from time to time.
 - (b) An honorary member is one who is entitled to all the same privileges as subscribing members, but who is not liable to pay a subscription. Honorary membership may be awarded only to those persons who have made a significant contribution to the Society, will be nominated by the Committee and presented to an Annual General Meeting for its consideration.
- 8.3 Members have the rights and responsibilities set out in these Rules.

- 8.4 A cast or crew member of a Society production who is not a member must first be approved by the Committee.

9.0 *The Register of Members*

- 9.1 The Committee shall keep a register of members which contains the names, postal and email addresses and telephone numbers of all members, and their membership status.
- 9.2 If a member's contact details change, that member shall provide these to the Secretary.
- 9.3 Membership details shall remain confidential to the Society.

10.0 *Cessation of Membership*

- 10.1 Any member may resign by giving written notice to the Secretary.
- 10.2 Membership may be terminated if the Committee is of the view that a member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society. The Committee shall give written notice of this to the member, which will:
- (a) Explain how the member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (b) State what the member must do in order to remedy the situation; or request reasons why the Committee should not terminate the membership;
 - (c) State that if, within 21 days of the member receiving this notice, the Committee is not satisfied, it may immediately terminate the membership.

11.0 *Obligation of Members*

All members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

12.0 *Membership Subscriptions*

- 12.1 The annual membership subscription shall be set by the Committee and approved at the Annual General Meeting, prior to the start of the new subscription year.
- 12.2 The Committee will give written notice to members that the annual subscription is due.

- 12.3 All annual membership subscriptions shall fall due on 1 February.
- 12.4 A subscribing member who has not paid a subscription within three months of the due date shall be deemed no longer a member and thus be ineligible to hold office or vote at, or take part in, any of the Society's meetings, or be entitled to any other members' privileges.
- 12.5 The Committee shall have at its discretion the power to make a reduction, or extension, in subscription and privileges in the case of new members who join the Society within 2 months of the end of the subscription year.
- 12.6 Subscribing members have the right of renewal of their membership for up to two years after their membership has lapsed without having to re-apply for membership.

MONEY AND OTHER ASSETS OF THE SOCIETY

13.0 Use of Money and Other Assets

- 13.1 The Committee, on behalf of the Society, may use money and other assets only if:
- (a) It is for the purpose of the Society:
 - (b) It is not for the sole personal or individual benefit of any member.
- 13.2 In circumstances where the Committee deems it necessary to raise mortgages or loans, approval must first be sought at a General Meeting of the Society.
- 13.3 The Committee shall appoint at least two signatories, any two of whom must sign cheques and/or authorise electronic transactions.

14.0 Financial Year

The financial year of the Society begins on 1 February of every year and ends on 31 January of the following year.

15.0 Assurance of the Financial Statements

An audit or review of the annual financial statement shall be undertaken if required by a decision of a properly convened meeting of the Society.

SOCIETY MEETINGS

16.0 Annual General Meeting

- 16.1 The Annual General Meeting shall be held once every year, no later than four months after the end of the Society's financial year. The date, time and venue for the Annual General Meeting shall be determined by the Committee.
- 16.2 The business of the Annual General Meeting shall be:
- (a) Receiving any minutes of the previous Annual General Meeting and of any Special General Meeting since;
 - (b) The Chairperson's report on the business of the Society;
 - (c) The Treasurer's report on the finances of the Society, and the annual financial statements;
 - (d) Election of Officers and other Committee members;
 - (e) Committee recommendations;
 - (f) Motions of which due notice has been received;
 - (g) General business.
- 16.3 The Secretary shall give to all members not less than 14 days' written notice of the Annual General Meeting and the business to be conducted. However, if the Secretary has sent a notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 16.4 Notices of motion, in writing and with any supporting information, and signed by two members will be accepted by the Secretary until two days before the Annual General Meeting.
- 16.5 The quorum for an Annual General Meeting shall be no less than 20% of the total number of financial members. No Annual General Meeting may be held if it is inquorate.
- 16.6 If a quorum is not present within half an hour after the time appointed for the Annual General Meeting, it will be adjourned to a date and time determined by the Chairperson. At such a re-convened meeting, those members present shall constitute a quorum and may transact the business of the meeting.
- 16.7 On any given motion the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or

- (c) Secret ballot.

However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

- 16.7 Decisions of the Annual General Meeting shall be by majority vote except for decisions on changes to this Constitution. In the event of a tied vote, the Chairperson shall have a casting vote.

17.0 Special General Meetings

- 17.1 Special General Meetings may be held from time to time. The date, time and venue for any Special General Meeting shall be determined by the Committee.

- a) A Special General Meeting may be called by the Committee at its discretion, to discuss motions presented by the Committee;
- (b) A Special General Meeting must be called by the Committee if it is requested to do so by a written request signed by at least eight members. The request must relate to the Rules and outline the reasons for its presentation, and include a notice of motion or motions to be put to the meeting. Such a Special General Meeting shall be held within 60 days of the request being received by the Committee.

- 17.2 A Special General Meeting will consider only the motion or motions stated in the notice of Meeting.

- 17.3 Notification to members and the conduct of such meetings shall be as for the Annual General Meeting except that:

- (a) If a meeting has been called by the Committee and a quorum is not present within half an hour after the time appointed for the meeting, it will be adjourned as for an Annual General Meeting; that is, to a date and time determined by the Chairperson. At such a re-convened meeting, those members present shall constitute a quorum and may transact the business of the meeting.

But

- (b) If a meeting has been convened at the request of members and a quorum is not present within half an hour of the time appointed, the meeting shall be dissolved.

18.0 Common Seal

- 18.1 The Committee shall provide a common seal for the Society and may from time-to-time replace it with a new one.

- 18.2 The Secretary shall have custody of the common seal, which shall only be

used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of Committee.

19.0 *Altering the Rules*

- 19.1 The Society may alter or replace these Rules at an Annual or Special General Meeting by a resolution passed by two-thirds majority of those members present and voting.
- 19.2 Any proposed motion to amend or replace these Rules shall either be a motion from the Committee or shall be signed by at least eight members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 19.3 At least 14 days before the Meeting at which any Rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations from the Committee.
- 19.4 When a Rule change has been approved by the Meeting it will take effect when it has been filed with the Registrar of Incorporated Societies.

BYLAWS

20.0 *By-laws to govern the Society*

The Committee may from time-to-time make, alter or rescind by-laws for the general management of the Society, so long as these are not contrary to these Rules or to the provisions of law. All such by-laws shall be binding on members of the Society. A copy of the by-laws, kept on file for the time being, shall be available for inspection by any member on request to the Secretary.

21.0 *Winding up*

If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Any surplus money and other assets shall be used to further a charitable purpose or purposes as defined in Section 5(1) of the Charities Act 2005, as determined by the Special General Meeting convened for that purpose.
- (c) No distribution may be made to any Member.