

**ROYAL NEW ZEALAND PIPE BANDS'
ASSOCIATION INCORPORATED**

RULES
(CONSTITUTION)

2009

RULES OF THE ROYAL NEW ZEALAND PIPE BANDS' ASSOCIATION INCORPORATED

1. **Name**

The name of the Society is the Royal New Zealand Pipe Bands' Association Incorporated ("the Association").

2. **Purpose and Goals**

The purpose of the Association is to promote pipe bands and pipe band membership throughout New Zealand. To achieve that purpose the Association shall:-

- (a) Promote membership of pipe bands and their contribution to New Zealand and its local communities.
- (b) Provide education in all aspects of pipe band work to people at every level of experience and ability.
- (c) Communicate and publish both within and beyond the pipe band community.
- (d) Establish and administer the rules under which the New Zealand Pipe Band Championships will be conducted.
- (e) Provide a cost effective, financial and administrative base for the achievement of that purpose.
- (f) Do all other things which it considers will assist in achieving that purpose.

3. **Members**

There shall be four classes of members:-

- (i) Ordinary Members;
- (ii) Office Bearers;
- (iii) Life Members;
- (iv) Honorary Members.

3.1 **Ordinary Members** (Pipe Bands)

Any pipe band may become an ordinary member subject to its prior approval by the Association. If the pipe band is unincorporated all its members shall thereafter separately be members of the Association and:-

- (a) One subscription only shall be payable for that band (and not for each of its members);
- (b) It shall have the same voting rights as an incorporated band and no other;
- (c) Upon being admitted to membership it shall advise the Management Board of the full name and address of its authorised signatory who shall thereafter sign all documents required of the band in its capacity as a member. The authorised signatory may be replaced at any time and his appointment shall in any event be made in writing signed by all members of the band at the time of such appointment.

- 3.1.2 Any pipe band wishing to become an ordinary member shall lodge an application with the Management Board. The application shall be accompanied by a copy of the band's rules and a list of its officers, members and such other information as may be required by the Management Board. The Management Board shall place the application on the agenda of the next Annual General Meeting. If a two thirds majority of votes is cast in favour of the applicant band at the Annual General Meeting the band shall become an ordinary member of the Association and upon payment of its subscription shall be entitled to exercise the privileges of membership.

Provisional membership of the Association for the period prior to the next Annual General Meeting may be granted at the discretion of the Management Board. A band which has been granted provisional membership and has paid its subscription shall be entitled to all the benefits subject to all the obligations of an ordinary member.

- 3.1.3 The subscription for ordinary membership shall be a sum fixed annually at the Annual General Meeting of the Association. That payable by school bands shall be one half of the subscription otherwise payable. The subscription shall be payable before the 30th day of June in each year.
- 3.1.4 Any band which becomes an ordinary member of the Association shall thereupon become a member of the District Centre of its choice with full voting rights.

3.2 **Office Bearers**

The Patron, President and the two elected Management Board members are office bearers whose office entitles them to membership of the Association whether or not they are a member of or affiliated to any ordinary member.

- 3.2.1 The Patron, President and two other elected Management Board members shall be elected by members of the Association by postal ballot conducted by the Management Board in terms of Rule 3.2.3. Any retiring member of the Management Board shall be eligible for such election.
- 3.2.2 No subscription shall be payable by any office bearer
- 3.2.3 The election of the Patron, President and two Management Board members shall be by postal ballot conducted by the Management Board. Written nominations for these positions shall be forwarded to the Management Board not later than the 31st of October each year. All members entitled to vote at a General Meeting of the Association shall be entitled to one vote at the election of each of the elected office bearers. Such election shall occur no later than the 20th December in each year.

The Management Board will appoint a Returning Officer who is not a Management Board member to supervise the election and advise the Management Board of its result.

- 3.2.4 The Patron and President shall be elected annually. The other two Management Board members shall be elected in alternate years with each holding office for two years. In the event of an incumbent Management Board member being elected President in any ballot conducted under clause 3.2.3 the next highest polling candidate shall be elected to the consequentially vacant Management Board position. Where any two Management Board members are each first elected in the same year the lowest polling member shall be elected for one year only and thereafter the two members for the time being shall retire in rotation.

3.2.5 In the event of any vacancy occurring in the Management Board prior to 31st October in any year there shall be a further election to fill the vacancy adopting the procedure set out in clause 3.2.3. In the event of a vacancy subsequent to that date the Management Board may appoint some person to fill such vacancy until the next Annual General Meeting.

3.3 **Life Members**

3.3.1 Life membership of the Association may be awarded to persons who have rendered outstanding services to the Association. Nominations for life membership must be received by the Management Board and must be made by a member prior to the Annual General Meeting. Upon receipt the Management Board shall conduct a postal ballot of its members after providing them with a Curriculum Vitae of the nominee.

3.3.2 No nomination for life membership within the Association shall be approved except by a two thirds majority of members.

3.3.3 No subscription shall be payable to the Association by any life member.

3.4 **Honorary Members**

Honorary members may be elected by a simple majority at an Annual General Meeting. Honorary members may be organisations or individuals. Honorary members shall not have the right to vote but shall have such other rights and privileges as the Annual General Meeting or the Management Board may from time to time confer.

4. **Annual General Meeting**

An Annual General Meeting of the Association shall be held not later than 31st March in each year on a date to be fixed by the Management Board. Written notice of the meeting shall be given to each member together with a copy of the report of the operations of the Association during the pervious year, a statement of income and expenditure, a balance sheet and a draft management plan, at least 28 clear days prior to that Annual General Meeting.

4.1 The quorum necessary at an Annual General Meeting of the Association shall be 20 ordinary members or persons representing members, present in person. In the even of a quorum not being present within one hour of the appointed time for the commencement of the meeting the meeting shall be adjourned for two calendar months and be reconvened at a location to be circularised to all members not later than one calendar month before the meeting is reconvened. If a quorum is not present at the reconvened meeting within one hour of the time appointed for its commencement then those members or persons representing members shall be entitled to proceed with the business of the Association as if a quorum were present.

4.2 If any ordinary member wishes to be represented by an individual at the Annual General Meeting that ordinary member shall be required to provide a proxy in favour of the individual in the following form:

The _____ Pipe Band being a member of the Royal New Zealand Pipe Bands Association hereby appoints _____ of _____ or failing that person _____ of _____ as its proxy to vote for it at the General Meeting of the Association to be held on the _____ day of _____ 20____ and at any adjournment thereof.

THE COMMON SEAL of _____) or Signed by the Authorised _____)
_____ PIPE BAND) signatory of)
was affixed in the presence of _____) Pipe Band)
.....)

4.3 The business dealt with at the Annual General Meeting shall be confined to the following:-

- (a) To receive and consider the Annual Report and if at all proper to pass the statement of receipts and expenditure for the previous year and the balance sheet as at the end of the last financial year.
- (b) To approve the draft management plan for the ensuing year which shall have been circulated to all members at least 28 days prior to the meeting having been prepared by the incoming Management Board in co-operation with the outgoing Management Board.
- (c) To appoint an auditor who shall be a member of the New Zealand Society of Accountants and not a member of the Management Board.
- (d) Such other agenda items approved by the meeting.

4.4 Each ordinary member or their proxy present at a General Meeting shall be entitled to one vote on every motion and in the case of an equality of votes the Chairman shall have a casting as well as a deliberative vote. The mode of voting on all questions at all General Meetings shall be by a show of hands or if the Chairman or any three other members shall require by a ballot. The president of the Association shall be the Chairman of the meeting but if for any reason he is unable to take the chair a member of the Management Board shall be the Chairman.

5. **Special General Meetings**

5.1 Meetings of the Association for special purposes may be called at any time by the President and shall be called at any time upon a resolution of the Management Board or upon a written requisition of any 10 ordinary members of the Association addressed to the Management Board. A notice calling any special meeting shall be given to each member at least 21 clear days prior to the date of the meeting and the notice shall state clearly the objects of the holding of the meeting and the business of such meeting shall be confined to the matters stated in that notice.

5.2 Procedure for quorum and voting at any Special General Meeting shall be the same as at an Annual General Meeting of the Association.

6. **Management**

6.1 The management of affairs of the Association shall be the responsibility of the Management Board.

6.2 The Management Board shall consist of the President and two other members.

6.3 The Management Board shall maintain full records of its proceedings and shall employ an executive officer whose job description shall include minimum specifications whereby the executive officer shall:-

- (a) Maintain a full and correct record of all business transacted by the Management Board and at Annual General Meetings;
- (b) Make the same available for inspection by any member of the Management Board at all reasonable times;

- (c) Retain copies of all correspondence and documents referring to the affairs of the Association;
- (d) Maintain correct books of account showing income expenditure and the financial position of the Association and balance such account as required by the Management Board;
- (e) Keep a correct account of all monies received or paid and furnish, when required, to each Management Board meeting a statement of the Association's bank balance statement showing the result of the Association's operation over such period as the Management Board may require;
- (f) Refer all payments for written authorisation by the President and one other member of the Management Board.

6.4 The Management Board shall be the managing authority in all matters connected with the affairs of the Association and shall carry out its objects subject to the direction of the Association in General Meeting.

6.5 The Management Board or any member of the Association may at any time recommend making, altering or rescinding any rule or regulation (e.g. contest rules). Such recommendation shall be the subject of a remit to the Association.

The Management Board shall define the system on an annual basis for receiving, debating and voting on recommendations to alter, rescind or make a new rule or regulation.

The recommendation may be approved by a two thirds majority of members voting in a postal ballot of members conducted by the Management Board. The procedure for amendment of this Constitution is as set out in clause 14.1.

6.6 The Management Board shall appoint management groups as follows:

- promotion;
- education;
- publication and communication;
- contests;
- administration and finance.

The Board shall in each year appoint a leader for each of these management groups and with such leader determine that group's composition and objectives. Such management groups shall each adhere to the operating instructions given them from time to time by the Board to whom they are directly responsible. They shall only take such steps as are authorised under the operative management plan at the relevant time or by express authorisation of the Management Board.

6.7 The Management Board shall meet at least once every two months and at least one week's prior notice shall be given to each Board member of such meetings. The contemporaneous linking together by telephone of a number of the members of the Management Board, not less than the quorum whether or not any of them is out of New Zealand, shall be deemed to constitute a meeting of the Management Board and all the provisions in these rules as to meetings of the Board shall apply to such meetings by telephone so long as the following conditions are met:-

- (a) All the Management Board members for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting by telephone and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given on the telephone.
 - (b) Each Board member taking part in the meeting by telephone must be able to hear each of the other Board members taking part at the commencement of the meeting.
 - (c) At the commencement of the meeting each Board member must acknowledge his presence for the purpose of a meeting of Management Board to all other Board members taking part. A Board member may not leave the meeting by disconnecting the telephone unless the Board member has previously obtained the express consent of the Chairman of the meeting and a Board member shall be conclusively presumed to have been present and to form part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the Chairman to leave the meeting. A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.
- 6.8 Minutes of all meetings of the Management Board shall be circulated to all members and District Centres as soon as possible after each meeting.
- 6.9 The quorum necessary at the Management Board meetings shall be three members present in person or by proxy. In the event of a member being unable to attend any Management Board meeting in person or by proxy the remaining two members may appoint one of the Management Group Leaders to attend that meeting in the place of the absent member for the purpose of meeting the necessary quorum.
- 6.10 The Management Board shall control and invest the funds of the Association in such a manner as it shall think fit but subject to any direction which may be given to it by any General Meeting of the Association.

7. **General**

7.1 **Rules**

All members shall be held to consent to and be bound by the Rules of the Association and shall not be entitled to appeal to any Court because of anything done or permitted to be done under them.

- 7.2 Any ordinary member may discontinue membership upon delivering to the Association written notice of such intention and on paying all fees and other dues payable up to the date of such notice and thereupon such member shall cease to be a member.
- 7.3 The Management Board may recommend to members of the Association the suspension or expulsion of any member from the Association for conduct which it considers in its absolute discretion not to have been in the best interests of the Association. Such recommendation shall take the form of a remit to be determined at the succeeding Annual General Meeting of the Association or by postal ballot (whichever method is determined by the Management Board). A two-thirds majority of members shall be required for the expulsion of a member or suspension as the case may be.
- 7.4 No member shall have the right to enjoy the privileges and membership of the Association until all monies due by such member have been paid to the Association.

7.5 The roll of ordinary members may from time to time be purged by the Management Board by striking off the name of any ordinary member in arrears in payment of any monies due to the Association for a period of more than six (6) months but the member shall not be discharged from liability for the arrears due at the date of such striking off provided that for any member struck off the roll the member should be given one month's prior notice of the intention by the Management Board to take such action.

8. **Financial Year**

The financial year of the Association shall be from 1st January to 31st December.

9. **Expenditure**

No expenditure shall be incurred or money paid unless ordered and passed by the Management Board.

10. **Common Seal**

The seal of the Association shall be in a form approved by the Management Board and shall be in the custody of the Executive Officer of the Association and shall only be affixed in the presence of two of its members to such documents as the Board directs.

11. **District Centres**

11.1 In order to further the objects and interests of the Association and also to give ordinary members the power of local management as far as is practicable the Management Board shall divide New Zealand into districts. Each such district shall be designated and known as the District Centre of the Association. Each member of the Association shall join a District Centre. Only financial members of the Association shall be eligible for, and remain members of a District Centre.

11.2 Each District Centre shall be a duly incorporated society under the Incorporated Societies Act 1908 provided that either its incorporated or proposed rules shall be subject in all respects to the approval of the Management Board.

12. **References of Decisions of Centres**

12.1 If any Centre Executive Committee refuses to comply with the instructions of the Management Board or if the Board considers the Centre Executive is acting in any manner inimical to the interests of the Association the Association in General Meeting may by a majority vote of not less than two-thirds of the members voting either present or by proxy at a special meeting called for the purpose remove such Centre Executive from office as a body or individually and appoint others to fill the vacancy until the next annual meeting of the District Centre.

13. **Personal Interests**

No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- (a) Professional services to the Association rendered in the course of business charged at no greater rate than current market rates; or
- (b) Interest on money lent at no greater value than current market rates.

14. **Change of Rules**

14.1 This Constitution may be amended, added to or rescinded in whole or in part at any time provided that such alteration is proposed by an office bearer or ordinary member and notice of such proposal is given in writing to the Management Board not later than the 31st day of October in each year. The Management Board shall not later than the 31st day of December in the same year forward a copy of such notice to all members and shall place the proposal upon the agenda for the next general meeting of the Association to be held after the said 31st day of December. The Association shall not consider any further proposal to alter these Rules until after the 31st day of December following the holding of such meeting.

14.2 Notwithstanding clause 14.1 no change shall be permitted to the provisions of Rule 13 and to Rule 15 so far as it relates to the disposition of assets in the Association on its winding up.

15. **Winding Up**

The Association may be wound up voluntarily if a General Meeting of its members passes a resolution that it should be wound up and that resolution is confirmed in the subsequent General Meeting called for that purpose and held at least 30 days after the date on which the resolution to be confirmed was passed. In the event of such winding up the assets of the Association shall be distributed to such other exclusively charitable body or bodies having similar objects to the Association as it by resolution appoints provided that no such other body shall take its share pursuant to such resolution if its Rules permit any part of its assets and funds to be made available for the private pecuniary profit of any individual.

No member of the Association shall be entitled to receive any share of the assets and funds of the Association upon its winding up.