

## **Circotica Circus School Incorporated**

The society is constituted by resolution dated 27th November 2018.

*4/235 Waltham Road*

*Sydenham*

*Christchurch 8023*

*New Zealand*

### **1) Purpose**

- I) To provide a safe, educational, and enjoyable environment for the Christchurch circus community.
- II) To promote the artform of circus and its social, physical, and creative benefits.
- III) To further build and develop the circus community of Christchurch.
- IV) To create an inclusive environment for all ages, cultural and religious beliefs, abilities, genders, sexualities, and ethnicities, in order to increase community participation and well-being.
- V) To ensure a high quality of circus and physical education in order to enhance the well-being of our community.
- VI) To do anything necessary or helpful to the above purposes.
- VII) Pecuniary gain is not a purpose of society.

### **2) Management of the society**

- I) Circotica Circus School is managed by seven committee members:
  - i) The Chairperson
  - ii) The Treasurer
  - iii) The Secretary
  - iv) The Events Coordinator
  - v) The Social Media Manager
  - vi) The Health and Safety Officer
  - vii) The Community Liaison
- II) Other management positions may be decided by the members at an AGM.
- III) Only members of the society may be committee members.
- IV) There shall be a minimum of three committee members.

### **3) Appointment of committee members**

- I) At a society meeting, the members may decide by majority vote:
  - i) How large the committee will be.
  - ii) Who shall be the Chairperson, Treasurer, Secretary, Events Coordinator, Social Media Manager, Health and Safety Officer, and Community Liaison.
- II) How long each person will be a committee member.

### **4) Cessation of committee membership**

- I) Persons cease to be a committee member when:
  - i) They resign by giving written notice to the Committee.
  - ii) They are removed by majority vote of the society at a society meeting.
  - iii) Their term expires.

- II) If a person ceases to be a committee member, that person must, within one month, give to the committee all society documents and property.

#### **5) Nomination of committee members**

- I) Nominations for members of the committee shall be called for at least 28 days before an Annual General Meeting (AGM):
  - i) Each candidate shall be proposed and seconded in writing by members, and the completed nomination delivered to the Secretary.
  - ii) Nominations shall close at 5pm on the 5th day before the Annual General Meeting.
  - iii) All retiring Members of the Committee shall be eligible for re-election.
- II) If the position of any committee member becomes vacant between Annual General Meetings, the Committee may appoint another committee member to fill that vacancy until the next Annual General Meeting.
- III) If any committee member is absent from three consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

#### **6) Role of the Committee**

- I) Subject to the rules of the society (The Rules), the role of the Committee is to:
  - i) Administer, manage, and control the Society.
  - ii) Carry out the purposes of the Society and use money or other assets to do that.
  - iii) Manage the Society's financial affairs including approving the annual financial statements for presentation to the Members at the Annual General Meetings.
  - iv) Set accounting policies in line with generally accepted accounting practice.
  - v) Delegate responsibility and co-opt members where necessary.
  - vi) Ensure that all members follow The Rules.
  - vii) Decide how a person becomes a member, and how a person stops being a member.
  - viii) Decide the times and dates for meetings and set the agenda for meetings.
  - ix) Decide the procedures for dealing with complaints.
  - x) Set membership fees, including subscriptions and levies.
  - xi) Make regulations.
- II) The Committee has all the all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the society.
- III) All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- IV) 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.

#### **7) Roles of Committee Members**

- I) The Chairperson is responsible for:
  - i) Ensuring that the rules are followed.
  - ii) Convening meetings and establishing whether or not a quorum (half of the Committee) is present.
  - iii) Chairing Meetings, deciding who may speak and when.
  - iv) Overseeing the operation of the Society.
  - v) Providing a report on the operations of the Society at each Annual General Meeting.
- II) The secretary is responsible for:
  - i) Recording the minutes of Meetings.
  - ii) Keeping the Register of Members.
  - iii) Receiving and replying to correspondence as required by the Committee.
  - iv) Advising the Registrar of Incorporated Societies of any rule changes.
- III) The treasurer is responsible for:

- i) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
- ii) Preparing annual financial statements for presentation at each Annual General Meeting These statements should be prepared in accordance with the societies' accounting policies.
- iii) Holding the Society's records, documents, and books.
- iv) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- v) Providing a financial report at each Annual General Meeting.
- vi) Providing financial information to the Committee as the Committee determines.

## **8) Committee Meetings**

- I) Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- II) No Committee Meeting may be held unless more than half of the Committee Members attend.
- III) The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that meeting.
- IV) Decisions of the Committee shall be by majority vote.
- V) The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote.
- VI) Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- VII) Subject to these Rules, the Committee may regulate its own practices.
- VIII) The Chairperson or their nominee shall adjourn the meeting if necessary.
  - i) If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may, with the consent of any Society Meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **9) Society Membership**

- I) Types of Members:
  - i) Membership may comprise different classes of membership as decided by the Member with the approval of the Society.
    - (1) Attending Members may comprise different classes of membership as decided by the Member with the approval of the Society
    - (2) Non-attending Members are the parents of Attending Members when the Attending Member is under 18 years old or those over 18 years old who have been Attending Members with-in the last 3 months.
  - ii) Members have the rights and responsibilities set out in these Rules.
  - iii) Admission of Members:
    - (1) All members must have completed our membership forms and be in regular attendance at classes.

- (2) Members who are contributing services such as teaching are entitled to a number of classes and open training free of charge as agreed upon by the Committee and stated in their contract.
- (3) Applications for new members are open before each term commences.
- (4) Re-enrolment and membership fees are required within three days of the date of the invoice or before the commencement of each term, whichever occurs first, unless prior arrangement has been made and agreed upon by the Committee.
  - (a) If a member fails to re-enroll at the new term or pay their term fees within the specified timeframe, their membership class will change from Attending to non-Attending and if not renewed will expire after 3 months.
- iv) Memberships range in price depending on the level of membership.
- v) All members' emotional and physical needs should be treated with care and respect.
- vi) Memberships all last for 1 term and range from 1 class a week to 10+ classes per week.
- vii) All Members are self- or parent/caregiver- elected to participate in any term.
- viii) All Members have the right to participate in their pre-elected classes. They have the right to refuse to participate in any activity which makes them feel unsafe or uncomfortable.
  - (1) If the committee receives an official recommendation from a member that a member should be removed from a class, for any reason, the committee reserves the right to consider and enforce such a change. So long as the reason is not a breach of membership responsibilities the member will be offered a refund if a suitable alternative class is not available.
- ix) In the situation that a member wants to change their chosen class enrolment or level of membership, they will not receive any compensation, unless agreed upon by the Committee.
- x) The Committee shall have complete discretion when it decides whether to allow the applicant to become a Member. The Committee shall advise the applicant of its decision, and that decision shall be final.

#### **10) Cessation of Membership**

- I) Any Member may forfeit their membership by informing a Committee Member.
- II) In the situation that a member forfeits their membership during a term, they will not receive any refund or compensation.
- III) Members who do not uphold the standards and rules of Circotica Circus School Incorporated may have their membership removed. This can be reviewed by management with each new term.
- IV) If, for any reason whatsoever, 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 may give written notice of this to the Member. The Committee's Notice must:
  - i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
  - ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

- iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
- iv) If the member appeals to the Committee, the Member will have the right to be fairly heard by the Committee within the following 28 days.

#### **11) Obligations of Members**

- I) All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

#### **12) Use of Money and Other Assets**

- I) The Society may only Use Money and Other Assets if:
  - i) It is for a purpose of the Society.
  - ii) It is not for the sole personal or individual benefit of any Member.
  - iii) The use has been approved by the Committee.
- II) No part of the funds if the promoter is used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.

#### **13) Additional Powers**

- I) The Committee may:
  - i) Employ people for the purposes of the Society.
- II) No Member of the organisation or any person associated with a Member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to, or on behalf of, that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

#### **14) Financial Year**

- I) The financial year of the Society begins on April 1st of every year and ends on March 31st of the next year.

#### **15) Assurance on the Financial Statements**

- I) The society shall appoint an accountant to review the annual financial statements of the Society. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- II) The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the auditor with:
  - i) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation, and other matters.
  - ii) Additional information that the auditor may request from the Committee for the purpose of the audit; and

- iii) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.
- III) No review or audit of the annual financial statements is required unless a review or audit is requested by 10% of the Members at any properly convened Society Meeting.

## **16) Conduct of Meetings**

- I) Society Meetings:
  - i) A Society Meeting is an Annual General Meeting.
  - ii) The Annual General Meeting shall be held once every year. The Committee shall determine when and where the Society shall meet within those dates.
- II) Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- III) The Chairperson shall:
  - i) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting.
  - ii) Additionally, the committee will provide, appropriate:
    - (1) A copy of the Chairperson's Report on the Society's operations.
    - (2) Annual Financial Statements as approved by the Committee.
    - (3) Notice of any motions and the Committee's recommendations about those motions.
  - iii) 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.
  - iv) Members may attend and vote at Society Meetings.
    - (1) Voting rights are 1 per student/parent, and 10 per instructor.
  - v) No Society Meeting may be held unless at least 5% of eligible Members attend. (This will constitute a quorum).
  - vi) All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Treasurer shall Chair that meeting. Any person chairing a Society Meeting has a casting, that is, second vote.
  - vii) On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by show of hands.
  - viii) However, if at least 10% of Members present at the meeting, demand a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting vote.
- IV) The business of an Annual General Meeting shall be:
  - i) Receiving any minutes of the previous Society's Meeting.
  - ii) The Chairperson's report on the business of the Society.
  - iii) The Treasurer's report on the finances of the Society, and the Annual Financial Statements.
  - iv) Election of Committee Members.
  - v) Motions to be considered.
  - vi) General business.
- V) The Chairperson or their nominee shall adjourn the meeting if necessary.
- VI) Adjourned Meetings:
  - i) If within half an hour after the time appointed for a meeting a quorum is not present, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
  - ii) The Chairperson may, with the consent of any Society Meeting, adjourn the same

from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**VII) Motions at Society Meetings:**

- i) Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 7 days before that meeting. The Member may also provide information in support of the motion.
- ii) The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10 % of eligible Members:
  - (1) It must be voted on at the Society Meeting chosen by the Member; and
  - (2) The Secretary must give the Member's Information to all Members at least 5 days before the Society Meeting chosen by the Member; or
  - (3) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- iii) The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

**17) Common seal**

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

**18) Altering the rules**

- I) The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- II) Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 7 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.
- III) At least 5 days before the General Meeting at which any Rule change is to be considered the Chairperson shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- IV) When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- V) No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status.
- VI) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**19) Bylaws**

- I) The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Chairperson.

**20) Dissolution**

- I) The Society's debts, costs and liabilities shall be paid.
- II) All remaining assets of Circotica Circus School Incorporated will be divided and distributed to the other circus schools in New Zealand.

- III) Dissolution should occur at the completion of a term with all services provided to all members. If this is not possible, all members should be offered the appropriate refund or replacement classes.
- IV) If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

## **21) Definitions**

- I) Majority vote
  - i) A vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- II) Money or Other Assets
  - i) Any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- III) Society Meeting
  - i) Any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- IV) Use Money or Other Assets
  - i) To use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- V) Written Notice
  - i) Communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- VI) It is assumed that:
  - i) Where the singular is used, plural forms of the noun are also inferred.
  - ii) Headings are a matter of reference and not a part of the rules.
  - iii) Matters not covered in these rules shall be decided upon by the Committee.