

THE ROYAL SCHOOL OF CHURCH MUSIC, NEW ZEALAND INCORPORATED

1. CONSTITUTION

This document shall be the written Constitution of THE ROYAL SCHOOL OF CHURCH MUSIC, NEW ZEALAND INCORPORATED constituted by the Council of The Royal School of Church Music under Article of Association 52.

2. DEFINITIONS

In this document the following expressions shall have the meanings indicated in this clause:

RSCM	-	The Royal School of Church Music
RSCM Council	-	The Council of the RSCM, situated in the United Kingdom
RSCM New Zealand	-	The Royal School of Church Music in New Zealand
Branch	-	A regional branch of RSCM within New Zealand, consisting of affiliates, members and friends of the RSCM resident in that part of New Zealand
President	-	The President of RSCM New Zealand, duly elected under the provisions of Clause 9(a)(i) herein
Secretary	-	The Secretary of RSCM New Zealand, duly elected or appointed under the provisions of clause 9(a)(ii) herein
Treasurer	-	The Treasurer of RSCM New Zealand, duly elected or appointed under the provisions of clause 9(a)(iii) herein
Council	-	The RSCM New Zealand national management committee (except when stated in Clause 1 above).
Headquarters	-	The Registered Office in Great Britain of the RSCM

3. OBJECTS AND PURPOSES

(a) The objects for which the RSCM is established are to promote the study, practice and improvement of music and speech and such other matters as in the opinion of the RSCM shall be relevant to the conduct of Christian worship.

(b) The objects and purposes of RSCM New Zealand shall be:

(i) to further in New Zealand the objects of the RSCM.

Principal activities in pursuit of these objects are the provision of training, resources and advice to affiliates, members and friends of the RSCM;

(ii) to provide a forum within New Zealand of all Branches;

- (iii) to provide within New Zealand a continuing education programme for all members of Branches;
 - (iv) to assist with the correlation of musical activities within New Zealand;
 - (v) to help organise, to guide and to promote RSCM activities within New Zealand at both national and regional levels;
 - (vi) to co-ordinate resource supplies for the benefit of Branches;
 - (vii) to fund-raise for RSCM and to solicit financial assistance therefor;
 - (viii) to be the voice of RSCM in the public arena;
 - (ix) to liaise with other national and international organisations;
 - (x) to disseminate amongst Branches information received;
 - (xi) to liaise with theological seminaries and other ministry training bodies within New Zealand and overseas;
 - (xii) to stimulate ecumenism;
 - (xiii) to foster friendship amongst church musicians throughout New Zealand and overseas
 - (xiv) to negotiate on behalf of members, both individual and collective, concessions and contractual arrangements with publishers and copyright holders; and
 - (xv) to publish musical works;
- PROVIDED THAT such purposes, objects and benefits shall be limited to New Zealand.
- (c) The provisions of this clause shall not be removed from this Constitution or altered without first having obtained the written consent thereto from the RSCM Council.

4. PROPERTY AND INCOME

- (a) The property and income of RSCM New Zealand shall be applied solely towards the promotion of the aims and objects of the RSCM and RSCM New Zealand and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Council except in good faith in the promotion of those objects or purposes or as a reimbursement for reasonable expenses incurred on behalf of RSCM New Zealand.
- (b) No member of the Council, or any person associated with such person, shall participate in or materially influence any decision made by the Council in respect of a payment to or on behalf of that Council member or associated person of any income, benefit or advantage whatsoever.
- (c) The provisions and effects of this clause are entrenched and shall not be removed from this Constitution and shall be included and implied to any document replacing this document.

5. PARENT BODY

RSCM New Zealand, through the Council, shall maintain and develop such links with its parent body, RSCM in Great Britain, as shall from time to time be agreed upon between the two parties.

6. GOVERNANCE

- (a) RSCM New Zealand shall be self-governing within the terms of this Constitution.

- (b) RSCM New Zealand may assume responsibility for the collection of dues of all affiliates, members and friends and the keeping of records and accounts of Branches and shall remit to Headquarters at appropriate intervals any levies as may be agreed upon and copies of relevant Branch reports and accounts.

7. MEMBERSHIP OF RSCM NEW ZEALAND

Membership of RSCM New Zealand is open to persons and bodies who belong to churches represented in the World Council of Churches, the Roman Catholic Church, and other Christian denominations and to other persons or bodies who subscribe to the aims and objects of RSCM New Zealand.

Membership of RSCM New Zealand is effected solely through membership of the various Branches that constitute RSCM New Zealand.

8. REGISTER OF MEMBERS

Each Branch, on behalf of RSCM new Zealand, shall keep and maintain a register of its affiliates, members and friends, a copy of which shall be deposited with the Secretary.

Each Branch shall cause the name of an affiliate, member or friend who ceases to be such to be deleted from the register of affiliates, members and friends of that Branch.

The membership of the Branches shall be deemed to constitute the membership of RSCM NEW ZEALAND.

9. MANAGEMENT OF RSCM NEW ZEALAND

(a) Council

The affairs of RSCM New Zealand shall be managed by the Council consisting of the following people:

(i) President

A President will normally hold office for a term of three years but may stand for re-election at the end of such term.

Nominations for President may be made by any Branch .

Any such nominations must be seconded by a Branch other than the Branch proposing such nomination and must be duly signed by the nominee.

Nominations will be considered at any meeting of the Council convened for such purpose and members of the Council will vote to elect a President accordingly.

The name of any successful nominee will be forwarded to Headquarters.

(ii) Secretary

(a) A Secretary shall be elected at any meeting of the Council convened for such purpose and shall normally hold office for a term of twelve months but may be re-elected at the end of such term and any future terms.

(b) Notwithstanding clause 9(a)(ii)(a) above, the Council shall have the power to appoint a Secretary who is not a member of the Council. In that case, such appointee shall not enjoy any rights or privileges of members of the Council.

(iii) Treasurer

- (a) A Treasurer shall be elected at any meeting of the Council convened for such purpose and shall normally hold office for a term of twelve months but may be re-elected at the end of such term and any future terms.
- (b) Notwithstanding clause 9(a)(iii)(a) above, the Council shall have the power to appoint a Treasurer who is not a member of the Council. In that case, such appointee shall not enjoy any rights or privileges of members of the Council.

(iv) Council Members

Each Branch is required to elect one Council Member, who will normally be that Branch's chairperson.

Should any such elected person be unable or unwilling to perform any of his or her duties as a Council Member then and in that case the Branch of which such person is an elected representative may appoint another person, either temporarily or until the expiration of the current term of appointment, to represent such Branch accordingly.

The Director General of RSCM, or a member of the RSCM Council appointed in his or her stead, shall be a Council Member *ex officio*.

(v) Co-opted Council Members

The Council shall have power to co-opt not more than three persons.

A co-opted member shall retire annually but shall be eligible for co-option for a further period or periods, or election or appointment to office within the Council under one of the categories above.

(vi) Casual Vacancies in Membership of the Council

A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Council member is the President, to another member of the Council;
- (c) is permanently incapacitated by mental or physical ill-health;
- (d) ceases to be a member of the Branch which he or she represents;
or
- (e) is elected to the office of President, Secretary or Treasurer.

(vii) Filling of Casual Vacancies

- (a) If a casual vacancy is in the office of a member who was a Branch representative, then the Branch previously represented will be required to elect another person to fill such vacancy.
- (b) If a casual vacancy is in the office of a member pursuant to Clause 9(a)(i) hereof then the Secretary forthwith shall invite all Branches to submit nominations for a new President. Following submission of such nominations, the Council shall elect a new President pursuant to the procedure prescribed in Clause 9(a)(i) hereof. A new President elected hereby will normally hold

office for a term of three years but may stand for re-election at the end of such term.

- (c) If a casual vacancy is in the office of a member elected or appointed pursuant to Clauses 9(a)(ii) or 9(a)(iii) herein then the office shall be filled by a person appointed by the Council.
- (d) If a casual vacancy is in the office of a member co-opted pursuant to Clause 9(a)(v) hereof then, if it determines so to do, the Council may co-opt a replacement Co-opted Council Member.
- (e) If a casual vacancy occurs as a result of a member being elected or appointed to office pursuant to Clauses 9(a)(i), 9(a)(ii) or 9(a)(iii) hereof, then the Branch previously represented by such member will be required to elect another person to fill such vacancy.
- (f) Except in the case of a person elected pursuant to Clause 9(a)(vii)(b) hereof, the term of office for any person filling a casual vacancy shall be for the remainder of the term of the member whose office was vacated.

(b) Auditor

An Auditor shall be appointed at any meeting of the Council convened for such purpose and shall normally hold office for a term of twelve months but may be re-appointed at the end of such term and any future terms.

An Auditor may not be a member of the Council.

(c) Patrons

The Council may appoint Patrons of RSCM New Zealand, and may revoke any such appointment or appointments.

10. PROCEEDINGS OF RSCM NEW ZEALAND

(a) Annual General Meetings

An Annual General Meeting of the Council shall be held in every calendar year:

- (i) to elect a President when required, to elect or appoint a Secretary and a Treasurer, and to appoint an Auditor;
- (ii) to receive (a) a report on the affairs of RSCM New Zealand and (b) the Annual Accounts which shall have been audited by one or more qualified auditors;
- (iii) if appropriate, to receive any reports, including membership details, from Branches;
- (iv) to transact such other business as is usual at an Annual General Meeting.

(b) General Meetings

- (i) General Meetings of the Council (of which there shall be at least one annually) shall be convened at the request of members of the Council who represent no fewer than one third of the members and other persons entitled to vote at such General Meetings.

Any requisition for a General Meeting, whether Ordinary or Extraordinary, must state the objects of such meeting and be signed by the requisitionists and deposited with the President.

The President shall convene such General Meeting as soon as practicable after his or her receipt of such requisition.

(ii) In addition to the requirements imposed by clause 10(b)(I) above, the President may at any time convene a General Meeting of the Council, whether Ordinary or Extraordinary .

(c) **Notice**

At least three weeks' notice shall be given of all Annual, Ordinary and Extraordinary Meetings.

(d) **Method of Meetings**

Meetings of the Council may be held in person or by an electronic communication means.

(e) **Presiding over Meetings**

The President shall preside at each meeting of the Council or, in his or her absence, by another member of the Council duly elected for that purpose.

(f) **Observers**

Any meeting of the Council will normally be open to members of Branches who may attend as spectators only but without speaking or voting rights unless specifically afforded such rights by the person presiding over the meeting.

(g) **Quorum**

Subject to clause 10(i) hereof, at all meetings no more than one Council member, who as been elected or appointed by a Branch, may be absent.

(h) **Voting**

Except as is hereinafter provided any issue arising at a meeting of the Council shall be decided by a simple majority of votes.

Each person entitled to vote at any meeting of the Council shall be entitled to one vote, which may be given in person or by proxy as hereinafter provided.

In the case of an equality of votes, the person presiding over the meeting shall have a casting vote in addition to his or her deliberative vote.

Voting at all meetings shall be by vocal declaration or by show of hands but if demanded by any member present voting shall be by secret ballot provided that any person purporting on such ballot to cast a vote or votes as proxy as provided under clause 10(i) hereof shall add to his or her voting paper the name or names of the person or persons for whom he or she is purporting to cast the vote or votes.

(i) **Proxies**

Any member of the Council, including any *ex officio* member or members, (in this clause referred to as "the appointing member") may appoint in writing another member of his or her Branch, or other body represented, to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any meeting of the Council.

(j) Minutes of Meetings of the Council

- (i) The Secretary shall cause proper minutes of all proceedings of all Council meetings to be taken and then to be entered within thirty days after the holding of each such Council meeting in a minute book or file kept for that purpose.

The President shall ensure that the minutes taken of a Council meeting are checked and signed as correct by the person presiding at the next meeting of the Council.

When minutes have been entered and signed as correct under this clause they shall, until the contrary is proved, be evidence that the Council meeting to which they relate was duly convened and held; that all proceedings recorded as having taken place at the meeting did in fact take place thereat; and that all appointments or elections purporting to have been made at the meeting have been validly made.

- (ii) As soon as practicable after each meeting of the Council, copies of the minutes of such meeting, whether signed correct or not, and copies of all statements of account received by such meeting, whether audited or not, shall be forwarded all Branch secretaries.

11. FINANCE

RSCM New Zealand shall have its own banking accounts styled “The Royal School of Church Music, New Zealand” into which moneys received by RSCM New Zealand shall be paid.

The RSCM New Zealand accounts shall be operated by the Treasurer and any two other members the Council, any two of them jointly, elected by the Council for that purpose.

It is acknowledged that RSCM New Zealand is not liable or responsible for the payment of subscriptions, accounts or debts of Branches and *vice versa*.

12. ANNUAL STATEMENTS FOR HEADQUARTERS

Within one calendar month of the Annual General Meeting the Secretary shall forward to the RSCM Council a report of the affairs and activities of RSCM New Zealand incorporating, where possible, appropriate information on the activities and financial state of the Branches.

At the same time, the Secretary shall forward to the RSCM Council a copy of the audited accounts of RSCM New Zealand received at the Annual General Meeting.

13. ALTERATIONS OR AMENDMENTS TO THE CONSTITUTION

- (a) The Council may alter or rescind this Constitution, or make rules additional to it. In order to amend the Constitution, the consent of not fewer than 75 per cent of Council members voting at a meeting is required, together with the unanimous consent of all Branches, such consent to be given by at least 75 per cent of the members of each Branch voting in person or by proxy at a general meeting. Branches which, within three months of notification of such proposed amendments, do not respond, shall be deemed to have agreed with those amendments.
- (b) No addition to or alteration of the objects and purposes or the clauses relating to property and income, dissolution or distribution of surplus property on

dissolution shall be made without the approval of the Department of Inland Revenue.

14. DISSOLUTION

RSCM New Zealand may be dissolved upon the consent of not fewer than 75 per cent of Council members voting to dissolve RSCM New Zealand, together with the unanimous consent of all Branches, such consent to be given by at least 75 per cent of the members of each Branch voting in person or by proxy at a special or annual general meeting.

15. DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION ON RSCM NEW ZEALAND

If, on the dissolving of RSCM New Zealand, any property of RSCM New Zealand remains after payment of all costs, debts and liabilities, subject to any trust or trusts affecting the same, and after payment of the costs, charges and expenses of that winding up, such property shall not be paid to or distributed among members of RSCM New Zealand but shall be distributed as follows:

- (i) in the first instance, equally amongst all Branches provided however that any such Branch sharing in the benefit of such distribution is a stand-alone body with its own constitutions or rules and has tax exempt charity and donee status; or
- (ii) in the second instance, to another incorporated charitable association within New Zealand which has purposes and objects similar to those of RSCM New Zealand; or finally,
- (iii) for charitable purposes within New Zealand.

16. INCORPORATION

RSCM New Zealand may seek incorporation in accordance with the provisions of the New Zealand Incorporated Societies Act 1908 or any Act passed in amendment thereof or substitution therefor under the name of “The Royal School of Church Music, New Zealand (Incorporated)”.

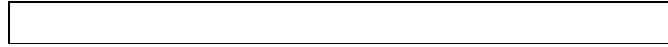
EXHIBIT NOTE

This is the annexure marked “A” referred to in the within declaration of Paul Vincent Ellis and declared at Dunedin this day of January 2002 before me:

.....

Bruce Alexander Aitken

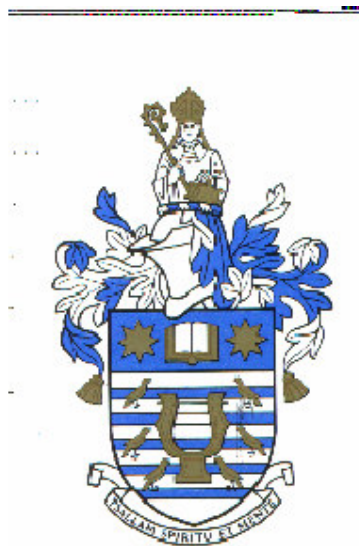
A Solicitor of the High Court of New Zealand



The Constitution

Of

**The Royal School of Church Music,
New Zealand**



January 2001

