

RULES OF AN INCORPORATED SOCIETY

FILM AUCKLAND (INCORPORATED)

Rules – Film Auckland Incorporated

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1. Formation

Name

- 1.1 The name of the society shall be: **Film Auckland Incorporated** (“Society”).

Registered office

- 1.2 The registered office of the Society shall be at such place as the committee from time to time determines.

Purpose

- 1.3 Film Auckland Incorporated is committed to building a thriving screen industry for the benefit of all participants and the wider Auckland and New Zealand communities.
(Amended 22.09.2016)

Objects

- 1.4 Film Auckland will achieve its purpose by the following objectives:
- 1.4.1 Being a strong advocate for the screen industry on all business matters.
 - 1.4.2 Making submissions on all legislative and similar changes affecting the screen industry.
 - 1.4.3 Identifying the barriers to the growth of the screen industry and advocating for the removal of those barriers.
 - 1.4.4 Educating, updating and communicating information around relevant business matters and industry issues to the screen industry.
 - 1.4.5 Forming strong relationships with central and local government and their agencies, the regional film offices, education providers, screen organisations and the guilds, and other key stakeholders.
 - 1.4.6 Supporting the work of Screen Auckland and other regional film offices to attract international productions to New Zealand.
(Amended 22.09.2016)

Restrictions on activities

- 1.5 The Society may not carry on any activities or incidental activities other than those which further the advancement of the Society’s charitable objects as outlined in Rule

Activities in New Zealand

- 1.6 Notwithstanding any other term of this deed, the Objects for which the Society is established and the activities for which the Society Fund may be applied are limited to charitable purposes within New Zealand.

Powers of the Society

- 1.7 In addition to its statutory powers, the Society, in order to further its charitable objects, may:
- 1.7.1 use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ or otherwise engage such people as necessary;
 - 1.7.2 purchase, lease, hire or otherwise acquire, exchange sell, lease or otherwise dispose of, property, rights or privileges to further or carry out its objects as necessary;
 - 1.7.3 negotiate and enter into joint venture agreements and other contracts to achieve the Society's objects;
 - 1.7.4 invest in any investment in which a trustee may invest;
 - 1.7.5 borrow or raise money by debenture, bonds, mortgage and other means with or without security. However, this power shall only be exercised with the prior approval of the members of the Society by the passing of a resolution at a general meeting of which 10 clear days prior written notice has been given to all members;
 - 1.7.6 do all lawful acts and things incidental or conducive to the attainment of the Society's objects.

No Private Benefit

- 1.8 Notwithstanding any other provision of these rules, the Society shall only use its money to further the charitable objects in accordance with clause 1.4. No money of the Society is to be applied for the personal or individual benefit of any member or any person that is an associated person of the member.

2. Membership

Initial members

- 2.1 The initial members of the Society are those persons who are members of the Society at the time it incorporated.

New members

- 2.2 Any person may become a member of the Society.
- 2.3 Any person wishing to become a member shall apply to the committee in accordance with the procedure adopted by the committee from time to time, and upon acceptance shall pay

the appropriate entrance fee and the first year's annual subscription fee and shall thereupon become a member.

- 2.4 Any member not being an individual, shall, upon applying for membership, nominate an individual who is an officer or employee of the member as its representative and who shall be entitled to vote at all meetings in the name and on behalf of the member. Any change of a nominated representative shall be notified in writing to the secretary by such member.

Entrance fee and annual subscription

- 2.5 Every member shall pay an initial entrance fee and an annual subscription fee to the society. The amount of the entrance fee and annual subscription fee and terms of payment thereof shall be as set by the committee from time to time.

Register of members

- 2.6 The secretary shall keep and maintain a register of members which shall contain the full name, address and occupation of each member and the date at which they became a member. The register of members shall be available for inspection and copying by members upon request.

Membership is personal

- 2.7 The rights and duties of members of the Society are personal, and cannot be assigned or transmitted to anyone else. Membership rights and duties end when membership ends.
- 2.8 The rights of each corporate member (being a member other than an individual member), may be exercised by such member's nominated representative in accordance with clause 2.4, for so long as that nominated representative is an officer or employee of the corporate member or until membership of the corporate member ends.

Resignation of member

- 2.9 A member of the Society may resign from the Society by giving notice in writing to the secretary of his, her or its resignation.
- 2.10 The secretary must record in the register of members the date on which the member ceased to be a member.

Expulsion of a member

- 2.11 If the committee determines that a member has failed to comply with these rules, or the committee determines that a member is guilty of conduct unbecoming of a member or prejudicial to the interests of the Society, the committee may resolve to:
- 2.11.1 expel the member from the Society; or
- 2.11.2 suspend the member from membership of the Society for a specified period.

Committee must inform member of expulsion or suspension

2.12 The committee must promptly notify the member of its resolution to expel or suspend the member and the grounds on which it is based.

Cessation of membership

2.13 A member who has resigned or been expelled from the Society shall cease to hold himself, herself or itself out as a member of the Society and shall promptly return to the Society all materials produced by the Society (including membership certificate, handbooks and manuals).

Readmission of former members

2.14 Any former member may apply for readmission to the Society as a member in the manner prescribed for admission of new members.

Obligations of membership

2.15 Members must treat all information relating to commercial arrangements entered into by the Society as strictly confidential and must not disclose any information regarding the Society to any third party without the prior written approval of the Society.

3 Meetings

Annual general meeting

- 3.1 The Society must convene an annual general meeting of its members in each calendar year. The committee must set the date of the meeting. The notice convening the annual general meeting must state that the meeting is the annual general meeting. The ordinary business of the annual general meeting shall be:
- 3.1.1 to confirm the minutes of the last annual general meeting and any general meeting held since that meeting;
 - 3.1.2 to receive from the committee reports on the transactions of the Society during the last financial year; and
 - 3.1.3 to elect officers to the Society and ordinary members to the committee.
- 3.2 The meeting may also transact any special business of which notice is given in accordance with these rules.

Special general meeting

- 3.3 Any general meeting of the Society except the annual general meeting is a special general meeting. The committee may convene a special general meeting whenever it thinks fit. Reference in these rules to general meeting includes both annual general meetings and special general meetings.

Special general meeting at request of members

- 3.4 The committee must also convene a special general meeting if not less than 5% of the total number of members request the secretary in writing to do so. The request must state the purpose of the meeting and must be signed by the members making the request.

Notice of meetings

- 3.5 At least 14 days before the date fixed for a general meeting of the Society, the secretary must send each member of the Society a notice by the recorded address or electronic address, specifying the place, date and time of the meeting and the nature of the business to be transacted at it. The notice must be sent to the addresses noted in the register of members.

Limitation on business to be transacted

- 3.6 No business may be transacted at a general meeting of the Society except the business specified in the notice of meeting. A member who wants an item of business to be transacted at a general meeting may give notice of the business in writing to the secretary. The secretary must include the business in the next notice of general meeting.

Quorum

- 3.7 An item of business may not be transacted at a general meeting unless a quorum of members (or their proxies) entitled to vote is present while the item is being transacted.
- 3.8 Subject to clause 3.9, the quorum is present if a total of 14 members or their proxies, including a quorum of the committee, is present.
- 3.9 The quorum at any meeting may only comprise members who have been registered as a member at least 28 days prior to the commencement of the meeting.
- 3.10 If a quorum is not present at the time for commencement of a meeting and is still not present half an hour later:
- 3.10.1 if the meeting was convened at the written request of members, the meeting is automatically dissolved;
- in any other case, the meeting is automatically adjourned to the same time and day in the next week. It is to be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written notice given to members at least 24 hours before the date of the adjourned meeting.
- 3.11 If a quorum is not present at the time of the commencement of an adjourned meeting, and is still not present half an hour later, the quorum becomes 3

members or their proxies. If that quorum is not present, the meeting is automatically dissolved. Clause 3.9 applies to a quorum constituted under this clause.

Chairperson at meetings

- 3.12 The president or (in the president's absence) the vice president, must preside as chairperson at each general meeting of the Society. If the president and the vice president are absent, the members present must elect one of their numbers to preside as chairperson at their meeting.

Adjournment of meetings

- 3.13 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Limitation on business

- 3.14 No business may be transacted at an adjourned meeting except the business left unfinished at the original meeting.

One member, one vote

- 3.15 A member has 1 vote on any question that is to be decided at a general meeting. A vote must be given personally or by proxy appointed in accordance with clause 3.20. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a second or casting vote.

Voting by show of hands

- 3.16 A question that is to be decided at a general meeting of the Society is to be decided on a show of hands. Unless a poll is demanded in accordance with clause 3.17, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Society, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding of poll

- 3.17 If at least 3 members entitled to vote at a general meeting demand a poll on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the poll overrides the show of hands.
- 3.18 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately. Any other poll must be taken before the close of the meeting.

The entitlement to vote

- 3.19 A member is entitled to vote at a general meeting unless he, she or it owes an amount to the Society that is overdue 28 days or more at the commencement of the meeting.
- 3.20 A member may appoint another member as his, her or its proxy at a meeting by giving the secretary a notice in the form as set out by the committee, no later than 24 hours before the time of the meeting.

4 Committee

Committee to manage the Society

- 4.1 The Society is to be managed by a committee. The committee may exercise all the powers of the Society except where these rules require a power to be exercised by an annual general meeting or special general meeting.

Officers

- 4.2 The officers of the Society shall be: a president, a vice president, a treasurer and a secretary. An officer of the Society must be a member of the Society. An officer of the Society shall hold office until the end of the next annual general meeting after the date of his or her election. The officers of the Society are eligible for re-election.
- 4.3 If there is a casual vacancy in an office, the committee may appoint a member of the Society to fill the vacancy. That person holds office until the end of the next annual general meeting after the date of the appointment.

Functions of the secretary

- 4.4 The secretary of the Society is responsible for:
- 4.4.1 keeping minutes of the resolutions and proceedings of each general meeting and each committee meeting in the Society's minute book and the committee's minute book. The secretary is responsible for recording in the minutes of a committee meeting the name of the persons present;
 - 4.4.2 keeping members of the committee informed promptly of all significant events;
 - 4.4.3 maintaining regular communications with members;
 - 4.4.4 providing such information as may be requested from time to time by any member;
 - 4.4.5 regularly liaise and / or communicate with local and central government agencies, industry groups and associated organisations; and
 - 4.4.6 complete such other duties as the committee may determine from time to time.

Functions of the treasurer

- 4.5 The treasurer is responsible for:
- 4.5.1 the collection of all money due to the Society;
 - 4.5.2 making all payments authorised by the Society; and
 - 4.5.3 keeping accurate books and accounts of the financial affairs of the Society including full details of receipts and expenditure.

Election of committee

- 4.6 The committee shall consist of the officers of the Society and not less than 4, and no more than 10, ordinary members. The ordinary members on the committee shall be elected at the annual general meeting of the Society and shall hold office until the end of the next annual general meeting after the date of his or her election. The ordinary members on the committee are eligible for re-election.
- 4.7 The committee shall have the power to enlist at its discretion any person to act in an advisory capacity. Such a person may, at the invitation of the committee, attend committee meetings but shall not be entitled to vote.
- 4.8 If there is a casual vacancy in an ordinary member's membership of the committee, the committee may appoint a member of the Society to fill the vacancy. That person holds office until the end of the next annual general meeting after the date of appointment.

Election of officer or ordinary member

- 4.9 The election of an officer or an ordinary member of the committee must take place at the annual general meeting.

Nomination for election

- 4.10 A nomination of a candidate for election as an officer of the Society or as an ordinary member of the committee must be in writing and signed by 2 members of the Society. The nomination must be accompanied by a written consent of the candidate (which may be endorsed on the nomination). The nomination must be given to the secretary at least 7 days before the date of the annual general meeting.
- 4.11 If only one nomination is properly made for an office or less than 4 nominations are properly made for ordinary membership of the committee, the candidates nominated are to be treated as having been elected.
- 4.12 If no nomination is properly made for an office or less than 2 nominations are made for ordinary membership of the committee, further nominations must be called for at the annual general meeting.

Vacation of office

- 4.13 The office of an officer of the Society or of an ordinary member of the committee becomes vacant if that officer or member:
- 4.13.1 ceases to be a member of the Society;
 - 4.13.2 resigns from office by giving the secretary notice in writing;
 - 4.13.3 becomes bankrupt; or
 - 4.13.4 dies.

Removal of officer from office

- 4.14 A general meeting of the Society may resolve to remove a member of the committee before the member's term of office ends, and may appoint another member in his or her place for the remainder of the term.

Proceedings of committee

- 4.15 The committee must meet at least 4 times each calendar year. The president and/or any 4 members of the committee may convene a meeting. No less than 72 hours notice of a meeting must be given to members of the committee. The notice must specify the place, date and time of the meeting and the nature of business to be transacted at it.

Quorum at a committee meeting

- 4.16 An item of business may not be transacted at a committee meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum is 4 members of the committee. If a quorum is not present at the time for commencement of a meeting, and is still not present half an hour later, the meeting shall be adjourned to the same time and day in the next week. The adjourned meeting shall be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written notice given to the committee members at least 24 hours before the date of adjourned meeting.
- 4.17 If a quorum is not present at the time of the commencement of an adjourned meeting, and is not present half an hour later, the meeting is automatically dissolved.

Chairperson at committee meetings

- 4.18 The president or (in the president's absence) the vice president, must preside as chairperson at each committee meeting. If the president and the vice president are absent, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment of committee meetings

- 4.19 The chairperson of a committee meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Voting by show of hands at a committee meeting

- 4.20 A question that is to be decided at a committee meeting must be decided on a show of hands. Unless a poll is demanded in accordance with clause 4.21, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority or lost, plus an entry to that effect in the minute book of the Society, is evidence of the fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding a poll at a committee meeting

- 4.21 If at least 3 members entitled to vote at a committee meeting demand a poll on the question that is to be decided, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands, in the latter case the poll overrides the show of hands.

Entitlement to vote at a committee meeting

- 4.22 A committee member is entitled to vote at a committee meeting unless he or she owes an amount to the Society that is overdue 28 days or more at the commencement of the meeting.

Subcommittees

- 4.23 The committee may appoint subcommittees of the Society consisting of such persons and for such purposes as the committee thinks fit. At least 3 members of every subcommittee must be members of the Society. Subcommittees shall only have the powers and duties that are conferred on them by the committee.

Indemnity

- 4.24 The members of the committee and any subcommittee appointed by the committee shall at all times be held indemnified by the Society from and against all claims, acts, proceedings and damages made, suffered or sustained by the committee or subcommittee member as a result of his or her carrying out in good faith the requirements of the committee, subcommittee or the Society.

Common Seal

- 4.25 The common seal of the Society shall be of such design as the committee may determine. The committee shall have the control of the common seal which shall be kept in safe custody by the president at the registered office of the Society.

- 4.26 The common seal shall not be affixed to any document except by the authority of the committee and such affixing shall be witnessed by two members of the committee (one of which must be the president or the secretary) who shall add their signatures.
(Amended 29.11.2012)

5 Miscellaneous

Alteration of rules

- 5.1 Subject to the provisions of the Act, these rules of the Society may be altered, added to or rescinded at any annual or general meeting of the Society but only if the alteration, addition or rescission is consistent with and does not affect the Society's charitable purposes. The notice given to members shall contain a copy of or state briefly the nature of the resolution to be moved at the general meeting. A copy of the motion, resolution or business shall be lodged with the secretary at least 14 days prior to the meeting. The resolution shall be effective if passed by not less than 75% of the members present at the meeting.
- 5.2 The Society shall register any alteration to the rules as required by the Act.

Annual financial statements

- 5.3 Every year a set of annual financial statements shall be prepared by or at the instigation of the treasurer containing the following particulars:
- 5.3.1 The income and expenditure of the Society during the Society's last financial year;
 - 5.3.2 The assets and liabilities of the Society at the close of the said year;
 - 5.3.3 All mortgages, charges, and securities of any description affecting any of the property of the Society at the close of the said year.
- 5.4 The annual financial statements shall be submitted to and approved by the members of the annual general meeting of the Society.
- 5.5 The treasurer shall deliver the annual financial statements to the Registrar, in such form as the Registrar requires, accompanied by a certificate signed by the treasurer certifying that the annual financial statements have been submitted to and approved by the members of the Society at an annual general meeting.
(Amended 29.11.2012)

Financial year

- 5.6 The financial year of the Society shall be from 1 April to 31 March or as may otherwise be determined by the committee.
(Amended 29.11.2012)

Fees and expenses for committee members

- 5.7 Members of the committee shall be entitled to reimbursement out of the funds of the Society for all legitimate expenses incurred to meet the Society's charitable purposes, provided that such expenditure has been approved pursuant to a resolution of the committee in each case. For the avoidance of doubt, no member of the committee shall be entitled to any pecuniary advantage or personal advantage as a consequence of membership.
(Amended 29.11.2012)

Liability of members

- 5.8 Except as may be provided for in the Act, membership of the Society shall not impose on the members any liability in respect of any contract, debt or other obligation made or incurred by the Society.

Liquidation

- 5.9 The Society may be put into liquidation by a resolution passed by a majority of votes cast by members voting at a general meeting in person or by proxy. The notice for that general meeting must specify winding up the Society as the business, or part of the business, of the meeting.
- 5.10 On the liquidation of the Society, all surplus assets after the payment of all costs, debts and liabilities shall be disposed of in accordance with the terms of a resolution passed at a special general meeting called for that purpose, provided that any surplus assets or funds must be given or transferred to some other organisation within New Zealand carried on for charitable purposes similar to the Society.
- 5.11 No portion of the assets or the funds of the Society may be transferred to any member or members of the Society.

Notices

- 5.12 A notice or other document may be served on a member of the Society either personally or by sending it by post or by e-mail to the member at the address of the member shown on the register of members. A notice or other document sent by post is to be treated as having been given to the person at the time the letter would have been delivered in the ordinary course of the post.

6 Definitions

In these rules the following definitions apply:

Act means the Incorporated Societies Act 1908 as amended or replaced from time to time.

Person means an individual, firm, company, corporation, incorporated society, incorporated charitable trust, unincorporated body of persons, district or regional council or government or agency thereof or other body or entity (in each case whether or not having separate legal personality).

Registrar means the Registrar of Incorporated Societies.