

Introduction to the Rules and Bylaws

These documents are the Rules and Bylaws (together the constitution) of the Auckland Organ Association (AOA) as at the close of 8 March 2015.

The first constitution of the then Auckland Organists' Association, titled "Rules of the Auckland Organists' Association" was created in 1967, written in language common for such documents then. They were amended in 1990 and 1994.

In 2008 the AOA Committee decided a fresh and up-to-date set of rules was required, and two completely new documents were created, separating the Rules and Bylaws. This allows a simpler process where no approvals from statutory authorities are required for changes to the Bylaws.

The intention of constitutional documents is to empower the Association to do what it was created to do, by "permitting anything that is not prohibited, and prohibiting only what is legally forbidden." Therefore only essential matters are included in the constitutional documents. It remains the responsibility of the elected committee to manage the affairs of the association in accord with its stated objectives.

Reference to the "New Zealand Association of Organists" refers to the body so-named in February 2009.

These rules were adopted in the Annual General Meeting in 2009 and minor amendments have been passed at AGMs since.

History

21 February 2009	New constitution adopted.
17 February 2013	Rules 6.3 and 7.4 amended to relax requirement for an audit, and replace with a financial review.
8 March 2015	Name of association changed from "Auckland Organists' Association" to "Auckland Organ Association"

1. Name

The name of the Association is "Auckland Organ Association (Incorporated)", hereinafter referred to as "the Association".

2. Exclusive Charitable Purposes

2.1 The Association's objects and purposes are exclusively to foster and promote an appreciation, understanding and interest in organs, organ building, organ music, and associated matters, in the Auckland, Waikato, and surrounding regions of New Zealand.

2.2 Any income, benefit or advantage shall be applied to the charitable purposes of the Association.

3 Objects

3.1 The main object of the Association is:

To hold meetings, recitals/concerts and other functions and activities to promote the exchange of ideas, mutual support and fellowship of those interested in organs and organ music.

3.2 To achieve this main object, the following are secondary objects of the Association:

(a) To hold membership of the NZ Association of Organists.

(b) To liaise with other musical groups with similar objectives.

(c) To establish and maintain national and international contacts appropriate to the main object.

(d) Any other activity appropriate to the main object.

4. Powers

The Association, as exercised by the Committee, shall have the power to do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Association, including the following:

4.1 Make, alter or revoke and publish Bylaws and policies covering the conduct of the affairs of the Association not inconsistent with these Rules, such as the establishment of classes of membership, and to set up branches.

4.2 Procure grants, subscriptions and contributions to the funds of the Association; and to accept for the promotion, attainment, maintenance and advancement of the purposes and objects of the Association, gifts, and bequests, legacies of money and other valuable assets and property.

4.3 Purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Association or promoting the Association or its members, and to sell, exchange, let, bail, mortgage or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.

4.4 Invest surplus funds in any way permitted by law for the investment of incorporated society funds, and upon such terms as the Executive Committee thinks fit.

4.5 Borrow or raise money in the Association's name from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit and on such terms as shall not adversely affect its charitable status and financial foundation.

4.6 Use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of expert advisers, counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.

5. Membership

- 5.1 Any person who supports the objects of the Association, agrees to abide by the Rules and Bylaws of the Association, and is prepared to pay the annual membership fee may apply to the Secretary to become a member of the Association.
- 5.2 All applications for membership and classifications at the appropriate grade shall be considered and decided by the Executive Committee at its sole and unfettered discretion. The Secretary shall notify each applicant of the outcome of their application.
- 5.3 The membership fee shall be proposed by the Executive Committee and approved by a general meeting. The Executive Committee can reduce or waive the membership fee for individual members at its discretion.
- 5.4 Members will cease to be members when:
 - (a) they submit to the Secretary their resignation in writing, and all outstanding subscriptions due having been paid, or
 - (b) their membership is terminated by resolution of the committee, or
 - (c) their membership is terminated by resolution of a general meeting, or
 - (d) they fail to pay the annual subscription within six (6) months of it falling due.

6. General Meetings

- 6.1 The Association shall meet in an Annual General Meeting. Notice of the Annual General Meeting shall be given to all members in writing not less than four (4) weeks in advance of the meeting.
- 6.2 The Annual General Meeting shall elect from the members of the Association the following officers of the Executive Committee: President, Vice President, Secretary, Treasurer, and up to six (6) other members. Officers shall be elected for a period of one year after which time they shall retire but shall be eligible for re-election.
- 6.3 The business of the Annual General Meeting shall include a report from the Executive Committee and the audited financial statements of the Association, the appointment of a Reviewer, the fixing of membership subscriptions, and any general business of which due notice has been given.
- 6.4 A quorum at a general meeting shall be ten (10) members of the Association. If a quorum is not present, the meeting shall be adjourned and at a specified date of the adjourned meeting, those present shall constitute a quorum.
- 6.5 The President of the Association shall chair all general meetings. If the President is absent the Vice President shall preside, or in the absence of both, another member of the Association elected to take the Chair.
- 6.6 A Special General Meeting shall be called at the written request of not less than ten (10) members of the Association or upon resolution of the Executive Committee. On the receipt of such a request or resolution, the Secretary shall call a special general meeting and shall provide members with at least four (4) weeks notice of the meeting as required by rule 6.1 above.
- 6.7 Voting at all meetings shall be on the voices, or by show of hands on the request of any member, except that the chairperson may arrange for a secret ballot when requested. If the votes are equal, a resolution shall not be passed and the motion will be put again. In the event of a second deadlock, the Chair shall exercise a casting vote.
- 6.8 Only financial members may vote at any meeting of the Association either in person or by clearly appointed proxy.
- 6.9 A Member may appoint any person as a proxy to vote and act in his/her absence at any meeting. The document appointing the proxy shall follow the form obtainable from the Secretary and be deposited with the Secretary immediately before the meeting.
- 6.10 Proper minutes shall be kept of all meetings of the Association, which shall be circulated to members entitled to receive notice of and attend the meetings to which the minutes relate.

7. Finance

- 7.1 The control and investment of the funds of the Association shall be administered by the Treasurer who shall receive all monies paid to the Association and issue receipts, open and operate bank accounts, and make payments by cheque or other means. Signatories to all financial transactions shall be any two (2) of four (4) persons appointed by the committee, of which one (1) of the signatures must be that of either the President or the Treasurer.
- 7.2 The Treasurer may also invest funds in investment accounts opened in the Association's name at commercial banks with the endorsement of the committee.
- 7.3 The Executive Committee shall from time to time determine the financial year of the Association.
- 7.4 For each financial year, the Treasurer shall produce financial statements, which shall be reviewed by a reviewer who has qualifications and experience in accounting and auditing activities to generally accepted accounting standards appointed from time to time by resolution of the Annual General Meeting.
- 7.5 No member or associated person shall participate in or materially influence any decision in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage.
- 7.6 Any income paid for a member's services shall be reasonable and not more than appropriate in a normal commercial transaction.
- 7.7 The provisions and effects of this clause shall not be amended or removed from this document without Inland Revenue Dept and the Charities Commission approval, and shall be included and implied into any document replacing this document.

8. Common Seal

The Common Seal of the Association shall be kept in the custody of the Secretary at all times. When required, the Common Seal shall only be affixed to any document according to a resolution of the Executive Committee and signed by two of its officers.

9. Indemnity

No Committee member of the Association or appointee operating under the Committee's authority shall be liable for the actions of any other Committee member or appointee for any loss caused by any error of judgement, omission or oversight on his/her part, or for any other loss or damage howsoever caused which occurs in the execution of his/her duties as an office bearer and/or Committee member unless occasioned by his/her wilful default, neglect or dishonesty.

10. Amendment of Rules

- 10.1 These rules may be amended only at a general meeting at the proposal of any member of the Association and when carried by the majority vote of the meeting. Notice and details of the proposed amendment shall be given in writing to the Secretary to allow at least twenty-eight days notice to be given to members before the general meeting at which it is to be discussed and shall be included in the notice by which the meeting is called.
- 10.2 No amendment to the charitable objects, clauses on personal benefits or dissolution of the Association shall be approved without prior approval of the Inland Revenue Department and Charities Commission as required.

11. Dissolution

In the event of the liquidation of the Association, all surplus funds shall be given or transferred to some other charitable organisation or body having objects similar to those of the Association within New Zealand, or to some other charitable purpose to be decided by the members present at the meeting at which the resolution to dissolve the Association is carried. If the Association is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

12. Transition

The Association was first registered when incorporated in August 1967.
This version of the rules were adopted by resolution of an Annual General Meeting on 8 March 2015. They supersede and replace any and all previous rules of the Association.

13. Preliminary

These Bylaws shall relate to the affairs generally of the Association and to the matters affecting members generally and individually, and shall be subject to the Association's Rules.

14. Incorporation and Registration

The Association shall seek and maintain incorporation under the Incorporated Societies Act 1908, and registration as a charitable organisation under the Charities Act 2005.

15. Registered Office

The Association's registered office shall be situated at such address in New Zealand as the Executive Committee may determine from time to time.

16. Objects & Activities

16.1 In furthering the Association's Objects the following are objects and activities promoted by the Association:

- (a) Membership of the New Zealand Association of Organists.
- (b) Arrange and promote lectures, discussions, conferences, master classes and practical sessions of topics of interest to and of value to organists and others.
- (c) Encourage young people and others to learn and become organists.
- (d) Provide or facilitate advice on all aspects of organ music and organs, whether honorary or professional, including information to churches and others on historically important organs in New Zealand, and advice on appropriate actions where purchase, repair, rebuilding, restoration or disposal of an organ is contemplated.
- (e) Provide information and advice to churches and other bodies wishing to make temporary or permanent appointments to the position of organist, and to advise organists and their employers on any matter affecting the welfare of organists.
- (f) Coordinate an emergency panel of organists for weddings, funerals and other religious services of any denomination.

17. Membership

Membership of the Association shall be available in the following grades:

- 17.1 Life Member: Any member, former member, or other person who has taken an active part and displayed outstanding service in furthering the objects of the Association, may on the recommendation of the Committee be elected a Life Member at the Annual General Meeting and be exempt from payment of a subscription.
- 17.2 Ordinary Member: Any person who having applied for membership, has been accepted by the committee as an Ordinary Member and has paid the prescribed subscription.
- 17.3 Student Member: Any person who having applied for membership and is receiving or likely to receive organ tuition whilst still at school or at university, and has been accepted by the committee as a Student Member and has paid the prescribed subscription.
- 17.4 Associate Member: Any member, other than a Student member, may, by resolution of the Committee be classified as an Associate Member. Associate Members may take part in the Association's programme, receive Association newsletters (but not New Zealand Association of Organists publications), will not have voting rights and will not be considered as members of the Association for the purpose of assessing the subscription of the Association to the New Zealand Association of Organists in terms of Clause 5(1) of the Constitution of that body. Where two or more related persons live at the same address and one is an Ordinary member, the Committee may admit the others as Associate Members. The committee may at its discretion waive the subscription for Associate Members in part or in whole.

18. Membership Register

The Association shall keep a Register of its members containing the names and addresses of those members and the dates at which they became members.

19. Patron

19.1 On the recommendation of the committee the annual Meeting may appoint any appropriate persons to be a Patron of the Association for such period as deemed appropriate. A Patron will thereby become a member of the Association without payment of a subscription. A Patron may attend and participate in all meetings of the Association but not be eligible to vote or to hold any other office.

19.2 The Patron will lend his/her good name and reputation in representing and promoting the Association to the public and financial supporters as deemed appropriate by the Committee. The Patron will allow his/her name to be used in the Association's notices and promotional material.

20. Disputes

20.1 Any complaint regarding the Association, branch, or member must be reported either verbally or in writing to the Executive Committee who must then investigate the complaint and report its findings to the parties concerned.

20.2 If a complaint or dispute remains unresolved the Executive Committee may appoint an expert subcommittee to give advice on the matter and report its findings to the Executive Committee. If the matter thereafter still remains unresolved the Executive Committee may refer the matter to the National Council of the NZ Association of Organists Inc., whose decision must be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next Annual General Meeting.

21. Executive Committee

21.1 The Executive Committee shall manage the affairs of the Association between annual general meetings and may co-opt other members at its discretion. It may also establish sub-committees at its discretion.

21.2 A quorum for meetings of the Executive Committee shall be four (4).

21.3 If any office falls vacant, the Executive Committee may appoint another member to fill that office until the next Annual General Meeting.

21.4 Notice of motions at meetings shall be forwarded to the Secretary at least seven days before the meeting is to take place. Any notice of motion presented after that time will be discussed at the meeting at the discretion of those present at the meeting.

21.5 The Committee shall meet not less than four times in any one year to attend to the procedural and financial affairs of the Association, determine its policies, strategies and budgets.

22. Sub-branches

22.1 Members of the Society in surrounding regions may form a regional branch of the Association hereinafter referred to as a sub-branch and each sub-branch must report to the Association Executive Committee.

22.2 Every member of a sub-branch must be a member of the Association.

22.3 Every sub-branch must operate as a part of the Association and may have only those powers and duties conferred on it for the time being by resolution of the Association Executive Committee.

22.4 Any correspondence, documents, contracts or deeds entered into by any sub-branch must state the sub-branch's name in the following form:-

“Auckland Organ Association (Incorporated)" ([Region] Sub-branch)

23. Amendment of Bylaws

These rules may be amended only at a general meeting at the proposal of any member of the Association and when carried by the majority vote of the meeting. Notice and details of the proposed amendment shall be given in writing to the Secretary to allow at least twenty-eight days notice to be given to members before the general meeting at which it is to be discussed and shall be included in the notice by which the meeting is called.

24. Transition

These Bylaws were first enacted in 21 February 2009, and last revised by resolution of a General Meeting in 8 March 2015.