

Constitution of Swing Riot Dunedin Incorporated

1. NAME:

The society shall be known as “Swing Riot Dunedin Incorporated” (hereafter, ‘the society’)

2. OBJECTIVES and PURPOSES:

The objectives and purposes of the society are as follows:

- a) To celebrate the jazz, swing-era and blues dances and music
- b) To teach classes in swing-era dances
- c) To host social dance events, including festivals and/or residential events to promote swing dance and music
- d) To purchase, lease or hire venue spaces to promote the society’s objectives
- e) To collaborate with other like-minded organisations across Aotearoa/New Zealand and overseas to further promote our objectives
- f) To coordinate any other activities that will fulfil the above objectives of the society
- g) Pecuniary gain is NOT a purpose of the society

3. MEMBERSHIP:

Any person who agrees to, and upholds, [the code of conduct](#) of the society is deemed eligible for membership.

a) Becoming a member:

Membership applications can be made via the organisation’s website. It is a requirement that consent is given from applicants to become a member. There is no membership fee, and membership is for an unlimited time period. Membership applications will then be ratified at the following Executive Committee meeting, subject to approval of at least 75% of committee members. Any pending applications at the time of an AGM or SGM will need to be ratified by the Executive Committee prior to the AGM or SGM. However, membership applications will not be accepted within seven days of an AGM or SGM.

The Society Secretary is charged with the responsibility of keeping up-to-date records of society membership.

b) Resignation:

Any member may resign their membership from the society at any time, and can do so in writing, or via email, delivered to the Secretary of the society.

c) Permanent exclusion:

The society's code of conduct and safeguarding regulations reserve the right of event or class organisers to exclude individuals from events or classes due to their behaviour. Safeguarding procedures are in place to adjudicate required actions based on complaints, including permanent exclusion from society activities. If an individual should be permanently excluded from society activities, and that individual is a member of the society, a motion proposing their permanent exclusion from membership of the society should be brought by the Society Chairperson to the next available Executive Committee meeting. This motion must be approved by 75% of the committee members present.

Should at any other point, a member of the society wish to propose the permanent exclusion of any other member of the society outside of such safeguarding procedures, a motion should be brought to the next available Executive Committee meeting, and that motion must also be approved by 75% of the Executive Committee members present.

4. EXECUTIVE COMMITTEE

- a) The affairs of the society will be managed by an Executive Committee, which will have full responsibility for the overall management of the activities of the society. Executive Committee members are to be officers of the society, in accordance with the Incorporated Societies Act 2022.
- b) All nominees for a position on the Executive Committee must be ratified members of the society prior to their election or appointment.
- c) The Executive Committee shall consist of the following elected officers:
 - Chairperson
 - Secretary
 - Treasurer
 - Communications & marketing
 - Teaching coordinator
 - Small events coordinator
 - Large events coordinator.
- d) An individual may hold up to two roles on the executive committee. The committee shall be limited to a maximum of seven members, and a minimum of five. If five or six members are elected at the AGM due to individuals taking on two roles, the executive committee can choose to appoint further non-portfolio members to the committee if they wish to do so after the AGM. If four members are elected to officer positions, then a fifth non-portfolio executive committee member must be elected at the AGM. Further appointments of a sixth and seventh member will then be at the discretion of the executive committee after the AGM.
- e) Executive Committee meetings must be held openly, and any member of the society has the right to speak at these meetings. Quorum for Executive Committee meetings shall be four committee members. Should a vote be required, only elected committee members, as

denoted in clause 4(c), will be eligible to vote. Should an individual on the committee hold more than one role, they will still only be eligible for one vote.

- f) Members of the Executive Committee may resign from their position at any time. Appointments of a replacement Executive Committee member should be made in accordance with rule 4(b).
- g) A member of the Executive Committee may be removed from their position, with the agreement of 75% of all other Executive Committee members, decided at an Executive Committee meeting.
- h) One or more members of the Executive Committee should be nominated as a contact person for the Incorporated Societies Register. This should be agreed upon at the first Executive Committee meeting following each AGM.

5. SUBCOMMITTEES

- a) Sub-committees may be formed at the discretion of Executive Committee members to assist in Swing Riot activities.
- b) The specific activities of each sub-committee shall be determined by that sub-committee, in coordination with the Executive Committee, which may allocate certain activities to a sub-committee. If two sub-committees both feel an activity fits within their remit, such a dispute will be resolved by the Executive Committee.
- c) Membership of sub-committees is open to any member of the society, and does not require election.

6. ELECTION OF OFFICERS and EXECUTIVE COMMITTEE MEMBERS

- a) The election of Executive Committee members shall take place at the Annual General Meeting. Committee members will take office from the close of the Annual General Meeting until the following Annual General Meeting.
- b) Candidates for election to a role on Executive Committee must be proposed and seconded from members during the nomination period, from the opening of nominations 14 days prior to the Annual General Meeting until the close at midnight prior to the Annual General Meeting itself. If no nominations are received for a position during the nominations period, nominations can be taken from the floor of the Annual General Meeting.
- c) If no nominations are received for the roles of Chairperson, Secretary or Treasurer by the AGM, then an SGM must be held one month thereafter and new elections held. No membership applications should be accepted from the time between the AGM and the SGM.
- d) If no nominations are received for any other Executive Committee positions, then the Executive Committee may appoint a member to that role following the AGM.
- e) Elections shall be held through a secret ballot. One member present at the Annual General Meeting must be appointed the teller, who will not have a vote, but instead will count the votes. The individual holding the chair of the Annual General Meeting for the election shall

also withhold their vote, unless there is a tie. Should there be a tie between candidates, then the individual holding the chair will take the casting vote.

- f) Election of named roles (listed in rule 4(c)) must precede the election of any non-portfolio Executive Committee members.
 - i) Officer elections: Each member present (excluding the teller, and chair - except in the case of a tie) at the meeting is eligible to vote for one candidate for each office. In addition to each member, members must be offered the opportunity to vote for 're-open nominations'. Whichever candidate receives the highest number of votes is appointed to that office. Should 're-open nominations' receive the highest number of votes, the election will be re-held, taking nominations from the floor of the AGM, and previous candidates will not be eligible to stand.
 - ii) If no new nominations are received for the roles of Chairperson, Secretary or Treasurer at the AGM, then an SGM must be held one month thereafter and new elections held. No membership applications should be accepted from the time between the AGM and the SGM.
 - iii) If no new nominations are received for any other Executive Committee positions, then the Executive Committee may appoint a member to that role.
 - iv) Should the number of nominations be greater than the number of vacant positions, a voting system of single transferable vote should be used.
- g) If a member of the Executive Committee steps down before the next AGM, the Executive Committee can appoint a member to that role until the next AGM.
- h) All members of the executive committee are officers of the society, and must complete in writing a consent and certificate of officer form.

7. MEETINGS

- a) The Annual General Meeting should be held no later than 31st March each year. Members must be given 14 days notice of the meeting, of all elections for which nominations are requested, and any further agenda items at that time collated.
- b) A Special General Meeting can be convened by the Secretary at any time, giving members 14 days notice, including the reason for the meeting being held. A Special General Meeting must be called if requested by at least 3 members of the Executive Committee, or 10 members of the society.
- c) Executive Committee meetings are to be held, at a minimum, once every three months, convened by the Secretary, and should be advertised to the society for members to attend.
- d) Sub-committee meetings are to be organised at intervals deemed appropriate by the sub-committees, and convened by the sub-committee coordinator.
- e) Quorum for a General Meeting shall be 10 people.

8. PROCEDURE of MOTIONS

- a) Motions for a General Meeting can be provided to the Secretary prior to the meeting, or proposed from the floor.
- b) *General Motions:*
 - i) Motions must be proposed and seconded by members present at the General Meeting.
 - ii) The Chair of the meeting (either the society Chairperson or any other member invited by the Executive Committee) should invite the proposer to speak to the motion. Should no one wish to speak against the motion, the motion will be passed unanimously.
 - iii) Should a member speak against a motion, due debate of the motion should be permitted. Unless a secret ballot is requested by a member of the society, a 'show of hands' vote will be taken on each motion, with the Chair acting as teller. A motion can be passed with a simple majority.
 - iv) Should there be a tie, the Chair will hold the deciding vote.
- c) *Rule Alteration Motions:*
 - i) Any motions which would alter these rules governing the Society, must follow the same procedures as above, but must receive a 75% majority vote of members present at the General Meeting.
 - ii) Inland Revenue must approve any addition to or alteration of the aims/objects (section 2), payments to the members clause (11a), or the winding-up clause (12b)
- d) Minutes of each General Meeting and Executive Committee meeting must be duly held by the Secretary, and approved at the following meeting.

9. DISPUTE RESOLUTION PROCESSES

- a) Everyone involved in Swing Riot activities agrees to adhere to the Code of Conduct as stated on the Swing Riot Dunedin Incorporated website. This includes teachers, organisers, dancers, and spectators.
- b) The Executive Committee are the guardians of the Code of Conduct, and the Swing Riot Dunedin Incorporated Safeguarding Policy, and may make amendments to these documents with the agreement of at least 50% of Executive Committee members. A general motion brought to the AGM may also make amendments to these documents.
- c) Should any individual bring forward a concern with an individual's or group's behaviour, then the safeguarding procedures as set down in the Swing Riot Dunedin Incorporated Safeguarding Policy must be followed.
- d) Should a dispute result in the permanent exclusion of a society member from Swing Riot activities, then the procedure as set out in rule 3(c) should be followed.

- e) Should any disputes arise that do not fall within the remit of the Code of Conduct, then alternative channels are available to them such as: putting forward a motion to permanently exclude a member (rule 3(c)); proposing the removal of a member of the Executive Committee (rule 4(g)); calling a Special General Meeting (rule 7(b)); proposing a motion at the Annual General Meeting (rule 8(b)), or raising an issue as an agenda item at an Executive Committee meeting.

10. COMMON SEAL

- a) The Common Seal of the society shall be kept in the custody of the Secretary and shall not be affixed to any deed, instrument, contract, document or paper, without the authority of the Executive Committee
- b) The affixing of the seal to any deed or instrument creating legal obligations upon the Society, shall be attested by the Chairperson, Secretary and any one other member of the Executive Committee.

11. CONTROL and INVESTMENT of FUNDS

- a) No member or person who is associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage. The exception is where it is derived from:
 - i) Professional services to the organisation carried out in the course of business that are charged at a rate that is not greater than current market rates. Practices and procedures of payments for services are set out in the Swing Riot Dunedin Payments and Koha Policy.
- b) The Treasurer is charged with the responsibility of keeping accurate financial records of all society transactions and following due procedure in this regard.
- c) The Treasurer and two further officers of the Executive Committee shall be named signatories of the society's bank account, and will be given due access to an EFTPOS card as required. The Treasurer shall be the sole executor of internet banking. The treasurer will be given the authority to conduct financial transactions individually on behalf of the society.
- d) It is the responsibility of class teachers and event organisers to return all cash received at events and classes to the Treasurer for accounting within seven days of the event taking place.
- e) A budget for every event with an expected expenditure of more than \$100 must be approved by the Executive committee. Should a decision be needed sooner than the next committee meeting, a decision can be made between committee members online or otherwise.

- f) Regular payments (e.g. venue hire) can be approved within the annual budget presented to an AGM. Any alteration to regular payments of an increased expenditure of more than \$100 must be approved by the executive committee. Should a decision be needed sooner than the next committee meeting, a decision can be made between committee members online or otherwise.
- g) All one-off payments above \$100 must be approved by the Executive Committee and such approval must be recorded in the minutes of the next meeting. Should a decision be needed sooner than the next committee meeting, a decision can be made between committee members online or otherwise.
- h) The financial year for the organisation shall be from 1st January to 31st December.
- i) A Statement of Income and Expenditure for the 12 months ending 31st December, a Balance Sheet recording Assets and Liabilities as of that date, and an Annual Budget for the following year must be presented by the Treasurer to the Annual General Meeting, and made available for members to view at least 7 days prior to the meeting.
- j) Immediately after the Annual General Meeting, the documents as set out in clause 11(i) must be lodged by the Secretary with the Registrar of Incorporated Societies.

12. DISSOLUTION OF THE SOCIETY

- a) The society shall be wound up, if a motion is brought to that effect to a General Meeting, and receives a simple majority from the voting membership.
- b) If upon dissolving the society, there remain any assets or property within the society having paid all debts and liabilities, such assets or property shall not be paid to or distributed among the members of the organisation. Such assets will be distributed to like-minded not-for-profit organisations within Aotearoa/New Zealand.