

**THE INCORPORATED SOCIETIES ACT 1908 RULES OF
WOMEN IN FILM & TELEVISION (AUCKLAND) INCORPORATED
Society Number: 654628**

1. NAME

The name of the society shall be WOMEN IN FILM & TELEVISION (AUCKLAND) INCORPORATED (hereinafter referred to as “the Society”)

2. AIMS

To provide an industry support group for women working in the screen industry.

3. REGISTERED OFFICE

The registered office of the Society shall be at such place as the Governance Board shall from time to time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Companies.

4. INTERPRETATION

In the interpretation of these Rules (unless the context requires a different construction).

“The Society” shall mean Women in Film & Television (Auckland) Incorporated.

“The Board” shall mean the Honorary Board for the time being of the Society constituted under Rule 16 of these Rules.

“The Governance Board” shall mean the Governance Board for the time being of the Society constituted under Rule 17 of these Rules.

“The Industry” shall mean the screen (including film, television, corporate and other screen based media) industry.

5. OBJECTS

The Society is established as a professional organization to ensure that the interests of women are recognised and supported throughout the screen industry in New Zealand. In particular the Society is established to:

- a) provide a base for career support through information exchange;
- b) encourage, underline and recognise the achievements of women working in the industry;
- c) further the professional education of women through seminars and workshops;
- d) build a profile for the Society as a professional women’s organization, the activities of which will be of benefit to the screen industry as a whole.

6. MEMBERSHIP

6.1 Any woman who as a minimum of two years experience in the industry is eligible to apply for full membership.

6.2 Application for membership shall be considered by the membership sub-committee.

6.3 Those who are deemed to be ineligible for membership may apply to be a “friend of the Society”. Friends are entitled to attend Society activities (unless for whatever reasons the activity is restricted to full members only). A friend shall be entitled to be present but not to vote at General Meetings of the Society and friends shall not be eligible for election to the Governance Board.

6.4 Every application for membership or status as a friend shall be accompanied by the prescribed membership fee and made in writing in the prescribed form to the Secretary of the Society.

- 6.5 In addition to the initial membership fee every full member and friend shall pay an annual subscription fee.
- 6.6 A member who is unable to attend meetings and functions of the Society due to personal or work commitments may pay an annual associate member fee. Such associate member fee shall not be entitled to attend meetings or functions or vote but shall receive newsletters and a copy of the minutes of the Annual General Meeting.
- 6.7 Membership shall be on an annual basis and a full member / friend / associate shall cease to be a full member / friend / associate of the Society if her subscription is unpaid within 3 months after the Annual General Meeting.
- 6.8 The annual subscriptions of full members, friends and associates shall be determined from time to time at the Annual General Meeting of the Society.
- 6.9 Each full member / friend / associate shall undertake to act in accordance with the Rule and Policies of the Society.
- 6.10 A full member / friend / associate who fails to comply with the Rules or Policies of the Society may incur a period of suspension by a majority vote of the Governance Board, such suspension being subject to appeal to a Special General Meeting of the Society.
- 6.11 Any member may terminate her membership in writing to the Secretary. The Society shall be entitled to retain the balance of such membership fee outstanding.

7. LIFE MEMBERSHIP

At any Annual General Meeting of the Society, the Society may, on the nomination of the Governance Board and with the approval of not less than two thirds of the members constituting such meeting, confer Life Membership on a person in recognition of conspicuous active service to the screen industry. A Life Member shall be entitled to be present, speak and vote at General Meetings of the Society.

8. FINANCIAL YEAR

The financial year of the Society shall be from the first day of March in one year until the last day in February in the next year, or as may be determined by the Governance Board from time to time.

9. ANNUAL GENERAL MEETING

9.1 An Annual General Meeting of the Society shall be held no later than the last day of April each year and at such meeting the following businesses shall be transacted:

- a) Receive and consider the Annual Report of the Governance Board;
- b) Receive and consider the Annual Financial Statement from the Treasurer;
- c) Election of a Chair who shall hold office for a term of one year but who shall be eligible for re-election;
- d) Election of members to the Governance Board;
- e) Consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at such meeting.

9.2 A quorum for the Annual General Meeting shall consist of at least twenty percent of the number of members of the Society. If within half an hour from the time appointed for such meeting, a quorum is not present, the members present may transact the business of that meeting as if they constituted a quorum.

10. ELECTION OF OFFICERS

No person shall be elected to the office under paragraphs 9(c) and 9(d) of Rule 9 hereof unless that person is present at the Annual General Meeting at which she is to be elected, or has previously signified in writing her willingness to accept nominations.

11. SPECIAL GENERAL MEETINGS

A Special General Meeting of the Society may be held at any time which the Governance Board may appoint. It shall also be competent for more than half the members to sign a requisition to the Chair to convene a Special General Meeting and on receipt and such requisition the Chair shall instruct the Secretary to call such a meeting within fourteen (14) days. The business to be dealt with at such meeting shall be limited to the matters stated in the requisition and/or notice of such meeting.

12. FINANCIAL STATEMENT

Every year a financial statement shall be prepared showing all the receipts and expenditure of the Society since the preceding statement and a general statement of the funds and effects and assets of the Society and every such statement shall be signed by the Chair and Treasurer and certified by the Auditor and be laid before the Annual General Meeting.

13. NOTICE

Notice of all Annual and Special General Meetings of the Society shall be deemed to be duly given if posted to the last known address of each member not less than twenty one (21) days prior to the date of the meeting.

14. CHAIR AND VICE-CHAIR

14.1 The Chair shall preside at all meetings of the Society, the Honorary Board and the Governance Board when present and shall be an ex-officio member of all Committees and shall have general and active responsibilities and shall see that all orders and resolutions of the Governance Board are carried into effect.

14.2 The Vice-Chair will perform such duties and exercise such powers as may be delegated by the Chair and in the absence of the Chair shall perform the duties and exercise the powers of the Chair.

15. VOTING AT ANNUAL, SPECIAL AND GENERAL MEETINGS

15.1 The method of voting at all meetings of the Society shall be on show of hands or secret ballot as decided by the Governance Board.

15.2 At its discretion the Governance Board may accept votes by written proxy.

15.3 The Chair shall have at all meetings a deliberative vote; and in case of the votes being equal also have a casting vote. No member shall be entitled to more than one vote.

15.4 A declaration by the Chair at any meeting to the effect that any resolution submitted at such meeting has been carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Society shall be conclusive evident of the fact without proof of the number of votes recorded in favour of or against the resolution.

16. GOVERNANCE BOARD

16.1 The Governance Board shall comprise of not less than 8 and not more than 15 persons including the Chair, Vice-Chair, Treasurer and Secretary plus not less than 4 persons elected in accordance with rule 9(d).

16.2 The Governance Board shall meet at least monthly and at such other times as the Chair shall require.

16.3 A quorum for a meeting of the Governance Board shall not be less than 8 persons including the Chair of the Governance Board.

- 16.4 Each member of the Governance Board shall have one vote at Governance Board meeting with the exception of the Chair who shall have a second or casting vote in addition to a deliberative vote.
- 16.5 A member of the Governance Board may be removed by a vote of more than 75% with a quorum of not less than 12 members of the Governance Board present.
- 16.6 The Governance Board shall have power to fill any casual vacancy in its elected members and the person or person so appointed shall retire at the next Annual General Meeting of the Society, but shall be eligible for re-election.
- 16.7 The Governance Board shall at its first meeting following the Annual General Meeting appoint or confirm the appointment of the Secretary and Treasurer and Vice-Chair.
- 16.8 The Governance Board shall have the authority to approve if necessary, reasonable travel and accommodation or other extraordinary expenses incurred by the members of the Governance Board when on Society business.

17. HONORARY BOARD

- 17.1 An Honorary Board consisting of not less than 15 individuals shall be appointed by the Governance Board. The Governance Board shall also have the power to replace or terminate appointment of such members of the Board by resolution of more than 75% of the Governance Board with a quorum of no less than 12 members of the Governance Board present.
- 17.2 The function of such Honorary Board shall be to lend the names and support of those members of the Honorary Board to objects and activities of the Society.
- 17.3 An individual may be a member of both the Honorary Board and the Governance Board.
- 17.4 The tenure of office of all members of the Honorary Board shall terminate on appointment of their successor.

18. TENURE OF OFFICE OF GOVERNANCE BOARD MEMBERS

The tenure of all members of the Governance Board shall terminate on the appointment of their successor. Any member of the Governance Board, being absent for 3 consecutive meetings without leave of absence, shall, unless otherwise resolved by majority of the Governance Board, cease to be a member of the Governance Board.

19. FUNCTIONS OF THE GOVERNANCE BOARD

The Governance Board shall have the power by resolution to do all things which it may deem necessary or expedient, in the interests of the Society and which are not expressly directed or required to be done by members in a General Meeting. The Governance Board shall be responsible for all policy decisions of the Society. Without prejudice to the general powers of the Governance Board it is hereby expressly directed that the Governance Board shall be entrusted with and may exercise and perform any or all of the following powers and duties:

- a) Enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with the object of the Society;
- b) Make provision for the signing and endorsing of cheques or such other negotiable instruments on behalf of the Society and to open such accounts as the Governance Board may think fit;
- c) Receive and give receipts and execute discharges for all gifts, legacies, bequests and other monies, and to execute any trusts created for any of the objects of the Society or for the purpose of furthering any of the objects of the Society;

- d) Raise money by subscriptions and grant rights and privileges to subscribers;
- e) Exercise all rights, powers and duties which under these Rules are required to be performed by the Governance Board;
- f) Engage, control and dismiss the Society's servants and paid officials and exercise all such administrative powers as may be necessary to effect the purposes of the Society.
- g) At its discretion appoint a Patron, honorary legal counsel and auditor;
- h) Co-opt from time to time persons with special expertise to serve the Governance Board or any Committee upon such conditions as the Governance Board may determine. Their appointment shall be reviewed annually at the first Governance Board Meeting following the Annual General Meeting.

20. COMMITTEES

- 20.1 The Society or the Governance Board shall have the power to appoint such Committees as it shall from time to time deem advisable and may delegate and assign to such Committees such powers, duties and responsibilities as the Society or the Governance Board shall think fit.
- 20.2 Committees shall meet and report as required to carry out their functions and shall be allocated sufficient funds to meet expenses by the Governance Board.
- 20.3 Committees shall not expend any monies or incur any liabilities in excess of any budget approved by the Governance Board without the prior written approval of the Governance Board.
- 20.4 Each committee shall keep minutes of all meetings and forward the same to the Governance Board.
- 20.5 The Governance Board shall have power to fill any casual vacancies or make any further appointments to a Committee from time to time.

21. APPOINTMENT OF STAFF

- 21.1 The Society or Governance Board shall have the power to appoint such staff as it shall from time to time deem advisable and may delegate and assign to such staff such powers, duties and responsibilities as the Society or Governance Board shall think fit.
- 21.2 Staff should be employed at reasonable industry standard rates of pay, and under all legal and governmental standards and guidelines.
- 21.3 Members of the Honorary Board and Governance Board can apply for paid staff positions, but must resign from the Honorary Board or Governance Board if appointed.
- 21.4 Staff shall be allocated sufficient funds to meet expenses and carry out their duties by the Governance Board.
- 21.5 Staff shall not expend any monies or incur any liabilities in excess of any budget approved by the Governance Board without the prior approval of the Governance Board.

22. COMMON SEAL

The Society shall provide a Common Seal which shall be in the custody of the Secretary. The Seal shall not be affixed to any instrument except in pursuance of a resolution of the Governance Board and / or Society and in the presence of the Chair or the Vice-Chair, one other member of the Governance Board and the Secretary who shall sign every document or instrument to which the Common Seal is affixed.

23. DUTIES OF THE SECRETARY

The Secretary shall perform the duties set out in the specified list of duties agreed upon at the time of appointment.

24. DUTIES OF TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and shall deposit such funds in the Society name in the bank accounts directed by the Governance Board and shall render a statement of the condition of the finances to the Governance Board at all regular meetings and in general shall perform such other duties as the Governance Board may from time to time establish. All cheques shall be signed by the Treasurer and/or Secretary and countersigned by another member of the Governance Board. The Treasurer shall furnish returns as required by Section 23 of the Incorporated Societies Act 1908.

25. PERSONAL BENEFIT

No member of the organization 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 of associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document replacing this document.

26. ALTERATION TO RULES

Any alterations, amendments, additions or rescissions of these rules shall be made only by a resolution passed by a majority of members present and voting in the manner provided in Rule 5 at the Annual General Meeting of the Society or at a Special General Meeting called for that purpose, provided that neither Rule 24 nor Rule 28 can be altered without the approval of the Inland Revenue Department. Notice of motion for alteration, amendment or rescission shall be given to the Secretary not less than one calendar month prior to the Annual or Special General Meeting as the case may be. No alteration, amendment or rescission of these rules shall be made that in any way detracts from the purposes of the Society. Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

27. GENERAL

If a dispute arises at any time in respect of a matter which is not provided for in these Rules or any doubt exists as to the interpretation of these Rules or any other matter shall arise pertaining to the Society, its property or interests, the same shall be determined by the Governance Board whose decision shall be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next Annual General Meeting.

28. WINDING UP

The Society may be wound up in the manner prescribed by Section 24 of the Incorporated Societies Act 1908 and its amendments.

29. DISPOSAL OF PROPERTY

If upon winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the organization but shall be given or transferred to some other charitable organization having objects similar to the objects of the above organization, within New Zealand.