



CONSTITUTION (2023)

PREAMBLE

The rapid growth and popularity of Country Music in New Zealand, the number of Country Music Clubs and enthusiasts, the need for an Organization to co-ordinate activities in the promotion and to create a fuller understanding and appreciation of Country Music among all people, has been the basis of the formation of the New Zealand Country Music Association Inc. It is our hope that through our actions we can create better acceptance of Country Music throughout our nation and the world and to maintain the high standard and ideals of Country Music.

1 NAME OF THE ORGANISATION

- 1.1 The name of the Organisation shall be the New Zealand Country Music Association (Incorporated), which shall hereinafter be referred to as “The Association.”
- 1.2 The office of the Association shall be in such a place as decided from time to time by the Board of Members
- 1.3 The Board of Members comprises the Regional Delegates, Individual Club Delegates, Individual/Associate Members, Affiliated Award Delegates, Life Members and Management Committee Members

2 AIMS AND OBJECTS

The aims and objects of the Association shall be as follows:

- 2.1 To foster and encourage Country Music for all age levels.
- 2.2 To maintain a close liaison between affiliated clubs in New Zealand and other nations.
- 2.3 To be beneficial to the community by assisting those engaged in promotion of Country Music within the jurisdiction of this Association.
- 2.4 To have Country Music recognised as one of the mainstream music styles in the New Zealand entertainment industry.
- 2.5 To promote and support excellence in Country Music performance.
- 2.6 To assist in the promoting of family oriented and fun leisure activity through Country Music.

3 MEMBERSHIP

The membership of the Association shall consist of the following classes:

3.1 Regional Members

Being those Regional Country Music Associations of which Country Music Clubs are members, hereinafter referred to as the REGIONS.

3.1.1 The Regional delegate to each Board of Members, Special General Meeting or Annual General Meeting shall provide the Secretary of the meeting with a list of member clubs at the commencement of each meeting, which shall be confirmed, with the Associations register of members.

3.1.2 Each Region is entitled to have three (3) delegates present at each meeting

3.2 Individual/Associate Members

Being those individual persons with an interest in the Association and with Country music.

3.3 Organisational Members

Being any business or Organisation interested in the promotion of Country Music in New Zealand and including Advertising Companies, Radio Stations, Promotional Business Houses, Record Companies and the like.

3.4 Life Members

Being any Member having rendered special and meritorious services of a minimum period of 15 years to the Association and elected by no less than seventy five percent (75%) of those present at an Annual General Meeting of the Association, upon the recommendation of the Management Committee.

3.5 Individual Member Clubs

Being any Country Music Club, which is not represented by an affiliated Regional Country Music Association.

3.6 Affiliated NZ Country Music Award Members

Being any Country Music Award affiliated to the Association and running an award in the current or upcoming NZCMA award circuit

3.7 Affiliated NZ Country Music Festivals

Being any Country Music Festival affiliated to the Association

4 RULES OF MEMBERSHIP

- 4.1 Applications for Membership from Country Music Clubs in an established Region may be made directly to the NZCMA or through that Region.
- 4.2 Any such application shall also have attached to it, the constitution or rules of the Region / Club / Organisation and shall be approved by Management Committee for endorsement.
- 4.3 Application for club membership through a Region shall be forwarded to the appropriate region's secretary with a copy to the National Office. All other membership categories shall be directed to the National Secretary of the Association.
- 4.4 The National Secretary shall advise all applicants of the outcome of their application. Any joining fee or subscription collected from an unsuccessful applicant shall be refunded.
- 4.5 The Board of Members may from time to time temporarily declare membership of the Association closed and in that event the Secretary shall create and maintain a waiting list. Any future members shall be elected from the waiting list in order of rotation.
- 4.6 Membership does not entitle the members as such, to any right, title or interest in the property of the Association except as otherwise provided by the Incorporated Societies Act 1908 or by provisions herein.
- 4.7 No member shall have the power to commit the Association in any way whatsoever and should any member do so, they shall be held fully and personally liable for their actions, unless such member is duly authorised by the Board of Members in a General Meeting or the Management Committee in writing to so commit the Association.
- 4.8 No liability is imposed on the members in respect of any contract, debt or other obligation incurred by the Association.
- 4.9 The rights and privileges of any member shall be personal to them and shall not be transferable by their own act.
- 4.10 The annual fees shall be set at the Annual General Meeting each year.

5 REGISTER OF MEMBERS

The Secretary shall keep a register of members, which shall contain names and addresses of all members, with the date of their joining. In respect of Regional membership, the above stated requirements are to be recorded for each member club of the Region.

6 CESSATION OF MEMBERSHIP

Membership shall cease in any of the following ways:

- 6.1 By written resignation to the Secretary.
Such resignation to take effect from the first meeting after the resignation is received by the Board of Members or at any date specified by the member.
- 6.2 By non payment of fees.
Any member who has not paid their fees by the set date will have all rights and privileges suspended, until all amounts due are paid in full.
- 6.3 By the process of Discipline of members. (refer rule 7)
- 6.4 By the disbanding of a Club / Region. In the event of disbanding, the delegates of such Region / Club will cease to have any vote unless a new Region / Club is formed and application is made to the Association for membership.

7 DISCIPLINE OF MEMBERS

- 7.1 Upon written complaint of two (2) or more members of the Association. The Management Committee may admonish or suspend any member for conduct, which in their opinion is injurious to the welfare or character of the Association.
- 7.2 The Management Committee may expel any member for conduct, which in their opinion renders that membership no longer desirable.
- 7.3 The Secretary shall within fourteen (14) days of receipt of such complaint advise all members of the Management Committee of the details of the complaint for consideration.
- 7.4 The member shall be advised in writing of the complaint made against them and shall be given the opportunity to be heard by the Management Committee, who shall make their recommendation to the Board of Members.
- 7.5 A member shall only be expelled from the Association if the majority of the Management Committee, uphold the complaint. The member and Board of Members shall then be notified accordingly.
- 7.6 The delinquent member in question shall upon expulsion from membership forfeit all rights and interests in the property of the Association but shall continue to be liable for any unpaid subscriptions or other moneys owing by them at the date of expulsion.
- 7.7 Upon written complaint of two (2) or more members of the Association. The Board of Members may admonish or suspend any member of the Management Committee for conduct, which in their opinion is injurious to the welfare or character of the Association.
- 7.8 The Board of members may expel any member of the Management Committee for conduct, which in their opinion renders that Management Committee member no longer desirable.
- 7.9 The Secretary shall within fourteen (14) days of receipt of such complaint advise the Board of Members of the details of the complaint for consideration.

- 7.10 The member shall be advised in writing of the complaint made against them and shall be given the opportunity to be heard by the Board of Members, who shall make their recommendation as soon as practicable following that meeting.
- 7.11 A member shall only be expelled from the Association if the majority of the Board of Members, uphold the complaint.
- 7.12 The delinquent member shall upon expulsion from membership forfeit all rights and interests in the property of the Association but shall continue to be liable for any unpaid subscriptions or other moneys owing by them at the date of expulsion.

8 PATRON

- 8.1 A Patron may be elected by ordinary resolution at an Annual General Meeting or Special General Meeting and shall hold this position until the next election.
- 8.2 A non-member of the Association may be nominated for the position of Patron. If elected, he / she shall not be required to pay any fees or annual subscription but shall be entitled to attend functions and meetings. A non-member appointed Patron, shall not have any voting right, nor be eligible for election to the Management Committee.
- 8.3 A member, if elected Patron shall retain their rights and privileges and be entitled to one (1) vote in management and Quarterly Board of Members Meetings. A member shall be eligible for appointment to the Management Committee (refer 13.4) or any other position in the Association. If elected, they shall not be required to pay annual subscription.

9 GENERAL MEETINGS OF THE MEMBERSHIP.

- 9.1 The Annual General Meeting of the Association shall be held no later than the month of June each year. The time and place shall be determined by the Management Committee. The purpose of the meeting is election of officers, presentation of annual reports and other business listed on the agenda.
- 9.2 Notice of any matter or subject to be raised and discussed at the Annual General Meeting must be forwarded to the Secretary no later than 28th February.
- 9.3 Notice of the Annual General Meeting together with an Agenda to that meeting shall be forwarded by Post or Electronic means to the last known address of all members of the Association no less than 6 weeks prior to the meeting.
- 9.4 A Special Meeting of the Association may be requested in writing by two (2) Regions, ten (10) members of other categories, or by the President of the Association. Notification of a Special General Meeting shall be forwarded by the Secretary. (refer 9.5)
- 9.5 Notice of the Special General Meeting, together with the Agenda, shall be forwarded by Post or Electronic means to the last known business address of all the members no less than 6 weeks prior to the meeting.
- 9.6 The chairperson of any Annual General Meeting or Special General meeting shall be the President of the Association, or with the permission of the Board of Members he/she may nominate a member of the Association to chair the meeting.

10 BOARD OF MEMBERS MEETING

- 10.1 These shall be held three monthly in every year on or before the THIRD (3rd) weekend of February, May, August and November.
- 10.2 The Board of Members shall convene for the purpose of receiving, discussing and adopting where required, a report from the Management Committee, a statement of accounts with regard to the previous report, authorization of expenditure, levies and joining fees, receiving correspondence inwards and outwards, deciding upon applications for membership, and to discuss, action or detail for action or adoption, any matter relevant to the aims and objects of the Association.
- 10.3 The Board of Members shall have the power, if authorised by a simple majority of the members of the board, to borrow or raise money, and to issue bonds and debentures, or to give loans on any assets or property as a guarantee for the payment of any such loans, in accordance with the above.
- 10.4 The Board of Members shall have the right to buy or sell any real estate, stocks or bonds or to make any investment of funds, provided however that all dealings are in accordance with the laws of New Zealand.

11 VOTING RIGHTS OF MEMBERS

11.1 Regional Members

Each Regional Member shall be entitled to three (3) votes per member Country Music Club at all meetings of the Association. These votes must be cast according to the written proxy held by the Regional delegate from each individual club.

11.2 Individual/Associate Members

Individual / Associate Members shall be entitled to one (1) vote per member.

11.3 Organisational Members

All Organisational Members have one (1) vote.

11.4 Life Members

Each Life Member present at any meeting of the Association shall be entitled to one (1) vote, except when present as a delegate or member of the Management Committee.

11.5 Individual Member Clubs

All Individual Clubs as determined in clause 3.5, present at any meeting of the Association shall be entitled to three (3) votes. Each Individual Club is entitled to two (2) delegates at each meeting.

11.6 **Management Committee**

Each member of the Management Committee shall have one (1) vote.

Exception: if the Immediate Past President holds another “elected” position on the Associations Management Committee the Member may only use the vote of their current Association position and will lose their right to vote as the Immediate Past President.

11.7 **NZ Country Music “Affiliated” Awards**

Each NZ Country Music “Affiliated” Award shall have three (3) votes.

11.8 **NZ Country Music Festivals**

Each Affiliated Festival shall have 3 votes

12 **VOTING**

12.1 At any meeting of the Association, a resolution put to the meeting shall be decided in the first instance on the voices, unless a show of hands is (before or on the declaration of the result of voices) demanded by:

1. The President
2. At least three (3) members
3. Two Regions

12.2 A poll (secret ballot) may be demanded by the President or the Chairperson or by ten (10) members, or two (2) Regional Members before a declaration of the result of voices or show of hands.

12.3 Unless a poll is so demanded, a declaration by the President or the Chairperson of the meeting that a resolution has been carried unanimously, by a particular majority or lost and an entry to that effect is recorded in the books containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or portion of votes recorded in favour of or against the resolution.

12.4 If a poll is demanded, it shall be taken in such a manner and at such time as the President or the Chairperson of the meeting may direct, either at once or after an interval or adjournment. Two independent scrutineers shall be appointed by the meeting to count the votes. The result of the poll shall be deemed to be the resolution of the meeting.

12.5 Unless expressly provided elsewhere in this Constitution, all resolutions of meetings shall be carried by a simple majority of votes cast.

12.6 In the case of an equality of votes whether a show of hands or on a poll, the President, or if the President is absent, the Chairperson of the meeting, shall be entitled to a second or casting vote.

12.7 Voting for all positions of the Management Committee shall be by way of Voting Form sent to all NZCMA members no later than 6 weeks prior to the AGM and to be returned to the Secretary at least 1 day prior to the AGM.

13 MANAGEMENT COMMITTEE

- 13.1 The Management Committee of the Association shall consist of a President, Vice President, Secretary, Treasurer, five (5) Committee Members, a Publicity/Marketing Officer and the Patron. Any person accepting nomination for these positions must be of good character and qualify under section 16 of the Charities Act.
- 13.2 The term of office of the Management Committee of the Association shall be two 2 years. (refer to House Rules for interpretation).
- 13.3 **Removed**
- 13.4 Every member of the Association, except as noted in paragraph 13.5, together with any Member of an Individual Club, shall be eligible for election to the Management Committee provided that every such candidate shall be at least twenty (20) years of age.
- 13.5 Persons representing Organisational Members shall not be eligible for election to the Management Committee.
- 13.6 Every candidate for election to the Management Committee, shall be nominated and seconded by financial members of the Association, and such written nomination shall be forwarded to the Secretary no later than eight weeks prior to the Annual General Meeting to which the nomination relates.
- 13.7 The Secretary shall detail all nominations together with their profiles to be sent out with Voting Forms.
- 13.8 ***Removed 06/05/2023***
- 13.9 In the event of a delegate attaining an official position in the Association, the member shall retain that position as of right. The Region or club will then appoint another member as their delegate.
- 13.10 Any person seeking an Executive position, must have completed at least one year on the Management Committee of an NZCMA Affiliated Country Music Club.
- 13.11 No two (2) members of the same household shall be signatories or online authorisers of any payments made by the NZCMA.

14 DUTIES OF THE MANAGEMENT COMMITTEE

- 14.1 The Management Committee shall be responsible for the proper administration of the affairs of the Association.
- 14.2 The President is the Chief Executive of the Association and shall be responsible to the Board of Members and the Annual General Meeting for his/her performance.

- 14.3 The Vice-President shall perform the function of the office of President in the President's absence or disability, together with such duties as may be assigned to him/her from time to time by the Association.
- 14.4 The Secretary shall where possible attend all meetings of the Association, Board of Members and Management Committee and keep minutes thereof.
1. The Secretary shall issue notices of all meetings as required by this Constitution and shall perform such duties as may be prescribed by the rules.
 2. The Secretary shall be the Privacy Officer of the Association.
- 14.5 In the absence of the Secretary at any meeting, the President or the Chairperson of that meeting shall appoint a member to take minutes for that particular meeting.
- 14.6 The Management Committee may require of the Board of Members the appointment of a Minute Secretary, not an office bearing position. The duty of this appointee would be the recording and preparation for distribution, of the minutes of any meeting held by the Association. This clause to be read in conjunction with the clause 14.5
- 14.7 The Treasurer shall be subject to the supervision and direction of the Management Committee and shall have the responsibility for the funds and securities of the Association.
1. The Treasurer shall have the responsibility for the full and accurate account of receipts and disbursements of the Association. The books of accounts shall be available to the Board of Members at all times and when required shall be tabled at the meeting of the Board of Members.
 2. The Treasurer shall annually prepare the Statement of Accounts to be submitted to the Associations Accountant/s in preparation for the Annual General Meeting.
 3. The Treasurer shall prepare the report, balance sheet and statement of accounts required by this Constitution for the Annual General Meeting.
- 14.8 Subject to the provisions of this Constitution, the Management Committee may regulate its own affairs and have the power to co-opt members outside the Management Committee for a specific purpose. The Co-opting of any such individuals does not give these individuals office bearing or voting rights.
- 14.9 If any Management Committee officer shall miss three (3) consecutive meetings of the Association or Management Committee (unless their attendance is prevented by illness) this office may be declared vacant at the third such meeting they fail to attend.
- 14.10 In the event of any Management Committee Office being declared vacant, through resignation or other circumstances, the Board of Members may elect a successor to serve for the time remaining prior to the next Annual General Meeting. The election of this successor gives these individuals full office bearing and voting rights until the next Annual General Meeting.
- 14.11 The Management Committee shall recommend to the Annual General Meeting the appointment of a Reviewer and a Solicitor. Such appointment shall be confirmed at the Annual General Meeting.

- 14.12 A Management Committee Meeting may be called at any time by at least two (2) Management Committee members who shall give notice of their intentions to all members of the Management Committee, stating the purpose for which a meeting is required.
- 14.13 *Removed 06/05/2023*
- 14.14 Online transfers and payments are to be authorised by any two (2) of the three (3) designated account signatories of the Management Committee. These authorisers shall be appointed at the first available Management Committee Meeting following the Annual General Meeting and confirmed by minutes at the following quarterly Board of Members meeting.
- 14.15 No two (2) members of the same household shall hold the authority to be account signatories or hold the authority to perform online transfers and payments.
- 14.16 The Convenor of the Country Music Entertainer of the Year Awards shall be elected at the first quarterly Board of Members meeting following the completion of each Country Music Entertainer of the Year Award. The Entertainer of the Year Award committee shall consist of the Management Committee, with the Convener (not necessarily a Management Committee Member) being a member of this committee. Any committee member who resigns or vacates their office for any reason also resigns or vacates their position on the Country Music Entertainer of the Year Committee.

15 QUORUM

- 15.1 The quorum at any Quarterly Board of Members meeting shall be seven (7). Four (4) Management Committee members and three (3) Regional or Individual Member Clubs. If within half an hour after the time fixed for the holding of a meeting a quorum is not present, no meeting shall be held.
- 15.2 A quorum for a Management Committee meeting shall be greater than fifty percent (50%) of the elected officers.

16 PROXIES

- 16.1 If any member is unable to be present at any Annual General Meeting or Special General Meeting of the Association at which a previously advised Notice of Motion is to be put, that member shall have the power to speak and vote on such a motion by means of a proxy duly appointed in writing.

- 16.2 The form of the appointment shall be:

The being a financial member of the

New Zealand Country Music Association appoint of

Proxy to vote on the motion being put to the meeting to be

held the day of and any adjournment thereof.

Signed

Designation

- 16.3 Only financial members of the Association shall be entitled to act as proxies.
- 16.4 No member shall appoint more than one (1) person as their proxy at any meeting, No person may hold a proxy for more than one (1) member.
- 16.5 The instrument appointing a proxy shall be deemed to give authority to demand or join in demanding a poll at any meeting.
- 16.6 The proxy cannot be used for any business conducted at a meeting for which no specific motion has been promulgated prior to the meeting.

17 INDEMNITY

- 17.1 Every officer or servant of the Association in discharging their duty shall be indemnified out of the funds of the Association only if expense has been approved for payment by the Management Committee.
- 17.2 Excluding such items as may be caused by their collective or individual wilful neglect, default or misfeasance.

18 COMMON SEAL

The Secretary shall take charge of the common seal and shall use such as required on all official documents in the presence of, or the authority in writing of, the President, Vice President or the Board of Members.

19 AMENDMENTS TO THE CONSTITUTION AND HOUSE RULES

- 19.1 These rules may be added to altered or rescinded by a special resolution passed by two-thirds (2/3) majority of members either present at an Annual General Meeting or Special General Meeting, or by a two-thirds (2/3) majority of voting members or clubs submitting their vote on a remit change by email, by post or by handing a signed and verified proxy vote form to the secretary of the Association, showing clearly the intention of the vote, provided that (60) days clear notice in writing of the intention to move an addition, revision or alteration to the existing rules or to make any new rules, shall first be given to the Secretary who shall advise all members of such intention. no later than 6 weeks before the Special General Meeting or Annual General Meeting at which the result of the remit/s will be made known.
- 19.2 Provided no such alteration shall enable any member to receive pecuniary benefit as a result of the alterations other than in respect of services rendered.
- 19.3 No alteration shall be made which would alter the cultural nature of the objects of the Association.
- 19.4 Any change to the constitution may take effect immediately if the remit states this and the remit is passed. (note: only after clauses 19.1, 19.2 and 19.3 have been satisfied)

- 19.5 Any additions, deletions or changes to the House Rules will be managed by the Executive Committee and they will make alterations, deletions or changes as they feel is necessary in the best interests of the NZCMA. Submissions to alter, delete or change the House Rules can be made at any time during the year by a Voting Member of the NZCMA to the Executive Committee and will be considered by the Management Committee at their next Quarterly meeting or earlier if required.
- 19.6 Resolutions for any alteration to the Constitution can only be submitted by a Voting Member e.g., Club, Festival, Individual Member, Life Member etc.

20 WINDING UP

- 20.1 If at any meeting a majority of those present and voting shall resolve that the Association shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty (30) days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution.
- 20.2 If the resolution shall be confirmed at such further Special Meeting, the Association shall be wound up and all surplus assets after payment of all costs and liabilities of the Association shall be:
- 20.2.1 Distributed among any such charitable Organisation within New Zealand, which are not carried in for the private pecuniary profit of an individual, and with objects similar to the Association, as decided upon by the majority of the Board of Members present at the Special General Meeting or failing a decision
- 20.2.2 As determined by a Judge of the High Court of New Zealand

21 MAINTAINING AND PROTECTING THE INTEGRITY AND REPUTATION OF NZCMA

The association will do everything in its power to always maintain and protect its Integrity and Reputation. Any Media, Social Media or Public Forum statements that are seen as undermining the values and objectives of the Association will be vehemently challenged and persons or persons involved in such actions will be held to account. Any such activity that is targeted towards personnel elected to manage the Association will be treated in the same way. Some examples of actions that will not be tolerated are:

- Any action that is threatening, intimidating, menacing and any form of bullying toward the Association and/or its members.
- Making grossly offensive remarks towards the Association and/or its members.
- Unwarranted harassment of individual officers of the Association
- Making false claims about the Association and/or its members.