

## **The Constitution of The New Zealand Association of Teachers of Singing Incorporated - as at 11 July, 2018**

### **Rule 1. Name**

The name of the Association shall be *The New Zealand Association of Teachers of Singing* (Incorporated)

### **Rule 2. Interpretation**

In these Rules:

"Admissions Committee" shall mean "the Admissions Committee of the Association"

"Association " shall mean "The New Zealand Association of Teachers of Singing (Incorporated)"

"Auditors" shall mean the "Auditors of the Association"

"Council" shall mean "the Council of the Association"

"Councillor(s)" shall mean, "elected Member(s) of the Council of the Association"

"Financial Year" shall mean "the twelve (12) calendar months from and including the first day of April up to and including the thirty-first day of March in each year and shall mean the same as the Association Year."

"General Meeting(s)" shall mean "General Meeting(s) of the Association"

"Member(s) " shall mean "Member(s) of the Association" and shall include:

Full Members as defined in Rule 4(1-7), Affiliate Members as defined in Rule 4(8-9) and Life Members as defined in Rule 4(10-12) hereof.

"Officer(s)" shall mean "Officer(s) of the Council, elected or otherwise"

"President " shall mean "President of the Association"

"Returning Officer" shall mean "Returning Officer of the Association"

"Rule(s) " shall mean, "Rule(s) of the Association as herein contained or subsequently lawfully amended"

"Administrator " shall mean "Administrator of the Association" who fulfils the roles Secretary and Treasurer.

"Term of Office" shall mean the period of time between election, co-option or appointment to the Council and the next Annual General Meeting when a ballot for that Council position is to held"

"Vice-President " shall mean "Vice-President of the Association"

### **Rule 3. Objectives**

- The Objectives of the Association shall be to encourage and facilitate:
- The highest standards of the vocal art in all its various styles and forms.
- Ethical principles in the teaching of singing
- The promotion of vocal education and research at all levels, both for the enrichment of all singers and of the general public and for the professional advancement of the talented within New Zealand.

### **Rule 4. Membership**

1. There shall be the following classes of membership:

- i. *Full Associate*
- ii. *Beginning Teacher*
- iii. *Full Retired*
- iv. *Affiliate*
- v. *Life*
- vi. *Friends of NEWZATS*

2. *Full associate membership* shall be available to those New Zealand residents who:

- i. Either hold professional qualifications held to be appropriate by the Admissions Committee, or can present a portfolio demonstrating evidence of satisfactory success with students, musical groups etc. and appropriate knowledge in the field of singing teaching  
*and*
  - ii. Have at least three (3) years experience in the teaching of singing, and
  - iii. Are willing to be bound by the Code of Ethics (as contained in the First Schedule of this Constitution).
3. *Full Members* shall:
- i. Be entitled to exercise full voting rights as defined within this Constitution.
  - ii. Be required to pay a membership subscription.
  - iii. Have full access to the Website.
  - iv. Be given notice of all General Meetings, and
  - v. Have the right to attend, speak, present remits and vote at all General Meetings.
  - vi. Have the option of being included on a teaching register that would be available to prospective students.
  - vii. Be offered reduced rates at national and regional workshops and conferences.
  - viii. Be eligible to hold a Council or Executive position.
  - ix. Be required to undergo a Police Check on any new application, at the discretion of the Admissions Committee, or on re-application as per Rule 6., Article 5.
4. *Beginner Teacher membership* shall be available to those persons who:
- i. Satisfy all the requirements for full membership except that in Rule 4(2)(ii), or
  - ii. Have elected to be part of the mentoring programme.
5. *Beginner Teacher members* shall:
- i. Be entitled to exercise full voting rights as defined within this Constitution.
  - ii. Be required to pay a membership subscription.
  - iii. Have full access to the Website.
  - iv. Be given notice of all General Meetings, and
  - v. Have the right to attend, speak, present remits and vote at all General Meetings.
  - vi. Have access to a list of mentor teachers.
  - vii. Be offered reduced rates at national and regional workshops and conferences.
  - viii. Be required to undergo a Police Check on any new application, at the discretion of the Admissions Committee, or on re-application as per Rule 6., Article 5.
6. *Full retired membership* shall be available to those persons who hold existing membership, but are no longer teaching and wish to retain the benefits of full membership.
7. *Full Retired Members* shall:
- i. Be required to pay a reduced membership subscription.
  - ii. Have full access to the Website.
  - iii. Be given notice of all General Meetings, and
  - iv. Have the right to attend, speak, present remits and vote at all General Meetings.

- v. Be offered reduced rates at national and regional workshops and conferences.
8. *Affiliate membership* shall be available to those persons (including students) and organisations who/that:
- ii. Are involved in professional activities allied to the teaching of singing and who in the opinion of the Admissions Committee are making a contribution to the objectives of the Association, or,
  - iii. Satisfy the requirements for Full membership but are not New Zealand residents.
9. *Affiliate Members* shall:
- i. Be required to pay a reduced membership subscription,
  - iii. Have full access to the Website.
  - iii. Be given notice of all General Meetings, and
  - iv. Have the right to attend, speak and but not to vote or present remits at all General Meetings.
  - v. Be offered reduced rates at national and regional workshops and conferences.
  - vi. Shall not be required to undergo a Police Check
10. *Life membership* may be conferred upon any person who has given outstanding service to the Association, and shall be conferred at a General Meeting following a unanimous vote in favour by those present and entitled to vote.
11. *Nominations for life membership* must:
- i. Have a different proposer and seconder who must be Full or Life Members, and
  - ii. Be in the hands of the Administrator not less than twenty one (21) days prior to the date of the General Meeting at which it is intended that such nomination is to be considered.
  - iii. Be restricted to five (5) living members at any time.
12. *Life Members* shall:
- i. Be entitled to exercise all the rights of Full Members, and
  - ii. Not be required to pay a membership subscription.
13. *Friends of NEWZATS* membership shall be available to any interested persons or organisations who wish to support the goals and activities of NEWZATS, but are either not eligible for other forms of membership, or do not wish to seek them.
14. *Friends of NEWZATS* shall:
- i. Be required to pay a reduced membership subscription.
  - ii. Will be eligible to attend workshops and conferences at reduced rates.
  - iii. Shall receive the Newsletter and email updates.
  - iv. Shall not have voting rights.
  - v. Shall not be required to undergo a Police Check.

#### **Rule 5. Subscription**

- 1. All members, excluding Life Members, shall pay to the Council an annual subscription, covering the

Association Year, of an amount determined each year by the Annual General Meeting.

2. Any financial Member whose subscription for the current Financial Year is unpaid after the thirtieth day of September in any year shall be suspended from the exercise of any of the rights or privileges of membership until such subscription shall be paid, unless the Council shall determine otherwise.

**Rule 6. Duration, Cessation and Renewal of Membership**

1. A Member shall cease to be such if she or he shall deliver to the Administrator a notice in writing stating her or his desire to withdraw from membership PROVIDED that such Member shall be liable for the subscription for the then Financial Year, unless otherwise decided by the Council.
2. The Council may by two-thirds majority of those present and entitled to vote, resolve that a Member be expelled or excluded from membership, PROVIDED that fourteen days' notice of the Council meeting and of the proposed motion and the reasons therefore be given the Member who shall be entitled to attend the meeting and make a statement thereto, or if not replied to in six (6) months of receiving final notice.
3. No person expelled or excluded from membership under these Rules shall be capable of again becoming a Member without the prior consent of the Council.
4. The Council may grant leave of absence to members for a specific period, not exceeding three years.
5. Previous members may reapply in writing for the same category of membership within a five (5) year period without the need to file a full application form, references or copies of qualifications. After five (5) years, but less than seven (7), a previous member may be required to make a full application, at the discretion of the Admissions Committee. After seven (7) years a new application will be required.

**Rule 7. The Council**

1. The Council shall consist of a President, up to two (2) Vice-Presidents and at least six (6) other Councillors, except in extraordinary circumstances or stages of transition when, for a short period of time, due to the presence of incoming and outgoing Councillors the number may vary.
2. Councillors shall be Full or Life Members and shall be declared as elected at the Annual General Meeting according to the rules of election contained in the Second Schedule to this Constitution.
3. Councillors shall not exceed three consecutive Terms of Office (maximum of six years). This shall not exclude them from future Council membership, or assuming an ex-officio position.
4. Where possible, one member is to be a provisional or beginning teacher member.
5. The President and the Vice President shall be elected by Councillors from among their own number at the first meeting of the Council.
6. The President shall hold office from the time of her or his election to the time of election of her or his successor.
7. The President shall not exceed two consecutive Terms of Office (maximum of four years), unless the Council agrees to re-appoint the same President for a further term. This shall not exclude her or him from future Council membership or from a further term as President.
8. The council shall meet at such times as it shall determine but not less than once in each year.
9. The President or in her or his absence one of the Vice-Presidents or in their absence a Councillor appointed by the meeting shall be the Chairperson at any meeting of the Council.

10. At any Council meeting an attendance of not less than two thirds entitled to vote shall form a quorum competent to transact the business of the meeting.
11. The Chairperson at any meeting of the Council shall have a deliberative vote and a casting vote.

#### **Rule 8. Power of the Council**

1. The conduct of the business and affairs of the Association shall be vested in the Council, which shall act for and on behalf of the Association.
2. The Council shall have the power to appoint and remove agents, delegates and committees and may delegate to them generally or for a particular purpose or time the full powers, or part of the powers of the Council in relation to any matter without prejudice to its own superior power.
3. The Council shall have the power to and may do all things deemed to be necessary and expedient for the fulfilment of the Objectives of the Association.
4. The Council shall have the power to and may hear and determine in such manner as it may deem fit, disputes and differences between Members and all such Members shall be bound by its decisions thereon.
5. The Council shall have the power to and may for any purpose make contracts, engage and dismiss servants, control the property of the Association, and acquire and dispose of property of all kinds.
6. The Council shall control the funds of the Association and deposit such funds with any bank carrying on business in New Zealand, either on current account, or on fixed deposit or on both, and to invest any part of the funds from time to time as it may think fit.
7. The Council shall apply the funds of the Association in such manner as the Council may consider desirable in order to further the Objectives of the Association and to enable the business of the Association to be effectively carried on.
8. The Council shall determine who shall be entitled to sign on the Association's behalf receipts, cheques, contracts, and any other documents.
9. Notwithstanding the charitable nature of the Society that prevents Members from personally benefiting from the Society, payment for expenses incurred on Society business or services rendered to the Society may be made to Members, providing that (a) no Member or any person associated with that Member shall participate in or materially influence any decision made by the Society in respect of the payment to, or on behalf of, the Member or associated person of any income, benefit, or advantage whatsoever; and (b) any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution, and shall be included and implied into any document replacing this document.

#### **Rule 9. The Administrator**

1. The Administrator shall not be elected but shall be appointed and removed by resolution of the Council either from among the Members or otherwise and upon such terms as to remuneration and duration of employment and otherwise as the Council may deem fit.
2. The Administrator shall have the right to attend meetings of the Council and may speak at any such meeting but may not vote.

#### **Rule 10. Vacancies on the Council**

1. The position held by any Councillor shall be vacated if such a Councillor.

- i. Ceases to be a Full or Life Member.
  - ii. Gives the Administrator notice in writing tendering her or his resignation, or
  - iii. Ceases to be financial in terms of Rule 5(2) of this Constitution, or
  - iv. Serves out her or his Term of Office.
2. When a vacancy occurs on the Council then the vacancy shall be filled in accordance with the Rules of election contained in the Second Schedule.

### **Rule 11. Duties of Officers of the Council**

1. The President shall:
  - i. Act as spokesperson for the Council and for the Association.
  - ii. Be responsible for the general supervision of the affairs of the Association.
  - iii. Be the chairperson of all General Meetings and meetings of the Council, with the qualifications outlined in Rule 7(8), and
  - iv. Prepare and present the Annual Report of the Association.
2. The Vice President(s) shall assist the President in her or his duties and in the absence of the President shall act as President
3. The Administrator shall:
  - i. Undertake normal duties as Administrator for the Council and the Association at large.
  - ii. Take and distribute minutes of all General Meetings and meetings of the Council, or designate another Councillor to do so.
  - iii. In consultation with the President, keep all necessary minute books, copies of all correspondence and such other books, papers and records, both in electronic and hard copy format, as may be required.
  - iv. Act as Returning Officer unless that the Council agrees to appoint some other Member to be Returning Officer.
  - v. Keep all necessary books of account of the Association.
  - vi. As soon as possible after the close of each Financial Year and before the Annual General Meeting, prepare a Statement of Accounts for the said Financial Year, and shall then place them before the Council for its approval before the said accounts are presented to the Annual General Meeting for approval and adoption.

### **Rule 12. Auditors**

The books of account of the Association shall be completed and submitted to the Membership at the Annual General Meeting for approval and adoption as a true and accurate record.

### **Rule 13. Annual General Meeting**

1. The Annual General Meeting of the Association shall be held within four (4) calendar months of the end of the Association Year at a time, date, and place to be fixed by the Council.
2. Notice of the Annual General Meeting stating the date time and place thereof shall be given in writing by the Administrator to all Members at least one (1) calendar month before the date fixed for the meeting.

3. All Members may attend and speak at the Annual General Meeting but only Full or Life Members may submit remits or vote.
4. At the Annual General Meeting, the following business shall be transacted:
  - i. The adoption of the Annual Report of the Council.
  - ii. The adoption of the annual Statement of Accounts.
  - iii. The appointment of the Auditors for the current Financial Year.
  - iv. The determination of the annual subscription for all classes of membership.
  - v. A declaration as to the election of Councillors.
  - vi. The consideration of remits from Full and Life Members for discussion.
  - vii. Any business that may be brought forward and for which special notice is not required.

#### **Rule 14. Other General Meetings**

1. A Special General Meeting may be called at any time by the Council at a time, place and date to be fixed by the Council.
2. Notice calling such a meeting and specifying the business to be transacted thereat shall be sent to all Members at least one (1) calendar month before the date fixed for the meeting.
3. All Members may attend and speak at a Special General Meeting but only Full or Life Members may vote.

#### **Rule 15. Voting at General Meetings**

1. Voting rights at General Meetings are as follows:
  - i. Every Full or Life Member, other than the Chairperson, shall have and exercise one vote.
  - ii. Votes may be accepted by authorized proxy, or verbally in the case of teleconference or Skype meetings. Further provision is made to accept written directions (by Email, fax or letter).
  - iii. NEWZATS will not be liable for technical problems or non-arrival of posted material.
  - iv. When a simple majority is required and the votes for and against are equal in number then the Chairperson shall have and shall exercise a casting vote and shall decide and declare the result accordingly.
2. Voting at General Meetings shall be conducted as follows:
  - i. When the discussion on any motion is concluded the Chairperson shall put the motion to the meeting.
  - ii. Those in favour of the motion shall say "aye" and those of the contrary opinion shall say "no".
  - iii. The Chairperson shall then declare the motion carried or lost.
  - iv. The Chairperson may instead of putting the motion to the voices, and shall if any Full or Life Member immediately disputes his or her declaration of the voices, call for a show of hands.
  - v. The chairperson shall by herself or himself or with the assistance of tellers count the votes and shall declare the motion carried or lost accordingly.
  - vi. On the demand of ten (10) voting Members in attendance, voting on any motion shall be by ballot.
  - vii. When a ballot is held, the votes shall be counted and a declaration of the result made forthwith.
  - viii. When a ballot is required at a Skype or Teleconference meeting, a separate notice will be issued to all members eligible to vote, and a postal ballot will be conducted.

#### **Rule 16. Committees**



1. There shall be an Admissions Officer to determine eligibility for membership of the Association.
2. The Admissions Officer shall be appointed by the Council for such term as the Council may determine.
3. The Admissions Officer shall, in conjunction with the Administrator:
  - i. Process the application. Checking references, qualifications, and history.
  - ii.a. Activate a Police Check.
  - ii.b. As all current members (excepting affiliate members) are required to maintain an updated Police Check every three years, the member will either supply proof of an updated check or equivalence (eg LAT or current NZ registered teacher), or the NEWZATS admissions committee will make an application on the member's behalf. The administrator will keep a record of the status of all members.
  - iii. Notify all Councillors, requesting confirmation or refusal with feedback.
  - iv. In the case of any disagreement, discussion will ensue.
  - v. In the case of a positive outcome, decide what class of membership shall be accorded an applicant in accordance with Rule 4 of this Constitution.
  - vi. Notify the Administrator who shall subsequently notify the applicant of the outcome.
4. Any applicant for membership aggrieved by the decision of the Admissions Committee may within one (1) calendar month of receipt of the decision of that Committee appeal in writing to the Council against that decision.
5. The Council having considered the submission of the appellant and a report from the Admissions Committee shall determine the appeal and its determination shall be final.

#### **Rule 17. Branches**

1. The Council shall approve the establishment of local branches which will in all cases abide by the provisions of this Constitution.
2. The Council may, subject to the Incorporated Societies Act (1908) and the provisions of this Constitution, make special by-laws for the regulation and management of such branches.
3. Association will not:
  - i. Be liable for agreements entered into by any branch officials on behalf of the branch, or
  - ii. Assume responsibility for any debt incurred by any branch individual representing or purporting to represent any branch UNLESS the Council has given prior approval (in writing) for the activity as a result of which the debt was incurred including an undertaking to pay any debt arising from that activity.

#### **Rule 18. Common Seal**

The Common Seal of the Association shall be that appointed by the Council and shall be kept in the custody of the Administrator and shall be affixed to any deed, document or instrument only by resolution of the Council and in the presence of the Administrator and two Councillors who shall thereupon sign such deed document or instrument as attesting witnesses.

#### **Rule 19. Extraordinary Circumstances**

In the event of less than six (6) Councillors remaining on Council, all members will be advised and asked to endorse the authority of these members to continue to govern the Association in accordance with all remaining rules as set in this Constitution, to the best of their ability.



**Rule 20. Winding up**

1. The Association may be dissolved at any Special General Meeting called for the purpose by a resolution to that effect carried by a majority of Members present and entitled to vote provided that any such resolution shall be confirmed by the passing of a resolution at a General Meeting held not earlier than thirty-one (31) days from the meeting at which it was first resolved to wind up the Association.
2. If upon the winding up or dissolution of the Association 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, but shall be given or transferred to some other organisation or body having objectives similar to the objectives of the Society, or to some other charitable organisation or purpose within New Zealand, as directed by the Members in General Meeting.

**Rule 21. Amendments to the Constitution**

1. These rules may be added to, deleted from, rescinded, amended or altered, by resolution of any Annual General Meeting PROVIDED that:
  - i. At least one (1) calendar month's notice in writing of intention to move such resolution shall have been given to each Member,
  - ii. Such resolution shall be approved by a majority of at least two thirds of Members in attendance and entitled to vote, and
  - iii. No alteration, addition, rescission or substitution shall be approved if it affects the charitable aims, personal benefit clause or the winding up clause of this Constitution - Rules 8(9) & 20(2) .

**FIRST SCHEDULE – CODE OF ETHICS****Code 1. Introduction**

1. It is the responsibility of all Members of The New Zealand Association of Teachers of Singing Incorporated to encourage ethical conduct by all teachers of singing in terms of this Code of Ethics that is binding on all Members in all classes of membership.

**Code 2. Responsibilities of Members**

1. Members should:
  - i. Be concerned for the quality of service rendered to the student and to give the student the instruction, the attention and the full amount of time agreed upon,
  - ii. Help each student or teacher to develop her or his potentialities as a singer or teacher in any associated discipline.
  - iii. Recognise an obligation as a member of the profession of singing to maintain a high standard of conduct and performance in carrying out the role of singing teacher, and
  - iv. Be concerned for the welfare of other Members.

**Code 3. Unethical Conduct**

1. The following practices are held to be unethical for Members:
  - i. To make any false claims regarding themselves or their students.
  - ii. To divulge personal or domestic information obtained from a student in the course of instruction.
  - iii. To try to attract students away from other teachers by any means.

- iv. To give lessons to any student while knowing she or he is a regular student of another teacher, without the approval of that other teacher.
- v. To engage in any form of sexual or any other type of harassment of any student.
- vi. To speak in derogatory terms of any other teacher or criticize the work or conduct of any other teacher in the presence of students or in public.

**Code 4. Procedure for Dealing with Infringements**

- 1. Any Member who believes that a breach of this Code of Ethics has or may have occurred should first attempt to have the matter resolved by discussion with the Member who it is believed has, or may have been responsible for the infringement.
- 2. Where the issue cannot be resolved thus, or where the infringement persists, a Member should submit the matter to the Council for consideration.
- 3. In considering any alleged breach of this Code of Ethics that is referred to it, the Council shall facilitate a fair and unbiased hearing. In particular, the Member against whom the allegation is made must be given the chance to defend the charge orally and/or by written submission, and any Councillor who is likely to appear biased by interest or connection must take no part in the hearing of the case.
- 4. Having considered all submissions and evidence available to it the Council shall adopt one or more of the following actions:
  - i. Take no further action.
  - ii. Censure the Member.
  - iii. Withdraw the Member's right to continued membership of the Association as provided for in Rule 6(2) of the Constitution.

**SECOND SCHEDULE - ELECTION RULES**

**1. Nominations**

- 1. Any Life Member, or Full Member who has paid her or his annual subscription by the date specified for the closing of nominations for election to the Council, shall be eligible for nomination and election or re-election for membership of the Council.
- 2. All nominations must be in writing made and signed by at least two Full or Life Members and also signed by the nominee in token of her or his acceptance.
- 3. The Administrator shall accept such nominations only as appear to her or him to be of persons eligible under these Rules and to comply with these Rules in all respects.

**2. Voting rights**

- 1. Only Life Members, or Full Members who have paid their annual subscription by the date specified for the closing of nominations for election to the Council, shall be entitled to vote in such an election.
- 2. Every Member entitled to vote shall be entitled to exercise one vote by a postal ballot.

**3. Election, Appointment or Co-option**

- 1. Where the number of persons nominated for election in any electoral district exceeds the number of vacancies for such district, a ballot shall be held as provided by these Rules.
- 2. Where the number of persons nominated for election in any electoral district does not exceed the number of vacancies for such district, the Member(s) so nominated shall be declared to be duly

elected.

3. Where the number of persons nominated for election in any electoral district falls short of the number of vacancies for such district, a casual vacancy shall be deemed to have been created in respect of each of these positions not filled in terms of Rule 3(2) of this Schedule, immediately after the taking of office by the new Council.
4. A Councillor may be co-opted when needed rather than hold a by-election.

#### **4. Election Procedure**

1. Election shall be by ballot.
2. The Returning Officer shall:
  - i. Be entrusted with the whole conduct of an election, and
  - ii. Generally do all things necessary expedient or advisable in her/his opinion for the proper conduct of the election.
3. The persons who receive most votes shall be declared by the Returning Officer to be elected and in the case of an equality of votes the Returning Officer shall cause the matter to be decided by lot in the presence of at least two Members.
4. The Administrator shall forthwith notify Members of the names of the successful candidates for each position and the number of valid votes cast for each candidate.