

NEW ZEALAND SWEET ADELINES INTERNATIONAL REGION 35 INCORPORATED

Standing Rules

These standing rules replace the standing rules signed by members on 15 May 2019

1. Name:

The name of this region is the NEW ZEALAND SWEET ADELINES INTERNATIONAL REGION 35 INCORPORATED, which is part of Sweet Adelines International Corporation.

2. Purpose:

2.1 The primary purpose for which this region is formed is to perpetuate and enhance the barbershop music art form through education, thereby benefiting local communities by furthering their artistic enrichment. The region will accomplish this purpose by:

providing education and training for its members in singing four-part harmony, barbershop style, without instrumental accompaniment, the parts being tenor, lead, baritone and bass; this to be achieved by organizing and maintaining choruses and quartets; and

giving public and private performances to promote interest in the development and general appreciation of all things pertaining to the art form of barbershop harmony; and

seeking grants, subsidies and scholarships for the purpose of providing education and training; and

accepting endowments, donations, gifts, legacies and bequests and to carry out any trust attaching to or relating to the same within the general objectives of this Region; and

awarding grants and scholarships to organisations and individuals in their pursuit of study and activities in the field of vocal music in order to encourage the development, application, and appreciation of musical talents; and

educating local / regional faculty members in order that they may visit all chapters and prospective chapters and pass their knowledge on; and

doing all things necessary to accomplish the said purpose, including the ownership and disposition of real and personal property; and

uniting the chapters in the region in promoting the purpose of Sweet Adelines International.

2.2 The Region will carry on any secondary or ancillary objectives that will directly or indirectly advance the above charitable purpose.

2.3 Notwithstanding anything else in these standing rules no power or reservation expressed or implied in these rules shall authorise the Region to do or suffer any act that does not further the charitable purpose of the Region. The primary objectives shall be paramount and exclude any act or omission that is or may be deemed to be not in accordance with the charitable purpose

3. Geographic area, membership and organisation:

3.1 The geographic area of this Region is the country of New Zealand.

3.2 Every chapter located in the geographic area of the region, as defined by the Sweet Adelines International Board of Directors, shall be a member of the region, except as the international Board of Directors may otherwise provide. Each chapter in the region shall be subject to the regional standing rules.

4. Member benefits:

Notwithstanding anything else in these standing Rules, no part of any income or capital of the Region shall be paid or applied, appropriated or transferred for the private pecuniary gain of any member, provided however that nothing in this clause shall prevent:

4.1 the payment of remuneration not exceeding a commercial amount at that time to any officer, manager, agent, employee or any other person for services rendered to the Region; or

4.2 the payment of interest to any person on money lent to the Region, not exceeding the commercial rate of interest at that time

and further provided that nothing in sub-clause (a) or (b) of this clause shall permit or authorise any payment or provision that would result in the Region losing its exemption from Income Tax under the Income Tax Act 2007 and its amendments.

5. Meetings:

5.1 Regional Annual Membership Meeting (RAMM):

- a. A regional annual membership meeting shall be held during the annual regional convention weekend.
- b. Chapters may submit a topic for discussion at the meeting, provided that it is in writing and is received by the Communications Coordinator no later than 28 days before the commencement of the meeting.
- c. Topics for discussion at the meeting shall be advised in writing to all Chapters and Chapter at Large members to be received by them with an agenda for the meeting no later than 14 days before the commencement of the meeting.
- d. Each Chapter that is in good standing may nominate a representative from its membership to act as a spokesperson at the meeting. Chapter at Large may nominate a representative from its membership to act as a spokesperson at the meeting.
- e. A majority of chapter representatives registered for the regional convention who are present shall constitute a quorum.
- f. Voting and eligibility
 1. If a vote is included in the agenda, voting shall be exercised through the chapters of the region and each chapter shall be allowed one vote, to be cast by the chapter representative.
 2. In the event that a subject being discussed requires further consideration before it is voted upon that topic shall be taken back to each chapter.
 3. Each topic for which voting takes place shall be adopted if a majority of those present and entitled to vote are in favour, and submitted to the Regional Management Team for implementation.
 4. No elective or appointed member of the Regional Management Team may serve as a chapter representative.

- g. Regional Management Team members shall present their annual report to members by arranging for the Communications Coordinator to circulate it to members at least two weeks before the meeting. The Team Coordinators report to be read out at the meeting
- h. The ~~auditor~~ **reviewer** shall be appointed for the ensuing year at the meeting.
- i. Decisions taken at the meeting shall not be invalidated for want of the required notice, should the requirement for such notice be waived.

5.2 Audited **Reviewed financial statements:**

The ~~audited~~ **reviewed** financial statements shall be forwarded to each Chapter and Chapter at Large member no later than five (5) calendar months following the end of the financial year, which is December 31.

5.3 Special meetings:

- a. Special meetings other than the Regional Annual Membership Meeting may be held during the year for general membership participation.
- b. Special meetings may be called by the Regional Management Team, or upon the written request to the Regional Management Team by a majority of Chapters in the region. Topics for discussion at the special meeting shall be advised in writing to all Chapters and Chapter at Large members to be received by them with an agenda for the meeting no later than 28 days before the commencement of the meeting.
- c. Each Chapter that is in good standing may nominate a representative from its membership to act as a spokesperson at the meeting. Chapter at Large may nominate a representative from its membership to act as a spokesperson at the meeting.
- d. A majority of chapter representatives registered who are present shall constitute a quorum.
- e. Voting and eligibility
 - 1. If a vote is included in the agenda, voting shall be exercised through the chapters of the region and each chapter shall be allowed one vote, to be cast by the representative.
 - 2. Each topic for which voting takes place shall be adopted if a majority of those present and entitled to vote are in favour.

3. No elective or appointed regional officer or member of the Regional Management Team may serve as a chapter representative.
- f. Decisions taken at any special meeting shall not be invalidated for want of the required notice, should the requirement for such notice be waived.

6. Good standing:

- 6.1 A Chapter shall be considered in good standing in the region provided that it complies with all the requirements of the Sweet Adelines International Certificate of Incorporation, the International Corporate By-laws, these regional standing rules and any policies and code of conduct established from time to time by the International Board of Directors and the Regional Management Team.
- 6.2 A Chapter at Large member shall be considered in good standing in the region provided that **they comply** with Sweet Adelines International Corporate By-laws, these regional standing rules and any policies and code of conduct established from time to time by the International Board of Directors and the Regional Management Team.

7. Regional Management Team

7.1 Sweet Adelines International governance:

All aspects of the Regional Management Team's structure and team members' roles are established, **written** and revised according to Sweet Adelines International policies.

7.2 Regional Management Team function

The Regional Management Team is the governing body for the region. It shall establish, review and amend from time-to-time policies and a code of conduct for the region, provided that none conflict with policies established by the International Board of Directors of Sweet Adelines International.

7.3 Number:

The number of Regional Management Team Members shall be eight, or such other number as Sweet Adelines International may require.

7.4 Officers:

The officers of the Region shall be:

- Communications Coordinator
- Directors Coordinator
- Education Coordinator
- Events Coordinator
- Finance Coordinator
- Marketing Coordinator
- Membership Coordinator
- Team Coordinator

or such officers as Sweet Adelines International may decide.

7.5 Interests Register:

Members must disclose related 'interests' related to any matter being considered by the Regional Management Team (actual, perceived or potential conflicts of interest) to the Regional Management Team and these must be recorded and retained. Any person with an 'interest' must withdraw from a vote unless all agree. Any 'interests' must be declared at the Regional Annual Meeting.

7.6 Term:

- a. The term of each member shall be two years.
- b. The term shall begin on 1 May in the year subsequent to their appointment.
- c. No member shall serve more than three consecutive two-year terms.
- d. To maintain rotation when a team member resigns or is removed from office before the conclusion of **their** term, the member replacing **that person** will serve the balance of the term of the person who is vacating **that** position. Time served completing an unexpired term will not be included as part of the term limits as defined in Article IV, Section 1 of the Standard Form Regional Bylaws.

7.7 Vacancies:

In the event of a position becoming vacant either because of a resignation, death or removal from office, the Regional Management Team shall appoint a replacement for the balance of

the term according to the requirements of these standing rules, and an appointment is to be made within thirty (30) days of the vacancy occurring.

7.8 Resignations:

Any resignation from the Regional Management Team is to be conveyed to the team in writing, and where possible the member is to continue to serve in **that** position until a replacement is appointed.

7.9 Removal from office:

- a. In the event that any internationally appointed member of the Regional Management Team fails to perform the duties delegated to **that person** by the International Board of Directors, or whose conduct is deemed to be prejudicial to Sweet Adelines International, the International Board of Directors may remove such a member from office by a two thirds (2/3) vote. Any member so removed shall have served on **that person** notice of the charges against **that person**, and shall have thirty (30) days from the date of such notice to produce evidence to refute such charges.
- b. Any regionally appointed/elected member of the Regional Management Team who fails to perform the duties delegated to **that person** by the International Board of Directors, or whose conduct is deemed to be prejudicial to Sweet Adelines International may be removed from **that** position by a consensus of the Regional Management Team. Any regionally appointed/elected member thus removed shall have served on **that person** notice of the charges against **that person** and shall have thirty (30) days from the date of such notice to produce evidence to refute such charges. **That person** shall also have the right of appeal to the International Board of Directors.

7.10 Regional Management Team Meetings:

- a. The initial meeting is to be held as soon as possible after the 1st May in each year.
- b. Five members present at each meeting shall constitute a quorum.
- c. At least three meetings shall be held in each year.

- d. A special meeting may called provided that written notice of the time, date, place and purpose is issued to each member. Action taken at any special meeting shall not be invalidated for want of such notice if such notice shall be waived by all Management Team members.
- e. While it is desirable to achieve decisions by consensus, a vote is also acceptable when required.
- f. All changes remain unauthorised until full minutes are produced and ratified at the next full meeting of the RMT
- g. A chairperson of a Standing or ad hoc committee may attend a Regional Management Team meeting where the meeting is to discuss matters relevant to **that person's** responsibilities.

7.11 Duties of Regional Management Team members:

The duties of Regional Management Team members are described in the Policy Book of Sweet Adelines International Corporation at Section VII, Div. A, 1 through B.

7.12 Standing Committees:

- a. By-laws and Rules is a standing committee for the region. The Team coordinator recommends an appointment to chair this team subject to the ratification of the Regional Management Team.
- b. Other standing committees may be set up and an appointment made of a chairperson in each case by the Regional Management Team.
- c. The coordinator of a standing committee shall after consultation with the Regional Management Team appoint members to **the** team.
- d. All coordinators and committee members shall be members in good standing with their chapters which in turn must be in good standing with the region and the international organisation.
- e. If any coordinator of a standing committee is not fulfilling the requirements of **the** position for whatever reason, the Regional Management Team shall replace **that person**.
- f. The appointment of a coordinator to a standing committee is for two years, which term may be renewed.

7.13 Ad hoc Committees:

- a. Ad hoc committees may be set up and an appointment made of a chairperson in each case by the Regional Management Team.
- b. The coordinator of an ad hoc committee shall after consultation with the Regional Management Team appoint members to **that** team.
- c. All coordinators and committee members shall be members in good standing with their chapters which in turn must be in good standing with the region and the international organisation.
- d. If any coordinator of an ad hoc committee is not fulfilling the requirements of **the** position for whatever reason, the Regional Management Team shall replace **that person**.
- e. The appointment of a coordinator to an ad hoc committee is for the expected term of the committee. If the committee is continuing after two years, the term may be renewed.

7.14 Nominating Committees

- a. The management team will appoint a nominating committee to develop the slate for the elections of the Directors' Coordinator and Membership coordinator. The nominating committee will consist of one member from the Regional Management Team and two members from the membership at large. The Regional Management Team shall designate one of these members as chair of the committee. All members shall be members in good standing in chapters which are in good standing in the region and the international organisation.
- b. The Nominating Committee will work in conjunction with the RMT to solicit and disseminate recommendations and appropriate paperwork with regard to Regional Leadership Coordinators appointment as prescribed in bylaws and policies of Sweet Adelines International Corporation Board of Directors.

8. Requirements of the New Zealand Incorporated Societies Act 2022

- 8.1 Following the Regional Annual Meeting the Team Coordinator, Finance Coordinator and Communications Coordinator will be the designated contact people for the organisation.

- 8.2 The Team Coordinator will update the Incorporated Societies Act register annually as required. It will be the shared responsibility of the contact people to ensure this is actioned when there are changes to personnel, constitutional updates or amendments.
- 8.3 Each elected officer will consent to be an officer, meet the eligibility criteria set out in the Incorporated Societies Act 2022 and complete the consent form (see appendix 1). These records will be retained.

9. Membership

- 9.1 To retain Incorporated Society status New Zealand Sweet Adelines International must have at least 10 members.
- 9.2 The organisation must have evidence of consent to be a member
- 9.3 Membership records must include the date any member ceased to be a member. Records must be retained for 7 years.

10. Dispute Resolution Process: *Note the Incorporated Societies Act 2022 requires this process to be in the body of the Standing rules*

10.1 Making a complaint

- a. A member of New Zealand Sweet Adelines International or a SANZ Management Team member (officer) may make a complaint by giving to the Management Team a notice in writing that:
 1. states that the member or officer is starting a procedure for resolving a dispute in accordance with New Zealand Sweet Adelines International Incorporated constitution; and
 2. sets out the allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by New Zealand Sweet Adelines International Incorporated.
- b. New Zealand Sweet Adelines International Incorporated may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:

1. states that New Zealand Sweet Adelines International Incorporated is starting a procedure for resolving a dispute in accordance with our constitution; and
 2. sets out the allegation to which the dispute relates.
- c. The information given under subclause 1b or 2b must be enough to ensure that a person against whom the allegation has been made is fairly advised of the allegation concerning the, with sufficient details given to enable them to prepare a response.
 - d. A complaint may be made in any other reasonable manner permitted by the New Zealand Sweet Adelines International constitution.

10.2 Person who makes the complaint has a right to be heard

- a. A member or an officer who makes the complaint has the right to be heard before the complaint is resolved or any outcome is determined.
- b. If New Zealand Sweet Adelines International (SANZ) makes the complaint;
 1. they have a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an officer may exercise that right on behalf of New Zealand Sweet Adelines International.
- c. Without limiting the manner in which the member, officer or SANZ may be given the right to be heard, they must be taken to have been given the right if;
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing and;
 2. an oral hearing is held if the decision maker considers an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the member's, officer's or SANZ written statement or submissions (if any) are considered by the decision maker.

10.3 Person who is subject of the complaint has the right to be heard

- a. This clause applies if a complaint involved an allegation that a member, an officer of New Zealand Sweet Adelines International (the respondent);
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under New Zealand Sweet Adelines International bylaws or Incorporated Societies Act 2022; or

3. has damaged the rights or interests of a member or the rights or interests of members generally.
- b. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c. If the respondent is SANZ, an officer may exercise the right on behalf of SANZ.
- d. Without limiting the manner in which a respondent may be given a right to be heard. A respondent must be taken to have been given the right if;
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondents written statement or submission (if any) are considered by the decision maker.

10.4 Investigating and determining dispute

- a. SANZ must, act as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution (14 days), ensure that the dispute is investigated and determined.
- b. Disputes must be dealt with under the constitution in a fair, efficient and effective manner.

10.5 SANZ may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, SANZ may decide not to proceed further with a complaint if;

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a member or an officer has engaged in material misconduct
 2. that a member, an officer or SANZ has materially breached, or is likely to breach, a duty under the SANZ constitution or bylaws or the Incorporated Societies Act 2022;

3. that a member's rights or interests or member's rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it: or
- d. the person who makes the complaint had an insignificant interest in the matter; or
- e. the conduct, incident event or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

10.6 SANZ may refer complaint

- a. SANZ may refer a complaint to:
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal or an external person to investigate and make decision.
- b. SANZ may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution. However, this must not incur financial cost to the organisation.

10.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be

- a. impartial; or
- b. able to consider the matter without a predetermined view.

11.Assets

Any assets purchased by or donated to the region are to be used for advancing the purposes of the Region.

12. Finance

12.1 Financial year

- a. The financial year of the region shall be from 1st day of January in each year until the 31st December of that year.
- b. Accounting records must be held for 7 years (New Zealand Incorporated Societies Act 2022)

12.2 Income and capital receipts

The region shall be funded by:

- An annual regional levy payable by members of the region. This may include an annual administration levy, an annual education levy, an annual convention levy and other levies as may be deemed necessary by the RMT to meet financial obligations
- Convention and other regional events
- Fundraising ventures
- Sponsorship
- Grants
- Subsidies
- Endowments
- Donations
- Legacies and bequests

12.3 Expenditure

For any payments made by the Region through online banking, ~~cheques~~ two signatures or authorities are required. Positions on the RMT that shall be authorised to sign these instruments are to be decided annually when newly appointed or elected members take office. The Finance Coordinator is required to be a signatory.

12.4 ~~Audit~~ Review

- a. The Region's financial statements are to be ~~audited~~ reviewed by an independent ~~auditor~~ external chartered accountant each year following the end of the financial year.
- b. A copy of the Region's ~~audited~~ reviewed financial statements is to be forwarded to or filed annually with:

- Sweet Adelines International Finance Department
- The Charities Commission (Wellington, New Zealand)
- Chapters in the Region

12.5 Investment of funds

The Regional Management Team may invest the whole or any part of its funds which are not immediately required for day-to-day activities on such terms as the RMT may think fit.

12.6 Borrowing

The Region shall have the power to borrow or raise money whether by way of overdraft or otherwise and with or without security.

The region may mortgage any real or personal property of the Region and may issue debentures, promissory notes, bonds or other instruments for securing the same upon such terms as it thinks fit.

12.7 Chapter recess or dissolution

If a registered or prospective chapter in the Region goes into recess or is dissolved any and all moneys and property of the chapter will be transferred to the Region, which is the administrative organisation for the Region.

13. Annual regional convention

13.1 Annual Regional chorus and quartet competitions shall be held under the supervision of the Sweet Adelines International organisation, and shall be governed by its policies of competition and judging.

13.2 The annual regional convention and competition shall be planned and managed by the Events Coordinator in accordance with the international Guidelines for Regional Conventions handbook and the New Zealand Convention Steering Team policies.

13.3 All Competitors directors and coaches attending the regional convention shall pay the registration fee.

14. Amendments to standing rules

- 14.1 These Regional standing rules may be added to, rescinded or otherwise amended by the Regional Management Team provided that consensus is reached;
- and provided that the Sweet Adelines International Board of Directors has examined and approved any amendments;
 - and provided further that no alteration shall be effected if that alteration or addition would result in the Region losing its exemption from Income Tax under the Income Tax Act 2007 and its amendments., or if that approval is not forthcoming, by a Court of competent jurisdiction.
- 14.2 Any proposed alteration to these standing rules shall be notified in writing to the Communications Coordinator at least 21 days before a Special General Meeting called for the purpose of considering the proposed alteration.
- 14.3 The notice of meeting must set down in writing the words and meaning of the proposed addition, rescission or amendment.
- 14.4 Approved Regional standing rules must be furnished by the Region to each Chapter within the Region, the International By-laws and Rules specialist and the Corporate Secretary at Sweet Adelines International Corporation.

15. Winding up

- 15.1 In the event that members present at a Special General Meeting called for the purpose of considering dissolution resolve that the Region should be wound up voluntarily then the winding up should be done in the manner provided by the Incorporated Societies Act 1908. Such resolutions shall be submitted for confirmation to a subsequent Special General Meeting called for that purpose and held no earlier than thirty (30) days after it was first passed, and the decision shall be subject to ratification by the International Board of Directors of Sweet Adelines International Corporation. Following confirmation of the decision by the International Board, a notice of the resolution shall be sent to the Registrar of Incorporated Societies and the Charities Commission.
- 15.2 All properties may be disposed of during a winding up in any lawful manner. After payment of all debts, obligations and encumbrances incurred by the Region all remaining business income will be distributed to Chapters registered in Region #35 in

proportion to their paid membership as at the date of the winding up resolution, provided that they are at that time registered with the Charities Commission, and to distribute and remaining assets to Sweet Adelines International Corporation organised under the laws of the state of Oklahoma in the United States of America if it is then in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, to be used in such a manner as shall best accomplish the general purposes of this Region.

We certify that these standing rules of New Zealand Sweet Adelines International Region 35 Incorporated have been approved and adopted

Team Coordinator: Date:

Communications Coordinator: Date.....

Sweet Adelines International New Zealand

Certified by Corporate Secretary: Date.....

International Board of Directors Sweet Adelines International Corporation

New Zealand Sweet Adelines International

Region 35 Incorporated