

RULES – WOMEN IN FILM AND TELEVISION (NZ) INCORPORATED

1. Formation

Name

- 1.1 The name of the society shall be: **WOMEN IN FILM AND TELEVISION (NZ) Incorporated** (“Society”).

Registered Office

- 1.2 The registered office of the Society shall be at such place as the Board from time to time determines.

Objects

- 1.3 The objects of the Society are:
- 1.3.1 to encourage, facilitate and support the involvement and advancement of women in the film, television and digital media industries of New Zealand;
 - 1.3.2 to provide educational and other events to women and other industry members which promote the development of, and create opportunities for, the advancement of women in New Zealand film, television and digital media industries;
 - 1.3.3 to develop the New Zealand film, television and digital media industries for the benefit of these industries and the general viewing audience.

Activities

- 1.4 Subject in every case to Rule 1.5 and Rule 1.6, the activities of the Society by which the charitable objects may be carried out include the following:
- 1.4.1 Arranging and hosting seminars, meetings, events, prizes and awards and the like so as to support and develop the position of women in the film, television and digital media industries of New Zealand;
 - 1.4.2 providing information to women in the film, television and digital media industries of New Zealand on professional development matters;
 - 1.4.3 building relationships with industry organisations involved in the film, television and digital media industries of New Zealand;
 - 1.4.4 gathering and collating information relevant to women in the film, television and digital media industries of New Zealand;
 - 1.4.5 any associated activities that serve to advance the position of women in the film, television and digital industries of New Zealand, as determined by the Board.

Restrictions on activities

- 1.5 The Society may not carry out any activities or incidental activities other than those which further the advancement of the Society's charitable objects as outlined in Rule 1.3.

Activities in New Zealand

- 1.6 Notwithstanding any other term of this deed, the Objects for which the Society is established and the activities for which the Society Funds may be applied are limited to charitable purposes within New Zealand.

Powers of the Society

- 1.7 In addition to its statutory powers, the Society may:
- 1.7.1 use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ or otherwise engage such people as necessary;
 - 1.7.2 purchase, lease, hire or otherwise acquire, exchange sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as necessary;
 - 1.7.3 negotiate and enter into joint venture agreements and other contracts to achieve the Society's objects;
 - 1.7.4 invest in any investment in which the Board may invest;
 - 1.7.5 borrow or raise money by debenture, bonds, mortgage and other means with or without security. However, this power shall only be exercised with the prior approval of members of the Society by the passing of a resolution at a general meeting of which 10 clear days prior written notice has been given to all members;
 - 1.7.6 do all lawful acts and things incidental or conducive to the attainment of the Society's objects.

2. Membership

Members

- 2.1 The initial members of the Society are those persons who are members of the Society at the time it is incorporated.
- 2.2 A person will be eligible to become a member of the Society in the relevant category if they meet the following criteria:
- 2.2.1 Full Member - Any woman who has worked in the film, television and digital media industries for two years or more.
 - 2.2.2 Friend Member - Any person who is deemed to be ineligible for full membership, and who is not a student.
 - 2.2.3 Student Member – Any person who is studying to enter the film, television and digital media industries.

- 2.2.4 Life Member – The Board may confer Life Membership on such women as it so decides, in recognition of conspicuous active service to the film, television and digital media industries.
- 2.3 Only Full members and Life Members will be entitled to full benefits of membership, as determined by the Board from time to time, but including the right to speak at Annual General Meetings and put themselves forward for Board membership.
- 2.4 Any person wishing to become a member shall apply to the Board in accordance with the procedure adopted by the Board from time to time, and upon acceptance shall pay the appropriate subscription fee and shall thereupon become a member.
- 2.5 Any member not being an individual shall, upon applying for membership, nominate an individual who is an officer or employee of the member as its representative and who shall be entitled to vote at all meetings in the name and on behalf of the member. Any change of a nominated representative shall be notified in writing to the secretary by such member.
- 2.6 Every member shall pay an annual subscription fee to the Society. The amount of the annual subscription fee and terms of payment thereof shall be as set by the Board from time to time.
- 2.7 Failure to renew an annual subscription fee shall be deemed to be notice of resignation from the Society as specified in 2.9.

Register of members

- 2.8 The secretary shall keep and maintain a register of members which shall contain the full name, address and occupation of each member and the date at which they became a member. The register of members shall be available for inspection and copying by members upon request.

Membership is personal

- 2.9 The rights and duties of members of the Society are personal, and cannot be assigned or transmitted to anyone else. Membership rights and duties end when membership ends.

Resignation of member

- 2.10 A member of the Society may resign from the Society by giving notice in writing to the secretary of his, her or its resignation. Resignation shall not entitle that member to any refund of any annual subscription fee.
- 2.11 The secretary must record in the register of members the date on which the member ceased to be a member.

Expulsion of a member

- 2.12 If the Board determines that a member has failed to comply with these rules, or the Board determines that a member is guilty of conduct unbecoming of a member or prejudicial to the interests of the Society, the Board may resolve to:

2.12.1 expel the member from the Society; or

2.12.2 suspend the member from membership of the Society for a specified period.

Board must inform member of expulsion or suspension

2.13 The Board must promptly notify the member of its resolution to expel or suspend the member and the grounds on which it is based.

Cessation of membership

2.14 A member who has resigned or been expelled from the Society shall cease to hold himself, herself or itself out as a member of the Society and shall promptly return to the Society all materials produced by the Society (including membership certificate, handbooks and manuals).

Readmission of former members

2.15 Any former member may apply for readmission to the Society as a member in the manner prescribed for admission of new members.

Obligations of membership

2.16 Members must treat all information relating to commercial arrangements entered into by the Society as strictly confidential and must not disclose any information regarding the Society to any third party without the prior written approval of the Society.

3. Meetings

Annual general meeting

3.1 The Society must convene an annual general meeting of its members in each calendar year. The Board must set the date of the meeting. The notice convening the annual general meeting must state that the meeting is the annual general meeting. The ordinary business of the annual general meeting shall be:

3.1.1 to confirm the minutes of the last annual general meeting and any general meeting held since that meeting;

3.1.2 to receive from the Board reports on the transaction of the Society during the last financial year; and

3.1.3 to confirm election of a President and Board members to the Society.

3.2 The meeting may also transact any special business of which notice is given in accordance with these rules.

Special general meeting

- 3.3 Any general meeting of the Society except the annual general meeting is a special general meeting. The Board may convene a special general meeting whenever it thinks fit. Reference in these rules to general meeting includes both annual general meetings and special general meetings.

Special general meeting at request of members

- 3.4 The Board must also convene a special general meeting if not less than 5% of the total number of members request the secretary in writing to do so. The request must state the purpose of the meeting and must be signed by the members making the request.

Notice of meetings

- 3.5 At least 14 days before the date fixed for a general meeting of the Society, the secretary must send each member of the Society a notice by the recorded address or electronic address, specifying the place, date and time of the meeting and the nature of the business to be transacted at it. The notice must be sent to the addresses noted in the register of members.

Limitation on business to be transacted

- 3.6 No business shall be entitled to be transacted at a general meeting of the Society except the business specified in the notice of meeting. A member who wants an item of business to be transacted at a general meeting may give notice of the business in writing to the secretary. The secretary must include the business in the next notice of general meeting. New business proposed at the meeting may be transacted or deferred to a special general meeting, at the discretion of the chair.

Quorum

- 3.7 An item of business may not be transacted at a general meeting unless a quorum of members (or their proxies) entitled to vote is present while the item is being transacted.
- 3.8 Subject to clause 3.9 the quorum is present if a total of 30 members or their proxies, including a quorum of the Board, is present.
- 3.9 The quorum at any meeting may only comprise members who have been registered as a member at least 28 days prior to the commencement of the meeting.
- 3.10 If a quorum is not present at the time of the commencement of an adjourned meeting, and is still not present half an hour later, the quorum becomes 20 members or their proxies. If that quorum is not present, the meeting is automatically dissolved. Clause 3.9 applies to a quorum constituted under this clause.

Chairperson at meetings

- 3.11 The president or (in the president's absence) the vice president, must preside as chairperson at each general meeting of the Society. If the president and

the vice president are absent, the members present must elect one of their numbers to preside as chairperson at their meeting.

Adjournment of meetings

- 3.12 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Limitation on business

- 3.13 No business may be transacted at an adjourned meeting except the business left unfinished at the original meeting.

One member, one vote

- 3.14 A member has 1 vote on any question that is to be decided at a general meeting. A vote must be given personally or by proxy appointed in accordance with clause 3.19. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a second or casting vote.

Voting by show of hands

- 3.15 A question that is to be decided at a general meeting of the Society is to be decided on a show of hands. Unless a poll is demanded in accordance with clause 3.17, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Society, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding of poll

- 3.16 If at least 3 members entitled to vote at a general meeting demand a poll on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the poll overrides the show of hands.
- 3.17 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately. Any other poll must be taken before the close of the meeting.

The entitlement to vote

- 3.18 A member is entitled to vote at a general meeting unless he, she or it owes an amount to the Society that is overdue 28 days or more at the commencement of the meeting.
- 3.19 A member may appoint another member as his, her or its proxy at a meeting by giving the secretary a notice in the form as set out by the Board, no later than 24 hours before the time of the meeting.

4. Board

Board to manage the Society

- 4.1 The Society is to be managed by a Board. The Board may exercise all the powers of the Society except where these rules require a power to be exercised by an annual general meeting or special general meeting.

Number of Board Members

- 4.2 The Board shall consist of a President, two members from the Auckland region, two members from the Wellington region, one member from the South Island region and one additional member. Further additional members can be co-opted to the Board at the discretion of the President.

Term of Board Members

- 4.3 Elected Board members shall serve a one year term but will be eligible for re-election, with the exception of the President who may only hold that position continuously for two years.
- 4.4 Someone who has previously held the position of President may be nominated for that position again, but only after a stand-down of no less than two years.

Eligibility of Board Members

- 4.5 To seek election to the Board, a member must be a Full member of WIFT NZ.
- 4.6 Candidates for the positions of regional representatives must be resident in the region they are seeking to represent.
- 4.7 The Board shall have the power to enlist at its discretion any person to act in an advisory capacity. Such a person may, at the invitation of the Board, attend Board meetings but shall not be entitled to vote.
- 4.8 If there is a casual vacancy in an ordinary member's membership of the Board, the Board may appoint a member of the Society to fill the vacancy. That person holds office until the end of the next annual general meeting after the date of appointment.

Nomination and Election of Board Members

- 4.9 Elections of the President and Board members shall be conducted by a postal or electronic vote of Full members.
- 4.10 At least eight weeks prior to the AGM, a notice of meeting with nomination forms for all elected Board positions shall be forwarded to all Full Members of WIFT NZ. Such forms are to be signed by the proposer, seconder and nominee, all being Full members, and returned to the National Office no later than four weeks prior to the Annual General Meeting along with a statement from the candidate of no more than 300 words.
- 4.11 Should there be no more than one candidate for President, South Island and general representatives, and no more than two candidates for Auckland and

Wellington representatives, then those candidates will be deemed to have been elected and no elections shall be required.

- 4.12 If no nomination is properly made for an office, or less than 2 nominations are made for regional representation membership of the Board, further nominations must be called for.
- 4.13 At least three weeks prior to the Annual General Meeting the National Office shall:
- (i) forward voting papers listing all those standing for the Board position of President, along with any statements provided, to all Full members of the organisation;
 - (ii) forward voting papers listing all those standing for the Board positions of Auckland (2), Wellington (2), South Island (1) and general (1) candidate, along with any statements provided, to all Full members of the organisation;
 - (iii) voting for regional representatives shall be restricted to those Full members resident in the geographical catchment area, as determined by the Board, for which the candidates seeks election.
- All voting papers are to be returned to the National Office no later than 5pm the day before the Annual General Meeting.
- 4.14 The following procedures must be followed for the processing of Board elections:
- (i) Receipt of Votes – all votes received by the National Office are to be kept in a locked, secure place;
 - (ii) Counting of Ballots – voting papers are to be counted by an independent assessor;
 - (iii) Results of Elections – Results of the election shall be announced at the Annual General Meeting.

Election of Officers by the Board

- 4.15 The Board shall, from within the ranks of the Board, appoint a Treasurer and two Vice Presidents at its first meeting after the Annual General meeting, at least one of the latter being from a region different from that of the President.
- 4.16 The Board shall, from within the ranks of the board or staff, appoint a Secretary at its first meeting after the Annual General Meeting. If the Secretary is a staff member they shall have the right to attend meetings and have equal speaking rights, count as a Board member for the purposes of forming a quorum, but not in terms of an official Board member as defined in clause 4.2, and shall not have the power to vote.

Officers

- 4.17 An officer of the Society shall hold office until the end of the next annual general meeting after the date of her election. Officers of the Society shall be eligible for re-appointment at the discretion of the Board.
- 4.18 If there is a casual vacancy in an office, the Board may appoint a member of the Society to fill the vacancy. That person holds office until the end of the next annual general meeting after the date of the appointment.

- 4.19 No person may hold the position of President of the Society for more than two consecutive terms

Functions of the secretary

- 4.20 The secretary of the Society is responsible for:
- 4.20.1 keeping minutes of the resolutions and proceedings of each general meeting and each Board meeting in the Society's minute book and the Board's minute book. The secretary is responsible for recording in the minutes of a Board meeting the names of the person present;
 - 4.20.2 keeping members of the Board informed promptly of all significant events;
 - 4.20.3 maintaining regular communications with members;
 - 4.20.4 providing such information as may be requested from time to time by any member;
 - 4.20.5 regularly liaise and / or communicate with local and central government agencies, industry groups and associated organisations; and
 - 4.20.6 complete such other duties as the Board may determine from time to time.

Functions of the treasurer

- 4.21 The treasurer is responsible for:
- 4.21.1 the collection of all money due to the Society;
 - 4.21.2 making all payments authorised by the Society; and
 - 4.21.3 keeping accurate books and accounts of the financial affairs of the Society including full details of receipts and expenditure.

Vacation of office

- 4.22 The office of an officer of the Society or of an ordinary member of the Board becomes vacant if that officer or member:
- 4.22.1 ceases to be a member of the Society;
 - 4.22.2 resigns from office by giving the secretary notice in writing;
 - 4.22.3 becomes bankrupt; or
 - 4.22.4 dies.

Removal of officer from office

- 4.23 A general meeting of the Society may resolve to remove a member of the Board before the member's term of office ends, and may appoint another member in her place for the remainder of the term.

Proceedings of Board

- 4.24 The Board must meet at least 4 times each calendar year. The president and/or any 4 members of the Board may convene a meeting. No less than 72 hours notice of a meeting must be given to members of the Board. The notice must specify the place, date and time of the meeting and the nature of business to be transacted at it.
- 4.25 No less than two meetings per year shall be held with all Board members present in person. At other times, the Board may meet at a location to be agreed. Any Board member outside of the city in which the meeting is to be held shall be able to participate in meetings by telephone conference call or other means of communication.

Quorum at a Board meeting

- 4.26 An item of business may not be transacted at a Board meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum is 5 members of the Board. If a quorum is not present at the time for commencement of a meeting, and is still not present half an hour later, the meeting shall be adjourned to the same time and day in the next week. The adjourned meeting shall be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written notice given to the Board members at least 24 hours before the date of adjourned meeting.
- 4.27 If a quorum is not present at the time of the commencement of an adjourned meeting, and is not present half an hour later, the meeting is automatically dissolved.

Chairperson at Board meetings

- 4.28 The president must preside as chairperson at each Board meeting. If the president is absent, the members present must elect one of the two vice presidents to preside as chairperson at the meeting.

Adjournment of Board meeting

- 4.29 The chairperson of a Board meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Voting by show of hands at a Board meeting

- 4.30 A question that is to be decided at a Board meeting must be decided on a show of hands. Unless a poll is demanded in accordance with clause 4.29, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Society, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding a poll at a Board meeting

- 4.31 If at least 3 members entitled to vote at a Board meeting demand a poll on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the poll overrides the show of hands.

Entitlement to vote at a Board meeting

- 4.32 A Board member is entitled to vote at a Board meeting unless he or she owes an amount to the Society that is overdue 28 days or more at the commencement of the meeting.

SubCommittees

- 4.33 The Board may appoint subcommittees of the Society consisting of such persons and for such purposes as the Board thinks fit. At least 3 members of every subcommittee must be members of the Society. Subcommittees shall only have the powers and duties that are conferred on them by the Board provided however that the Board shall appoint a sub-committee in each year to manage the Robin Laing Scholarship, and shall ensure that the members of that sub-committee shall have membership made up of Wellington resident members.

Appointment of Staff

- 4.34 The 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 Board shall think fit.
- 4.35 Members of the Board can apply for paid staff positions but must resign from the Board if appointed.
- 4.36 Staff shall be allocated sufficient funds to meet expenses and carry out their duties.
- 4.37 Staff shall not expend any monies or incur any liabilities in excess of any budget approved by the Board without the prior approval of the Board.

Indemnity

- 4.38 The members of the Board and any subcommittee or staff member appointed by the committee shall at all times be held indemnified by the Society from and against all claims, acts, proceedings and damages made, suffered or sustained by the Board or subcommittee member as a result of his or her carrying out in good faith the requirements of the Board, subcommittee or the Society.

Common Seal

- 4.39 The common seal of the Society shall be of such design as the Board may determine. The Board shall have the control of the common seal which shall be kept in safe custody by the president at the registered office of the Society.

- 4.40 The common seal shall not be affixed to any document except by the authority of the Board and such affixing shall be witnessed by two members of the Board (one of which must be the president or the secretary) who shall add their signatures.

5. Miscellaneous

Alteration of rules

- 5.1 Subject to the provisions of the Act, these rules of the Society may be altered, added to or rescinded at any annual or general meeting of the Society but only if the alternation, addition or rescission is consistent with and does not affect the Society's charitable purposes. The notice given to members shall contain a copy of or state briefly the nature of the resolution to be moved at the general meeting. A copy of the motion, resolution or business shall be lodged with the secretary at least 14 days prior to the meeting. The resolution shall be effective if passed by not less than three quarters of eligible members either personally present or represented by proxy.
- 5.2 The Society shall register any alteration to the rules as required by the Act.

Annual financial statements

- 5.3 Every year a set of annual financial statements shall be prepared by or at the instigation of the treasurer containing the following particulars:
- 5.3.1 The income and expenditure of the Society during the Society's last financial year;
 - 5.3.2 The assets and liabilities of the Society at the close of the said year;
 - 5.3.3 All mortgages, charges, and securities of any description affecting any of the property of the Society at the close of the said year.
- 5.4 The annual financial statements shall be prepared by a qualified external party.
- 5.5 The annual financial statements shall be submitted to and approved by the members of the annual general meeting of the Society.
- 5.6 The treasurer shall deliver the annual financial statements to the Registrar, in such form as the Registrar requires, accompanied by a certificate signed by the treasurer certifying that the annual financial statements have been submitted to and approved by the members of the Society at an annual general meeting.

Financial year

- 5.7 The financial year of the Society shall be from 1 April to 31 March or as may otherwise be determined by the Board.

Fees and expenses for Board members

- 5.8 Members of the Board shall be entitled to reimbursement out of the funds of the Society for all legitimate expenses incurred to meet the Society's charitable purposes, provided that such expenditure has been approved pursuant to a resolution of the Board in each case. For the avoidance of doubt, no member of the Board shall be entitled to any pecuniary advantage or personal advantage as a consequence of membership.

Liability of members

- 5.9 Except as may be provided for in the Act, membership of the Society shall not impose on the members any liability in respect of any contract, debt or other obligation made or incurred by the Society.

Liquidation

- 5.10 The Society may be put into liquidation by a resolution passed by a majority of votes cast by members voting at a general meeting in person or by proxy. The notice for that general meeting must specify winding up the Society as the business, or part of the business, of the meeting.
- 5.11 On the liquidation of the Society, all surplus assets after the payment of all costs, debts and liabilities shall be disposed of in accordance with the terms or a resolution passed at a special general meeting called for that purpose, provided that any surplus assets or funds must be given or transferred to some other organisation within New Zealand carried on for charitable purposes similar to the Society.
- 5.12 No portion of the assets or the funds of the Society may be transferred to any member or members of the Society.

Notices

- 5.13 A notice or other document may be served on a member of the Society either personally or by sending it by post or by email to the member at the address of the member shown on the register of members. A notice or other document sent by post is to be treated as having been given to the person at the time the letter would have been delivered in the ordinary course of the post.

6. Definitions

- 6.1 In these rules the following definitions apply:

Act means the Incorporated Societies Act 1908 as amended or replaced from time to time.

Person means an individual, firm, company, corporation, incorporated society, incorporated charitable trust, unincorporated body of persons, district or regional council or government or agency thereof or other body or entity (in each case whether or not having separate legal personality).

Registrar means the Registrar of Incorporated Societies.