

CONSTITUTION AND RULES OF ENTERTAINMENT TECHNOLOGY NEW ZEALAND INCORPORATED

A INTERPRETATION

In this Constitution, the following meanings shall apply:

"*Associated Person*" means

- (a) a close relative of a person; or
- (b) a trust of which a person or a close relative of a person is a beneficiary; or
- (c) a company of which a person, a close relative of a person or a trust referred to in sub-clause (b) is a shareholder and/or director

"*Executive*" means the Executive of ETNZ constituted pursuant to clause F2 (being collectively the Executive Officers of ETNZ)

"*ETNZ*" means Entertainment Technology New Zealand Incorporated

"*Member*" or "*member*", unless the context otherwise admits, means an organisation, company, venue or individual having applied for and been granted, membership in one of the classes detailed in Clauses D1.1 – D1.5 and who have paid their annual subscription as detailed in Clause D4.1, together with any Life Members.

"*Registrar*" means the Registrar of Incorporated Societies

"written notice", "in writing" and "notice in writing" (for the sake of clarity) shall include any notice sent electronically.

B THE INCORPORATED SOCIETY

B1 NAME

B1.1 The name of the incorporated society shall be "Entertainment Technology New Zealand Incorporated".

B2 REGISTERED OFFICE

B2.1 The registered office of ETNZ shall be at such a place that the Executive may determine from time to time.

B2.2 The Executive shall cause due notice of every change of registered office to be given to the Registrar.

B3 FINANCIAL YEAR

B3.1 The financial year of ETNZ shall commence on the first day of April in every year.

B4 COMMON SEAL

B4.1 The Seal of ETNZ shall be held in the custody of the Administrator and shall be affixed to such documents as the Executive from time to time directs and attested by at least two Executive Officers.

B5 NO PECUNIARY GAIN TO MEMBERS

B5.1 The income and property of ETNZ from whatever source derived shall be applied solely towards the objects of ETNZ. No proportion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus or other pecuniary gain to any member of ETNZ, Executive Officer of ETNZ or any associated person of any member or Executive Officer, provided however that the Executive may vote any sum to be paid to any officer or staff as provided in Clause F8.

C OBJECTS

C1 The objects of ETNZ shall be exclusively charitable and shall be:-

- C1.1 To provide an entertainment technology grouping that recognises and supports the technicians, craft persons, designers, suppliers, venues and other professionals in the entertainment and event industry;
- C1.2 To identify the training needs of the entertainment and event industry and to support interested parties by providing targeted professional development, either directly or in conjunction with other training providers;
- C1.3 To continue to support the ongoing development and publishing of Health & Safety work practices within the New Zealand theatre and entertainment and event industry;
- C1.4 To develop, as part of the professional development programme, a range of operational guides for use within the entertainment and event industry;
- C1.5 To develop, as part of an industry wide agreement, standards for technical equipment and installations in performing arts and entertainment and event venues;
- C1.6 To use current information technology in providing a communication link for interested parties throughout New Zealand and to act as a central point to lodge or obtain current details on entertainment technology, health and safety issues, service providers and personnel;
- C1.7 To publish via digital means a regular newsletter specifically related to the event, entertainment and technology section of the entertainment and event industry.

- C1.8 To organise regular conferences providing an opportunity for members to meet and discuss topics of interest, to view equipment and services currently available and to take part in planned workshops;
- C1.9 To facilitate forums on specific subjects, using local and/or visiting professionals and to advise the industry on any recommendations made or follow-up considered necessary;
- C1.10 To do all other things as are incidental to or conducive to the attainment of the above Objects.

D MEMBERSHIP

D1 MEMBERSHIP CLASSES

D1.1 Platinum, Gold and Silver Members

- D1.1.1 Any individual, organisation, company or venue operating in the entertainment and event industry may apply for membership of ETNZ as a Platinum Member, a Gold Member or a Silver Member.
- D1.1.2 Such application for membership shall be made in writing or via the ETNZ website and shall be determined by the Executive as soon as practicable.
- D1.1.3 Before full membership is confirmed, the applicant shall pay the appropriate subscription for the then financial year pursuant to Clause D4.
- D1.1.4 Additional benefits for Platinum, Gold or Silver Members shall be as determined by the Executive from time to time.
- D1.1.5 A representative of every Platinum, Gold or Silver Member shall be entitled to receive all communications and notices distributed by ETNZ to members and shall have the same rights to attend and be heard at general meetings and shall be entitled to vote thereat.

D1.2 Bronze Members

- D1.2.1 Any individual working in the entertainment and event industry may apply for membership of ETNZ as a Bronze member.
- D1.2.2 Such application for Bronze membership shall be made in writing or via the ETNZ website and shall be determined by the Executive as soon as practicable.
- D1.2.3 Before a Bronze membership is confirmed, the applicant shall pay the appropriate subscription for the then financial year pursuant to Clause D4.
- D1.2.4 Every Bronze member shall be entitled to receive all communications and notices distributed by ETNZ to members and shall have the same rights to attend and be heard at general meetings and shall be entitled to vote thereat.

D1.3 Affiliate Organisation Members

- D1.3.1 Any organisation may apply for membership of ETNZ as an Affiliate Organisation member.
- D1.3.2 Such application for affiliate membership shall be made in writing or via the ETNZ website and shall be determined by the Executive as soon as practicable.
- D1.3.3 Before affiliate membership is confirmed, the applicant shall pay the appropriate subscription for the then financial year pursuant to Clause D4.
- D1.3.4 Every affiliate member shall be entitled to receive all communications and notices distributed by ETNZ to members and shall have the same rights to attend and be heard at general meetings but shall not be entitled to vote thereat.
- D1.3.5 In all others respects, reference in these rules to members shall be deemed to include Affiliate Organisation members.

D1.4 Coal Members

- D1.4.1 Any individual may apply for membership of ETNZ as a Coal member.
- D1.4.2 Such application shall be made in writing or via the ETNZ website and shall be determined by the Executive as soon as practicable.
- D1.4.3 Before a Coal membership is confirmed, the applicant shall pay the appropriate subscription for the then financial year pursuant to Clause D4.
- D1.4.4 Every Coal member shall be entitled to receive all communications and notices distributed by ETNZ to members and shall have the same rights to attend and be heard at general meetings but shall not be entitled to vote thereat.
- D1.4.5 In all others respects, reference in these rules to members shall be deemed to include Coal members.

D1.5 Other

- D1.5.1 The Executive may from time to time create other classes of membership it sees fit. Privileges of these other classes shall be as determined by the Executive, but shall not include any voting rights.

D2 LIFE MEMBERS

- D2.1 Life members shall consist of persons who have rendered outstanding service to ETNZ. All notices of motion for life membership shall be made by the Executive for election at any Annual General Meeting.
- D2.2 Life members shall have no financial obligation for subscription(s) or any other charge(s).
- D2.3 Life members shall have full benefits of membership including voting rights.

D3 CESSATION OF MEMBERSHIP

Membership shall be terminated by:-

D3.1 Death or liquidation

D3.2 Resignation in writing (given to any Executive Officer)

D3.3 Lapse. Membership shall be deemed to have lapsed if an annual subscription is not paid by the commencement of the Annual General Meeting for that year.

D3.4 Expulsion.

D3.4.1 If, in the opinion of the Executive, any member is guilty of any conduct which is undesirable or injurious to the character or interests of ETNZ, or is likely to be injurious to the character or interests of ETNZ, such member may be expelled from ETNZ.

D3.4.2 The Executive shall meet to consider the conduct of the member. The member shall be entitled to receive at least twenty-one days written notice of that meeting. The notice shall specify the conduct complained of and the time, day and place of the meeting. The member may in person or in writing make any denial or explanation to the meeting.

D3.4.3.1 Such member shall have a right of appeal to (the next practicable) general meeting of ETNZ.

D3.4.3.2 Such appeal shall be exercised by notice in writing to the Secretary claiming a review of such decision, to be given within 14 days after notification to the member of expulsion.

D3.4.3.3 The ETNZ in General Meeting may confirm or vary the resolution of the Executive expelling such member.

D3.4.3.4 For the sake of clarity, pending such general meeting, the member shall remain expelled.

D3.5 Every member ceasing to be a member whether by resignation, neglecting to pay the annual subscription or other monies due or otherwise, shall automatically forfeit all right to or claim upon ETNZ or its property which the member might otherwise have had by reason of membership.

D4 ANNUAL SUBSCRIPTIONS

D4.1 Every member shall pay to the ETNZ by way of annual subscription such amount as may from time to time be fixed by the Executive.

D4.2 In fixing from time to time the annual subscription referred to above, the Executive shall not be bound to prescribe a uniform subscription in respect of all members and may prescribe a scale of subscriptions.

D4.3 The annual subscription shall be fixed by the Executive in the month of February and shall be payable prior to the commencement of the Annual General Meeting for that year.

- D4.4 Subscriptions paid on application for membership may be pro-rated for the part-year provided however that the Executive may waive the first subscription.

E GENERAL MEETINGS

E1 ANNUAL GENERAL MEETINGS

- E1.1 A General Meeting of the members of ETNZ shall be held before 31 July of each year at a date and venue to be fixed by the Executive.
- E1.2 The Executive may, at its sole discretion, call the Annual General Meeting as an electronic meeting or video conferenced meeting provided however that no two consecutive AGMs shall be so held unless extraordinary circumstances (as determined by the Executive) exist.
- E1.3 The inability of any Member to access the meeting electronically or any failure of transmission during the meeting shall not invalidate the proceeding at that meeting.

E2 SPECIAL GENERAL MEETINGS

- E2.1 The Executive may call a Special General Meeting of ETNZ whenever it shall deem necessary to do so.
- E2.2 The Executive shall call a Special General Meeting of ETNZ when required to do so by a requisition stating the object of such meeting and signed by at least fifteen Members.
- E2.3 Special General Meetings so requisitioned shall be held within forty-two days of the date on which the requisition is received by ETNZ.
- E2.4 At any Special General Meeting, no business shall be transacted other than that mentioned in the notice of meeting.
- E2.5 For clarity, any Special General Meeting shall not be held as an electronic meeting or video conferenced meeting.

E3 NOTICE OF MEETINGS

E3.1 Period of notice

- E3.1.1 At least twenty-eight days notice of the Annual General Meeting or of a Special General Meeting shall be given.

E3.2 Method of notice

- E3.2.1 Written notice of the time and place of a general meeting shall be sent to every member and to all officers of ETNZ.
- E3.2.2 The notice shall state:-

- (a) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgement in relation to it;
- (b) the text of any motion required to be advised to Members prior to the meeting.

E3.3 Failure to notify

E3.3.1 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate the proceeding at that meeting.

E4 PROCEDURES AT GENERAL MEETINGS

E4.1 Quorum

E4.1.1 A general meeting may be held by a number of Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting. No business may be transacted at a general meeting if a quorum is not present.

E4.1.2 Members appointing proxies shall not count as part of the quorum.

E4.1.3 5% of Members entitled to vote shall form a quorum.

E4.1.4 If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the business shall be proceeded with and be legal.

E4.2 Entitlement to vote

E4.2.1 All Members (except for Affiliate Organisation Members and Coal Members) are eligible to vote at any general meeting.

E4.3 Chair

E4.3.1 The President of ETNZ for the time being shall chair the meeting.

E4.3.2 If the President is not present within 15 minutes of the time appointed for the commencement of the meeting, the Executive members present shall elect one of their number to chair the meeting. If, at any meeting, no Executive member is willing to chair the meeting, the Members present may choose a Chair for the meeting.

E4.4 Proxies

E4.4.1 A Member may exercise the right to vote by proxy.

E4.4.2 A proxy for the Member must be a member or a representative of a member entitled to vote in their own right or an officer of ETNZ.

- E4.4.3 A proxy must be appointed by notice in writing signed by the Member and such appointment shall only be for the meeting specified in the notice and at any adjournment of that meeting.
- E4.4.4 A proxy is not effective unless it is produced to the Secretary of ETNZ either by hand, mail, facsimile or email prior to the start of the meeting. Failure to do so shall invalidate the proxy.
- E4.4.5 No particular form of proxy shall be required provided the intention of the form is clear.
- E4.4.6 An instrument of proxy shall be automatically revoked (and any vote given pursuant to such revoked proxy shall be invalid) upon the previous liquidation of the appointor or revocation of the proxy or revocation of the authority under which the proxy was executed.

E4.5 Voting

- E4.5.1 Unless a poll is demanded, voting at the meeting shall be determined by the Chair, either:
 - (a) voting by voice; or
 - (b) voting by show of hands.
- E4.5.2 Each Member present or by proxy shall have one vote.
- E4.5.3 In the case of an equality of votes, whether the voting is by voice or show of hands or poll, the Chair shall not be entitled to a casting vote and the resolution shall be lost.
- E4.5.4 A declaration by the Chair that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clauses E4.5.5-E4.5.7.
- E4.5.5 A poll may be demanded by not less than 3 Members or by the Chair alone.
- E4.5.6 A poll may be demanded either before or after the vote is taken on a resolution.
- E4.5.7 If a poll is demanded, it shall be taken in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- E4.5.8 An instrument appointing a proxy to vote at a meeting confers separate authority upon the proxy including the right to demand or join in demanding a poll and a demand by a person as proxy for a Member has the same effect as a demand by the Member.
- E4.5.9 Each Member may be represented at general meetings by observers appointed in the manner prescribed in clause E4.5.2 (as well as by a delegate) but such observers shall have no voting rights and their right of address shall be at the discretion of the Chair.

E4.6 Postal voting/Resolutions in lieu

E4.6.1 A Member shall not exercise the right to vote at a meeting by casting a postal vote, except as otherwise expressly permitted in this Constitution.

E4.6.2 Resolutions in writing in lieu of a meeting shall not be permitted.

E4.7 Adjournment of meeting

E4.7.1 The Chair may, and if so directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

E4.8 Notices of Motion

E4.8.1 Any notices of motion which, if passed, is intended to be binding on ETNZ or the Executive, must be submitted in writing to the Secretary no later than 21 days prior to the Annual General Meeting. Such written notices of motion shall be notified to all members not less than 14 days before the Annual General Meeting.

E4.8.2 Any notices of motion which are not so submitted or are introduced to the Annual General Meeting from the floor of the meeting will be regarded as recommendations only.

F MANAGEMENT

F1 HONORARY OFFICER

F1.1 The Honorary Officer of ETNZ shall be the Patron who shall be elected at an Annual General Meeting. The Patron so elected shall retain the office until either vacating it for reasons of death or resignation or another Patron is elected.

F1.2 Nomination shall be called from the floor of the meeting and voting shall be in accordance with Clause E4.5.

F1.3 In the case of the office falling vacant, the office shall remain vacant until the following Annual General Meeting.

F2 EXECUTIVE OFFICERS

The Executive Officers of the ETNZ shall be:

F2.1 President

F2.2 A Vice-President

F2.3 A Secretary / Treasurer

F2.4 Ten Executive Members who shall be a Platinum, Gold or Silver Member (or, in the case of such a Member being corporate, a representative thereof) or a Bronze Member.

F3 ELECTIONS

F3.1. All Executive Officers shall be elected at the Annual General Meeting.

F3.2 All nominations for Executive Officers must be in writing and must be signed by a Member and the candidate and shall be lodged with the Secretary not less than 21 days before the date of the Annual General Meeting.

F3.3 In the case of an election by postal ballot, the Returning Officer shall be the Honorary Solicitor.

F3.4 If, at the Annual General Meeting, any office of Executive is not filled by election, or if any such vacancy shall occur after the Annual General Meeting, the Executive may fill such vacancy.

F3.5.1 No later than one month prior to the Annual General Meeting, all Executive Officers must disclose in writing whether or not they have rendered service to ETNZ since the previous Annual General Meeting for which a salary, wage or fee was or is to be paid including the amount of such salary, wage or fee.

F3.5.2 Clause F3.5.1 shall include a salary, wage or fee (in respect of those services) paid to an Associated Person.

F3.5.3 Such disclosure in writing shall be held by the Secretary, shall be notified to members as part of the end of year accounting report and shall be available for inspection at the offices of ETNZ during business hours and at the Annual General Meeting.

F3.5.4 Should, subsequent to the Annual General Meeting, it be discovered that a (current) Executive Officer has failed (whether intentionally or inadvertently) to make any disclosure whatsoever that s/he has derived a salary, wage or fee which should properly have been disclosed, then such Executive Officer shall automatically retire from the Executive. The vacancy so arising shall be filled pursuant to Clause F3. The Executive Officer so retiring shall be eligible for nomination and re-election to the Executive at the following Annual General Meeting.

F4 POWERS OF EXECUTIVE

F4.1 The affairs of ETNZ shall be entrusted to the Executive except as otherwise provided in this Constitution.

F4.2 The President, if present at Executive meetings, shall preside over such meeting; otherwise those present will nominate another member of the Executive to fill this office.

F5 PROCEDURES OF THE EXECUTIVE

F5.1 Methods of Holding Meetings

- F5.1.1 A meeting of the Executive may be held either:-
- (a) By a number of Executive Officers who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) By means of audio or audio and visual, communication by which all Executive Officers participating and constituting a quorum, can simultaneously hear each other throughout the meeting; or
 - (c) By a resolution in writing, signed and/or assented to by a minimum of all but two Executive Officers who are entitled to receive notice of an Executive meeting. Any such resolution may consist of several documents (including electronic mail, text or other similar means of communication) in like form each signed or assented to by one or more Executive Officer. A copy of any such resolution must be entered in the minute book of Executive proceedings.

F5.1.2 All Executive Officers shall be entitled to receive notice of any meeting at least 96 hours before such meeting.

F5.2 Quorum

F5.2.1 No business may be transacted at a meeting of the Executive if a quorum is not present.

F5.2.2 Five shall form a quorum at any meeting of the Executive.

F5.3 Resolutions and Voting

F5.3.1 A resolution of the Executive is passed if it is agreed to by all Executive members present without dissent or if a majority of the votes cast on it are in favour of it.

F5.3.2 An Executive Officer present at a meeting of the Executive is presumed to have agreed to, and to have voted in favour of, a resolution of the Executive unless s/he expressly dissents from or votes against the resolution at the meeting.

F5.3.3 The person presiding over any such meetings shall have a casting as well as an original vote.

F5.4 Executive to regulate its own procedure

F5.4.1 Except as provided above, the Executive may regulate its own procedures.

F5.5 Conflict of Interest

F5.5.1 The Executive must put in place a procedure to resolve any conflicts of interest that may arise from the operations of ETNZ including but not limited to: training activities, safety issues, the development of operational guides and equipment standards and industry forums.

F5.5.2 Any member of the Executive who anticipates a Conflict of Interest may occur must advise the President or Vice President at the earliest possible occasion.

F5.5.3 The Executive must review its conflict resolution procedure annually.

F6 BY-LAWS

F6.1 The Executive shall have the power to make by-laws which shall have the same effect as rules relating to the management of ETNZ, provided they are not inconsistent with this Constitution nor with the exclusively charitable nature of ETNZ.

F7 SUB-COMMITTEES

F7.1 The Executive shall be empowered to create such sub-committees as it shall deem necessary to assist in the business of ETNZ.

F7.2 Such sub-committees shall be constituted as the Executive deems fit and shall operate under such terms of reference as the Executive shall direct.

F7.3 Decisions or recommendations of sub-committees shall not be binding on ETNZ or its members unless and until such decisions or recommendations are formally ratified by the Executive or Members at general meeting (as required under the Constitution).

F8 APPOINTMENT OF OFFICERS AND STAFF

F8.1 The Executive may appoint (or re-appoint) such officers including an Administrator as shall be deemed necessary for the efficient running of ETNZ.

F8.2 The Executive may negotiate such terms and conditions for such officers and staff as it deems appropriate.

F9 HONORARY SOLICITOR

F9.1 An Honorary Solicitor shall be elected at the Annual General Meeting each year. Any dispute relating to the interpretation of these Rules shall be referred to the Honorary Solicitor pursuant to Clause G4. The Executive shall be entitled to refer to the Honorary Solicitor such other issues as it feels is appropriate.

F9.2 The Honorary Solicitor shall not be an Associated Person of an Executive Officer nor any officer nor staff employed or appointed by the Executive.

F10 DUTIES OF TREASURER/ACCOUNTS

F10.1 The Treasurer, at the direction of the Executive, shall keep and have the custody of such books of accounts as the Executive may from time to time require. The Treasurer shall keep all entries in such books properly up to date.

F10.2 The duties of the Treasurer shall be to provide a current financial report to all meetings of the Executive, present the accounts at the annual general meeting, render accounts for subscriptions and act generally for ETNZ under the direction of the Executive.

F10.3 Bank accounts shall be kept at such Bank(s) as the Executive may from time to time determine and shall be operated on by two out of the President, Vice President, Treasurer and the Secretary. Should this not be feasible (in the

opinion of the Executive), the Executive may second a duly authorised person to fill one of these two roles.

F10.4 All accounts for payment shall be approved for payment by the Executive.

F10.5 The Executive may from time to time invest in the securities permitted to trustees by the law for the time being in force in New Zealand any funds of the ETNZ which in the opinion of the Executive are not immediately required for the purposes of the ETNZ.

F10.6 For the sake of clarity, the Executive shall have no power to borrow money.

G CONSTITUTION

G1 OPERATION

G1.1 This Constitution shall come into operation on the day it is registered with the Registrar.

G2 ALTERATION ETC

G2.1 No alterations, additions or rescissions shall be made to this Constitution except at a General Meeting called for that purpose.

G2.2 All such proposed alterations, additions or rescissions shall be notified in writing to all members, together with notice of the meeting.

G2.3 A two-thirds majority of votes is required to sustain any motion to amend this Constitution.

G2.4 No alteration, addition or rescission of this Constitution shall be valid until approved and registered by the Registrar provided always that any such alteration, addition or rescission shall not in any way detract from the exclusively charitable nature of ETNZ.

G3 AVAILABILITY TO MEMBERS

G3.1 Any member shall be given a copy of this Constitution on request. No member shall be absolved from the effect of this Constitution on the grounds that he/she/it has not received or read a copy.

G4 INTERPRETATION OF RULES

G4.1 Should any question arise as to the meaning or application of any part of this Constitution, the Honorary Solicitor shall have power to decide the same which shall be final and binding on all parties subject to such rights of appeal as the law shall permit.

H DISSOLUTION

H1 Upon the winding-up or dissolution of ETNZ by the Registrar, if there remains, after the satisfaction of its debts and liabilities, any property whatsoever, the same shall be paid or distributed among such charitable organisation(s) within New Zealand (which is/are not carried on for the private pecuniary profit of any

individual and with objects similar to those of the ETNZ) as the Members shall determine, to be used by the organisation(s) solely for similar charitable purposes within New Zealand.

- H2 In default of such determination, a Judge of the High Court having or acquiring jurisdiction in the matter shall make such decision.

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