



ACTORS AGENTS ASSOCIATION
OF NEW ZEALAND

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**AMENDED RULES OF
ACTORS AGENTS ASSOCIATION OF NEW ZEALAND INCORPORATED**

1 Name

1.1 The name of the incorporated society shall be ACTORS AGENTS ASSOCIATION OF NEW ZEALAND INCORPORATED ("the Society").

2 Objects

2.1 The primary objects of the Society are to:

- (a) Provide a single point of contact for agents and actors.
- (b) Provide a defined forum for agents to work with the industry at large for the benefit of actors and the good of the industry.
- (c) Provide a forum for agents to work with each other for the good of their profession.
- (d) Promote and maintain professional standards among actors agents in New Zealand.
- (e) Provide a forum for resolution of issues between actors, agents, and the industry as a whole.
- (f) Make regulations to advance the attainment of any of the above objects.
- (g) Do any act or thing incidental or conducive to the attainment of any of the above objects.

2.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law,
- (b) For the sole personal or individual benefit of any member, proprietor or shareholder. No addition to or alteration of this clause shall be made which effects the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

2.3 The Society does not have the purpose of making a profit for a proprietor, member or shareholder and prohibits the distribution of property in any form to a member. No addition to or alteration of this clause shall be made which effects the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

2.4 No member, proprietor or shareholder of the Society or any person associated with a member, shall participate in or materially influence any decision made by the Society, in respect of a payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. No addition to or alteration of this clause shall be made which effects the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

- 2.5 Any such payment to or on behalf of a member, proprietor, shareholder or associated person of any income, benefit, or advantage whatsoever, shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value). No addition to or alteration of this clause shall be made which effects the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

3 Powers

- 3.1 In addition to its statutory powers, the Society may:
- (a) Raise money by subscriptions and through any other means authorised by the Rules, and
 - (b) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient, and
 - (c) Purchase, lease, hire or otherwise acquire, exchange, sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as necessary, and
 - (d) Negotiate and enter any joint venture agreements and other contracts to achieve the Society's objects, and
 - (e) Invest in any investment in which a trustee might invest, and
 - (f) Set up and operate a website covering the Society's activities, and
 - (g) Do all lawful acts and things incidental to or conducive to the attainment of the Society's objects.

4 Membership

- 4.1 The initial members of the Society are those persons who are listed as Members in the application for incorporation of the Society.
- 4.2 A person will be eligible to become a Member of the Society if they meet the following criteria:
- 4.2.1 Member - Any entity which carries on business as an actors agent in New Zealand.
 - 4.2.2 and at the discretion of the board with a minimum of two thirds of Board members voting to grant membership.
- 4.3 Members will be entitled to the benefits of membership, as determined by the Board from time to time, including the right to speak at Annual General Meetings and put themselves forward for Board membership.
- 4.4 Any entity 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. The Board will consider all applications for Membership received from any entity if they meet the criteria in Rule 4.2. A minimum of two thirds of Board members must vote to either grant or refuse membership.
- 4.5 Any entity not being an individual shall, upon becoming a Member, 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. It is the responsibility of the representative to ensure that all Members and their officers, directors, partners and employees are conversant with and abide by the Rules and Code of Conduct of the Society.

4.6 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.

4.7 Failure to renew an annual subscription fee shall be deemed to be notice of resignation from the Society.

5 Register of Members

5.1 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.

6 Cessation of Membership

6.1 Any Member may resign from the Society by written notice to the Secretary. The Secretary shall record the date of the Member's resignation. Resignation shall not entitle the Member to any refund of the annual subscription fee.

7 Expulsion of a Member

7.1 If the Board determines that a Member has failed to comply with these Rules or the Code of Conduct, 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:

7.1.1 expel the Member from the Society; or

7.1.2 suspend the Member from membership of the Society for a specified period.

7.2 The Board must promptly notify the Member in writing by letter or email of its resolution to expel or suspend the Member and the grounds on which the decision is based. The Member shall have seven working days to appeal the decision.

8 Obligations of Membership

8.1 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.

8.2 Members must attend or provide a proxy to at least four meetings, including the AGM, per year. For the remaining meetings, Members may elect a proxy, who must be a current Member, prior to each meeting. All proxy appointments

should be in writing and sent by email to the Appointee, Chairperson or acting Chairperson, and Secretary.

9 The Board

9.1 The Board of the Society shall be comprised of one representative from each Member. Each Member shall nominate an individual to represent that Member on the Board until the end of the next AGM. From their number, the Board shall elect three Officers, being a Chairperson, a Secretary, and a Treasurer. Each year at the Annual General Meeting, the representatives of the Members shall appoint the Officers until the end of the next AGM.

9.2 If the position of any Officer becomes vacant between Annual General Meetings that vacancy shall be filled by the Board.

9.3 Each Officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that Officer's successor all books, papers and other property of the Society possessed by such former Officer.

10 Management by the Board

10.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

10.2 Subject to these Rules and the resolution of any General Meeting, the Board may exercise all the Society's powers, other than those required by statute or by these rules to be exercised by the Society in a General Meeting.

10.3 The Board shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairperson or Secretary.

10.4 All Board meetings shall be chaired by the Chairperson or in the Chairperson's absence by some other Board member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

10.5 The quorum for Board meetings is at least half the number of the Board members.

10.6 Only Board members elected or appointed under the Rules and a proxy for a Member appointed in accordance with rule 8.2, shall be counted in the quorum and be entitled to vote.

10.7 The Board may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Board.

10.8 The Board and any subcommittee may act by resolution approved by a majority of the Board or subcommittee in the course of a telephone conference call or through a written ballot.

- 10.9 The Board may from time to time make regulations for the conduct and control of Society activities.
- 10.10 The Chairperson shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Society.
- 10.11 Other than as prescribed by statute or these Rules, the Board may regulate its proceedings as it thinks fit.
- 10.12 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

11 Secretary

- 11.1 The Secretary shall record the minutes of all General Meetings and Board meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 11.2 The Secretary shall hold the Society's records, documents, and books.
- 11.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Board.

12 Registered Office

- 12.1 The Registered Office of the Society shall be at such place as the Board from time to time determines.

13 Finance

- 13.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 13.2 The Board shall maintain bank accounts in the name of the Society. All transactions will be administered by the Treasurer. The Treasurer will present a summary of transactions made, at the next available Board Meeting, for approval.
- 13.3 All money received on account of the society shall be banked within seven days of receipt.
- 13.4 All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 13.5 The Society's financial year shall commence on 1 April of each year and end on 31 March of the following year.

- 13.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Society of Accountants and not a Member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board shall appoint a replacement auditor.

14 Execution of Documents

- 14.1 The Common Seal of the Society, if any, shall be retained by the Secretary.
- 14.2 Documents shall be executed for the Society pursuant to a resolution of the Board:
- (a) By affixing the Common Seal, if any, witnessed by any one of the Chairperson or Secretary and countersigned by some other Board Member, or
 - (b) By any one of the Chairperson or Secretary and some other Board Member signing on behalf of the Society.

15 General Meetings

- 15.1 A General Meeting is either an Annual General Meeting or a Special General Meeting.
- 15.2 At least 14 days before any General Meeting the Secretary shall post or email to all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, and list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof under Rule 15.8), and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 15.3 General meetings may be attended by all, but only Members are entitled to vote.
- 15.4 A financial Member shall be entitled to vote by written proxy in favour of another financial Member who is present, but no other proxy voting shall be permitted. All proxy appointments should be in writing and sent by email to the Appointee, Chairman, or acting Chairman, and Secretary.
- 15.5 The quorum for General Meetings is more than half of the Members. Only the Members elected or appointed under the Rules and a proxy for a Member appointed in accordance with rule 8.2, shall be counted in the quorum and be entitled to vote.
- 15.6 All General Meetings shall be chaired by the Chairperson or in the Chairperson's absence by some other Board member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.
- 15.7 Voting at General Meetings shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot. On any secret ballot, each Member shall be entitled to one vote.

- 15.8 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written or email notice of the same to the Secretary not less than 28 clear days before the date of the meeting. Motions for consideration given with less than 28 days notice may be accepted at the discretion of the Elected Officers.

16 Annual General Meetings

- 16.1 The Annual General Meeting will be conducted in accordance with the rules relating to General Meetings in Clause 15.
- 16.2 The Annual General Meeting shall be held between 1 April and 31 August in each year at a time and place fixed by the Board.
- 16.3 The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s),
 - (b) Annual Report of the Chairperson,
 - (c) Statement of Accounts,
 - (d) Election of Officers,
 - (e) Motions of which notice has been given,
 - (f) Approval of plans for the balance of the current and next calendar years,
 - (g) General business, and
 - (h) Place of next Annual General Meeting.

17 Special General Meetings

- 17.1 Special General Meetings will be conducted in accordance with the rules relating to General Meetings in Clause 15.
- 17.2 Special General Meetings may be called by the Board, or by written requisition to the Secretary signed by not less than a quarter of the financial Members.

18 Alteration of Rules

- 18.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of all Members.
- 18.2 Any proposed motion to amend or replace these Rules shall be signed by at least two thirds of the Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 18.3 At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof to all Members.
- 18.4 No addition to or alteration of the objects clauses 2.2 (b), 2.3, 2.4 or 2.5 shall be made which affect the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

19 Winding Up

19.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.

19.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes as may be determined in accordance with the Incorporated Societies Act 1908 or by resolution, but no distribution shall be made to any member, proprietor or shareholder. No addition to or alteration of this clause shall be made which effects the tax exempt status/non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20 Definitions

20.1 In these rules the following definitions apply:

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

Actor means an individual who portrays a character in a performance. The actor can perform live or in recorded media such as, but not limited to, film, radio, and television.

Person means an individual, firm, company, corporation, incorporated society, incorporated charitable trust, unincorporated body of persons, district or regional councillor 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.

Written includes electronic communications.