



2023 CONSTITUTION AND RULES OF THE NEW ZEALAND ACADEMY OF HIGHLAND AND NATIONAL DANCING (INCORPORATED)

1. **NAMES**

The Society's name is The New Zealand Academy of Highland and National Dancing (Incorporated); referred to in these Rules as the Academy. The Academy consists of Members as defined in Rule 4 and is administered by an Executive Council as defined in Rule 8.

2. **REGISTERED OFFICE**

The registered office of the Academy shall be at such address as the Academy shall from time to time determine.

3. **OBJECTS**

The objects of the Academy are:

- 3.1 To fulfil the charitable purpose of education and advancement of highland and national dancing.
- 3.2 To foster and encourage, in conjunction with the Piping and Dancing Association of New Zealand (Inc.), highland and national dancing in New Zealand and in such other countries as the Academy may from time to time determine.
- 3.3 To foster correct and recognised techniques in highland and national dancing.
- 3.4 To promote the interests of Academy members and advance the art of highland and national dancing in its traditional form.
- 3.5 To hold examinations in highland and national dancing and give recognition to successful candidates.
- 3.6 To recognise excellence in the performance of highland and national dancing.
- 3.7 To seek advice and disseminate literature about highland and national dancing.

4. **MEMBERSHIP OF THE ACADEMY**

The Academy has the following classes of members:

- 4.1 **Members:** Those who have passed all examinations as the Academy may require, have attained the age of seventeen years and have paid the Academy subscription for the current financial year.
- 4.2 **Student Members:** Those who have passed the Academy Grade 5 examination.
- 4.3 **Junior Members:** All candidates entered in any Academy examination or assessment that have not yet attained any other category of membership.

- 4.4 **Life Members:** Those Members who have rendered special services to the Academy, been nominated by the Executive Council (either on its own initiative or after recommendation by two Members), and then elected by a two thirds majority of Members present at an Annual or Special Meeting.
- 4.5 **Honorary Life Members:** Those who have rendered special services to the Academy, been nominated by Executive Council (either on its own initiative or after recommendation by two Members) and then elected by a two thirds majority of Members present at an Annual or Special Meeting.
- 4.6 **Honorary Members:** Those who are nominated and elected from year to year by the Executive Council. Recommendations to Executive Council may be received from Members.
- 4.7 Only members in Rules 4.1, 4.4 and 8.8 may exercise voting rights.
- 4.8 Only members in Rules 4.1 and 4.4 are eligible for nomination for election to Executive Council.
- 4.9 Every member in Rules 4 and 8.8 must consent in writing to become a member.
- 5. SUBSCRIPTIONS**
The annual subscription is set at each Annual General Meeting and is due on the 30th of June each year.
- 6. PRIVILEGES**
Only Members and Life Members can access the privileges of the Academy.
- 7. CESSATION OF MEMBERSHIP**
The following clauses set out the ways in which a person shall cease to be a member of the Academy.
- 7.1 **Resignation:** Resignation from membership must be in writing and accompanied by all fees owing to the Academy.
- 7.2 **Purging the Roll:** The Academy membership roll may be purged by the Executive Council by discontinuing the membership of anyone who is more than twelve months in arrears in subscriptions.
- 7.3 **Termination of Membership:** The Executive Council may terminate the membership of any person for conduct that adversely affects the Academy. Any such action must follow the procedure detailed in the appendix to the constitution.
- 8. EXECUTIVE COUNCIL**
- 8.1 **Functions:** The Academy shall be administered by an Executive Council constituting a “committee” in accordance with the Incorporated Societies Act 2022, consisting of the persons described in Rules 8.3 – 8.8. The Executive Council shall be accountable to the members of the Academy for the advancement of the Academy’s Objects and the implementation of resolutions approved by any Annual or Special Meeting.
- 8.2 **Powers:** Subject to these Rules and any resolution of any Annual or Special Meeting, the Executive Council may:

- 8.2.1 exercise all the Academy's powers, other than those required by any laws of New Zealand or by these Rules to be exercised by the Academy in Annual or Special Meeting; and
- 8.2.2 enter into contracts on behalf of the Academy or delegate such power to an Executive Council member or other person.

The Executive Council shall consist of:

- 8.3 The President of the Academy who is a Member or Life Member.
- 8.4 Two Members or Life Members who are resident in the North Island and elected by Members and Life Members.
- 8.5 Two Members or Life Members who are resident in the South Island and elected by Members and Life Members.
- 8.6 The Secretary/Treasurer of the Academy.
- 8.7 The Director of the Technical Committee.
- 8.8 Two Councillors elected by the Piping and Dancing Association of New Zealand (Inc.) who are eligible to vote at all meetings.
- 8.9 The Executive Council may co-opt up to three people to assist them. These people are not eligible to vote on Executive Council matters.

9 ELECTION OF OFFICERS

9.1 President and Island Representatives

9.1.1 Members of the Executive Council elected by Academy Members are the President and two members from the North and South Islands respectively, as referred to in Rules 8.3, 8.4 and 8.5.

9.1.2 These five members shall be elected by a postal ballot/electronic ballot.

9.1.3 The elected President shall hold office for two years after which he/she will retire but shall be eligible for re-election. The President of the Academy cannot concurrently hold the position of President of the Piping and Dancing Association of New Zealand.

9.1.4 Each Island member shall hold office for two years after which he/she will retire but shall be eligible for re-election. One member from each Island shall be elected each year.

9.1.5 These five members shall not be members of the Technical Committee, as referred to in Rule 14. In the event of an elected member of Executive Council being appointed to the Technical Committee that member may continue in office as a member of Executive Council until the expiry of the appointed term.

9.2 Secretary-Treasurer

The Secretary-Treasurer shall be appointed by the Executive Council at the first meeting of the Executive Council to be held after the Annual General Meeting of the Academy and shall hold office for the ensuing year. The Secretary-Treasurer, or any other person that the

Executive Council determines from time to time, shall be the contact person for the Academy.

9.3 Voting Procedures for Elected Officers

9.3.1 Time Limits for Nominations

- (i) Not less than six weeks prior to the date of the Annual General Meeting of the Academy, the Secretary-Treasurer shall send each Member of the Academy a notice in writing requesting nominations for the election of President and the Island representatives.
- (ii) Nominations shall be in writing, signed by a proposer and seconder and accompanied by a written statement from the nominee accepting the nomination. The proposer, seconder and nominee must be Members of the Academy.
- (iii) The nominations must be forwarded to the Secretary-Treasurer within the period set by Executive Council.
- (iv) At the end of the period set by Executive Council nominations will be closed. If more than one member has been nominated for any position then an election shall be held, as detailed in Rules 9.3.3 – 9.3.5.

9.3.2 Postal or Electronic Ballot

At least 14 days prior to the closing date for the ballot the Secretary-Treasurer shall forward to each Member a voting paper with the full name of those persons nominated for the office of North Island and South Island representatives, and for the office of President.

9.3.3 Voting

- (i) Each Member may vote for one person for each Island representative and one person for the office of President.
- (ii) All votes shall be made by drawing a line through the name(s) of those candidate(s) for whom the Member does not wish to vote, leaving the name of the candidate for whom the Member wishes to vote.
- (iii) If returning the ballot by post, the member will seal the voting paper in an envelope clearly marked "Ballot Paper" and legibly sign the back of the envelope across the seal. Alternatively, if returning the ballot by electronic means, the Member will legibly sign on the lower right-hand corner of the ballot paper.
- (iv) All voting papers must reach the designated address/email address on or before the closing date stated on the ballot paper. This date must be at least 14 days from the date on which the voting papers were forwarded to members.

9.3.4 Scrutineering

- (i) After the ballot closing date, the two scrutineers who have been confirmed by Executive Council, will check that the Member's signature on the envelope or the lower right hand corner of the ballot paper is legible and is that of a Member. Any ballot papers that do not meet these conditions will be invalid.
- (ii) All valid voting papers will be counted by the scrutineers. The candidates for the North Island, South Island, and President who receive the largest number of valid votes shall be declared duly elected.
- (iii) These declarations shall be made in writing, signed by both scrutineers.

9.3.5 Publication of Results

- (i) The Secretary-Treasurer shall then notify all candidates of the outcome of the election.
- (ii) The results of the ballot will be announced at the Annual General Meeting of the Academy and numbers obtained by each candidate will be published in the December newsletter .

9.3.6 Assumption of Office

The newly elected Executive members will assume office following the Annual General Meeting with the exception of the newly elected President who will chair the Annual General Meeting.

10. EXECUTIVE COUNCIL MEETINGS

- 10.1 The Executive Council shall meet as required as such times and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary/Treasurer.
- 10.2 The quorum for the Executive Council meetings is at least two thirds of the number of Executive Council members.

11. OFFICER CEASING TO HOLD OFFICE OF EXECUTIVE COMMITTEE

- 11.1 **Forfeiture of Office:** Any Executive member absent from three successive meetings of the Executive Council without reasonable excuse may forfeit their position.
- 11.2 **Removal of Office:** When a complaint is made about the actions or inaction of any Executive member and, following the procedure detailed in the annexure to this constitution, the complaint is upheld, the Executive member may be removed from office by resolution of the Executive Council or of an Annual or Special meeting.

12. EXTRAORDINARY VACANCIES ON EXECUTIVE COUNCIL

Should any extraordinary vacancy occur on the Executive Council it may be temporarily filled by the Council until the next election.

13. PRESIDENT'S DUTIES

- 13.1 The President of the Academy shall perform all the controlling, supervisory duties usually pertaining to the office of the President.
- 13.2 The President shall chair all meetings of the Academy.

- 13.3 In the absence of the President, the Vice President, elected by Executive Council, shall chair meetings.
- 13.4 The President shall have a deliberate vote and also a casting vote in the event of a tie at all Academy meetings.

14 TECHNICAL COMMITTEE

The Executive Council will appoint a Technical Committee for the purpose of fostering correct and recognized techniques in Highland and National Dancing.

14.1 Duties

The Technical Committee will be under the direction of the Executive Council and will carry out duties delegated to it by the Executive Council. These duties will include, but are not restricted to, examining Academy technique through the Academy examination and assessment programme, researching and developing Academy syllabuses and associated projects, conducting workshops, seminars and presenting at the Dance Development Course held in conjunction with the Academy's annual conference. At all times, members of the Technical Committee will act in a manner supportive of the Academy's objectives as set out in Rule 3 of this constitution.

14.2 Appointment

14.2.1 A Director of the Technical Committee shall be appointed by the Executive Council.

This appointment will be for a three-year term with a maximum of two rights of renewal by mutual agreement between the Director and Executive Council. The Director will be an ex officio member of the Executive Council, have responsibility for the management of the Technical Committee under direction from the Executive Council, and provide Technical Committee reports to the Executive Council.

14.2.2 An Assistant Technical Director of the Technical Committee shall be appointed by the Executive Council. This appointment shall be a two-year term with a maximum of one right of renewal by mutual agreement between the Assistant Director and Executive Council. The Assistant Director will carry out duties as delegated by the Director of the Technical Committee and, in the Director's absence, accept responsibility for managing the Technical Committee under direction from the Executive Council.

14.2.3 Members of the Technical Committee shall be appointed annually by Executive Council after the Director's report on Technical members have been submitted and assessed by the Executive Council. Members of the Technical Committee will carry out duties as delegated by the Director of the Technical Committee.

14.2.4 The Executive Council will consider annually the number of persons required for technical training for the Technical Committee. Applications will be sought from members, but the Executive Council may also invite any Member to apply for selection. The selection of participants for such training is at the sole discretion of the Executive Council.

14.2.5 Executive Council may appoint suitable persons to work with the Technical Committee for individual terms of up to two years provided that no more than two persons may hold such appointments at any one time.

14.3 **Resignation**

Resignation from the Technical Committee shall be in writing to the Executive Council. In the event of a resignation from the Technical Committee, the number of members of the Technical Committee may be increased for up to one year by the number of members resigning to enable the outgoing members to assist in training new appointees to the Technical Committee.

14.4 **OFFICER CEASING TO HOLD OFFICE OF TECHNICAL COMMITTEE**

14.4.1 **Forfeiture of office:** Any Technical Committee member absent from three successive Technical Committee meetings, without an excuse deemed reasonable by the Executive Council, may forfeit their position.

14.4.2 **Removal from Office:** Where a complaint is made about the actions or inaction of a Technical Committee member and, following the procedure detailed in the annexure to this constitution, the complaint is upheld, the Technical Committee member may be removed from office by resolution of the Executive Council or of an Annual or Special meeting.

15. **ANNUAL GENERAL MEETING**

15.1 The Annual General Meeting of the Academy shall be held within three months of the 30th of June each year on a day fixed by the Executive Council.

15.2 At least 3 months' notice of the date and location of the meeting shall be made available to each Member by the Academy newsletter, the Academy website or by other written communication.

15.3 At the Annual General Meeting the President will submit a full report of Academy operations during the previous year. The Treasurer will submit statements of receipts and expenditure and the balance sheet. The President's Report and the financial statements shall be made available to all Members at least ten days prior to the date of the meeting.

15.4 Full notice of business to be brought before the Annual General Meeting, including all Remits and Notices of Motion, must be submitted to the Executive Council by 30 June each year and advised to all Members by the Executive Council 21 days prior. Only general business of a minor nature by be tabled at the Annual General Meeting without prior notice.

16. **SPECIAL MEETINGS**

A Special Meeting of the Academy may be called at any time by the Secretary-Treasurer acting on a resolution of the Executive Council or on a request from any twenty percent of Academy Members. At least 1 months' notice of the date, location and object of the Special Meeting shall be made available to each Member by the Academy newsletter, the Academy website or by other written communication.

17. **VOTING AND QUORUM**

The quorum for all special or general meetings will be ten percent of Academy Members. Each Member of the Academy is entitled to one vote on each motion. Voting shall be by ballot or show of hands. Each Member must show his/her current Membership card as proof of eligibility to vote.

18. RESCINDING RESOLUTIONS

A resolution passed at an Annual General Meeting may only be varied or rescinded at a special meeting of the Academy called specifically for that purpose. The Secretary-Treasurer will provide all Members with written notice of such a meeting through the Academy newsletter, the Academy website or by other written communication. Such notice will clearly state the object of holding the meeting, including the motion to vary or rescind, and this shall be provided at least 21 days prior to the time set for the meeting.

19. SPECIAL MEETINGS OF THE EXECUTIVE COUNCIL

The Secretary-Treasurer, on the request of the President or any three Executive Councillors, shall call additional meetings of the Executive Council for special purposes. The Secretary-Treasurer will send each member of the Executive Council written notification of the time, location and object of such a meeting at least one month prior.

20. MINUTES

Minutes must be kept by the Secretary/Treasurer of all Annual or Special Meetings of the Academy, and all Meetings of the Executive Council.

21. FINANCIAL YEAR

The financial year of the Academy shall begin on the 1st July and terminate on the 30th June each year.

22. PROFIT

No member, other than paid appointees, shall receive any profit or emolument from the Academy.

23. CONTROL AND INVESTMENT OF FUNDS

The Executive Council shall control and invest the funds of the Academy in such a manner as to best fit the interests of the Academy. Surplus funds of the Academy may be invested from time to time in any manner in which trust funds may be invested according to the law of New Zealand.

24. BANK ACCOUNT

The bankers of the Academy shall be the Bank of New Zealand, or such other banks as may be determined from time to time by the majority of members voting at the general meeting of the Academy or by Executive Council.

25. BANK AUTHORITIES

The Secretary-Treasurer of the Academy along with any one other member or person designated by Executive Council shall have the authority to authorise payments on behalf of the Academy.

26. POWER TO PURCHASE AND LEASE PROPERTY AND TO BUILD

The Executive Council shall have the power to purchase, lease or otherwise acquire interests in real estate for the Academy and to modify, sell, lease or otherwise dispose of interests in real estate belonging to the Academy.

27. CUSTODY AND USE OF THE SEAL

The seal shall be in the custody of the Secretary-Treasurer. It shall not be affixed to any document unless by resolution duly passed for that purpose by the Executive Council and shall only be affixed in the presence of the President or deputy and the Secretary-Treasurer.

28. ALTERATION OF THE RULES

Any alteration to the Academy Constitution and Rules requires two thirds of all Members present at an Annual General Meeting or a Special Meeting of the Academy to vote in favour of such an alteration. No alteration shall be made that alters the exclusively charitable nature of the Academy.

29. DISPUTE RESOLUTION

The Academy's dispute resolution procedures must be conducted in a manner that is consistent with the rules of natural justice. The Academy's dispute resolution procedures shall be conducted in accordance with clauses 2 to 8 of Schedule 2 of the Incorporated Societies Act 2022, a copy of which is annexed to these Rules.

30. WINDING UP

In the event of the winding up of the Academy, all surplus assets of the Academy, after payment of all costs, debts and liabilities, shall, be disposed of for a charitable purpose within New Zealand as directed by the majority of members present at a Special Meeting convened for this purpose.