

RULES OF THE NEW ZEALAND SOCIETY FOR MUSIC THERAPY INCORPORATED UNDER THE INCORPORATED SOCIETIES ACT 1908

(November 2020)

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1. NAME

The legal name of the society shall be the “New Zealand Society for Music Therapy Incorporated” (NZSMT). The Society’s public name shall be “Music Therapy New Zealand” (MThNZ).

2. DEFINITIONS

Council means the Society’s board of management and governance as set out in rule 9;

Member means a member of the Society;

Registered Music Therapist means a music therapist, who has been endorsed by the Registration Board;

Registration Board means the board set up by the Society to register music therapists and issue practising certificates to persons who meet the criteria required by the Society;

Society means the “New Zealand Society for Music Therapy Incorporated”; and

Administrator means a person who undertakes the functions of both the Secretary and Treasurer.

3. OBJECTS

3.1 The objects of the Society are to:

- (a) raise awareness and understanding of music therapy;
- (b) advance the provision of music therapy to all who will benefit from these services;
- (c) maintain standards of ethical practice to protect the safety of all clients;
- (d) advance research of music therapy in a range of settings, including the health and education sectors;
- (e) provide funding for study, research and activities that aim to advance the provision of music therapy in specific areas where there is an identified need; and

- (f) develop relationships with relevant stakeholders.
- 3.2 The objects of the Society shall reflect the cultural diversity of New Zealand and have due regard to the Treaty of Waitangi.

4. POWERS

In pursuance of these objects the Society may:

- (a) organise talks, meetings, and discussions;
- (b) provide information about books and publications;
- (c) promote study, research, and training;
- (d) circulate information about the Society and its Members' activities;
- (e) publish or arrange publication of books, films, articles, pamphlets, or journals; and
- (f) carry on any such other activities as are necessary or desirable for furthering the objects of the Society.

5. INCOME AND PROPERTY (UPDATED AMENDMENT - AGM 2017)

The income and property of the Society shall be applied solely towards the objects of the Society and no part of it shall be paid or transferred by way of dividend or bonus to any member of the Society, provided that this shall not prevent payment of a reasonable remuneration to an officer of the Society in return for services actually rendered to the Society and neither, notwithstanding rule 9.8 or any other rule of the Society, shall it prevent any Member or Council Member, who is engaged in any profession business or trade and who provides goods or services to the Society in that capacity, from being paid all reasonable and proper charges for those goods or services so provided to the Society.

6. REGISTERED OFFICE

The registered office of the Society shall be the address of the President of the Society, Heather Fletcher, 39 Byron Street, Greymouth 7805, or other such place as the Society may from time to time determine.

7. GENERAL MANAGEMENT

The general affairs of the Society shall be managed by the Council (constituted as provided below) which shall be entitled to exercise all of the powers of the Society not required to be exercised by the Society in General Meeting.

8. HONORARY OFFICERS

- 8.1 There shall be a President of the Society who shall be elected by a ballot of all members. A person shall be elected for a period of two (2) years and be eligible for re-election. The President will usually have served a minimum of two (2) terms on Council, the Registration Board or have led MThNZ working groups or projects, and/or be able to demonstrate a strong commitment to the advocacy and championing of music therapy in New Zealand. If no suitable nominations are received for the election of President, then the role may be left vacant, providing there is at least one President Emeritus for the Society. (Updated amendment - AGM 2019)
- 8.2 On recommendation of the Council in recognition of distinguished and valuable service rendered to the Society, a retiring or retired President may be made a President Emeritus of the Society. More than one President Emeritus may hold office simultaneously.

9. COUNCIL

- 9.1 There shall be a board of management and governance of the Society, known as the Council, consisting of between six (6) and up to eight (8) Members, at least half of whom must be Registered Music Therapists, elected by a ballot of all Members.
- 9.2 The Council shall have the power to co-opt not more than four (4) further persons, who shall serve for such period as the Council may determine. These persons need not be Members of the society.
- 9.3 The Council shall manage the affairs of the Society and have the powers set out in rule 4 above and rule 19 below.
- 9.4 The Council may regulate its own procedure not inconsistent with these rules and may hold meetings at such times and with such frequency as it considers appropriate.
- 9.5 Four Council members present at a duly convened meeting of the Council shall constitute a quorum.

- 9.6 The Council may appoint any person (who need not be a member of the Council nor a Member) to perform any special function or fill any special office whether honorary or paid and if paid fix their remuneration. Any person appointed shall continue in office at the pleasure of the Council.
- 9.6.1 The Editor of the Journal (NZJMT) is appointed by the Council at the first meeting following the AGM for a period of one (1) year, renewable for further terms as the Council shall determine. The Editor of the Journal attends Council meetings from time to time at the invitation of the Council.
- 9.7 A meeting of the Council shall be convened by at least seven (7) clear days' notice delivered to its members. A majority of the members of the Council or the chairperson may convene a meeting of the Council.
- 9.8 No member of the Council shall receive payment for the performance of his or her duties during his or her term of office.
- 9.9 The Council may from time to time and at any time appoint sub-committees and may refer any matter in its discretion with or without a term of reference for such period and subject to such conditions as the Council thinks fit.
- 9.10 The Council shall elect a Registered Music Therapist, who is not a member of Council, to the Registration Board, at the first meeting following the AGM for a period of two (2) years, renewable for further terms as the Council shall determine.
- 9.11 There shall be an executive group of the Council, known as the Secretariat, responsible for implementing Council decisions, and for dealing with day-by-day issues as they arise. The members of the Secretariat are the President, the Chairperson, person(s) appointed on contract by the Council and one or two other persons with experience in governance areas. The Secretariat of Council can be appointed from elected or co-opted members.

10. REGISTRATION BOARD

The Registration Board operates independently of the Council by way of its processes and decision making. It is serviced by a Registrar and consists of the following three (3) members:

10.i. a Registered Music Therapist, (who is not a member of the Council,) who shall be elected by the Council, from nominations by Members, at the first meeting following the AGM for a period of two (2) years, renewable for further terms as the Council shall determine; and

10.ii. two (2) persons with appropriate skills and knowledge appointed by the Council for a period of two (2) years, renewable for further terms as the Council shall determine. The appointees shall not be members of the Council nor any of its sub-committees and need not be Members of the Society.

The Registration Board may from time to time and at any time appoint a further person with the appropriate skills and knowledge for such period and subject to such conditions as the Registration Board thinks fit.

11. ELECTION OF PRESIDENT AND COUNCIL

Elections are held biennially.

- 11.1 Nominations for the President and Council Members shall be received in writing thirty (30) days prior to the date of the annual general meeting. Registered Music Therapist nominees must be New Zealand Registered Music Therapists and practising in New Zealand at the time of election.
- 11.2 The President and Council Members shall be elected by postal ballot of all members to be closed at 5pm on the evening prior to the annual general meeting.

12. TERMINATION OF COUNCIL MEMBERSHIP

- 12.1 A Council member may, by giving written notice, resign from the Council.
- 12.2 The Council may by resolution, remove any Council member who:
- (a) without obtaining the prior approval of the Council, is absent for three successive Council meetings; or
 - (b) in its opinion has failed to conduct himself or herself properly in the discharge of his or her duties or has otherwise acted prejudicially to the interests of the Society.

- 12.3 In the case of resignation or removal of a Council member, the office vacated can remain vacant until the next Annual General Meeting, or a person can be co-opted for the remainder of the elected period.

13. CHAIRPERSON OF THE COUNCIL

- 13.1 The chairperson of the Council shall be a member of the Council and shall be elected by the Council at its first meeting held after the annual general meeting of the Society. The chairperson shall hold office until the next annual general meeting. The Council may elect a chairperson for one or more terms.
- 13.2 The chairperson shall preside at all Council meetings and at the annual general meeting and at any special general meetings. The chairperson shall supervise all meetings of the Council and of the Society and shall rule on any points of order that may arise during any such meetings.
- 13.3 The chairperson may vote on each issue before the Council or the annual general meeting or any special general meeting. In the event of an equality of votes at a Council meeting the chairperson shall have a second or casting vote.
- 13.4 If the chairperson shall for any reason be absent from any meeting of the Council or of the Society the members present (if constituting a quorum) shall elect one of their number to act as chairperson for that particular meeting. In any such case the member so elected chairperson shall have the same functions and powers as the chairperson of the Council if she or he had been present.

14. TREASURER

- 14.1 The treasurer of the Society shall be appointed by the Council and may be a member of the Council. The Council may appoint an administrator to perform the functions of both treasurer and secretary. The person appointed as administrator may not be a member of the Council.
- 14.2 The treasurer/ administrator shall take responsibility for all funds and property of the Society and shall keep a record thereof.
- 14.3 The treasurer/ administrator shall keep a record of all business transacted by or in the name of the Society and shall put before the members of the Society a statement of accounts for the preceding financial year as soon as possible after the first day of April in each year. The statement shall be audited by the auditor of the Society.
- 14.4 The treasurer/ administrator shall keep a record of all subscriptions during the year.

15. SECRETARY

- 15.1 The secretary of the Society shall be appointed by the Council and may be a member of the Council. The Council may appoint an administrator to perform the functions of both secretary and treasurer. The person appointed as administrator may not be a member of the Council.
- 15.2 The secretary /administrator shall be present at all meetings of the Council unless he or she gives prior notice that he or she is unable to attend for any reason and may take part in Council discussions but shall not be entitled by virtue of the office as secretary/ administrator to vote at those meetings.
- 15.3 The secretary /administrator may be directed by the Council to perform such functions as it considers proper.
- 15.4 The Council may appoint a further person, as per Rule 9.6, to undertake secretary/administrator functions if the need arises.

16. MEMBERSHIP

- 16.1 Any person or body corporate may apply to be a Member.
- 16.2 Applications for membership shall be in writing signed by the applicant.
- 16.3 The name of a person or body corporate accepted by the Council as a member shall be entered in the Register of Members of the Society by the secretary/ administrator upon payment of the annual subscription of the Society.

17. TERMINATION OF MEMBERSHIP

- 17.1 Any Member may resign from the Society upon giving notice in writing to the secretary/ administrator and paying any outstanding annual subscriptions due at the date of such notice and that Member's name shall be deleted from the Register of Members by the secretary/ administrator on receipt of such notice.

- 17.2 The Council may order that the name of any Member shall be deleted from the Register of Members if:
- (a) that Member's annual subscription is more than twelve (12) months in arrears; or
 - (b) that Member contravenes these rules or in any other manner brings the Society into disrepute.

18. SUBSCRIPTIONS

- 18.1 The annual subscription for any financial year shall be fixed by the Council in office at the commencement of that financial year, provided always that the annual subscription in any one year may not be increased by the Council pursuant to this Rule by an amount exceeding 40% of the amount of the annual subscription in force for the preceding year.
- 18.2 The Council may allow a reduction in the amount of the first annual subscription in respect of any person or body corporate whose application for membership has been received after the date appointed by the Council.
- 18.3 The financial year of the Society shall end on the 31st day of March in each year.

19. ANNUAL GENERAL MEETING

- 19.1 The annual general meeting of the society shall be held during the first six months of each financial year. The date shall be fixed by the Council and notice thereof posted or emailed to every member at least twenty-one (21) days beforehand by the secretary/ administrator. The notice shall specify the nature of the business to be discussed and any proposed resolution.
- 19.2 The business shall be:
- (a) to receive and consider the report of the Council for the previous year;
 - (b) to receive and consider the accounts for the previous financial year;
 - (c) to confirm the election of Council members;
 - (d) to receive and consider any resolution brought forward in the manner provided by these Rules; and
 - (e) to transact any other business that may be legally brought forward.

20. SPECIAL GENERAL MEETINGS

- 20.1 The chairperson or secretary /administrator shall call special general meetings of the society:
- (a) if directed to do so by the Council;
 - (b) upon the request in writing specifying the reason for calling the meeting and signed by at least twelve (12) members of the Society who at the date of the receipt of the request shall be financial members.
- 20.2 In each case the chairperson or the secretary/administrator (as the case may be) shall appoint the date for the meeting and shall post a notice thereof to all Members at least twenty-one (21) clear days before the date so fixed.
- 20.3 The notice to members shall specify the time, place, and reason for the meeting.

21. QUORUM FOR GENERAL MEETINGS

- 21.1 A quorum for an Annual or Special General Meeting shall be ten (10) members of the Society present in person.
- 21.2 If a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the meeting will be adjourned for a maximum of 28 days.

22. POWERS INCIDENTAL TO THE AIMS AND OBJECTS OF THE SOCIETY

In order to pursue the objects and powers of the Society set out in rules 3 and 4, the Society may:

- (a) acquire by purchase, lease, hire, devolution, gift, or otherwise property both real and personal or any interest in property;
- (b) borrow, raise and give security for money by the issue of debenture stock mortgage or charge upon all or any part of the property of the Society;
- (c) invest its funds in any Trustee Security;
- (d) launch appeals for funds on regional or national levels from the public in furtherance of the Society's aims and objects;
- (e) raise money by annual subscription or through granting rights and privileges to sponsors, promoters or fundraisers or through any other source consistent with the objects set out in Rule 3;

- (f) use the funds of the Society as the Council considers necessary or proper to meet the cost of furthering or carrying out the objects of the Society, including the employment of counsel, solicitors, agents, officers and employees; and
- (g) invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real, leasehold or personal property or securities or by depositing the same with any bank at interest and vary such investments from time to time.

23. ALTERATION TO RULES

- 23.1 A motion for the alteration of the rules of the Society may be presented at either the annual general meeting of the Society or at a special general meeting of the Society called for that purpose. Any resolution altering the rules must be carried by a three-quarter majority of the persons present at such general meeting
- 23.2 At least twenty-one (21) clear days' notice of any proposed motion shall be given to all members of the Society.
- 23.3 If any alteration to the rules is passed it shall come into operation on the day after the alteration is registered by the Registrar of Incorporated Societies. The Society must continue to remain on the Charities Register.
- 23.4 Nothing in these rules allows an alteration, addition, amendment, or variation, which affects the exclusively charitable nature of the Society and in the event of a rescission of the Rules, new Rules which restore the charitable objects or purposes of the Society must immediately be instituted.

24. MISCELLANEOUS

- 24.1 All moneys received on or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with such trading bank or savings bank as the Council shall from time to time appoint.
- 24.2 The Common Seal of the Society shall be held by the secretary/administrator and shall be fixed to any document upon the authorisation of the Council in the presence of two (2) members of the Council or the secretary/ administrator and one member of the Council.

25. WINDING UP

The Society may be wound up voluntarily if the Society at a general meeting of its Members passes a resolution requiring the Society to be so wound up and the resolution is confirmed at a subsequent general meeting called together for that purpose and held no earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

26. DISPOSITION OF SURPLUS ASSETS

On the winding up or dissolution of the Society the surplus assets after payment of all costs, debts, and liabilities shall be distributed:

- (a) to such charitable organisation or organisations in New Zealand as have objects the same or similar to those of the Society or whose work is associated with that of the Society; and
- (b) on such terms and conditions as the winding up meeting, or, in the case of dissolution, the Registrar of Incorporated Societies, as the Registrar shall determine, provided that:
 - (i) the distribution does not render the objects of the receiving organisation or organisations non-charitable; and
 - (ii) no Member obtains a pecuniary gain as a result of any distribution.

27. VOTING

- 27.1 All resolutions at a general meeting of the Society unless otherwise provided in these rules shall be carried by a majority of votes cast by those present, unless otherwise provided in these rules.
- 27.2 Each Member shall be entitled to one vote.
- 27.3 Voting shall be on a show of hands unless any person present shall demand a ballot.
- 27.4 In the event of an equality the chairperson shall also have a second or casting vote.