



SCREEN COMPOSERS GUILD  
OF NEW ZEALAND

---

TE UEPU KAITITO WHAKAATA

**RULES adopted at AGM, 10 August 2013**

1. The name of the Society is SCREEN COMPOSERS GUILD OF NEW ZEALAND (INCORPORATED) (“**Guild**”).
2. The Guild is established with the following aims and objectives:
  - (i) To promote and protect the interests of members and their works of musical composition.
  - (ii) To foster and encourage the art of composition of music for the screen in New Zealand.
  - (iii) To foster and encourage public support and appreciation of music written for the screen in New Zealand or by New Zealand citizens.
  - (iv) To promote lectures and forums on New Zealand music written for the screen, and all matters relating to it.
  - (v) To do whatever the Committee considers necessary to attain any of the aims or objectives of the Guild.
  - (vi) To join with any person or persons, or with any organisation (whether or not an incorporated organisation) to carry out any of the aims or objectives of this Guild.
  - (vii) To acquire funds and/or assets of any kind to carry out all or any of the aims and objectives of the Guild, by gifts, subscriptions, bequests or otherwise.
  - (viii) To invest or deposit any of the Guild’s money in any Bank or Savings Bank or in any investment decided upon by the Committee.
  - (ix) To borrow any money either with or without security.
  - (x) To purchase, take on lease, exchange, hire or acquire in any manner any real or personal property, or any interest therein. To deal in any such property, and to sell, hire or otherwise dispose of it, and to mortgage or charge any property of the Guild.
3. There shall be four classes of membership of the Guild. Only FULL MEMBERS and STUDENT MEMBERS shall have voting rights and may therefore be referred to collectively as 'Voting Member(s).
  - (i) FULL MEMBERS: All New Zealand citizens, wherever resident, and any person resident in New Zealand engaged in the composition of music for the screen, shall be eligible for membership of the Guild on the following terms:
    - (a) A candidate for membership shall be proposed by a full member of the Guild.
    - (b) A candidate for membership shall provide evidence that at least one of the candidate’s musical compositions has been performed, and/or recorded and/or published, by a person or an organisation acceptable to the Guild, for the purposes of use in a screen production. The Committee's decision as to the acceptance or rejection of such evidence shall be final and not subject to any appeal. The decision shall be given within thirty days of the receipt by the Committee of the works to be judged, or within such longer period the Committee and the

Screen Composers Guild of New Zealand Incorporated

E: [info@screencomposersguild.co.nz](mailto:info@screencomposersguild.co.nz)

[www.screencomposersguild.co.nz](http://www.screencomposersguild.co.nz)

candidate shall agree upon. The decision of the Committee or the persons appointed as to the worth of the works shall be final and not subject to any appeal.

- (c) Upon receipt of the application for membership and upon fulfilment of the condition set out above in Clause (b), the Committee may accept such application. In this case the candidate shall be required to pay the appropriate subscription for the then current membership year. Upon payment thereof the candidate shall become a member of the Guild.
- (d) The Committee may reject any application without being bound to give any reason therefore.
- (ii) ASSOCIATE MEMBERSHIP: All persons who do not yet have a professional feature film or commercially broadcast composing credit, and who comply with the procedure set forth in Clause 3 (i) shall be eligible for associate membership of the Guild.
- (iii) PROFESSIONAL MEMBERSHIP: All persons, registered companies or incorporated societies who shall make a donation to the Guild of not less than Seventy-Five Dollars (\$75.00) - or such greater amount as shall be determined by the Committee in its absolute discretion from time to time - shall become benefactor members of the Guild for the then current membership year.
- (iv) FULL MEMBERS: All persons shall become full members of the Guild who:
  - (a) Apply in writing to become a full member of the Guild.
  - (b) Upon written request pay the subscription fixed at the Annual General Meeting for the then current membership year.
- 4. The rules of the Guild may be altered, added to, or rescinded, by a resolution passed at the Annual General Meeting or any General Meeting of the Guild, by a two-thirds majority of the persons voting at the meeting, present or by proxy. Notice of such motion shall be sent (by post or email, not less than twenty-one (21) days prior to the date of the meeting) to all members of the Guild entitled to attend such a meeting.
- 5. The annual subscription for each class of membership of the Guild shall be determined each year at the Annual General Meeting and shall become due on the first day of April in that year. However, the due date for annual subscriptions in the year following the adoption of these rules shall be **1 August**.
- 6. (i) The Guild may charge any class of membership for admission to any performance or any special function held by the Guild. The amount of such charge shall be determined by the Committee.
  - (ii) The Committee, in its absolute discretion, may decide whether or not non-members of the Guild shall be admitted to any function of the Guild.
  - (iii) If the Committee decides non-members may be admitted to any function of the Guild, it may also determine the charge for such admission.
- 7. Membership (of any class of membership) of the Guild shall cease:
  - (i) If the Secretary receives notice of resignation signed by the member.
  - (ii) If the member shall fail to pay the subscription by the due date.
  - (iii) If a majority of members present at any Annual or Special General Meeting shall resolve to expel from membership any member of the Guild, provided that such a member shall have the right to speak in his/her own defence.
  - (iv) If a member shall die.

8. (i) General Meetings of the Guild shall be called by written notice forwarded to each member. The notice shall be posted or emailed to the address of each member, as last recorded upon the roll of members. It shall be posted or emailed not less than twenty-one (21) days before the date of the meeting.
  - (ii) The Annual General Meeting of the Guild shall be held in each year not earlier than 1st January nor later than 1st April.
  - (iii) A quorum at General Meetings shall be twelve (12) Voting Members of the Guild on the rolls at the date of the meeting, present or by proxy.
  - (iv) At Committee Meetings, five Committee members, at least one of whom shall be the Chairperson or Secretary, shall be a quorum.
9. The business of the Annual General Meeting shall be:
- (i) To receive the Chairperson's report and the financial statement.
  - (ii) To elect new Committee members of the Guild for an ensuing three year term
  - (iii) To transact any other business of which written notice has been given to the Secretary not less than ten (10) days before the date of such meeting.
10. The Committee may at any time for any special purpose call a Special General Meeting of the Guild, and must do so on receipt of a written request from not less than ten (10) Voting Members clearly stating the purpose for which the meeting is required.
11. (i) Any member of any class of membership of the Guild may attend any General Meeting and speak at it, but only Voting Members may vote.
- (ii) The Chairperson at all meetings shall have a deliberative vote.
  - (iii) If the voting is equal, the Chairperson shall also have a casting vote.
  - (iv) Voting by proxy shall be allowed.
12. Voting at General Meetings may be taken on the voices or by a show of hands, or, at the absolute discretion of the Chairperson, voting may be conducted by secret ballot.
13. The Committee shall have the power to co-opt Voting Members to assist with the activities of any Branch of the Guild. The members thus co-opted may vote at Committee Meetings, at the absolute discretion of the Committee, if invited to attend.
14. The Guild shall be divided into three (3) geographical regions: Northern, Central and Southern. The regions shall be defined as follows:
- (i) Northern: **[Taupo northwards]**
  - (ii) Central: **[Taupo to Wellington]**
  - (iii) Southern: **[South Island]**

The Annual General Meeting held after the adoption of these rules shall be held in the Central Region. Thereafter, the Region where the Annual General Meeting is held shall rotate annually in the order Southern, Northern, Central.

15. The business of the Guild shall be managed by, and the Guild's Funds and Other Assets (as defined in clause 22 below) controlled by, an elected Committee comprising no more than nine (9) Voting Members and no fewer than six (6) Voting Members. Committee members shall each be elected for a three-year term.

The procedure for appointment to the Committee shall be as follows:

- (i) The initial Committee members shall be deemed to be:

**Northern:**

Marshall Smith  
Bobby Kennedy  
Sandy Lynch  
Rodger Cunningham

**Central:**

Michelle Scullion  
John Psathas  
Tom McLeod  
Ewan Clark

**Southern:**

Neville Copland

and they shall remain in office until the next Annual General Meeting in their applicable Region, unless they cease to be a Committee member pursuant to clause 17.

- (ii) At the Annual General Meeting, Voting Members of the Guild present shall nominate any number of Voting Members resident in the Region in which the Annual General Meeting is held for possible election to the Committee. Where fewer than three (3) Voting Members of the Guild resident in the Region are nominated, Voting Members from outside the Region may be nominated.

- (iii) All members entitled to vote at such Annual General Meeting shall then elect up to three (3) of such nominees to the Committee. Such nominees shall replace on the Committee the Committee members previously appointed from such Region.

16. Committee meetings shall be held on at least a two-monthly basis unless decided otherwise by the Committee by majority vote. The Secretary shall give all Committee members at least seven (7) days written notice of the date, time and location of any proposed Committee meeting along with a proposed agenda for any such meeting and any useful information readily available relating to the business to be discussed at such Committee meeting.

The Chairperson shall chair Committee meetings, or if the Chairperson is absent, the Secretary shall chair the Committee meeting. If the Secretary is also absent, the remaining members of the Committee shall elect by majority vote of the remaining Committee Members another Committee Member to chair that meeting.

- (i) Decisions of the Committee at a Committee meeting shall be by majority vote of those Committee members present.
- (ii) The Chairperson or Committee member otherwise acting as Chairperson at a Committee meeting has a casting vote.
- (iii) Only Committee members present at a Committee meeting may vote at that Committee meeting.
- (iv) A Committee meeting may be held by video conference or telephone.
- (v) A written resolution signed by all the Committee members shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Committee.
- (vi) Subject to these rules, the Committee may regulate its own practices.

17. Members will cease to be Committee members if any of the following events occur:

- (i) If they resign by giving written notice to the Committee, such notice being effective on delivery.
- (ii) If they die.
- (iii) If they are removed by majority vote at a General Meeting.
- (iv) If they complete their term and are not reappointed.
- (v) If they become physically or mentally incapacitated to the extent that in the opinion of all the other Committee members, expressed in a resolution, they are unable to perform the duties of a Committee member in the manner and to the standard required.
- (vi) If they become bankrupt, or go into liquidation, voluntary administration or receivership.
- (vii) If they are convicted of a serious criminal offence (as determined by the Committee), or otherwise convicted of an offence under sections 377 – 380 of the Crimes Act 1961.
- (viii) If they are in the opinion of all the other Committee members, expressed in a resolution, for any other reason unfit to carry out the duties of a Committee member.

If a person ceases to be a Committee member, that person must give the Committee all documents and property pertaining to the Guild that are in their possession within seven days of their ceasing to be a Committee member.

If any Committee member is absent from three consecutive Committee meetings without leave of absence from the Chairperson, the Committee may remove such Committee member from their position. Such removal shall be effected through a resolution signed by all the remaining Committee members following the adjournment of the third consecutive Committee meeting such Committee member has been absent from. Such a resolution may be passed by all the remaining Committee members by majority vote.

If at any point Committee membership drops below six members, the Committee must call a Special General meeting pursuant to clause 10 for the purpose of electing such new Committee members as are required to ensure there are at least six Committee members. However until the Committee once again has at least six Committee members, the fact that there are less than three Committee members will not invalidate any action of the Committee.

18. There will be three Officers of the Guild: Chairperson, Secretary and Treasurer. The procedure for appointment of these officers will be by a process of nomination and election by the Committee immediately following the Annual General Meeting. Committee members only may qualify for nomination. Elected Officers shall retain their position on the Committee. Initially the Officers shall be:

Chairperson – **Marshall Smith**  
 Secretary – **Bobby Kennedy**  
 Treasurer – **Sandy Lynch**

19. The Chairperson and the Secretary shall be responsible for the management and control of the affairs of the Guild. Without restricting the generality of the foregoing, their duties shall include:
- (i) Consultation with the other Officers at their absolute discretion, and the arrangement for and holding of at least two Committee meetings each year.
  - (ii) The calling and organisation, in co-operation with local members, of the Annual General Meeting pursuant to these rules.

- (iii) If practicable and expedient, the organisation of some musical event in conjunction with the Annual General Meeting.
20. Should a vacancy in any Office of the Guild occur, through a member dying, resigning or being unable for any reason to carry out the duties before the tenure of the Office has expired, the Officers shall have the power to co-opt another member to replace such member. Any member thus co-opted to serve as an Officer shall do so only until the position has been ratified by the next Annual General Meeting.
  21. In respect of any real or personal property or any interest therein, owned or controlled to any extent by the Guild (“**Funds and Other Assets**”) the Guild may only use the Funds and Other Assets in the following circumstances:
    - (i) If it is in the furtherance of one of the Guild’s purposes.
    - (ii) If it is not for the sole personal or individual benefit of any member.
    - (iii) If that use has been approved by either the Committee or by a majority vote of the Guild.

To use the Funds and Other Assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, the Funds or Other Assets.

22. The Treasurer shall keep a true account of the income and expenditure of the Guild. He or she shall submit to each Annual General Meeting a statement of the income and expenditure for the year ended 31 December immediately preceding, together with a list of accounts to be paid and a statement of the finances of the Guild. Such person shall submit the books to an accountant at such times as may be deemed advisable by the Guild.
23. The Funds and Other Assets of the Guild shall be banked in the name of the Guild. The Chairperson and the Treasurer or such other person or persons as the Officers shall from time to time nominate shall be authorised to jointly operate the bank account or assets.
24. The Officers shall provide a seal for use by the Guild. It shall be a circular seal bearing the words "The Common Seal of the Composers Guild of New Zealand (Incorporated)". The seal shall not be affixed to any document except by resolution of the Officers, and in the presence of one Officer in addition to the Chairperson or Secretary. The seal shall be kept in the safe custody of the Secretary.
25. The Guild shall have power to borrow money, in any amount, upon the security of any assets of the Guild or otherwise howsoever, at the absolute discretion of the Officers.
- 26.(i) Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation, or any person associated with a member, shall participate in or materially influence any decision made by the organisation in respect of the payment of any income, benefit or advantage whatsoever to or on behalf of that member or associated person.
  - (ii) Any such income shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).
27. If the Guild is wound up:
  - (i) The Guild’s debts, costs and liabilities shall be paid;
  - (ii) Surplus Funds and Other Assets of the Guild may be disposed of:
    - (a) by resolution; or
    - (b) according to the provisions in the Incorporated Societies Act 1908; but
  - (1) no distribution may be made to any member; and

- (2) the surplus Funds and Other Assets shall be disposed of in such manner as the Guild at a Special General Meeting shall decide, provided that such surplus will not, whether by way of money, property or otherwise howsoever be paid to or distributed amongst the members or other owners of the Guild.
28. A Committee member shall be liable only for any loss attributable to their dishonesty or to their wilful commission or omission of an act which they knew to be a breach of their obligations pursuant to these Rules.
29. Any Committee member shall be indemnified out of the assets of the Guild against any liability which they incur in successfully defending any civil or criminal proceedings issued because of their actions in relation to the Guild provided at all times they have acted in compliance with the Rules.
30. The registered office of the Guild shall be at: **28 Chieftain Rise, Goodwood Heights, Auckland 2105**
31. The Secretary shall keep a register of members, which shall contain the names, physical addresses, telephone numbers and email addresses of all members, and the dates at which they became members. If a member's name, physical address, telephone number or email address changes, that member shall immediately advise the Secretary of such new details. Each member shall provide such other details for the register as the Committee may require at any time.