

Registrar's Form

# Incorporated Society Statutory Declaration



\*10046917599\*



The Incorporated Societies Act 1908 (Sections 7 and 21)  
This form is available online at [www.societies.med.govt.nz](http://www.societies.med.govt.nz)

Use this form when submitting an application to incorporate a society OR when a society files an alteration to its rules.

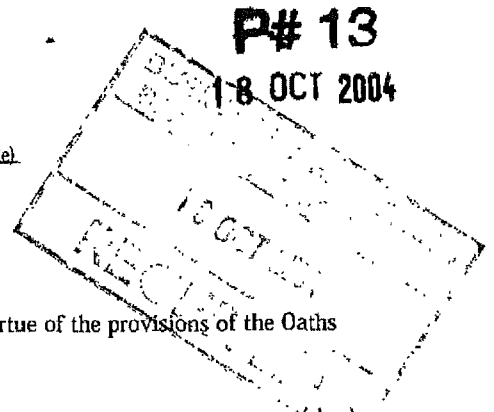
Name of Society Wellington Improvisation Troupe Incorporated

Society Number 1383782

I, Nigel Craig Yewming Chin (name of person making declaration)  
of 1/205 The Terrace, Wellington (residential address)

do solemnly and sincerely declare that:

- 1. I am a member of ~~/solicitor to~~ (delete one) the above society, and
- 2. The attached ~~rules /~~ alteration to the rules (delete one) comply with section 6 of the Incorporated Societies Act 1908 (see next page for list of criteria), and  
Either (this option applies to applications to incorporate a society ~~if~~ delete if not applicable)
- 3. ~~The majority of members of the society consent to this application for incorporation~~  
~~Or (this option applies for alterations to existing rules of an incorporated society ~~if~~ delete if not applicable)~~
- 4. The alteration to the rules has been made in accordance with the rules of the society



And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957.

Declared at Wellington (place)  
this 14th (day) name of society member /solicitor Nigel Craig Yewming Chin  
day of October (month) signature of society member /solicitor   
20 04 (year)

before me: Solicitor/ Justice of the Peace / other person authorised to take a Statutory Declaration

Completed by Name and postal address  
Kensington Swan  
PO Box 10 246  
Wellington  
  
Attn: Nigel Chin

Other details Telephone (04) 472 7877

Post to Registrar of Incorporated Societies  
Ministry of Economic Development  
Private Bag 92061  
Auckland Mail Centre 1020

## Amendments to the Rules of the Wellington Improvisation Troupe Inc.

- 1 The word "that" in the first sentence of Rule 6.1 is deleted and replaced with "than".
- 2 The reference to "Rule 7.4" in Rule 6.2(b) is deleted and replaced with "Rule 6.4".
- 3 The number "15" in Rule 6.3 is deleted and replaced with "12".
- 4 Clause 12.3 of the Rules is deleted and replaced with the following:

**"12.3 Income and Property:** *The income and property of WIT shall be applied solely to further the objects of WIT and no portion shall be paid or transferred directly or indirectly by way of dividends, bonuses or profit to individual Members. This shall not preclude any payment to a Member for services rendered or for goods supplied or by way of rent for premises let or leased to WIT by any Member.*

*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 to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.*

*Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).*

*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.*

- 5 Clause 15.1 of the Rules is deleted and replaced with the following:

**"15.1 Alterations to Rules:** *Subject to the provisions of the Act these Rules may be amended, rescinded or added to by a special resolution passed at an Annual or Special General Meeting by a 75% majority of Members present and voting at such meeting.*

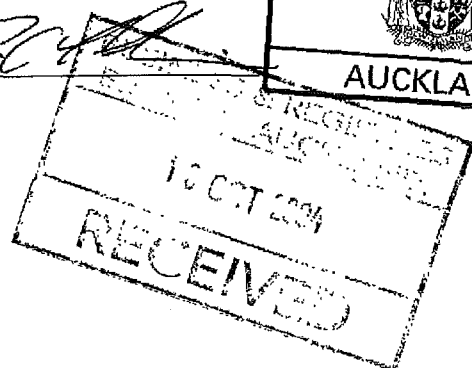
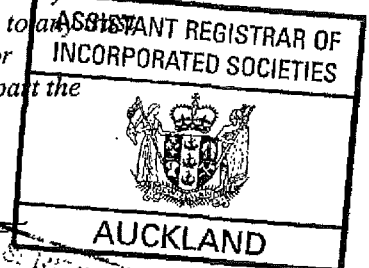
- 6 Clause 16.2 of the Rules is deleted and replaced with the following:

**"16.2 Disposal of Surplus Assets:** *In the event that WIT is wound up then any surplus assets after payment of all costs, debts and liabilities and subject to any affecting the same, shall be transferred to such charitable organisation or organisations within New Zealand whose objects include in whole or in part the objects set out in these Rules."*

Member

Member

Member



**TABLE OF CONTENTS**

	<b>Page</b>
<b>1. NAME</b>	<b>3</b>
<b>2. OBJECTS</b>	<b>3</b>
<b>3. INTERPRETATION</b>	<b>3</b>
<b>4. POWERS OF WIT</b>	<b>3</b>
<b>5. MEMBERSHIP</b>	<b>4</b>
<b>6. GENERAL MEETINGS</b>	<b>4</b>
<b>7. VOTING AT GENERAL MEETINGS</b>	<b>5</b>
<b>8. COMMITTEE</b>	<b>5</b>
<b>9. MEETINGS OF THE COMMITTEE</b>	<b>7</b>
<b>10. DUTIES AND POWERS OF SECRETARY AND TREASURER</b>	<b>8</b>
<b>11. FINANCIAL ACCOUNTABILITIES</b>	<b>9</b>
<b>12. CONTROL OF FUNDS, INCOME AND PROPERTY</b>	<b>9</b>
<b>13. COMMON SEAL</b>	<b>9</b>
<b>14. REGISTERED OFFICE</b>	<b>10</b>
<b>15. ALTERATIONS TO RULES</b>	<b>10</b>
<b>16. WINDING UP</b>	<b>10</b>
<b>17. INDEMNITY</b>	<b>10</b>

**WELLINGTON IMPROVISATION TROUPE  
INCORPORATED**

**1. Name**

The name of the society is Wellington Improvisation Troupe Incorporated ("WIT").

**2. Objects**

2.1. The objects of WIT are:

- (a) To promote, develop and foster the performance of improvised theatre and comedy in the Wellington region.
- (b) To teach the skills of improvised theatre and comedy through workshops, classes and any other means to members and to the wider Wellington community.
- (c) To encourage the having of fun and the not taking of oneself too seriously

**3. INTERPRETATION**

3.1. In the interpretation of these rules, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908 and its subsequent amendments.

"Committee" means the Committee elected in accordance with clause 6.1(d).

3.2. Words importing the singular number shall include the plural number and vice versa.

3.3. Reference to a Rule is to the relevant provision of these Rules.

3.4. The word "person" wherever used in these rules shall include any incorporated or unincorporated body.

3.5. Should a question at any time arise which is not provided for in these Rules, or should any doubt exist as to the interpretation of these Rules, or should any other matter arise pertaining to WIT, its property or interests, the Committee shall determine the matter, whose decision shall be final.

**4. POWERS OF WIT**

4.1. WIT has the widest powers possible to do all the things it deems necessary in the pursuit of the objects of WIT including, without limitation:

- (a) To employ or otherwise contract actors, performers, musicians and technicians; and
- (b) To enter into any negotiations, agreements, or contracts, preliminary, conditional or final, which WIT is empowered to enter into and give effect to, modify, vary or rescind them;



AB

- (c) To enter into any arrangements with any person that may seem conducive to WIT's objects and to obtain from any such person any rights, privileges and concessions which WIT may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) To raise or borrow money in such manner and upon security (if any) as WIT shall think fit;
- (e) To obtain all licences, powers and authorities necessary to carry out any of the objects of WIT; and
- (f) To remunerate any person for services rendered or to be rendered, in or about the organisation for its administration or promotion of WIT or the conduct of its objects.

## 5. MEMBERSHIP

- 5.1. Membership of WIT shall commence upon the payment of the membership fee (to be set in accordance with clause 6.1(e)) and the entry of the Member's name in the Register.
- 5.2. New Members must be recommended for membership by no less than two existing Members before their names can be entered into the Register. New Members must also be approved by the Committee.
- 5.3. Members may terminate their membership by written notice to the Secretary.
- 5.4. Membership may be revoked by resolution at an Annual or Special General Meeting.

## 6. GENERAL MEETINGS

- 6.1. **Annual General Meeting:** An Annual General Meeting of WIT shall be held no later than 31 July in each year, which meeting shall be at a place to be determined by the Committee. The business of the Annual General Meeting shall be:
  - (a) To receive and consider the annual report of the Committee and any other duly constituted committee;
  - (b) To receive, consider and adopt the annual financial statements certified by the Committee as true and correct;
  - (c) To consider any resolution, notice of which shall be given in writing to the Secretary at least 14 days before the date of the meeting;
  - (d) To elect the Committee members for the ensuing term;
  - (e) To set the membership fee;
  - (f) To elect a Member or Members to act as Creative Director or Co-Creative Director (as the case may be) to formulate, effect and administer any creative policy approved in accordance with clause 6.1(g);
  - (g) To consider and approve any policy documents including, without limitation, creative policies, which shall be binding upon WIT and its Members until revoked or amended at a subsequent General Meeting; and

- (h) To consider any other business put before the meeting.
- 6.2. **Special General Meeting:** A Special General Meeting of WIT may be called at any time by the Committee in accordance with the provision of Rule 6.4.
- (a) Any member may ask the Committee to convene a Special General Meeting provided that:
- (i) The request is in writing giving details of and the purpose for the meeting; and
  - (ii) It is given to all Committee Members; and
  - (iii) Be signed by at least 5 Members.
- (b) On receipt of such request the Committee shall instruct the Secretary to call such meeting in accordance with the provisions of Rule 7.4.
- (c) The date, hour and place at which a Special General Meeting shall be held be determined by the Committee but shall not be less than 7 nor more than 21 days after the receipt by the Secretary of the request.
- (d) The business to be dealt with at any Special General Meeting shall be limited to the matters stated in the request and/or notice of such meeting.
- 6.3. **Quorum:** At every Annual or Special General Meeting 15 Members shall form a quorum.
- 6.4. **Notice of Meetings:** Annual and Special General Meetings shall be notified by email, or any other means the Committee sees fit, no later than 7 clear days prior to the date fixed for the meeting and every such notice shall state the date, time and place of the meeting and the nature of the business to be discussed.

## 7. VOTING AT GENERAL MEETINGS

- 7.1. **Consensus or 75% Majority Vote:** Decisions at any Annual or Special General Meeting shall be made by consensus or a 75% majority vote of those Members present.
- 7.2. **Method of Voting:** The method of voting at all meetings of WIT shall, at the option of the chair of the meeting, be on the voices, show of hands, or by poll if demanded by any member of WIT.
- 7.3. **Proxies:** There shall be no voting proxy at any Annual or Special General Meeting.

## 8. COMMITTEE

- 8.1. **Committee:** The affairs of WIT shall be managed by a Committee consisting of the Co-Ordinator, Treasurer, Secretary, the Creative Director or Co Creative Directors (as the case maybe). and up to three other Members, all to be elected and appointed at the Annual General Meeting.
- 8.2. **Powers of the Committee:** The Committee shall have, and may exercise, all the powers of WIT not otherwise reserved for the General Meeting but in so doing will be bound by any specific directions or resolution of WIT made in Annual or Special General Meetings under these Rules and such powers shall include but not be limited to:

- (a) **Deciding On Financial Matters:** deciding on financial matters including the control, application and disposition of property;
- (b) **Investment and Spending:** the investment and spending of funds;
- (c) **Borrowing:** the borrowing of money;
- (d) **Bank Accounts:** the operation of the bank accounts;
- (e) **Other Powers:** exercise such powers as appear in these Rules.

All decisions based on the above must always be decided in a lawful manner in the interests of the Members and in line with the objects of WIT.

- 8.3. **Term:** Each Committee member shall be elected at an Annual General Meeting (or as otherwise provided in these Rules) and shall hold office until the next Annual General Meeting (or as otherwise provided in these Rules).
- 8.4. **Duties of the Committee:** Pursuant to the Act the Committee shall have the following duties:
- (a) To ensure financial statements are prepared every year and are delivered to the Registrar of Incorporated Societies.
  - (b) To ensure a register of members is maintained.
  - (c) To provide and hold the common seal of WIT.
- 8.5. **Duties and Powers of the Co-Ordinator:** The Co-Ordinator shall have the following powers and duties:
- (a) **Supervision:** To supervise the business and affairs of WIT.
    - (i) To attend and preside over all meetings of WIT, to keep order, to conduct the business and to decide all points of order.
    - (ii) To obey all such lawful instructions, and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of WIT or by the Committee or by the Act or by these Rules.
    - (iii) To do and perform such lawful duties as may usually ascertain to the office of Co-Ordinator.
  - (b) **Powers at a Meeting:** When presiding at a meeting the Co-Ordinator shall have power:
    - (i) To exercise a vote, and in the case of equality of voting, also a casting vote.
    - (ii) To decide the order of business, to put motions and to declare the result of the voting.
    - (iii) To order the removal from a meeting of any person obstructing the business of the meeting or behaving in a disorderly manner, or any person not entitled to be present.

- (iv) By a resolution of the meeting, of in the absence of a quorum, to adjourn a meeting or to declare a meeting closed.
  - (c) **General Power:** Generally to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity including any other power or duty referred to in these Rules.
- 8.6. **Public Representation:** The Committee shall from time to time appoint any person to speak publicly for the Committee on matters generally and no member of the Committee shall speak for the Committee in any way or do any act which may infer that he has authority to speak for the Committee without first being appointed to do so.
- 8.7. **Removal or Resignation of a Member of the Committee:** Membership of the Committee shall cease if the member is dismissed in terms of the provisions of Rule 8.9 below, resigns, dies or by reason of mental or bodily disability which in the opinion of the remainder of the Committee renders such a person incapable of carrying out the duties of the Committee or is absent from three consecutive Committee meetings (except by leave of the Committee).
- 8.8. **Casual Vacancies:** Where a vacancy or vacancies occur on the Committee, the Committee shall elect a replacement Committee member to hold office until the next Annual General Meeting.
- 8.9. **Dismissal:** The Committee may meet to consider the membership of the Committee and may by a 75% majority vote of the full Committee present in person in any meeting of the Committee dismiss any one or more Committee members where in its absolute discretion it is satisfied that the member has:
- (a) Committed any act or omission which brings WIT into disrepute; or
  - (b) Displayed conduct or committed any act or omission which has the effect of hindering or defeating the proper process of the business of WIT or the general promotion of its objects.
- 8.10. **No Reappointment:** Any Committee member dismissed pursuant to Rule 8.9 above shall not be eligible for reappointment as a member of the Committee.

## 9. MEETINGS OF THE COMMITTEE

- 9.1. **Meetings of the Committee:** The Committee shall meet monthly or as otherwise required by the business of WIT, at such places and times as it thinks fit.
- 9.2. **Quorum:** The quorum for a Committee meeting is 4 Committee members.
- 9.3. **Notice of Meetings:** For Committee meetings notice shall be oral or written to each Committee member no later than 2 clear days prior to the day of the meeting.
- 9.4. **Voting:** Any question arising at any meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes the Co-Ordinator shall have a casting vote.
- 9.5. **Method of Voting:** All voting of the Committee shall be by voice or show of hands.
- 9.6. **Proxies:** There shall be no voting by proxy.



## 10. DUTIES AND POWERS OF SECRETARY AND TREASURER

- 10.1. **Appointment:** The Secretary and Treasurer shall be appointed at the Annual General meeting.
- 10.2. **Duties and Powers of the Secretary:** The Secretary shall have the following powers and duties:
- (a) **Reporting WIT's Affairs:** To provide full and timely reporting of the affairs of WIT, keep proper minutes of the proceedings of all meetings, ensure such minutes shall be signed by the Co-Ordinator, and keep a minute book in which the duly signed minutes shall be affixed or entered.
  - (b) **Annual Reports:** To prepare immediately prior to the Annual Meeting an annual report on the business and proceedings of WIT during the preceding twelve months, and to present such report to those meetings.
  - (c) **Correspondence:** To conduct the correspondence and affairs of WIT.
  - (d) **Register of Names:** To keep a register of the names, occupations and addresses of Members, with the date of their joining WIT, and of their withdrawal or death, as the case may be.
  - (e) **Annual Returns:** To prepare and forward annual returns of WIT as required by law.
  - (f) **All Lawful Instructions:** To obey all such lawful instructions and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of WIT, or of the Committee, or by the Act and its amendments, or by these Rules.
  - (g) **Other Duties:** To do and perform such other lawful duties as may usually appertain to the office of Secretary.
- 10.3. **Duties and Powers of the Treasurer:** The Treasurer shall have the following powers and duties:
- (a) **Collect and Receive Monies:** To collect and receive all monies due to WIT, and to give a receipt in a form approved by the Committee, and in no case to hold any such monies without the authority of the Committee for any period exceeding one month, and to bank all such monies in the name of WIT in a bank approved by the Committee.
  - (b) **Prepare Financial Statements:** To prepare immediately prior to the annual meetings a balance sheet and a statement of income and expenditure for the preceding twelve months and to present such documents to that meeting and to send a copy to the Registrar within 3 months from the end of the financial year or period together with a certificate to the effect that the financial statements have been approved by Members at the Annual General Meeting.
  - (c) **Budget:** To prepare a budget (if appropriate) for presentation to the Committee and thereafter the Annual General Meeting for the financial year following the Annual General Meeting.
  - (d) **All Lawful Instructions:** To obey all such lawful instructions and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of WIT, or of the Committee, or by the Act and its amendments, or by these Rules.

(e) **Other Duties:** To do and perform such other lawful duties as may usually appertain to the office of Treasurer.

10.4. **Co-opt Committee Members:** The Committee may co-opt for the purpose of consultation and advice persons who are not Committee members and may terminate such a co-option.

**11. FINANCIAL ACCOUNTABILITIES**

11.1. **Financial Year:** The financial year of WIT shall be from 1 April to 31 March in each year, or as may otherwise be determined by the Committee.

11.2. **Financial Statements to be Prepared:** Every year a financial statement shall be prepared showing all the receipts and expenditure of WIT since the preceding statement, and a general statement of the funds, effects, liabilities and assets of WIT. The statements shall be certified by the Committee as a true and correct record and be laid before the Annual General Meeting. The financial statements are to be delivered to the Registrar in accordance with the provisions of the Act.

**12. CONTROL OF FUNDS, INCOME AND PROPERTY**

12.1. **Control of Funds:** All funds received by or on behalf of WIT shall be paid into its accounts in a bank nominated by the Committee.

12.2. **Two Signatories on Cheques:** All cheques and withdrawal slips shall be signed by persons nominated by the Committee, both signatories to be Committee members.

12.3. **Income and Property:** The income and property of WIT shall be applied solely to further the objects of WIT and no portion shall be paid or transferred directly or indirectly by way of dividends, bonuses or profit to individual Members. This shall not preclude any payment to a Member for services rendered or for goods supplied or by way of rent for premises let or leased to WIT by any Member.

**13. COMMON SEAL**

13.1. **WIT shall hold Common Seal:** WIT shall hold a common seal which shall be in the custody of the Secretary.

13.2. **Resolution Required Before Seal Affixed:** The seal shall not be affixed to any instrument except pursuant to a resolution of the Committee and/or WIT and in the presence of two Committee members.

13.3. **Execution Clause:** Every such instrument shall have the following execution clause”

“The seal of WELLINGTON IMPROVISATION TROUPE INCORPORATED was hereunto affixed by the authority of the Committee and in the presence of:...”

.....

#### 14. REGISTERED OFFICE

- 14.1. **Registrar to be Notified of Registered Office:** The registered office of WIT shall be at such place as the Committee may from time to time determine and notice of the registered office and any change thereto shall be notified to the Registrar of Incorporated Societies in accordance with the Act.
- 14.2. **WIT's Rules Available for View:** A copy of WIT's Rules shall be available for viewing by members at the registered office of WIT during normal office hours, and available by post on request.

#### 15. ALTERATIONS TO RULES

- 15.1 **Alterations to Rules:** Subject to the provisions of the Act these Rules may be amended, rescinded or added to by a special resolution passed by a 75% majority of Members.
- 15.2 **Notice of Resolution:** Notice of such resolution shall be circulated to Members not less than 14 days prior to the meeting at which the resolution will be considered.
- 15.3 **Certain Clauses not to be amended:** No alterations to the objects, the winding up provisions or the rules against pecuniary gain of WIT members shall be valid until approved in writing by the Inland Revenue Department.

#### 16. WINDING UP

- 16.1. **Voluntary Winding Up:** WIT may be wound up voluntarily in the manner prescribed by the Act. WIT may only be wound up if the decision to do so is made at two consecutive general meetings, the second of which must be held at least 30 days after the first.
- 16.2. **Disposal of Surplus Assets:** In the event that WIT is wound up then any surplus assets after payment of all costs, debts and liabilities and subject to any trust affecting the same, shall be transferred to such organisation or organisations whose objects include in whole or in part the objects set out in these Rules.
- 16.3. **No Individual Shall Profit:** No individual Member or Members of WIT shall profit by the dissolution of WIT.

#### 17. INDEMNITY

- 17.1. **Committee Members and Officers Indemnified:** The Committee members and officers of WIT are indemnified by WIT against all losses and expenses incurred by them in carrying out their duties except when those actions are in breach of the objects of WIT, or otherwise due to their willful neglect.