

**DATED**

13th January 2026



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**NEW ZEALAND SOCIETY FOR MUSIC EDUCATION INCORPORATED (MENZA)  
CONSTITUTION**

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**MAUDE LEGAL LIMITED  
LAWYERS & NOTARY PUBLIC  
WELLINGTON & PORIRUA CITY**

# NEW ZEALAND SOCIETY FOR MUSIC EDUCATION INCORPORATED

## CONSTITUTION

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DATED this 13th day of January

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**1. NAME**

The official name of the Society shall be **NEW ZEALAND SOCIETY FOR MUSIC EDUCATION INCORPORATED** (Incorporation Number 307455), operating as Music Education New Zealand Aotearoa (in this constitution referred to as the “**Society**”).

**2. PURPOSE**

The aims of the Society are:

- (a) To promote music education as a right of all ākonga children in early childhood centres and schools throughout Aotearoa New Zealand.
- (b) In partnership with tangata whenua, specifically seeks to advocate for music in the curriculum, and support kaiāko through resources and professional development.
- (c) To work alongside the International Society for Music Education and national, regional and puoro taketake indigenous societies in Aotearoa New Zealand, who have aims and activities consistent with those of the Society.
- (d) To carry out any other activity that will support the aims of the Society.

**3. POWERS**

The Society will have the following powers:

- (a) To use its funds as the Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- (b) To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Committee thinks necessary or proper for the purpose of attaining the purpose of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- (c) To invest surplus funds in any way permitted by law for the investment of incorporated Society funds and upon such terms as the Committee thinks fit.
- (d) To borrow or raise money from time to time, with or without security, and upon such terms as to priority or otherwise as the Committee thinks fit.
- (e) To carry on any business as the Committee thinks fit.
- (f) To do all things as may from time to time be necessary or desirable to give effect to and attain the charitable purpose of the Society.

#### **4. MEMBERSHIP**

##### **(a) Consent to Become a Member**

Every applicant for membership must consent in writing to becoming a member of the Society.

##### **(b) Categories of membership**

- (i) Individual membership is open to all persons interested in the aims of the Society. Individual members have full voting rights and shall be entitled to hold office if so elected.
- (ii) Student Teacher membership is open to students studying to become a teacher or furthering their studies in education and is open to full-time and part-time students. Student Teacher members have full voting rights and shall be entitled to hold office if so elected.
- (iii) School membership is open to all schools, education associations and other learning Institutions. A school is defined as any learning institution recognised as such by the Aotearoa New Zealand Ministry of Education or one of its agencies, and includes pre-schools and all forms of tertiary teaching institutions, as well as schools servicing the compulsory education requirements of Aotearoa New Zealand. Each member School shall be entitled to one vote at General Meetings, and may nominate one of its members to act on its behalf and to hold office if so elected.
- (iv) Business membership is open to all businesses, whether or not directly concerned with music or music education. Business members shall have no voting rights, nor be entitled to hold office.
- (v) Library membership is open to all libraries. Library members shall receive one copy of each publication, but shall have no voting rights, nor be entitled to hold office.
- (vi) Life membership may be accorded to persons who have achieved particular distinction in achieving, encouraging or furthering the aims of the Society. Honorary Life members will be nominated by the Committee and elected at an Annual General Meeting.

##### **(c) Application for Membership**

An applicant shall become a member of the Society upon the completion and submission of a form of application and payment of the subscription fee for the then current year.

##### **(d) Subscription Fee**

The subscription fee shall be determined each year by the Committee and ratified at the Annual General Meeting preceding the year to which it applies. Payment of the first subscription fee shall confer membership of the Society.

**(e) Cessation of Membership**

Membership shall be deemed to have ceased:

- (i) on the expiry of ten (10) working days after a written resignation from the member is received by the Society;
- (ii) upon a resolution of the Committee passed by a simple majority of not less than two-thirds in number of the members of the Committee;
- (iii) subject to the discretion of the Committee, upon failure to pay the subscription for the current year; or
- (iv) on the death of the member.

In this Constitution, a “*working day*” means a day of the week other than:

- (i) a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day; and
- (ii) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
- (iii) a day in the period commencing with 25 December and ending with 2 January in the following year; and
- (iv) the day observed as the anniversary of any province in which an act is to be done.

**(f) Local and Community Partnerships**

A local and community partner is a duly constituted group of music/arts educators with which the Society will work in providing professional development at local level, whose purpose are wholly or in part similar to the purpose of the Society, and which has been accepted as such by the Committee.

**(g) Related Professional Organisations**

A Related Professional Organisation is a national organisation whose aims are wholly or in part similar to those of the Society, and which has been admitted to membership by resolution of the Committee at a Committee meeting. A Related Professional Organisation will be entitled to be represented at Committee meetings, will have full participatory rights, but will not be entitled to vote.

**5. AGENCIES**

The Society may set up such agency organisations or establish a partnership with any existing agency organisation as it sees fit and may delegate any of its powers to such agencies. Each of these agency organisations shall carry out its operations as it thinks fit, providing that these

are consistent with the aims of, and do not conflict with the operations of the Society. Each Agency is entitled to nominate one of its members to attend meetings of the Committee.

## **6. FINANCIAL YEAR**

- (a) The Society's financial year shall commence on 1<sup>st</sup> April and end on 31<sup>st</sup> March of each year.
- (b) Annual financial statements must be prepared and registered with the Registrar of Incorporated Societies within 6 months after the balance date of the Society and dated and signed by or on behalf of the Society by two members of the committee, or as directed under the Incorporated Societies Act 2022 (**Act**).

## **7. COMMITTEE**

- (a) The ongoing business of the Society shall be carried out by the Committee. The Committee shall consist of:
  - (i) Nine elected members, of whom at least one shall be a tangata whenua representative. The period of office shall be three consecutive years. Three Committee members shall retire each year and shall be eligible for re-election for one additional term. Subject to clause 7(a)(ii), Committee members who have served for two consecutive terms must stand down for one three-year term before again being eligible for re-election, except that they are eligible for co-option at any time. The tangata whenua representative must present themselves as tangata whenua when standing for the Committee.
  - (ii) A Committee member may serve more than two consecutive terms with the consent of the majority of the Committee.
  - (iii) The Committee will use its best endeavours to appoint at least three tangata whenua representatives on the Committee, whether elected or co-opted, but any failure to do so is not a breach of this constitution.
  - (iv) The Committee shall have the power to co-opt an additional three (3) persons to the Committee, who may or may not be members, who can provide support and leadership in puoro and its many contexts including its origins, present life and future.
- (b) At its first meeting following the Annual General Meeting, the Committee shall appoint from its own membership a Chairperson and Deputy Chairperson who will hold office until the next Annual General Meeting.
- (c) The Committee shall appoint two of its members to be Secretary and Treasurer respectively or one of its members to be both Secretary and Treasurer, or may by its own resolution co-opt to the Committee a person or persons to hold these positions.
- (d) The Committee may establish such subcommittees as it sees fit and may delegate any of its powers to such subcommittees. Each of these subcommittees shall appoint its own chairperson except where a chairperson has been appointed by the Committee.

- (e) All such powers of the Society, as are not by this constitution or by law, required to be exercised by the Society in General Meeting may be exercised on its behalf by the Committee who shall control its affairs and the property of the Society.
- (f) The Committee shall in each and every year present to the Society at the Annual General Meeting:
  - (i) an annual report on the past year's activities;
  - (ii) the annual financial statements for that period, and
  - (iii) notice of any disclosures of conflicts of interest made by Committee Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
- (g) The Treasurer shall present to the Society at every Annual General Meeting, an audited or reviewed full and complete statement of account and balance sheet as at the end of the financial year.

**(h) Committee Meetings**

- (i) The Committee shall meet at least twice a year during its financial year by the members of the committee being assembled together at the place, date and time appointed for the meeting.
- (ii) It is the prerogative of the Chairperson to call a meeting at such time required.
- (iii) Notice of meeting of the Committee shall be given to Committee members, and to agencies, local and community partners and Related Professional Organisations, at least ten (10) working days prior to the date of the meeting.
- (iv) At meetings of the Committee, the Chairperson or in his/her/their absence the Deputy Chairperson, shall act as chairperson. In the event of the Chairperson and the Deputy Chairperson being absent from a meeting the chair shall be taken for that meeting by a member of the Committee, who shall be elected by the Committee then present.
- (v) A quorum for a Committee meeting shall be at least one half of elected and appointed members of the Committee.
- (vi) A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every member on the Committee shall have one vote.
- (vii) Minutes are to be kept of all committee meetings by the Secretary
- (viii) The committee may regulate its own procedure.

**(i) Qualifications of Officers**

Committee members or officers of the Society:

- (i) must consent in writing and certify that they are not disqualified;
- (ii) must be 16 years of age or older;
- (iii) cannot be:
  - (1) an undischarged bankrupt;
  - (2) prohibited from being a director or promoter of a company;
  - (3) disqualified from being an officer of a charitable entity;
  - (4) convicted and sentenced for certain offending within the last 7 years (for example, a crime involving dishonesty);
  - (5) subject to particular orders (for example, a banning order); or
  - (6) unable to comply with any qualifications for officers contained in the Society's constitution.

**(j) Duties of Officers**

Committee members or officers must:

- (i) act in good faith and in the best interests of the Society;
- (ii) exercise powers for proper purposes only;
- (iii) comply with the Act and the constitution;
- (iv) exercise reasonable care and diligence;
- (v) not create a substantial risk of serious loss to creditors; and
- (vi) not incur an obligation the officer doesn't reasonably believe the Society can perform.

**8. ELECTIONS**

- (a) The period during which voting may take place in elections for the Committee shall be determined by the Committee and shall include the day of the Annual General Meeting. Where distance voting is to occur the period shall begin not more than fourteen and not less than five (5) working days prior to an Annual General Meeting.
- (b) Nominations for Committee members as defined in 7(a)(i) shall be forwarded in writing to the Secretary no less than twenty (20) working days prior to the date at which voting begins.

- (c) Each nomination shall incorporate the signatures of a proposer and a seconder who must both be then current financial members and shall be also signed by the nominee signifying acceptance of the nomination. In the event of there being fewer written nominations received by the due date than the number of Committee members allowed for in 7 (a) (i) above, further nominations may be sought by a subcommittee set up by the Committee for this purpose and called the Nominating Committee.

**9. AUDITOR**

There shall be an auditor appointed each year at the Annual General Meeting.

**10. GENERAL MEETINGS**

**(a) Annual General Meetings**

The Annual General Meeting shall be held not later than 6 months after the balance date of the Society and not later than 15 months after the previous Annual General Meeting on a date to be determined by the Committee and consistent with any requirements in the Act and the procedures relating to General Meetings shall apply, including ensuring that minutes of the meeting are kept.

**(b) Special General Meetings**

A Special General Meeting may be held at the request of not less than 20% of the members or after due notice has been given by the Committee. The procedures relating to General Meetings shall apply to a Special General Meeting, which shall only consider and deal with the business specified in the Committee's resolution or the written request by the member(s) for the Special General Meeting.

**(c) Notice of Meeting**

Each member shall be notified in writing – by post or electronically – of any General Meeting stating the time, venue, and business to be transacted. Such notice to be given not less than ten (10) working days prior to the date of the proposed meeting.

**(d) Quorum**

A quorum for any General Meeting shall be fifteen members who shall be financial at the time of the meeting.

**(e) Voting**

Every person qualified for voting membership of the Society in accordance with the Secretary's and Treasurer's records at the time of any General Meeting and present at that meeting shall be entitled to vote on matters raised at the meeting. All questions will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands, written ballot, electronic means or postal vote, except that the Chairperson may, on his/her/their own initiative, and shall if requested by no fewer than five members,

direct that the voting be by ballot. In a ballot each member entitled to vote shall have one vote.

**(f) Voting by Proxy**

Any member who is unable to attend a General Meeting in person may authorise another member present at the meeting to vote on his/her/their behalf. Authorisation of such proxy votes must be given to the secretary no later than the start of the meeting, and must be signed by both the member and the person to whom the proxy is granted. The holder of the proxy may vote at his/her/their discretion in all matters except those involving election of officers and changes to the constitution. In these cases a proxy vote may be cast only as instructed by the member who has authorised the proxy. In the absence of such an instruction the proxy may not be exercised.

**(g) Casting Vote**

Any person chairing a General Meeting has a deliberative and a casting vote if there is an equality of votes.

**(h) Minutes**

Minutes must be kept by the Secretary of all General Meetings.

**(i) Written Resolutions May Be Passed In Lieu of a General Meeting**

- (i) A written resolution is valid for the purposes of the Act and the constitution as if it had been passed at a general meeting if it is approved by no less than 75% of the number of members who are entitled to vote.
- (ii) A written resolution may consist of 1 or more documents in similar form including letters, electronic mail, or other similar means of communication.
- (iii) For the purposes of this clause, members may give their approval by signing the resolution, including by electronic signature, and returning a signed copy to the Secretary.
- (iv) The Society must ensure that the proposed resolution:
  - (1) states the circulation date;
  - (2) be sent to each person entitled to vote on the circulation date or as reasonably and practically close to the circulation date;
  - (3) is, as far as reasonably practicable, sent on the circulation date; and
  - (4) be accompanied by a statement advising that the proposed resolution lapses within one (1) month after the circulation date.
- (v) Any accidental omission to send a resolution to a person entitled to vote does not invalidate a resolution passed.

- (vi) The Society must within five (5) working days after a resolution is passed, send a copy of the resolution to an address for each person who was entitled to vote and who did not approve the resolution.

**11. CO-OPTED MEMBERS**

The Committee may co-opt any person to be a member for a specific term or for specific duties of the Committee or of any special subcommittee. During the term of his/her/their appointment such co-opted member shall have all the powers of the Committee or subcommittee to which he/she is or they are co-opted. A co-opted person need not be a member of the Society and his/her/their appointment shall lapse on the expiration of the term or the completion of the duties for which he/she was appointed.

**12. FUNDS**

The ordinary funds of the Society shall be banked in bank account(s) operated by the Committee, which shall determine who will be allowed to authorise the payments and transferring funds electronically.

**13. REMOVAL FROM OFFICE**

- (a) A person ceases to be an officer or member of the Committee or any subcommittee who:
  - (i) has failed or neglected to carry out his/her/their duties in a satisfactory manner, of which the Committee after due enquiry shall be the sole judge, may be removed from his/her/their office or position by a resolution of the Committee;
  - (ii) resigns by signing and providing a written notice of resignation to the Secretary, resignation is effective when it is received by the Society or at a later time specified in the notice;
  - (iii) becomes disqualified from being an officer under the Act;
  - (iv) dies; or
  - (v) otherwise vacates office in accordance with the Society's constitution.

**14. CASUAL VACANCIES**

The Committee shall have power to appoint a member of the Society to fill any casual vacancy on the Committee until the next Annual General Meeting.

**15. COMMON SEAL**

- (a) The common seal of the Society shall be that adopted by the Committee who shall be responsible for the safe custody and control thereof.
- (b) When required, the Common Seal will be affixed to any document following a resolution of the Society and will be signed by two persons appointed by the Committee.

**16. ALTERATION OF THE CONSTITUTION**

This constitution may be altered, amended, added to or rescinded by resolution in writing passed by a simple majority of members present at a General Meeting. Notice of the intention to make such alteration of the constitution shall be given in the notice convening the meeting.

**17. DISSOLUTION**

(a) The Society may be wound up voluntarily if the Society at a General Meeting of its members passes a resolution confirmed at a subsequent General Meeting called together for that purpose and held not earlier than twenty (20) working days after the date on which the resolution so to be confirmed was passed.

(b) If upon the winding up or dissolution of the Society and settlement of all liabilities there remain any assets, these will be distributed among such charitable organisations in Aotearoa New Zealand that have similar purpose to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 216 of the Act, or the relevant provisions of subsequent enactments, will apply PROVIDED that the assets will be distributed for charitable purposes.

**18. PREVENTION OF PRIVATE PECUNIARY PROFIT**

(a) Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.

(b) No member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Society in respect of payments, to, or on behalf of, the member or associated person of any income, benefit or advantage.

(c) Any payment made to a member of the Society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

**19. REGISTER OF MEMBERS**

The Secretary will keep a register of members which will encompass the following information:

(a) the name of each member;

(b) the last known contact details of each member;

(c) the date on which each person became a member;

(d) any other information that the society thinks necessary.

It will be the duty of members to inform the society of changes to this information and the society will update its register of members as soon as practicable after becoming aware of changes.

## **20. REGISTER OF INTERESTS**

- (a) The Secretary shall always maintain an up-to-date register of the interests disclosed by Committee members.
- (b) An officer who is interested in a matter relating to the Society must, as soon as practicable after the officer becomes aware that they are interested in the matter, disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee.
- (c) A member of the Committee and/or subcommittee who is interested in a matter:
  - (i) must not vote or take part in the decision of the Committee and/or subcommittee relating to the matter; and
  - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - (iii) may take part in any discussion of the Committee and/or subcommittee relating to the matter and be present at the time of the decision of the Committee and/or subcommittee (unless the Committee and/or subcommittee decides otherwise).
- (d) A member of the Committee and/or subcommittee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

## **21. CONTACT PERSON**

- (a) The Committee shall appoint a Contact Officer who must be at least 18 years of age, a Committee member and at all times be resident in New Zealand.
- (b) The Contact Officer will advise the Registrar of Incorporated Societies within ten (10) days of any change in his/her/their contact details, or of the Society becoming aware of the change.

## **22. DISPUTE RESOLUTION**

### **(a) Disputes**

In the event of any dispute, complaint, doubt or difference arising out of the interpretation or application of this constitution that is not otherwise provided for in this constitution and referred to the Committee, the Committee shall determine the dispute as it thinks fit. The Committee's decision will be final and binding.

### **(b) Disputes between Members and or the Committee**

Unless otherwise specified in this constitution, in the event of any dispute or complaint arising between members and or the Committee, the parties will:

- (i) provide to the Committee (or a complaints subcommittee) the full written particulars of the dispute or complaint (**Notice of Complaint**);
- (ii) in good faith, endeavour to negotiate and resolve the dispute amongst themselves (which may include representatives or support persons for either party) as soon as reasonably practicable in a fair, efficient, and effective manner, and consistent with the rules of natural justice, and if there is no resolution within a reasonable timeframe, then;
- (iii) failing agreement by negotiation being reached within twenty (20) working days (or other such period as agreed between the parties) of the Committee's receipt of the Notice of Complaint, the parties concerned shall appoint an independent mediator by agreement and attempt to seek an agreed resolution to the matter; and
- (iv) failing either:
  - (1) agreement on the appointment of the mediator; or
  - (2) agreement on the matter by mediation being reached within twenty (20) working days from the appointment of the mediator (or other such period as agreed between the parties);

either party may refer the dispute to an arbitrator in accordance with the Arbitration Act 1996, or any legislation replacing that Act.

**(c) Complaints Subcommittee and or External Assistance**

The Society may refer a complaint to a subcommittee, an external person of sufficient experience or expertise, or an arbitral tribunal to investigate, report and or make a decision as appropriate.

SIGNED by:

13 January, 2026



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,Authorised Officer



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,Authorised Officer



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,Authorised Officer