

Mangawhai Artists (Incorporated)

Society Number: 2559362
Incorporated 23/4/2012
Charities Commission Number: CC50604
Registered: 30/5/14
NZBN: 9429043237838
Bank account: 12-3094-0185213-00



Constitution – Compiled post AGM 13/6/2021

This document reflects a compilation of the following documents:

Constitution: Rules of the Mangawhai Artists (Incorporated) – Uploaded CC 06/3/13

Amendments dated:

- 20/5/2014 (Uploaded CC: 6/6/14)
 - Clause 2. (c)
 - Clause 2. (e)
- 15/6/2019 – (Uploaded CC: 24/6/20)
 - Clause 8. (a) and consequential changes
 - Clause 8. (g)
 - Clause 13
- 13/6/2021 – Uploaded CC: 06/07/21)
 - Clause 6. (a)
 - Clause 14. (d)
 - Clause 8. (d), 10., 14. (e)
 - Clause 16. (b)
 - Clause 23. (renumbered as 22. (a))

Note:

- In some places a subtitle has been inserted to allow the automatic numbering to flow.

RULES OF THE MANGAWHAI ARTIST (INCORPORATED) – COMPILED at 13/6/2021

NAME

1. The name of the Society shall be “Mangawhai Artists (Incorporated)”.

OBJECTS

2. The objects for which the Society is established are:
 - a. To provide the vehicle to support, promote and nurture creativity of all art forms in the Mangawhai Community and elsewhere.
 - b. To promote and foster the appreciation of art.
 - c. To encourage artists to achieve their inherent potential.
 - d. To promote and foster activities in art and art appreciation in Mangawhai and elsewhere.
 - e. To promote and encourage the development, exploration, study and practice of all art in all its forms in New Zealand by providing opportunities for participation and instruction in painting, drawing and visual arts and to hold exhibitions, symposiums, open studios and arts events.
 - f. To purchase take on lease or in exchange or otherwise acquire or hold any real or personal property and any rights and privileges which the Society shall deem necessary or expedient for the purpose of attaining or furthering the objects of the Society.
 - g. To sell, mortgage, lease, exchange or otherwise deal with or dispose of any real or personal property and any rights and privileges of the Society.
 - h. To construct, relocate, maintain or alter, add to or re-erect from time to time on any land purchased, lease (sic) or acquired by the Society any building or buildings for the purposes of the Society.
 - i. To purchase or acquire all necessary materials, fittings and furniture for any building or premises in which the operations of the Society may be carried on or which may be used by the Society for the promotion of its objects or any of them.
 - j. At the discretion of the Society to accept donations, gifts or bequests of money, works of art or other exhibits of any kind or any other real or personal property for the purposes of the Society subject to any conditions that the donors or the testators may impose and to accept loans for periods of any works of art on such terms and conditions as may be agreed between the lenders and the Society.
 - k. To borrow or raise money at interest or otherwise from time to time by the issue of debentures, bonds, mortgages or any other security founded on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society shall think fit.
 - l. To invest moneys not immediately required upon such securities as may from time to time be determined by the Committee of the Society.
 - m. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP AND SUBSCRIPTIONS

3. The members of the Society shall be divided into two (classes) and shall comprise:

- a. Members who have an interest, or participate, in painting, drawing and the visual arts.
 - b. Life Members. The Committee may by a simple majority appoint any Member of the Society a life member in recognition of any long or outstanding service rendered to the Society by that member. Life Members shall have full privileges of membership without payment of subscriptions or fees.
4. Any person of good repute shall be eligible for membership of the Society.
 5. Prospective members of the Society may attend the activities of the Society as visitors for not more than two (2) months after which any prospective members must apply for membership and pay a full annual subscription.
 6. Subscription
 - a. The annual subscription for Members shall be fixed each year at the Annual General Meeting of the Society for the following financial year and subscriptions shall be due and payable within one (1) calendar month from the date of issue of subscription invoice. The subscription year commences on the 1st day of April in each year and concludes on the 31st day of March of the following year.
 - b. If the Committee decides by a simple majority that it is in the Society's best interests to increase the subscription before the next Annual General Meeting, the Committee may call a Special General Meeting by following the process provided in Rule 17.

CESSATION OF MEMBERSHIP

7. Cessation
 - a. A Member may resign by notice in writing to the Secretary.
 - b. Any Members whose subscriptions shall be in arrears for more than three (3) months shall, unless the Committee in its discretion decides otherwise, cease to be a member of the Society and the Committee shall remove the name of any such person from the Roll of Members.
 - c. The Committee shall have power to expel any Member for continued misconduct but only after due written warning shall have first been given by the Committee to that Member.
 - d. The Committee shall have the power to expel any member who has brought the Society into disrepute.

OFFICERS AND COMMITTEE

8. Officers and Committee
 - a. The Officers of the Society shall consist of a Chair, a Deputy Chair, a Secretary, a Treasurer and a Committee consisting of these Officers and up to eight (8) further Members. The office of Secretary and the office of Treasurer may be combined and held by one (1) person.
 - b. The Officers of the Society (and any other Members of the Committee) shall be elected at the Annual General Meeting and shall hold office until their successors are duly elected.

- c. A Patron may be elected at each Annual General Meeting.
 - d. An Honorary Independent Reviewer or Auditor shall also be elected at each Annual General Meeting. Such Reviewer or Auditor shall be a responsible and suitably qualified person, not necessarily a certified member of the Institute of Chartered Accountants.
 - e. Election to office shall be by a majority vote on being proposed by one (1) Member of the Society and seconded by another. Nominations of members for office in the Society or for membership of the Committee shall be in writing and must be accompanied by the written consent of the nominee. All such nominations must be in the hands of the Secretary seven (7) days prior to the date of the Annual General Meeting (exclusive of the date of the meeting) and no such nominations may be taken from the floor. If insufficient nominations are received to fill all positions any vacancies shall be treated as casual vacancies.
 - f. The Committee shall have power to appoint any eligible Member of the Society to fill a casual vacancy occurring on the Committee.
9. The Secretary (or appointed substitute) shall attend all general and committee meetings of the Society. She/he shall keep minutes of all such meetings and shall make available the Minute Book of the Society for the inspection of any member at any reasonable time. She/he shall keep filed copies of all documents and letters with reference to the Society. She/he shall keep a Roll of Members and conduct all correspondence of the Society and perform all such other duties relevant to this/her office as may be required by the Committee.
10. All moneys due to the Society shall be paid to the Treasurer and his/her receipt shall be a sufficient discharge. The Treasurer shall open and operate a bank account in the Society's name at a bank approved by the Committee and shall place all funds of the Society to the credit of that account. She/he shall have the authority to pay all day-to-day operational costs of the Society subject to clause 12 but will submit all accounts so paid, as well as any other accounts for approval, to the Committee. She/he shall submit annually at the Annual General Meeting a statement of the financial position of the Society (duly reviewed by the Honorary Reviewer or Auditor) and a record of the receipts and expenditure for the last financial year with a statement showing the assets and liabilities of the Society as at the end of the financial year preceding the Annual General Meeting.

MANAGEMENT

11. Management
- a. Subject to any direction of a General Meeting the Committee shall have the full power of management and control of the affairs, property and business of the Society and in particular but without limiting the general powers conferred upon it, shall have the following duties and powers:
 - i. To receive control and expend funds of the Society.
 - ii. From time to time make, repeal and amend all such by-laws and regulations not being contrary to or inconsistent with these Rules) as it may think necessary for the smooth running of the Society.

- iii. To borrow money and to secure the repayment together with interest by way of mortgage, debenture or otherwise.
 - iv. In the corporate name of the Society to make and enter into any deed, contract or agreement and to authorise and empower the proper officers to affix the seal of the Society to all documents required to be executed by the Society.
- b. The Committee shall be the sole authority for the interpretation of these Rules and any by-laws and regulations of the Society and its decision shall be final and binding.
12. The Committee shall have power to open and operate on any Bank Account or Accounts at the discretion of the Committee and any such accounts may be operated upon and cheques and other withdrawals signed and/or endorsed by such person or persons the Committee may from time to time decide provided that the Committee may in particular authorise two persons to endorse cheques to be paid to the credit of any Bank Account.
13. The financial year of the Society shall commence on the first day of April in each year and terminate on the last day of March after which date the accounts of the Society shall be balanced.

MEETINGS

General Meetings

14. The Annual General meeting of the Society shall be held within three (3) months of the end of the Society's financial year for the purpose of:
- a. Receiving the report of the outgoing Committee
 - b. Receiving the Treasurer's annual statement of accounts
 - c. Electing the Officers and Committee for the ensuing year.
 - d. Electing of a Patron or Patrons.
 - e. Electing an Honorary Auditor.
 - f. Determining the honorarium of the Chair, Secretary, Treasurer and Honorary Reviewer or Auditor.
 - g. Considering any notices of motion which must be in the hands of the Secretary at least fourteen (14) days prior to the date of the Annual General Meeting.
15. General Meetings, including the Annual General Meeting, shall be convened by notice either:
- a. Advertised in the local newspaper; or
 - b. Posted or delivered to Members at their last know place of above or business; or
 - c. Emailed to Members at their last know email address; at least fourteen (14) days prior to the date fixed for the holding of any such meeting.
16. Procedure
- a. Each General Meeting of the Society shall be presided over by the Chair or in his/her absence or at his/her request the meeting shall elect its own Chairperson from one of those Members who may be present. The Chairperson presiding at any meeting shall have a deliberative as well as a casting vote.
 - b. No business shall be transacted at any General Meeting of the Society unless a quorum is present at the time when the meeting proceeds to business. The quorum

- for any General Meeting of the Society shall be 20% or twenty (20) financial Members whichever is the lesser at the time of the General Meeting of the Society.
- c. If within half an hour from the time appointed for any meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week and at the same time and place and the Members present at the adjourned meeting may transact any business as if they constitute a full quorum.
 - d. The Chairperson of any General Meeting of the Society may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - e. Every question submitted to any General Meeting of the Society shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chairperson shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which she/he may be entitled as a Member. At any meeting unless a poll is demanded by the Chairperson or by at least three (3) Members present, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and any entry to that effect in the books containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. If a poll be demanded, it shall be taken in such manner and at such times and place as the Chairperson of the meeting directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
 - f. On a show of hands and upon a poll, every Member present in person shall have one vote. Votes must be given personally and not by proxy.
17. On the requisition in writing of the Committee or of not less than ten (10) Members of the Society, stating for what purpose or purposes the meeting is required, the Secretary shall convene a "Special General meeting" of the Society. Notice of such meeting stating the purposes for which it is called shall be given as prescribed in Rule 15 and no business other than that specified in such notice shall be dealt with at any Special General Meeting.

Committee Meetings

18. The Committee shall meet at least four (4) times each year.
19. If any member of the Committee is absent from three (3) successive Ordinary meetings of the Committee without obtaining leave of absence, he or she shall cease to be a member of the Committee.
20. Special Meetings of the Committee may be called by the Secretary on the written requisition of the Chair or any two (2) Committee Members.
21. A majority of Members present in person shall constitute a quorum for Committee Meetings.
22. All meetings of the Committee shall be presided over by the Chair or in his/her absence or at his/her request the meeting shall elect its own Chairperson from one of the Committee

Members present. All resolutions of the Committee shall be deemed passed if approved by a simple majority of the Committee Members present at the meeting and voting. In the case of an equality of votes the Chairperson presiding at the meeting shall have a second or casting vote.

- a. The Treasurer shall provide a statement of the current financial position of the Society to the Committee at all such Committee Meetings along with a list of the accounts for payment which are to be recorded in the Minutes of the meeting and approved (or otherwise) for payment before actual payment.

PAYMENT TO MEMBERS

23. No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society 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 paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value).

ALTERATION OF RULES

24. The Rules of the Society may be altered, added to or rescinded by a Resolution passed at any General Meeting of which notice has been given as prescribed in Rule 15 hereof. Every such notice shall contain a copy or set forth the nature or purpose of the Resolution to be moved at the meeting so called. No such alteration, addition, rescission or other amendment shall be valid until accepted and registered by the Registrar of Incorporated Societies and no addition to, or alternation or rescission of Clause 23 ("Payments to Members") and of Clause 26 ("Dissolution") shall be approved without the approval of the Charities Commission and the Inland Revenue.

COMMON SEAL

25. The Society shall have a Common Seal which shall be adopted by Resolution of the Committee and which shall be in the custody of the Secretary. The Common Seal shall be affixed to any deed, document or instrument only in pursuance of a Resolution of the Committee and in the presence of the Secretary and one other Member of the Committee who shall by Resolution be appointed by the Committee for the purpose.

DISSOLUTION

26. The Society may be wound up voluntarily in accordance with the provisions of Section 24 of the Incorporated Societies Act 1924. If upon the winding up of the Society there shall be any surplus funds or assets after the payment of all costs, debts and liabilities of the Society including the expenses of the winding up such surplus funds or assets shall not be paid or transferred to any Members of the Society but shall be paid over or transferred to such other **Charitable** Incorporated Society or Societies having objects similar to the objects of this Society as the Members shall decide at the General Meeting at which the Resolution winding up or confirming the winding up of the Society is passed.