

INCORPORATED SOCIETIES ACT 1908

Rules of Arts Council Nelson Incorporated

1. NAME

The Name of the group shall be the “Arts Council Nelson Incorporated” (“the Council”).

2. OBJECTS

- 2.1 To initiate projects and activities that stimulate and strengthen the artistic and cultural life of our region (“region” being Nelson City Council area, and Richmond Waimea area to south of Murchison).
- 2.2 To respond to community enquiries with appropriate information and resources.
- 2.3 To promote and support existing arts and cultural activities.
- 2.4 To foster liaison and networking with groups and individuals.
- 2.5 To ensure the financial stability and security of Arts Council Nelson.
- 2.6 To inform, advise and support Nelson City Council, Tasman District Council and Creative New Zealand on arts and cultural matters.
- 2.7 To encourage high quality student-centred education and training to increase opportunities for further training and employment in the arts.
- 2.8 To encourage active participation of all Council members.
- 2.9 To work in cooperation with other agencies, statutory and voluntary, and the arts community to foster the development of organisations and groups with similar arts and cultural goals.
- 2.10 To foster understanding of, and operate according to the principles of the Treaty of Waitangi, and to further the broader objectives of equality, justice and social education.
- 2.11 To operate in a cooperative and participatory manner which uses the consensus form of decision-making.
- 2.12 To express collective comment and to encourage more artistic awareness in the Nelson/Tasman region.
- 2.13 To be involved in any other purpose which may be considered appropriate by the Council.

3. REGISTERED OFFICE

The Registered office of the Council shall be at such place as the executive committee shall from time to time determine. Notice of every change of place of the registered office shall be given forthwith to the Registrar of Incorporated Societies.

4. MEMBERSHIP

- 4.1 There shall be the following categories of members:
 - a) The people who have signed these rules at the Council’s inaugural meeting.
 - b) Individual membership for individual persons who have objectives in common with the Council, as set out in Rule 2 hereof.
 - c) Associate memberships for groups and/or companies who have objectives in common with the Council, as set out in Rule 2 hereof.
 - d) One appointed representative from Nelson City Council and one appointed representative from Tasman District Council.
- 4.2 Every application for membership shall be made in writing.
- 4.3 The executive committee shall have the sole discretion to accept or refuse any application for membership and in making any decision to accept any application for membership, the executive committee shall first and foremost be satisfied that the applicant is in agreement with the objectives of the Council.

- 4.4 The secretary shall advise any individual or group whose membership application is refused by the executive committee, of that refusal, by letter sent not later than fifteen working days following the date of the executive committee's decision.
- 4.5 The Council shall maintain a register of all members, which will be updated at each Annual General Meeting. The register shall contain the names, addresses and occupations of those members and the dates at which they became members.
- 4.6 Membership may be terminated as follows:
- (a) any member may resign his or her membership at any time by notice in writing delivered personally or posted to the secretary and on such delivery he or she shall cease to be a member of the Council but no such resignation shall relieve the member from payment of any sums then due by him or her to the Council.
 - 4.6 (b) Any member whose conduct is or has been injurious to the character of the Council or who undertakes any activity which is contrary to the objectives of the Council or who infringes any rule of the Council as set out herein, may be expelled from membership following a determination to that effect by the executive committee.
- The procedure for expulsion of members will be as follows:
- 4.6 (b)1 Any person or organisation may make a complaint to the Executive committee. Every such complaint will be in writing and addressed to the Secretary.
 - 4.6 (b)2 If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the member's conduct.
 - 4.6 (b)3 The Executive Committee will give the member at least fifteen (15) working days written notice of the meeting. The notice will:
 - (i) sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
 - (ii) inform the member that if the Executive Committee is not satisfied with the member's explanation the Executive Committee may expel the member from the Council.
 - 4.6 (b)4 If in the meeting the Executive Committee decides to expel the member from the Council the member will cease to be a member of the Council.
 - 4.6 (b)5 A member expelled by the Executive Committee may, within 10 working days, give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within 15 working days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.
 - (c) any member who fails to pay any annual subscription on or before the expiration of twelve months after it has become due shall be deemed to have resigned.

5. SUBSCRIPTIONS

The annual subscription of the Council may be determined by the executive committee together with terms of payment.

6. MANAGEMENT

- 6.1 The affairs of the Council shall be managed by an executive committee of a minimum of five members to a maximum of twelve members. The executive committee shall be elected at the Annual General Meeting of the Council.
- 6.2 The executive committee shall select such subcommittees or working parties as are considered necessary to undertake the work of the Council and shall appoint a representative for each such working party to serve on the executive committee. Subcommittee or working party members may be elected or co-opted members.
- 6.3 The executive committee may, in addition to the members elected pursuant to clause 6.1 hereof, co-opt individuals both from within the Council and from outside the Council, at its sole discretion.

7. THE EXECUTIVE COMMITTEE

- 7.1 The executive committee shall elect at its first meeting a chairperson, secretary and treasurer.
- 7.2 The executive committee shall meet not less than once every two months. The day and time of each meeting shall be determined by the executive committee, which may meet, adjourn, and otherwise regulate its meetings as it thinks fit.
- 7.3 Each member of the executive committee shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by the majority of votes. The chairperson: of the meeting shall have a deliberative vote and, in the event of equality of votes, a casting vote also.
- 7.4 If any member of the executive committee shall resign or retire during their term, the executive committee may appoint another person without recourse to any form of election.
- 7.5 50% or greater personally present at the beginning of, and throughout the meeting, shall form a quorum. At least one of the quorum shall be the chairperson, secretary or treasurer.
- 7.6 The executive committee shall have the following powers, without prejudice to the general powers conferred by the Council rules:
- (a) it shall be responsible for the management of the affairs of the Council, including the control and investment of the Council funds.
 - (b) it may at its sole discretion make bylaws and regulations for the internal conduct of the Council and any subcommittees or working parties selected under rule 6.2 hereof and it may engage such staff and other personnel and advisers as may be necessary for the conduct of the Council and the Council's objectives and affairs.
 - (c) it may build, purchase, lease, rent, hold, and/or furnish any building or premises and it may from time to time dispose of some or any part of it.
 - (d) it may give receipts, releases and other discharges for moneys payable to the Council and for claims and demands of the Council.
 - (e) it shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes and objectives of the Council.
 - (f) it may invest and deal with money of the Council upon such security and in such manner as it thinks fit and may from time to time vary such investments.
 - (g) it may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or any part of the property or assets of the Council (whether present or future) and it may purchase, redeem, or pay off any such securities.
 - (h) it shall keep minutes of all meetings of the executive committee.
 - (i) it shall ensure that proper books of accounts are kept or are caused to be kept by the treasurer who shall present a monthly financial statement to the committee and an annual statement of income and expenditure, together with a balance sheet to the members at the annual general meeting.
 - (j) it may enter into contracts as are necessary for the attainment of the purposes and objectives of the Council, and authority to enter into contracts may be delegated to the Community Arts Manager and the Arts Administrator.
 - (k) it shall exercise all rights, powers and duties, which under these rules are required to be performed by the committee.
 - (l) it may employ, retain or engage any persons.

8. MEETING OF MEMBERS

- 8.1 An annual general meeting of the members of the Council shall be held within three months of the end of the Council's financial year as set out in clause 9.5 hereof. The business of the annual general meeting shall be to receive and consider:
- (a) the minutes of the previous Annual General Meeting and any Special General Meeting held since the last Annual General Meeting.
 - (b) the report of the committee on the affairs of the Council for the past financial year;
 - (c) the accounts made up to the previous June, such accounts to be signed by the Council's auditor;

- (d) the election of the executive committee in accordance with rule 6 hereof;
 - (e) the appointment of an auditor for the ensuing year' and
 - (f) conduct any other business which may properly be brought before the meeting.
- 8.2 Any member wishing to bring any motion before the annual general meeting shall give fifteen working days prior notice to the secretary of the Council and no motion shall come before the meeting unless such notice has been given.
- 8.3 No other business shall be considered unless it is specified in the Notice convening the meeting / except it may be deemed a matter of extreme urgency by a majority of the members assembled or expressly authorised by the rules.
- 8.4 Notice of a general meeting shall be given to members in writing / or by advertisement in the local newspaper, at least fifteen working days before the date of such meeting. The notice shall specify the date, time and place of the general meeting, the type of meeting, and the business to be discussed at the meeting.
- 8.5 A special, or extraordinary, general meeting of members may be called by the committee at any time and shall be called at the written request of six financial members of the Council. The written request shall state in general terms the business for which the meeting is called. Such meeting shall have the same powers as an annual general meeting.
- 8.6 Five members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of and throughout the meeting. The chairperson of the management committee shall chair the meeting. In the absence of the chairperson his or her representative shall chair the meeting.
- 8.7 A member that is a community group or constitutional member may be represented at the meeting by a nominee duly appointed by notice to the secretary.
- 8.8 Voting shall be on voices unless a show of hands or a poll is called for and the chairperson shall have a second or casting vote in addition to his or her deliberative vote.
- 8.9 Minutes of the general meeting shall be kept by the secretary of the executive council and shall be open to inspection by members of the Council at all reasonable times.
- 8.10 Resolutions passed at any general meeting shall be conclusive and binding on all members of the Council whether present at the meeting or not.

9. FINANCE

- 9.1 All monies received on account of the Council shall be paid into the account of the Council with its bankers and shall be acknowledged by an officer or a paid employee of the Council.
- 9.2 All cheques and deposits drawn upon the bankers of the Council shall be signed jointly by two persons appointed by the executive committee.
- 9.3 Cheques or other negotiable instruments paid or payable to the Council's bankers for collection requiring the endorsement of the Council may be endorsed by such person or persons as the executive committee shall from time to time appoint.
- 9.4 The treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Council, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Council, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the executive committee.
- 9.5 The financial year of the Council shall be from the first day of July in one year to the thirtieth day of June in the next year.
- 9.6 Once at least in every year the accounts of the Council made up to the thirtieth day of June preceding shall be duly audited "or reviewed" by an independent member of the New Zealand Society of Accountants (the auditor) appointed at the annual general meeting of the Council. An abstract of the accounts shall be printed and issued to every member, together with the notice of the annual general meeting. The auditor shall be appointed at the annual general meeting and shall be a member of the New Zealand Society of Accountants. The remuneration of the auditor shall be determined by the executive committee, which shall have power to fill any casual vacancy in the office of auditor.

9.7 The secretary shall file with the Registrar of Incorporated Societies within seven days after the annual general meeting the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

10 NO PERSONAL BENEFIT

No member or person associated with a member of the Council shall derive any income, benefit or advantage from the Council where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

(a) professional services to the Council rendered in the course of business charged at no greater rate than current market rates;

or

(b) Interest on money lent at no greater rate than current market rates.

11. ALTERATION OF RULES

11.1 The rules of the Council may be altered, added to or rescinded at any special general meeting or annual general meeting provided that notice in writing setting out such alteration, addition or rescission has been posted to members with the notice of the meeting not less than fifteen working days prior to the meeting.

11.2 No addition to or alteration or rescission of the rules shall be approved if it affects the personal benefit clause or the winding up clause.

11.3 Any addition to or alteration or rescission shall be in writing and signed by at least three members of the Council and the executive committee shall within seven days register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

12. BYLAWS AND ACTION PLAN

12.1 The executive committee shall have power to make, alter or rescind bylaws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Council. Bylaws and action plan shall take effect and become binding on all members fifteen working days after notice of the bylaws and action plan has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members pursuant to Rule 8.5.

12.2 A copy of the rules and bylaws and action plan and regulations for the conduct of the Council shall always be open to inspection by members.

13. LIQUIDATION

13.1 Members present at a general meeting of the Council convened for that purpose may resolve that the Council be put into liquidation as from a date specified in the resolution provided that such resolution is confirmed by a subsequent general meeting called for that purpose not earlier than thirty days after the resolution to be confirmed was passed.

13.2 Subject to the provisions of the Incorporated Societies Act 1908 and its amendments, the disposal of the assets of the Council shall be among such community groups in New Zealand that have similar charitable objects to the Council and in default of agreement then as the Registrar of Incorporated Societies directs.

13.3 No member or group of members shall benefit from the disposal of assets in the event of the liquidation of the Council.

14. SEAL

The Council shall have a common seal, which shall be kept in the custody of the secretary. The common seal shall be affixed (pursuant to any resolution of the Council of the executive committee) in the presence of any member of the executive and the secretary.

15. INDEMNIFYING OF OFFICERS & COMMITTEE MEMBERS

- 15.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 15.2 The Officers, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

(scanned copy of signature)

Incorporated at Christchurch this.....

day of..... , 19.....

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Assistant Registrar of Incorporated Societies