

Rules

Peninsula Arts (Incorporated)

1. NAME
 - 1.1. The name of the Society is PENINSULA ARTS INCORPORATED
2. OBJECTIVES
 - 2.1. To promote the arts for the benefit of the people of New Zealand.
 - 2.2. To aid the education, study and practice of the arts.
 - 2.3. To aid the commissioning, acquisition and installation of artwork for public spaces.
 - 2.4. To undertake, establish and carry out any trusts which may be incidental or beneficial to the objects of the Society or any of them.
3. MEANS OF ACHIEVING OBJECTIVES
 - 3.1. To invest or deposit its money in any bank or savings bank or in any investment decided upon by the Executive Committee.
 - 3.2. To print, publish and distribute books, magazines, pamphlets, and other printed works including reproduction of pictures or representation of other works of art or craft.
 - 3.3. To establish scholarships and aid the practice and study of art.
 - 3.4. To obtain by purchase or by hire for any such purpose, anything required or suitable for such exhibition or display. The Society may pay all the costs of arranging advertising and managing any such exhibition or display.
 - 3.5. To acquire funds and or assets for all or any of the Society's objects by gift, subscription or bequest or otherwise.
 - 3.6. To distribute profits to registered charities and arts organisations as approved by the Executive Committee of the Society.
 - 3.7. To deal in real and/or personal property of any nature exactly as an individual owner of any such property may do. To set up premises in which to conduct any activity of the Society, and to let or hire out such premises and any chattels in them. To mortgage or charge any property of the Society.
 - 3.8. To borrow money either with or without security to fully carry out the objectives of the Society.
 - 3.9. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. MEMBERSHIP
 - 4.1. Membership of the Society shall be open to all persons interested in the arts: and in particular the promotion and development of Peninsula Arts.

- 4.2. There shall be various classes of membership, namely;
- i. General membership – which shall extend to any person interested in the arts.
 - ii. Donor Memberships – which shall extend membership to any person, firm or corporate body that donates money to the Society. Such membership shall be for such term or terms and on such conditions as the Executive Committee shall, from time to time decide. The Executive Committee shall have the power to create different classes of Donor Members depending on the amount or frequency of the donation and to attach different privileges to each class.
 - iii. Sustaining Donor Membership - which shall extend membership to any person firm or body corporate, which makes an annual donation of not less than \$10,000.00 (or such greater sum, as the Society shall from time to time determine for the following year at the Annual General Meeting).
- 4.3. Any member shall cease to be a member of the Society if :
- i. Such member resigns in writing.
 - ii. Such member is expelled by a resolution of not less than two-thirds of those present at a properly constituted meeting of the Executive Committee, which has been called for the purpose of considering the motion to expel. The member named in the motion shall be given the opportunity to attend, either in person or by representation, and to speak in opposition to the motion.
 - iii. Such member's subscription remains unpaid for a period of three months from the date upon which it became overdue in terms of Rule 4.2 of these Rules.

5. MEETINGS

- 5.1. The Society shall hold an Annual General Meeting before the end of October in each calendar year at such time and place as the Executive Committee shall decide.
- 5.2. The Society shall hold such other General Meetings as the Executive Committee shall decide. The Executive Committee shall hold a General Meeting within thirty (30) days of the receipt of a requisition therefore signed by not less than fifteen members of the Society.
- 5.3. Notice, which shall include any form of communication representing or reproducing words in a visible form, shall be given to all members of the Society at the address recorded upon the Society's roll. The notice shall be sent not less than twenty one (21) days before the meeting. The accidental failure to give any such notice shall not invalidate the proceedings at any meeting.
- 5.4. Only members of the Society shall be entitled to vote at General Meetings, but the Executive Committee may extend an invitation to others to be present, and, if deemed appropriate, to address the meeting.
- 5.5. The business to be conducted at the Annual General Meeting shall be:
- i. The receipt and consideration of the Statement of Accounts and the Annual Reports of the President and Treasurer.
 - ii. The fixing of the amount of annual subscriptions for each class of membership for the financial year next following.
 - iii. The election of Officers.
 - iv. Such other business as shall be submitted by the Executive Committee or brought forward by any member present. The business to be conducted at any other General Meeting shall be

such business as shall be submitted by the Executive Committee, or requested in any requisition of members for the calling of a meeting or with the consent of the meeting brought forward by any member present.

- 5.6. The Chair at all General Meetings shall be taken by the President, or, in his/her absence by some other member appointed at the meeting.
- 5.7. Voting at General Meetings shall be conducted in such manner as the Chair shall determine. A poll shall be held if demanded by not less than two persons present at the meeting and entitled to vote.
- 5.8. A quorum at a General Meeting shall be fifteen members present in person.

6. OFFICERS, SECRETARY AND EXECUTIVE COMMITTEE

- 6.1. The Officers of the Society shall be a President, Secretary and a Treasurer, who shall all be members of the Society.
- 6.2. The Executive Committee shall consist of such Officers, and up to 6 committee members.
- 6.3. Running of elections:
 - i. The Officers to be elected at an Annual General Meeting for a period up to two years.
 - ii. The Committee members to be elected at an Annual General Meeting for a term of three years,
 - iii. The term of office of the President and Officers shall not exceed four consecutive years.
 - iv. The term of office of Committee members shall not exceed six consecutive years.
 - v. Nominations for any office or for Committee membership shall be made in writing, signed by the Nominator and the person nominated. Nominations shall be delivered to the Secretary not later than seven (7) days prior to the date of the Annual General Meeting specified in the notice calling it.
- 6.4. The Society may also have paid employees, who need not be members of the Society and shall be appointed by the Executive Committee from time to time on a paid basis and upon such terms and conditions and with such duties as the Executive Committee shall decide upon.
- 6.5. There may also be an Assistant Secretary and an Assistant Treasurer who may be members of the Society and shall be appointed by the Executive Committee upon such terms and conditions and with such duties as such Committee shall from time to time determine. It may also determine whether, and if so in what way, they shall be remunerated.
- 6.6. The employees, Assistant Secretary and Assistant Treasurer may on occasion receive notice of and attend meetings of the Executive Committee and they may take part in its discussions and decisions but shall not be actual members of such Committee or have the right to vote at its meetings.
- 6.7. The Executive Committee may co-opt persons (who need not be members of the Society) to assist with the mounting and running of events. These persons can be invited to attend its meetings and to take part in its discussions and decisions but without power to vote.
- 6.8. Positions which fall vacant between Annual General Meetings due to the death or resignation of any Officer (or Committee Member) of the Society shall be filled by the Executive Committee.
- 6.9. A quorum at a meeting of the Executive Committee shall be five persons entitled to vote.
- 6.10. Not more than one member of a partnership/family shall be eligible to be an Officer or Committee member of the Society at the same time, nor shall more than one such member be

eligible to vote at meetings of the Executive Committee on any particular matter unless in either case eligibility has been specifically conferred in advance upon by a resolution of any General Meeting. Such special eligibility would require confirmation at each Annual General Meeting to have continued validity.

- 6.11. The Executive Committee may determine whether or not an honorarium is to be paid to any Officer of the Society and the amount thereof.

7. PATRONS

- 7.1. Patrons shall be appointed for a period of three (3) years and shall be eligible for re-nomination.
- 7.2. Patrons shall be honorary members of the Society for the period of their appointment.

8. MANAGEMENT

- 8.1. The general control of the affairs and the property and funds of the Society shall be vested in the Executive Committee. Such Committee shall be subject to any direction given by any decision of a General Meeting.
- 8.2. The Executive Committee shall have power to appoint such sub-committees as it may deem expedient. These shall be composed of members of the Executive Committee, and co-opted members and may have delegated to them such powers and functions as the Executive Committee shall determine.
- 8.3. Any Sub-Committee may remain in office until the Annual General Meeting next following its appointment but in order to carry on past that time will need to have its appointment re-confirmed by the incoming Executive Committee.

9. ACCOUNTS AND AUDIT

- 9.1. The financial year of the Society shall commence on the first day of July and terminate on the 30 of June the following year unless the members in General Meeting otherwise so decide.
- 9.2. A Chartered Accountant nominated by the Executive Committee shall prepare and review a statement of accounts and balance sheet as soon as may be after the end of each financial year.
- 9.3. The Statement of Accounts and Balance Sheet together shall be submitted to the Annual General Meeting next following its preparation and shall be open for discussion thereat.
- 9.4. The accounts as approved at an Annual General Meeting shall not require auditing unless a resolution requiring an audit is passed at that Annual General Meeting.

10. DUTIES OF OFFICERS

- 10.1. The duties of the President, Treasurer and Secretary shall be determined from time to time by the Executive Committee.

11. OFFICE

- 11.1. The registered office of the Society shall be at such place as the Executive Committee shall from time to time appoint.

12. SEAL

12.1. The Executive Committee shall provide a seal for use by the Society which shall be a circular seal bearing the words "The Common Seal of Peninsula Arts (Incorporated)". The Seal shall not be affixed to any document except by resolution of the Executive Committee and in the presence of either the President and two other members of such Committee.

13. ALTERATION OF RULES

13.1. The Rules of the Society may be rescinded, added to or amended by resolution passed at any General Meeting of the Society provided that notice of the proposed alteration shall have been given in the notice convening the meeting.

14. GENERAL

14.1. Any matters not provided for in these Rules shall, subject to the laws of New Zealand and to the objects of the Society, be decided by the Executive Committee.

14.2. All the objects and activities of the Society shall be carried out within New Zealand.

14.3. The Society may not own or have an interest of any nature in real or personal property outside New Zealand. No member of the Society may obtain any pecuniary gain or benefit from their membership of the Society, other than the Secretary and any other Officer of the Society to the extent provided in Clause 6 above.

14.4. The Rules of the Society may not be added to, altered or rescinded in any manner which would affect the exclusively charitable nature of the Society or give it effect beyond New Zealand.

15. WINDING UP

15.1. In the event of the Society being wound up the assets and funds of the Society after paying or discharging the debts and liabilities of the Society and the costs of winding up shall be transferred to any Charitable Trust operating in Auckland that has as its primary object the support of the Arts community of New Zealand.

1.
	Member Name	Signature
2.
	Member Name	Signature
3.
	Member Name	Signature