

RULES OF THE WAIKATO SOCIETY OF ARTS INCORPORATED.

1. NAME :

The name of the Society shall be the "Waikato Society of Arts Incorporated" and in the reading and construction of these rules, the expression "the Society" shall mean the "Waikato Society of Arts Incorporated".

2. REGISTERED OFFICE :

The registered office of the Society shall be at ArtsPost, 120 Victoria Street, Hamilton, or at such other place as the Executive Committee (the Executive) may determine.

3. OBJECTS

- (a) To promote the study in the various departments of the Fine and Applied Arts.
- (b) To hold periodical exhibitions in Hamilton or elsewhere of works of Art.
- (c) To hold conversations for discussion of matters connected with Art.
- (d) To arrange for and have lectures delivered upon all subjects connected with Art.
- (e) To purchase or otherwise acquire works of Art and to retain in the name of, or dispose thereof; or donate any such works of Art to anybody or institution.
- (f) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, rights of property (real or personal) which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Society.
- (g) To build or otherwise provide on any freehold or leasehold land of the Society, Club House, Offices or Halls or any other building or buildings for any purpose whatever that may be considered necessary or expedient, and to alter, enlarge, repair, maintain, remove, demolish and rebuild the same or any part of them.
- (h) To purchase, hire, make or provide and maintain all kinds of furniture and other articles and things which may be necessary or conveniently used in connection with the buildings and other premises of the Society by persons frequenting the same, whether members of the Society or not.
- (i) To manage, improve and maintain all or any part of the land, buildings, tenements and hereditaments of the Society and to grant rights over the same or any part thereof, and to lease, demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either altogether or in portions for such consideration as the Society may think fit.
- (j) To sell all or any part or parts of the property of the Society (real or personal) for such considerations as the Society may think fit.
- (k) From time to time to borrow or raise money either by bank overdraft, advances or in any other mode whatever for the purpose of the Society, and either with or without security and when deemed necessary to secure repayment thereof by mortgage, charge, lien or other security over any real or personal property belonging to the Society or over the revenues of the Society or the subscriptions of members or by the issue of debentures charged or secured upon the property or revenues of the Society or in any other manner whatsoever which may seem to the executive to be advisable or expedient.
- (l) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. ADMISSION TO MEMBERSHIP :

- (a) A candidate for admission to the Society as a member shall apply in writing to the Secretary, enclosing their subscription for the current year, such application to state that the member agrees, if elected to membership, to abide by the rules of the Society.
- (b) Should the executive determine that an applicant be not admitted to membership, then on a majority vote, that decision becomes final, and the subscription is refunded.
The executive shall not be obliged to state the grounds of such non-election.
- (c) The Society may from time to time provide for other classes of membership, eg., life, associate, corporate, student.

5. SUBSCRIPTIONS :

- (a) The annual subscription shall be such sum as determined from time to time by the members voting at an Annual General Meeting.
- (b) All annual subscriptions, except the first subscription of a new member, shall be payable on the anniversary of the date each member became a member of the Society.
- (c) The membership of any member whose subscription is in arrears by more than eight weeks shall lapse.

6. RESIGNATION :

A member may resign their membership at any time by letter addressed and posted or delivered to the Secretary at the Registered Office of the Society, and by payment of all subscriptions and fees then due to the Society.

7. EXPULSION OF MEMBERS :

- (a) If at a meeting of the executive, where a quorum is present, the majority of its members personally present shall consider the conduct of any member of the Society injurious to the standing and interests of the Society, the executive shall call the attention of that member to such conduct and request some satisfactory explanation of their conduct, and if the said member shall not, within one calendar month of such request being posted by registered mail at the last known address, offer a satisfactory explanation such member shall cease to be a member of the Society.
- (b) A member so expelled may appeal against their expulsion to the next General Meeting of the Society if such notice has been given and at which the member may appear and state their case, but not vote. The decision of the General Meeting shall be final.
- (c) A decision of the Executive to expel a member shall be effective immediately, notwithstanding an appeal.
- (d) If the subscription of any member shall be three months in arrears and notice to that effect shall have been posted to them, then if such subscription be not paid within one month after the posting of such notice, the committee may strike such member's name off the roll of membership, and thereafter such member shall cease to have any rights of membership and no member whose name has been struck off the roll as aforesaid shall be entitled to offer themselves for re-election to the Society, until such arrears of subscription shall have first been paid to the Society.

8. PRIVILEGES OF MEMBERSHIP :

All members shall be :

- (a) Eligible for election to the executive.
- (b) Entitled to speak and vote on all questions at a General Meeting.
- (c) Entitled to submit work for exhibitions of the Society, subject to the rules governing the exhibition.
- (d) Entitled to free admission to all exhibitions of member's works, and to conversations and lectures, excepting where the executive decide that special circumstances exist that require a nominal charge.
- (e) Entitled to attend any committee meeting of the Society, but shall not vote, and may only speak if so invited by the chairman of the meeting.
- (f) Entitled to privileges accorded from time to time by the business community, when evidenced by the production of a current valid membership card.

9. MANAGEMENT :

- (a) Subject to any direction by members in General Meeting or Special General Meeting, the affairs of the Society shall be managed by an Executive Committee (the Executive) consisting of the following officers :
Patron
President
Not more than two Vice-Presidents
Secretary Treasurer
No more than eight other members (at least four of whom must be members who have exhibited works of art at ArtsPost within the period of two years prior to the date of their election).
- (b) All officers shall be elected annually and shall be eligible for re-election.
- (c) When a vacancy occurs in the Executive or in any of the offices by death, Resignation or otherwise the Executive shall have full power to fill the vacancy, and the person so appointed shall hold office till the next Annual Meeting of the Society.
- (d) The Executive shall have power to co-opt at any time an additional member or members to the Executive Committee. The co-opted member shall have full voting rights and shall hold office until the following Annual General meeting.
- (e) A member who has been employed by the Society in an administrative position shall not be eligible for election to the Executive for a period of two years from the date when that member ceased to be so employed.
- (f) The Executive shall conduct the general business of the Society and shall meet for such purposes as often as may be required, but in no case not less than quarterly, and at such meetings four members personally present shall be a quorum and minutes of their proceedings shall be entered in a book and be read and confirmed at its next meeting.
- (g) The Chair of the Executive shall rotate monthly between the Members of the Executive provided that the President, a Vice-President or Secretary Treasurer is present.
- (h) Nominations for all officers of the Society shall be in the hands of the Secretary not less than seven (7) days before the Annual General Meeting. Nomination forms shall be signed by a proposer and seconder, and the nominee shall sign indicating their willingness to take office.
- (i) No person shall be eligible to serve as President who has not been a member of the Society for at least 2 years, or who has not served on the Executive for at least one year.

10. GENERAL MEETINGS :

- (a) The financial year of the Society shall close on the 31st Day of August in each year, to which date the accounts of the Society shall be made up, and a Balance Sheet and Statement of accounts prepared and audited, and the Executive shall then convene the Annual General Meeting within two months of the end of the Society's financial year.
- (b) The purpose of such Annual Meeting shall be :
 1. To receive the report of the President, and the Balance Sheet and Statement of Accounts duly audited.
 2. To elect a Patron, the officers of the Society, Executive members, and auditor for the ensuing year.
 3. To transact any special business of which due notice has been given.
 4. To transact any general business.
- (c) Fourteen days notice of an Annual General Meeting, or seven days notice of a Special General Meeting shall be given by notice posted to each member.
- (d) At all General Meetings of the Society, ten members personally present shall constitute a quorum.
- (g) Any member desirous of moving any resolution at the Annual General Meeting of which notice is required shall give notice thereof to the Secretary not less than twenty-one (21) days before the date of such meeting.
- (h) The Executive may at any time convene a Special General Meeting, and they shall do so on the requisition to the Secretary in writing of not less than four members of the Executive or ten members of the Society stating the purpose for which the meeting is required. It shall not be competent for such meeting to transact other business except that for which the meeting is specially called. Any such requisition shall be left at the registered office of the Society. Upon receipt of such requisition the Executive shall forthwith proceed to convene a Special meeting of the Society.
- (i) Every question submitted to a General Meeting shall be decided on the voices, by a show of hands, or by ballot at the discretion of the Chairman, unless a ballot is demanded by at least three members present when it must be held.
- (j) Should there not be a quorum at any Annual Meeting or any Special General Meeting the members present may adjourn the meeting to such time as they consider advisable and if at such adjourned meeting a quorum be not present those members who are present shall be a quorum and may transact the business for which the meeting was called. Seven day's notice of the adjourned meeting shall be given to all members.
- (k) At the Annual General Meeting every officer of the Society shall be nominated by being proposed by one member and seconded by another. In the event of more officers being nominated than there are vacancies to be filled a ballot shall be held at the meeting in such a manner as the Chairman shall decide upon. The persons up to the number of vacancies obtaining the greatest number of votes shall be declared elected to the vacancies for which they were respectively proposed and seconded. in case of an equality of votes the Chairman shall have a casting vote.
- (l) At all General Meetings a declaration by the Chairman that a resolution has been carried or not shall be conclusive.
- (m) At any General Meeting of the Society, any member not able to attend may appoint another financial member, or the Chairman of the meeting, to vote on their behalf.

Any such proxy shall be notified in writing, to the Secretary, signed by the member giving the proxy, no less than 24 hours prior to the time of the meeting.

11. PROFIT :

No member shall derive any pecuniary gain within the meaning of the Incorporated Societies Act 1908 from the property or operation of the Society.

12. ADDRESSES OF MEMBERS :

Every member shall be bound by the rules for the time being of the Society and shall from time to time communicate to the Secretary his address and all notices posted or sent by email to such address shall be considered as having been duly given on the day when such notices or letters should reach such member in the ordinary course of post or, if sent by email, on the day such email enters the member's information system.

13. POWERS OF EXECUTIVE :

- (a) The decision of the Executive upon a question of the interpretation of these rules and of the by-laws and regulations made hereunder, or upon any other matter affecting the Society and not provided for by these rules or by the by-laws and regulations made hereunder, shall be final and binding on members unless and until a contrary decision be made by a General Meeting.
- (b) The Executive shall at its first meeting appoint a committees of such persons as it may think fit as a selection and hanging committee for the purposes of any of the exhibitions of the Society.
- (c) The Executive shall have the power to appoint sub-committees to consist of not less than two persons of the Society to be responsible to the Executive. The President shall be an ex-officio member of all sub-committees.
- (d) The Executive shall decide in what manner all works of Art purchased or acquired by the Society shall be disposed of.
- (e) The Executive shall have power to appoint Bankers and to appoint and dismiss all officers and servants of the Society and shall allow such salaries to the employees as they shall from time to time think fit.
- (f) The Executive shall have the power to invest any monies of the Society in any of the following :
 - 1. Purchase of land.
 - 2. At interest on the security of land, provided that such advances shall not exceed 50% of the Government Valuation of the said land.
 - 3. Moveable property.
 - 4. On deposit with any registered bank.
 - 5. Investment with any Unit Trust, Bond Issue, Securities or other investment which comes within the definition of a Trustee security within the Trustee Act.
- (g) The Executive shall have power to make by-laws for the governance of the Society and for the regulation of their own proceedings and from time to time to add to, rescind, amend or alter the same.
- (h) The Executive shall have power to enter into contracts on behalf of the Society as they may think advisable and shall at all times dispose of the funds as they deem best for the carrying out of the objects of the Society except in the event of the liquidation of the Society.

14. INDEMNITY OF EXECUTIVE :

- (a) No officer or member of the Executive shall be liable for the acts or defaults of another officer or member of the Executive, past member of the Executive

or employee for any loss occasioned hereby unless occasioned by their wilful default, by their wilful acquiescence or collusion with the defaulting person.

- (b) The Officers, Executive and each of the Society's members shall be indemnified 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.

15. VOTING AT EXECUTIVE MEETINGS :

All questions submitted or appointments made at Executive meetings shall be decided by a clear majority of the members of the Executive then personally present, and in the case of equality of votes the Chairman shall have a casting vote in addition to his vote as a member of the Executive.

16. BANK ACCOUNT :

- (a) All bank accounts opened in the name of the Society shall require that cheques shall be signed or, in the case of online banking, shall be authorised by two members of the Executive authorised by the Executive for this purpose or the person employed by the Society as its Administration Officer and one such authorised member and the persons so authorised to sign cheques and authorise online banking shall be authorised to endorse the same when necessary. All monies received by or on behalf of the Society shall first be paid into such account or accounts.
- (b) The Executive shall also be entitled if it thinks fit to open an account or accounts with any bank at Hamilton for the deposit of monies not immediately required and such account shall be operated by the same persons who shall from time to time be authorised by the Executive to operate upon the Society's aforesaid accounts.
- (c) Any electronic banking transactions shall be authorised in the same manner as described above for the issue and payment of cheques.

17. SECRETARY :

- (a) The Honorary Secretary shall keep the minutes of meetings, conduct the correspondence and business affairs of the Society, issue notices of meetings and keep a correct register of members and their addresses. The Secretary shall also hold a copy of these rules available for inspection by any member of the Society at all reasonable times.
- (b) Any portion of these duties may be delegated by authority of the Executive to a paid officer who shall be called a General Secretary.

18. TREASURER :

- (a) The Treasurer shall receive all subscriptions and other sums and pay the same forthwith into the bank to the credit of the Society; pay all accounts which have been passed by the Executive and shall prepare and submit to the Annual General Meeting a proper and full statement of the Society's accounts of receipts and expenditure together with a Balance Sheet showing the assets and liabilities of the Society duly audited and certified to by the auditor of the Society.
- (b) These duties may be carried out by an Honorary Treasurer being a member of the Society elected to that office at an Annual General Meeting, in which case that person shall be added to the members of the Executive as set out in Rule 9(a).

Alternatively if no Honorary Treasurer is elected, the duties may by an Annual Meeting be delegated to a paid officer called the Treasurer, who may be the General Secretary or some other person.

19. AUDITOR :

The auditor shall be elected at the Annual General Meeting of the Society. The auditor shall annually examine the Treasurer's accounts and Balance Sheet and certify if the same is found correct or as may be found, and report accordingly.

20. PATRON :

The Patron may attend all General and Executive meetings, and may speak to any question, but may not vote.

21. COMMON SEAL :

- (a) The common seal of the Society shall be under the control of the Executive and kept at the registered Office of the Society, and shall not be affixed to any document except in pursuance of a resolution of the Executive passed at a duly constituted meeting thereof
- (c) Every document to which the common seal of the Society is affixed shall be signed by two members of the Executive in whose presence the seal was so affixed.

22. AMENDMENT OF RULES

- (a) These rules may be added to, repealed or amended by resolution of a General Meeting, provided that notice of such proposed change, or of one substantially similar shall have been given in the notice of the meeting. Such resolution shall be deemed to have been passed only if it be carried by a majority of at least two-thirds of the members personally present and voting thereon.
- (b) The powers of the Society to borrow money shall not be exercised except in pursuance of a resolution passed by a two-thirds majority of members entitled to vote and personally present at a General Meeting.

23. WINDING UP :

- (a) The Society may be wound up upon a resolution to that effect being carried by a majority of the members personally present at a General Meeting provided that notice of the proposal to wind up has been given in the notice of the meeting. In the event of such resolution being carried a Special General Meeting to confirm the resolution shall be called no sooner than thirty days after the date on which the resolution to be confirmed was passed.
- (b) Upon winding up, the property and effects of the Society shall pass to any approved charitable organisation whose objects and goals are essentially for the support of the Visual Arts within N.Z.
- (c) No addition to or alteration of the Pecuniary Profit Clause, or the Winding-up Clause, shall be approved without the approval of the Inland Revenue Department.