

Rules of Creative Arts Napier Incorporated

1.0 Name

1.1 The name of the society is Creative Arts Napier Incorporated.

2.0 Registered Office

2.1 The Registered Office of the Society is Creative Arts Napier Incorporated, situated at 16 Byron Street, Napier.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

- (a) To encourage participation by all sections of the community in the arts and other cultural and educational activities
- (b) To promote the Arts in the community
- (c) To advocate for the arts in the community
- (d) Do anything necessary or helpful to achieve the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Board

4.1 The Society shall have a managing Board ("the Board"), comprising the following persons ("Board Members"):

- (a) The Chair;
- (b) The Deputy Chair
- (c) The Secretary
- (d) The Treasurer
- (e) and a minimum of two and a maximum of five other members of the Board.

4.2 Only Members of the Society may be Board Members.

5.0 Appointment of Board Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) Who shall be the Chair, Deputy Chair, Secretary, and Treasurer;
- (b) Whether any Board Member may hold more than one position as an officer;

5.2 The term for each Board Member shall be for one year

6.0 Cessation of Board Membership

6.1 Persons cease to be Board Members when:

- (a) They resign by giving written notice to the Board.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Board Member, that person must within one month give to the Board all Society documents and property.

7.0 Nomination of Board Members

7.1 Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Board shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Board Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

7.5 Members directly employed by the Society (staff) are not eligible to be Board members.

8.0 Role of the Board

8.1 Subject to the rules of the Society ("The Rules"), the role of the Board is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

8.4 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Society.

8.5 No members of the Board including the Secretary or Treasurer shall be liable for any loss, damage or misfortune occasioned by an error of judgement or oversight on his/her or other Board member's part.

9.0 Roles of Board Members

9.1 The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (five members) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Board;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Board as the Board determines.

10.0 Board Meetings

10.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;

10.2 A quorum at any meeting shall be five members;

10.3 The Chair shall chair Board Meetings, or if the Chair is absent, the Deputy Chair shall chair that meeting, or if the Deputy Chair is also absent then the Board Members present may elect a Board Member to chair the meeting;

10.4 Decisions of the Board shall be by majority vote;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only Board Members present at a Board Meeting may vote at that Board Meeting.

10.7 Subject to these Rules, the Board may regulate its own practices;

10.8 The Chair or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened on the request of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same 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.

SOCIETY MEMBERSHIP

11.0 Types of Members

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

12.1 Any Person whose interests are those of this Society's objects and who supports these objects may apply to become a member. They will be required to conform to the Rules of this society.

12.2 The Board may regulate from time to time the application and admission process for new members.

12.2 There shall be a category of life membership, which will be awarded as seen fit by the Board.

13.0 The Register of Members

13.1 The Board shall ensure that a register of Members (“the Register”) is kept, which shall contain at least the names, and email addresses, and if available, the postal address and phone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Board requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member (“the Board’s Notice”). The Board’s Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member’s Membership.

(iii) State that if, within 14 days of the Member receiving the Board’s Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member’s Membership.

(iv) State that if the Board terminates the Member’s Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Board’s Notice, the Board may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

(c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

15.0 Obligations of Members

All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

MONEY AND OTHER ASSETS OF THE SOCIETY

16.0 Use of Money and Other Assets

The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Board or by majority vote of the Society.

17.0 Additional Powers

The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.
- (e) Lease land, buildings and premises, purchase, lease or hire chattels of all descriptions and to manage, let, sell, exchange, dispose or otherwise deal with any property of the Society;
- (f) Do all other lawful things as are incidental or conducive to the attainment of the objects of the Society and the exercise of these powers.

18.0 Financial Year

19.1 The financial year of the Society begins on 1st July of every year and ends on 30 June of the next year.

19.0 Assurance on the Financial Statements

19.1 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

The Board is responsible to provide the auditor with:

- (a) Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the auditor may request from the Board for the purpose of the audit; and
- (c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

20.0 Society Meetings

20.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

20.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

20.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

20.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, the Secretary will provide, as appropriate:

- (i) A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Board,
- (ii) A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
- (iii) Notice of any motions and the Board's recommendations about those motions.
- (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

20.5 All Members may attend and vote at Society Meetings.

20.6 No Society Meeting may be held unless at least 15 in total of eligible Members attend. (This will constitute a quorum.)

20.7 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair will Chair that meeting. Any person chairing a Society Meeting has a casting vote.

20.8 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

20.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Board Members;
- (e) Motions to be considered;
- (f) General business.

20.10 The Chair or his nominee shall adjourn the meeting if necessary.

20.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same 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.

21.0 Motions at Society Meetings

21.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 25% of eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

21.2 The Board may also decide to put forward motions for the Society to vote on (Board Motions") which shall be suitably notified.

COMMON SEAL

22.0 Common seal

22.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

22.2 The Manager shall have custody of the common seal (kept at the Society's office) which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Secretary or a member of the Board.

ALTERING THE RULES

23.0 Altering the Rules

23.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

23.2 Any proposed motion to amend or replace these Rules shall be given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

23.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

23.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

BYLAWS

24.0 Bylaws to govern the Society

The Board may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

25.0 Winding up

If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to an organisation with similar aims and being a registered charity.

DEFINITIONS

27.0 Definitions and Miscellaneous matters

27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Board.