

RULES & CONSTITUTION

Rules of Creative Arts Napier | Ngā Ringatoi Auaha o Ahuriri

THE SOCIETY

1.0 Name

1.1 The name of the society is Creative Arts Napier Incorporated Ngā Ringatoi Auaha o Ahuriri ("the Society").

1.2 The Society is constituted by resolution dated [date].

2.0 Registered Office

2.1 The Registered Office of the Society is 16 Byron Street, NAPIER, of such other place as the Board determines from time to time.

3.0 Purposes of Society

3.1 The purposes of the Society are to be a vibrant centre of excellence for the Arts in Napier through:

- a) providing opportunity for community to experience and participate in the arts, cultural and educational activities;
- b) advocating for the arts in the community; and
- c) collaborating with others to promote and support the Arts in Napier and wider Hawke's Bay region.

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:

The Chair;

The Deputy Chair

The Secretary;

The Treasurer;

Such other Members as the Society shall decide;

A nominated Napier City Council representative; and

Any persons nominated by Sponsor Members pursuant to Rule 11.1(c).

4.2 Only Members of the Society may be elected Board Members.

4.3 There shall be a minimum of three elected Board Members, in addition to the Officers.

4.4 Elected Board members shall retire by rotation every three years; they are eligible to seek re-election at the end of their term.

5.0 Appointment of Board Members

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

- a) How large the Board will be; Chair, Deputy Chair, Treasurer, Secretary, with other Board members to a maximum of nine (plus any persons nominated by Sponsor Members pursuant to Rule 11.1(c));
- b) Who shall be the Chair; elected by the membership at AGM in conjunction with the Board;
- c) No employee of CAN will be elected to the Board until a period of two years has passed from the termination of their employment;

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- d) Professionals can be seconded to the Board for the same period as a Board member, by a majority vote of the Board; and
- e) The nominated Napier City Council representative, will have full voting rights as an ordinary Board member.

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 resolution and majority vote of the Society at a Society Meeting; or
- 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.

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 The Board can co-opt up to three Members to the Board to bring desired diversity and skills to the Board membership.

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; sustainably managing the business affairs of the Society as a 'profit for purpose' social enterprise;
- 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 Board members where necessary;
- f) Decide how a person becomes a member, and how a person stops being a member;
- g) Decide the times and dates for Meetings, and set the agenda for Meetings;
- h) Decide the procedures for dealing with complaints;
- i) Set membership fees, including subscriptions and levies;
- j) Make regulations;
- k) All Board members will positively contribute to the objectives of the society.

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 agreed by consensus.

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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.

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 (half of the Board) is present;
- c) Chairing Meetings, deciding who may speak and when;
- d) Overseeing the operation of the Society; and
- 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 as maintained by Society staff;
- 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; and
- 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; and
- 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 No Board Meeting may be held unless more than half of the Board Members attend.

10.3 The Chair shall chair Board Meetings, or if the Chair is absent, Deputy Chair or if absent, the Board shall elect a Board Member to chair that meeting.

10.4 Decisions of the Board shall be by consensus, but if a consensus cannot be reached by majority vote.

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

10.6 Subject to these Rules, the Board may regulate its own practices.

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

10.8 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

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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. at the time of adoption of this Constitution, the classes of membership and the method by which members are admitted to different classes of membership are: member (single member, joint member, family member, Life Member, and Sponsor Member).

(a) **Member:** An ordinary Member is an individual, couple or family admitted to membership under Rule 12.1 and will have voting rights.

(b) **Life Member:** A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting and passed by a simple majority vote. A Life Member shall have all the rights, responsibilities and privileges of an ordinary member, but exempt from paying subscriptions.

(c) **Sponsor Member:** A Sponsor Member is an individual or entity which provides significant financial support to the Society. A Sponsor Member shall have all the rights, responsibilities and privileges of a member. A Sponsor Member shall have the option to nominate one Board member to the Society Board, with voting rights.

11.2 All classifications of membership have the rights and responsibilities set out in these Rules.

11.3 The membership fee for ordinary Members shall be agreed annually by unanimous vote at the AGM.

12.0 Admission of Members

12.1 To become an Ordinary Member, a person, couple or family ("the Applicant") must:

- (a) Complete an application form; and
- (b) Pay an annual subscription.

12.2 To become a Life Member refer to Rule 11.1 (b).

12.3 To become a Sponsor Member refer to Rule 11.1 (c). A person or entity must provide significant financial support to the Society on either a one off (1 year term on Board) or on-going (as agreed by the Board) basis. Degree of financial support deemed to be significant to be determined by the Board.

13.0 The Register of Members

13.1 The Secretary, as delegated to Society staff, shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone 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.

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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 Membership for Ordinary Members ceases upon cessation of the dues term.

14.2 A Life or Sponsor Member may resign by giving written notice to the Secretary, but on resignation shall not be released from any obligations owed to the Society at the time of resignation.

14.3 If, for any reason whatsoever, the Board is of the view that any 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"), as per **SCHEDULE – GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE**. At the conclusion of that process membership may be revoked by the Board.

15.0 Obligations of Members

15.1 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

16.1 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

17.1 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.

18.0 Financial Year

18.1 The financial year of the Society begins on 1 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 accountant to review the annual financial statements of the Society ("the Reviewer").

- a) The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies.

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- b) The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and can be a member of the Board, but not an employee of the Society.
- c) If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

19.2 The Board is responsible to provide the Reviewer 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 reviewer may request from the Board for the purpose of the review; and
- c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

19.3 The Society will undertake a full external audit at least once every three years.

- a) The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies.
- b) 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.
- c) If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

19.4 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 ten percent 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'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)

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- (iii) Notice of any motions and the Board's recommendations about those motions.
- c) 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, refer to rule 11.1, may attend and vote at Society Meetings.

20.6 No Society Meeting may be held unless at least five percent 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 Society shall elect another Board Member to 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 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, and 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 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; and
- f) General business.

20.10 The Chair or his substitute 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, it 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").

21.2 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 50 percent of eligible Members:

- a) It must be voted on at the Society Meeting chosen by the moving 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
- c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

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

GRIEVANCE, DISPUTES AND COMPLAINTS

22.1 All disputes (including *Member* grievances, and complaints and disciplinary action against *Members*) shall be dealt with in accordance with the *Statute* and the procedures set out in the Schedule to this constitution.

COMMON SEAL

23.0 Common seal

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

23.2 The Secretary shall have custody of the common seal, 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 President and countersigned by the Secretary or a member of the Board.

ALTERING THE RULES

24.0 Altering the Rules

24.1 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.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least fifty percent of eligible Members and 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.

24.3 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.

24.4 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

25.0 Bylaws to govern the Society

25.1 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

26.0 Winding up

26.1 If the Society is wound up:

- a) The Society’s debts, costs and liabilities shall be paid;

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- b) Surplus Money and Other Assets of the Society may be disposed of:
- c) By resolution; or
- d) According to the provisions in the Incorporated Societies Act 1908; but
- e) No distribution may be made to any Member; and
- f) The surplus Money and Other Assets shall be distributed to an organisation with similar aims to those of the Society.

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.

27.2 It is assumed that

- a) Where the singular is used, plural forms of the noun are also inferred
- b) Headings are a matter of reference and not a part of the rules
- c) Matters not covered in these rules shall be decided upon by the Board.

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SCHEDULE – GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE

The following disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints in a manner that complies with the requirements set out in the Statute.

All Members (including the Board) are obliged to comply with these procedures to resolve grievances and complaints, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

- a) *Any grievance by a Member, and any complaint by anyone, is to be lodged in writing by the complainant with the Society Manager.*
- b) *The complainant raising a grievance or complaint and the Board must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.*
- c) *Rather than investigate and deal with any grievance or complaint, the Board may:*
 - (i) *Appoint a sub-committee to deal with the same, or*
 - (ii) *Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the Statute are satisfied, and the Board or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the "decision-maker."*
- d) *The decision-maker shall:*
 - (i) *Consider whether to investigate and deal with the grievance or complaint, and*
 - (ii) *May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to Members' interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the Society).*
- e) *Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:*
 - (i) *The complainant and the Member complained against must be advised of all details of the grievance,*
 - (ii) *The Member or the Society which is the subject of the grievance must be given an adequate time to prepare a response,*
 - (iii) *The complainant and the Member or the Society which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and*
 - (iv) *Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.*
- f) *Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:*
 - (i) *The complainant and the Member complained against must be advised of all allegations concerning the Member and of all details of the complaint,*
 - (ii) *The Member complained against must be given an adequate time to prepare a response,*
 - (iii) *The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and*
 - (iv) *Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.*
- g) *A Member may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more Board members or the decision-maker considers that there are*

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reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

h) The decision-maker may:

(i) Dismiss a grievance or complaint, or

(ii) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply),

(iii) Uphold a complaint and:

(iv) Reprimand or admonish the Member, and/or

(v) Suspend the Member from membership for a specified period, or

(vi) Terminate the Member's membership, and

(vii) Order the complainant (if a Member) or the Member complained against to meet any of the Society's reasonable costs in dealing with a complaint.

i) If the Member complained against resigns after a complaint is received the Society shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.