

RULES OF ART HAWKE'S BAY

1. NAME

The name of the Society shall be Art Hawke's Bay Incorporated, thereafter referred to as Art Hawke's Bay. Where this document refers to Art Hawke's Bay, it shall mean Art Hawke's Bay Incorporated.

2. AIMS AND OBJECT

The objects for which Art Hawke's Bay is to be founded shall be:

- (i) To facilitate the development and execution of Exhibitions and Awards of Art Hawke's Bay in the Hawke's Bay region.
- (ii) To foster, encourage and promote this annual event.
- (iii) To establish connection with other community groups who have objects wholly or in part similar to those of the Society.
- (iv) To provide for and carry out any other activity as may be necessary to further Art Hawke's Bay.

3. MEMBERSHIP

3.1 Composition

The membership of Art Hawke's Bay is open to any member of a recognised art group that meets in the Hawke's Bay region. Each Hawke's Bay art group automatically qualifies as an associate group of Art Hawke's Bay.

The individual membership shall consist of:

- 1. Registered Members: Active members of Hawke's Bay art groups that are registered as a member of Art Hawke's Bay.
- 2. Associate Members: Active members of associate Hawke's Bay art groups that are not specifically registered as a member of Art Hawke's Bay but are registered as a member of the associate art group. Associate Members will be heard but may not vote at any meeting of Art Hawke's Bay.
- 3. Committee Members: Committee members, whether from the registered members, associate members, co-opted or other members, shall automatically and by default be a registered member of Art Hawke's Bay.
- 4. Other Members: Honorary Members, Life Members or Special Members as decided by the Committee from time to time.
 - a. Honorary Members are members elected by the Committee for services or value provided to Art Hawke's Bay; Honorary Members have no obligations to Art Hawke's Bay but may take part in all activities. Honorary Members will be heard but may not vote at any meeting of Art Hawke's Bay.
 - b. Life Members are elected by the Committee and will automatically remain a member of Art Hawke's Bay for the period of their natural life unless the

membership is surrendered. Life Members have no obligations to Art Hawke's Bay but may take part in all activities. Life Members will be heard but may not vote at any meeting of Art Hawke's Bay.

- c. Special Members may include members that—for reasons acceptable to the Committee—may not be member of a Hawke's Bay art group. Special Members may take part in all activities including voting.

3.2 Applications for Membership

Applicants may become members of Art Hawke's Bay on request, by providing their complete contact details to the Art Hawke's Bay's secretary or substituting committee member. The applicant, upon being accepted by the committee as a member, shall pay the subscription—if any—deemed as appropriate by the Committee from time to time.

3.3 Cessation of Membership

Any member of Art Hawke's Bay will cease to be a member thereof if any of the following events occur:

- (i) By resignation under their hand, or if a body corporate, under the hand of its Authorised Officer;
- (ii) If in the opinion of more than 75% of the Committee, the member is working against the interests of Art Hawke's Bay providing that the member shall have the opportunity of a hearing before the committee.
- (iii) If a member is no longer a member of a recognised Hawke's Bay art group. At the discretion of the Committee, the membership category for such a person may change to an Honorary Member, Life Member or Special Member.

3.3 Register of Members

Art Hawke's Bay shall keep at its registered office a register of its members containing their names and contact details, the art group of which they are a member (if any) and the dates upon which they became members and shall if and when required by the Registrar of Incorporated Societies under section 22 of the said Act, send a list of members accompanied by an appropriate statutory declaration verifying the same to the Registrar. This fact is to be made implicit by the Committee on membership in any form.

4 FINANCE

4.1 Subscriptions

Every member of Art Hawke's Bay—with the exception of Honorary and Life Members—shall pay such subscription as is from time to time determined by Art Hawke's Bay at its Annual General Meeting.

4.2 Books and Financial Statements

Art Hawke's Bay shall maintain proper books of account in which shall be recorded full, true and complete accounts of the affairs, assets and transactions of Art Hawke's Bay.

At the close of each financial year and at such other times as Art Hawke's Bay may elect, an income and expenditure account and a statement of assets and liabilities of Art Hawke's Bay shall be prepared and shall be examined and the correctness thereof ascertained by the Auditor of the Society.

Art Hawke's Bay shall deliver annually to the Registrar (pursuant to Section 23 of the said Act) in such form and at such times as required a statement containing the following particulars:

- (i) The income and expenditure of Art Hawke's Bay during its last financial year.
- (ii) The assets and liabilities of Art Hawke's Bay at the close of the said year.
- (iii) All mortgages, charges and securities of any description affecting any of the property of Art Hawke's Bay at the close of the said year.

The said statement shall be accompanied by a Certificate signed by the Secretary or some other officer of Art Hawke's Bay authorised by the Committee to the effect that the statement has been submitted to and approved by the members of the Society at a general meeting.

4.3 Auditor

The auditor shall be appointed by the Annual General Meeting and the remuneration of the Auditor shall be fixed by the Committee.

If any casual vacancy occurs in the office of Auditor, the Committee shall appoint an Auditor until the next annual general meeting.

Every Auditor shall at all reasonable times have access to all books and documents of the Society and may in investigating and preparing accounts examine the Committee or any other officers of Art Hawke's Bay who shall at all times render all assistance to the Auditor.

The Auditor shall make a report to the members on accounts and affairs of Art Hawke's Bay and shall state whether in their opinion the same are full and proper accounts properly drawn so as to exhibit a true and correct view of Art Hawke's Bay's affairs and such report shall accompany the report of the Committee at the Annual General meeting.

4.4 Funds of Art Hawke's Bay

All subscriptions, donations, grants, subsidies or monies of Art Hawke's Bay from whatever source derived shall be paid into the banking account of Art Hawke's Bay at a reputable bank and all payments of Art Hawke's Bay shall be made:

1. By Cheque, signed in such manner as the Committee shall from time to time direct.
2. By electronic banking, confirmed in such manner as the Committee shall from time to time direct.

The funds of Art Hawke's Bay shall be applied solely in the promotion of the objectives of Art Hawke's Bay as set out in the Rules or in any amendment to the same.

4.5 End of Financial Year

The end of the Financial Year shall be the 30th of June of each calendar year.

5. REGISTERED OFFICE

In accordance with Section 18 of the Incorporated Societies Act 1908, The Society shall have a registered office to which all communications may be addressed, and notice of the situation of that office and any change thereto shall be given to the Registrar as provided by that section. This office location shall be retrievable from the Company Office's website.

6. ANNUAL GENERAL MEETING

6.1 Annual General Meeting Date

The Annual General Meeting of Art Hawke's Bay Incorporated shall be held as soon as possible after the end of the financial year, but not later than four months from the end of the financial year, and at such place as may be determined by the Committee.

6.2 Special General Meetings

All other general meetings shall be called "Special General Meetings" and may be convened at any time by the Committee or upon requisition of not less than fifteen percent of the registered members of Art Hawke's Bay. Any such requisition shall be in writing addressed to the Secretary and shall state the business of such meetings, which will be convened within thirty-five days of receipt of requisition.

6.3 Quorum

At any general meeting of Art Hawke's Bay, a quorum shall consist of 4 members with the right to vote.

6.4 Notice of Meetings

Twenty-eight days' prior notice shall be required to be given for each Annual General Meeting, or a Special General Meeting. Notice may be given by letter, electronic communication, public notice or advertisement.

6.5 Voting

Voting at general meetings shall be taken as the Chairperson directs but any member present may demand a ballot which shall then be taken in the manner determined by the Chairperson and the result shall be declared by the Chairperson. In the case of equality of votes the Chairperson shall have a second or casting vote.

There shall be no voting by proxy and no person shall be representative of more than one member. Each member shall be entitled to one vote.

6.6 Business at Annual General Meeting

The following matters will be dealt with at the Annual General Meeting:

- (i) To receive the annual report.
- (ii) To receive the duly audited annual statements of income and expenditure and assets and liabilities of Art Hawke's Bay.
- (iii) To elect replacement members of the Committee.
- (iv) To appoint an auditor.
- (v) To transact any other business of which notice in writing has been given to the Secretary before the last day upon which notice of meetings may be given.
 - a. Any proposed changes to the constitution or rules of Art Hawke's Bay, or impacting on the aim and objectives or fundamental principles of Art Hawke's Bay may not be decided under general business and must be notified twenty-eight days before the AGM.
- (vi) Other general business.

7. Rules

7.1 Alteration of Rules

Subject to the provisions of "The Incorporated Societies Act 1908" Art Hawke's Bay may make, alter, amend or add to any of the Rules at any annual special or ordinary meeting of Art Hawke's Bay by way of vote or ballot of members of Art Hawke's Bay and passed by a majority of not less than two thirds of the votes cast at a general meeting of which twenty-eight days' notice has been duly given specifying the intention to propose such resolution.

No addition to or alteration of the rules shall be approved if it affects the objects, personal benefit clause or the wind up clause.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

7.2 Interpretation of Rules

If at any time question shall arise as to the interpretation or construction of these rules, the same shall be determined by the members of the Committee present at a general meeting of Art Hawke's Bay or at a meeting of the Committee and any such determination shall be final and binding on all members.

8. COMMITTEE

8.1 Composition

The Committee of Art Hawke's Bay shall consist of members who will be elected at the Annual General Meeting. The elected Committee will have the power to co-opt additional members and allocate the power to vote, subject to conditions in Clause 8.4. At any given time, at least half of the Committee shall consist of active or retired artists.

8.2 Chairperson, Secretary and Treasurer

The elected officers of the Committee shall consist of a Chairperson, Secretary and Treasurer (or Secretary/Treasurer) who shall be elected internally by the Committee after election. In the absence of the Chairperson at any meeting or Art Hawke's Bay representation, the Secretary or next the Treasurer shall represent the Chairperson and have the Chairperson's voting rights. The position of Chairman, Secretary or Treasurer may principally not be held for longer than five consecutive years by the same Committee Member.

8.3 Term of Office

The members of the Committee shall come into office at the conclusion of the Annual General Meeting at which they were elected and will remain in office until the following year's Annual General Meeting.

8.4 Procedure for the Election of the Committee

Committee nominations for the elected members of Art Hawke's Bay shall be in writing duly signed by the proposer, seconder and nominee and thereby must be in the hands of the Secretary at least one clear day before the day fixed for the holding of the Annual General Meeting. However nominations from the floor will be accepted at the discretion of the meeting.

The Committee shall have the power to co-opt a member of Art Hawke's Bay to fill any vacancy that occurs on the Committee. Any member so co-opted shall hold office for the residue of the term.

The Committee may continue to act notwithstanding any vacancy in the membership thereof.

8.5 Procedures at Meetings of the Committee

The Committee may meet together for the conduct of business. The Committee may also adjourn and otherwise regulate their meetings as they think fit. All questions arising at any meeting shall be decided by a majority of votes (one vote per empowered Committee Member) and in the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

Meetings of the Committee shall be convened by the Secretary on either the instructions of the Chairperson or on the requisition of any four members of the Committee and by not less than five days' notice to each member of the Committee.

The quorum necessary for the transaction of business of the Committee shall be four Committee members with the right to vote.

The Committee shall hold a meeting at least once every three months.

8.6 Management by Committee

The management of the business of Art Hawke's Bay shall be vested in the Committee. The Committee may exercise all powers and do all acts and things that are in the interest of Art Hawke's Bay and its rules.

The Committee shall report at each full meeting of Art Hawke's Bay the business conducted by them since the date of the preceding general meeting.

In addition to and not in limitation of the general powers of the Committee it is expressly declared that the Committee shall have the following powers and duties:

- (i) To employ and dismiss any officers or servants of Art Hawke's Bay as it may deem necessary and upon such terms and conditions and with such duties and responsibilities as it shall define and approve. Such officers and servants may be salaried or honorary and may be employed full time or part time.

Any income, benefit or advantage shall be applied to the aim and object of Art Hawke's Bay. No member of Art Hawke's Bay or any person associated with a member shall participate in- or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

- (ii) To exercise, in accordance with clause 3.3 and on the basis of 75% of members present, an absolute discretion in terminating any enrolment membership.
- (iii) To appoint a solicitor to act on behalf of Art Hawke's Bay and to fix their remuneration.
- (iv) To enter into negotiations, contracts and agreements in the name or on behalf of Art Hawke's Bay as the Committee may consider expedient or desirable for the objects of Art Hawke's Bay under these rules.
- (v) To purchase or take on lease or otherwise acquire any land, buildings and any other property, real or personal which the Committee may from time to time think proper and to dispose of any such property should the need arise.

- (vi) To recommend membership fees.
- (vii) To invest and deal with the moneys of Art Hawke's Bay not immediately required in such a manner as the Committee may from time to time determine.
- (viii) To establish functional and ad hoc committees and to oversee their work.
- (ix) To raise or borrow money in such a manner and upon such a security as the Committee shall think fit and to redeem or pay off such loans.

8.7 Chair

The Chairperson shall chair all general meetings and all meetings of the Committee and shall also be ex officio member of all committees and sub committees appointed by Art Hawke's Bay or by the Committee. In the absence of the Chairperson or his substitute Committee member, the meeting shall elect a member of the Committee to the chair.

8.8 Sub Committee

The Committee may from time to time appoint sub-committees consisting of two or more persons—one of whom shall be convener—and may refer to any sub-committee any matters for consideration or enquiry or management and may allocate to such sub-committee specific responsibilities within defined financial, time or other limits.

Persons with special interest, knowledge or skills who are not members of Art Hawke's Bay may be appointed to be members of a sub-committee under this clause provided that on no sub-committee shall the persons who are not members of the Society out-number the members of Art Hawke's Bay. Appointed sub-committee members are not automatically a registered member of Art Hawke's Bay and their voting rights are restricted to the sub-committee as determined by the Chairperson of the Committee.

The Committee may at any time discharge, alter, or reconstitute any sub-committee or discharge any member of a sub-committee, and if it thinks fit appoint another member instead.

Every sub-committee shall meet at such times and places as the Committee thinks fit, but in default of any direction by the Committee the sub-committee Chairperson may convene meetings. At least five days' notice shall be given to all sub-committee members prior to a meeting of that sub-committee.

No business or decisions of any sub-committee of Art Hawke's Bay shall be made public except with the approval of the Committee or at a general meeting of Art Hawke's Bay.

Any member of the Committee may attend any meeting of any sub-committee without voting rights.

When the work of any sub-committee has been completed, they will present a report, be thanked and discharged.

9. SECRETARY

9.1 Duties

The Secretary shall:

- (i) Notify each person when elected of their election to membership or an office.
- (ii) Confirm appointment of members to sub-committees.
- (iii) Notify—or have notified—members of Art Hawke’s Bay of each general meeting of Art Hawke’s Bay and notify members of the Committee of meetings of the Committee.
- (iv) Keep a register of members hereinbefore mentioned.
- (v) Keep a record of all proceedings of meetings and of the attendance of officers.
- (vi) Keep a record of the number of members voting at the election of candidates for membership and of the result of such voting.
- (vii) Perform or have performed other secretarial duties as may be required.
- (viii) File with the Registrar of Incorporated Societies changes to officers (if any) and changes to rules (if any) as required.

9.2 Treasurer

The Treasurer shall:

- (i) Bank or cause to be banked in the name of Art Hawke’s Bay all monies received.
- (ii) Disburse the funds of Art Hawke’s Bay as may be determined by the Committee.
- (iii) Keep Art Hawke’s Bay’s books of account and prepare or have prepared the necessary financial accounts and statements.
- (iv) Do such other act as the Committee may from time to time require.
- (v) Organise cheques to be signed or endorsed or organise electronic payments in such a manner as the Committee shall from time to time direct.
- (vi) File annual accounts (financial statements) with the Registrar of Incorporated Societies as required.

10. NOTICES

Every notice to be given to a member under any of these rules shall be deemed to be efficiently given if posted or communicated electronically to them at the last known address appearing in Art Hawke’s Bay’s register of members and the loss or non-delivery of any such notice shall not invalidate any resolution passed or anything done by Art Hawke’s Bay or the Committee.

11. WINDING UP

Art Hawke’s Bay may be wound up—providing that no person can make private gain from such disposal—at the direction of the Auditor General or voluntarily if its members at a general meeting pass a resolution requiring Art Hawke’s Bay to be wound up and the resolution is confirmed at a subsequent general meeting of which public notice is given and called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed. If, upon the winding up or dissolution of Art Hawke’s Bay, there remains—after satisfaction of all liabilities—any property, assets or data whatsoever, the same shall not be paid or distributed among the members of Art Hawke’s Bay, but shall be given or transferred

to some other organisation or body with similar objects to Art Hawke's Bay, or—some other charitable purpose within New Zealand.

12. COMMON SEAL

The Secretary shall have custody of the common seal of Art Hawke's Bay. The seal shall not be affixed to any instrument except pursuant to a resolution of the Committee and in the presence of a member of the Committee and of the Secretary or such other person as the Committee may appoint for the purpose.

13. INDEMNITY OF OFFICERS

No officer of Art Hawke's Bay shall be liable for any acts, receipts, or defaults of any other officer of Art Hawke's Bay or for any loss occasioned by any error of judgement or oversight on their part or any loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto, unless the same happened through their own wilful default or dishonesty.

14. DISPUTES RESOLUTION

- a) A participating artist may make a complaint by giving to the committee a notice in writing setting out the allegation and whom it is against, plus any other reasonable information. This artist has a right to be heard before the complaint is resolved. If the Art Hawkes Bay society makes a complaint, the society has a right to be heard before the complaint is resolved or any outcome is determined.
- b) The respondent must be given a reasonable opportunity to be heard either in writing or an oral hearing.
- c) Art HB must make sure the dispute is investigated and determined as soon as practically possible after receiving the complaint
- d) Art HB may decide not to proceed further with the complaint if it is considered trivial or the complaint appears to be without foundation or there is no apparent evidence to support it or the complaint has already been investigated and dealt with or there has been undue delay in making the complaint.
- e) Art HB may refer a complaint to a subcommittee or external person to investigate and report.
- f) A person who is thought not to be impartial may not act as decision maker