

2024 Constitution as approved at the 57th AGM

DATED

25th March 2024

KARORI ARTS AND CRAFTS CENTRE INCORPORATED

AMENDED CONSTITUTION AND RULES

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KARORI ARTS AND CRAFTS CENTRE INCORPORATED

1 NAME

The name of the Society is “KARORI ARTS AND CRAFTS CENTRE INCORPORATED” (hereinafter in these rules referred to as “the Society”)

2 REGISTERED OFFICE

The registered office of the Society shall be at the Newman Centre, 7 Beauchamp Street, Karori, Wellington.

3 INTERPRETATION

In the interpretation of these Rules (unless the context requires a different construction) –

“Act” means the Incorporated Societies Act

“Committee” means the Executive Committee of the Society as defined in Clause 9.2

“Financial member” means a member who has paid all current subscriptions and levies

“Member” means a member of the Society as defined in Rule 7 or a member of the Committee as defined in Clause 9.2

“Month” shall mean a calendar month

“Officers” and “President” shall mean the officers and the President for the time being of the Society and shall include an acting officer or President

“In writing”, “printed” and “written” shall include handwriting, printing, copying, and electronic modes of representing or

reproducing words in a visible form

Words, importing persons, shall include corporations, bodies and organisations

Words importing the singular number only include the plural number and vice versa.

4 PURPOSES

The Society is established for public educational and charitable objects and purposes within New Zealand only. In particular the Society is established:

- To promote and encourage artistic endeavour of all kinds
- To arrange lectures, exhibitions and criticism
- To work in cooperation with other organisations having like or similar objectives
- To do all such things as are conducive or incidental to the attaining of the said objectives or any of them.

5 POWERS

- To achieve these purposes, the Society shall have the power:
- To purchase, take on lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges and to sell, exchange, mortgage, let on bail or lease with or without option to purchase or in any manner dispose of any such property or rights as aforesaid
- To borrow or otherwise raise money in such manner as the Society may think fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Society (whether present or future) and to purchase, redeem or

pay off any such securities

- To invest any moneys of the Society in such securities or investments as may be determined by the Committee with the same due care diligence and skill that a prudent person of business would exercise in managing the affairs of others
- To enter into any contract or agreement for the purpose of furthering or attaining the objectives of the Society
- To take any steps from time to time incidental or conducive to the carrying out and attainment of the objectives of the Society.

6 PATRON

The Society may elect a suitable person to be Patron of the Society. The Patron shall be entitled to receive notices of and to attend any General Meeting of the Society.

7 MEMBERSHIP

7.1 Categories

The Society shall consist of full members who shall be entitled to the privileges of the Society.

7.2 Admission

- a) To become a member, the individual must:
 - i. complete an application form provided by the Society, and
 - ii. pay an annual subscription to the Society.
- b) The subscription fee for applications received after June each year shall be reduced in proportion to the number of months remaining in the financial year.

- c) The names, contact details and date of admission to the Society shall be entered into a Register of Members.
- d) Contact details of members shall be updated as subscriptions are paid or when changes are notified during the year.

7.3 Life Members

At any Annual General Meeting of the Society, the Society may on the nomination of the Committee and with the approval of not less than two-thirds of the members present at such meeting, confer life membership on a person in recognition of conspicuous active service to the affairs of the Society. Life members shall be entitled to speak and vote at meetings of the Society but shall not be liable to pay subscription fees or levies.

7.4 Termination of Membership

- a) A member may resign at any time by notice in writing to the Secretary and on such delivery the member shall cease to be a member of the Society, but no such resignation shall relieve the member from payment of any moneys then due by the member to the Society.
- b) A member who is adjudicated bankrupt, or who makes a compromise with creditors or who is convicted of a criminal offence, or who is of unsound mind may be expelled from membership.
- c) A member infringing any by-law or regulation or misconducting themselves within the Society's premises or to the extent in which in the opinion of the Committee renders the member unfit to be a member of the Society shall be answerable to the Committee which at its discretion may by resolution either censure or expel the member in accordance with the process for resolving disputes.

8 SUBSCRIPTIONS AND LEVIES

8.1 Annual Subscriptions

The annual subscription shall be determined by the Committee.

8.2 Payment

- a) All subscriptions shall be payable in advance first on admission and thereafter by 1 March of each year.
- b) Annual subscriptions are due in January, with the proviso that members who have arranged to pay subscriptions in instalments by 30 June are deemed to be financial members of the Society if at the time of the AGM their payments are up to date.

8.3 Failure to pay

- a) Any member failing to pay the subscription by the required date shall not have the rights and privileges of full membership including but not exclusively the right to vote.
- b) Any member failing to pay the subscription within six (6) months from the commencement of the financial year may be struck off the register of members by resolution of the Committee.

8.4 Levies

In addition to the annual subscription payable to the Society the member may be required to pay a special levy recommended by the Committee and approved by a General Meeting of the Society.

9 MANAGEMENT COMMITTEE

9.1 Officers

- a) The officers of the Society shall consist of a President,

Vice-President, Secretary and Treasurer. The office of Secretary may be held by a paid executive and if the Committee so decides it may be combined with the office of Treasurer.

- b) The Officers shall be elected annually at the Annual General Meeting but no person may hold the office of President for more than two (2) years in succession.

9.2 The Executive Committee

- a) The affairs of the Society shall be managed by an Executive Committee (“Committee”) comprising the President, the immediate Past President, Vice-President, Secretary, Treasurer and at least four (4) individual members of the Society to be elected annually at the Annual General Meeting.
- b) Any individual financial member shall be eligible for election to the Committee.
- c) Written nominations for the Committee in the form prescribed by the Committee signed by the nominee and certifying that they are not disqualified from being elected, appointed or otherwise holding office as an officer of the society, shall be lodged with the Secretary not less than seven (7) days prior to the date of the Annual General Meeting.
- d) Every retiring member of the Committee (subject only to the provisions of Clause 9.1) shall be eligible for re-election and be deemed to be nominated unless he or she has previously signified to the Secretary in writing a desire not to seek re-election.
- e) If the number of members nominated for the Committee is fewer than four (4) the persons so nominated shall at the Annual General Meeting be declared the elected members of the Committee for the ensuing year.

- f) If the number of members nominated for the Committee is more than four (4) the candidates to be elected to the Committee shall be determined by ballot held at the Annual General Meeting.
- g) If the number of members nominated for the Committee is fewer than four (4) those nominated shall be deemed to be elected to the Committee at the Annual General Meeting. At that meeting, the chairperson shall invite nominations for the remaining positions on the Committee and if an election is necessary a ballot shall be held.
- h) Any casual vacancy on the Committee occurring between one Annual General Meeting and the next shall be filled by the Committee. The Committee may co-opt additional members as required. Co-opted members wishing to continue on the Committee must be nominated at the next Annual General Meeting.

9.3 Officer ceasing to hold office

A person ceases to be an officer if the person

- a) signs a written notice of resignation and gives this to the Secretary. The notice of resignation is effective when it is received or at a later time as specified in the notice
- b) is removed from office in accordance with clauses 7.4 (Termination of Membership) and 8.3 (Failure to pay); or
- c) becomes disqualified from being an officer under section 47(3) of the Incorporated Societies Act 2022; or
- d) dies.

9.4 Appointment of contact person(s)

Those elected to the position of President, Vice President, Treasurer, Secretary and Centre Manager shall be appointed contact persons.

9.5 Committee Meetings

- a) The Committee shall meet monthly or otherwise as it shall from time to time determine.
- b) The day and time of each meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it sees fit.
- c) At any Committee meeting, the President if present shall preside. In the absence of the President, the Vice-President shall preside. In the absence of the President and Vice-President, the members shall elect one of their members to chair the meeting.
- d) Each member of the Committee present shall be entitled to exercise one vote. Issues arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a second or casting vote.
- e) Five (5) members of the Committee present at the beginning of, and present throughout the meeting shall form a quorum.

9.6 Powers of Committee

Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers, duties and responsibilities.

- a) It shall be responsible for the management of the affairs of the Society including the control and investment of the Society's funds.
- b) It shall administer, manage and maintain the Society's property comprising its building known as the "Newman Centre" and adjacent car parks situated at 7 Beauchamp Street, Karori, Wellington, together with its fixtures, fittings and equipment ("the property")
- c) It shall receive and give receipts for all income and rent

received from the use of the property

- d) The Committee and its members shall be required to exercise the same due diligence and care in the investment and management of the Society's moneys as is required by law in New Zealand of Trustees, in terms of the following:
 - i. It may build, purchase, lease, rent, hold and/or furnish any other building or premises for the use of members of the Society and may from time to time dispose of some or any part of same
 - ii. It shall open and operate such bank accounts as deemed necessary for the purposes of the Society
 - iii. It shall invest and deal with any moneys of the Society upon such security and in such manner as it thinks fit and it may from time to time vary such investments.
 - iv. It may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Society (whether present or future) and to purchase, redeem or repay any such securities
- e) It shall keep minutes of all Committee meetings and of all general meetings of members
- f) It may make by-laws and regulations for the internal conduct of the Society and engage such staff or assistance as may be necessary for the conduct of the Society, its property and affairs.

10 DISPUTES

- a) A disagreement or conflict is a dispute if:
 - i. It is between one or more members and the Society, or one or more members and the officers of the

Society and

- ii. It relates to misconduct, a breach, or potential breach, of the Society's constitution, or damage to a member's rights or interests.
- b) Parties to the dispute may give notice of the Dispute to the Society and expect its resolution according to the provisions of this Constitution.

10.1 Making a complaint

- a) The complainant must give the Committee, or complaints sub-committee, a notice in writing or by email that
- i. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. sets out any other information reasonably required by the society.
- b) The Committee may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing or by email that—
- i. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - ii. sets out the allegation to which the dispute relates.
- c) The information given under sub-clause (a)(ii) or (b)(ii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- d) The information given shall be held in confidence by the disputing parties and the decision-maker.
- e) Notwithstanding (d), the decision-maker(s) may make

recommendations for the Committee to consider to reduce the likelihood of recurrence of such disputes.

10.2 Rights of parties to the dispute

- a) A member or an officer, making a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b) An officer may exercise that right on behalf of the society.
- c) The complainant's right to be heard shall be taken as given if they have had a reasonable opportunity to be heard by the decision maker(s) in written submissions or at an oral hearing (if one is held);
- d) The respondent's right to be heard must be taken as given if:
 - i. the respondent has been fairly advised of all allegations, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. the respondent has had a reasonable opportunity to be heard by the decision maker(s) in written submissions or at an oral hearing (if one is held).
- e) Parties to the dispute, including the Committee, have a right to be informed in writing of the final decision.

10.3 Investigating and determining dispute

- a) As soon as is reasonably practicable after receiving, or becoming aware of, a complaint made in accordance with Clause 10.1 above, the Society must ensure that the dispute is investigated and determined.
- b) A society may refer a complaint to—
 - i. a subcommittee or an external person to investigate and report; or
 - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

- a) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- b) A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - i. impartial; or
 - ii. able to consider the matter without a predetermined view.

10.4 Society may decide not to proceed further with the complaint

The disputes sub-committee may decide not to proceed further with a complaint if:

- a) the complaint is trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct;
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws
 - iii. that a member's rights or interests, or members' rights or interests, generally have been materially damaged.
 - iv. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - v. the person who makes the complaint has an insignificant interest in the matter; or
 - vi. the conduct, incident, event, or issue giving rise to

- the complaint has already been investigated and dealt with under the constitution; or
- vii. there has been an undue delay in making the complaint.

11 GENERAL MEETINGS

11.1 Methods of holding meetings

A general meeting of a society must be held by a quorum of persons—

- (a) being assembled together at the time and place appointed for the meeting; or
- (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- (c) by a combination of both of the methods described in paragraphs (a) and (b).

11.2 Annual General Meeting

An Annual General Meeting of the members of the Society shall be held in the month of March each year. The business of the Annual General Meeting shall be to receive and consider

- a) The report of the President on the affairs of the Society for the past year.
- b) The disclosure of any conflicts of interest made by Committee members during the period (including a brief summary of the matters or types of matters to which those disclosures relate).
- c) The annual statement of income and expenditure and balance sheet of the Society made up to the previous 31st day of December, such statements and balance sheet to

be signed by the Society's Reviewer.

- d) The election of the officers in accordance with Clause 9.1
- e) The election of the Committee in accordance with Clause 9.2
- f) The appointment of Suitably Qualified Person to review the financial accounts.

11.3 Motions and Special Meetings

- a) A member wishing to bring any motion before the Annual General Meeting shall give written notice thereof to the Secretary of the Society on or before the 15th day of February immediately preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been so given.
- b) No other business shall be considered unless the same is specified in the notice convening the meeting, except it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the Rules or be permitted by the Chairperson under general business.
- c) A Special or Extraordinary General Meeting of members may be called by the Committee at any time and shall be called at the written request of ten (10) individual members of the Society. Such a meeting shall be held within one (1) month of being called and have the same powers as an Annual General Meeting.
- d) Notice of a General Meeting shall be given to members in writing at least fourteen clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed.
- e) Not less than ten percent (10%) of the total membership of the Society present personally at a General Meeting of

members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.

- f) The President, and in the absence of the President, the Vice-President, shall be Chairperson of a General Meeting. In the absence of the President and Vice-President, the meeting shall elect a Chairperson for that meeting.
- g) Voting shall be on the voices unless a show of hands or a poll is called for. The Chairperson shall have a second or casting vote.
- h) Resolutions passed at any General Meeting shall be conclusive and binding on all members of the Society whether present at the meeting or not.
- i) Written resolutions may not be passed by means other than in a general meeting.

12 FINANCE

12.1 All moneys received on account of the Society shall be paid into the account of the Society with its bankers and shall be acknowledged.

12.2 All payments should only be made for the enhancement of the Society's purposes as stated in this Constitution.

12.3 All payments made on behalf of the Society shall be authorised by such persons as the Committee shall from time to time determine, to be no fewer than two such persons.

12.4 The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Society, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society, in a format to be provided for that purpose, and shall produce the accounts, properly written up,

when required by the Committee.

12.5 The financial year of the Society shall be from the first day of January in one year to the thirty-first day of December in the same year.

12.6 Once at least in every year the accounts of the Society made up to the thirty-first day of December preceding shall be reviewed by a Suitably Qualified Person appointed by the Society, and an abstract of the accounts shall be printed and issued to every member, together with the notice of the Annual General Meeting. The Suitably Qualified Person shall be appointed at the Annual General Meeting and shall not be a member of the Society or a member of the family of, or related in any way to, any member of the Society. The remuneration of the Suitably Qualified Person shall be determined by the Committee which shall have power to fill any casual vacancy in the office of Suitably Qualified Person

12.7 The Treasurer shall file with the Charities Commission within six months after the end of the financial year, the annual report required to be filed under the Charities Act 2005.

13 ALTERATION OF RULES

- a) These rules may be altered, added to, rescinded or substituted by new rules at any General Meeting provided that such alteration, addition, rescission or substitution (“amendment”) is signed by at least 2 members of the Society, approved by two-thirds of the members present and provided that written notice of the proposed amendment has been posted to members with the notice of the meeting not less than fourteen clear days prior to the meeting.

- b) No amendment may be proposed or submitted for approval which in any way could jeopardise the charitable status of the Society.

13.1 Minor or technical amendments

- a) In the case of amendments having no more than a minor effect; or those correcting errors or making similar technical alterations, the committee of the society shall ensure that written notice of the amendment is sent to every member of the society.
- b) The notice must state—
 - i. the text of the amendment; and
 - ii. the right of the member to object to the amendment.
- c) If no objection from a member is received within 20 working days after the date on which the notice is sent, the committee of the society may make the amendment.
- d) However, if such an objection is received, the society may not make the amendment.

13.2 The Committee shall within seven days register any amendment to the Rules with the Charities Commission.

14 BY LAWS

14.1 The Committee shall have power to make, alter or rescind by-laws not inconsistent with these rules for

- a) the conduct and behaviour of members and any other matter or matters related to the affairs of the Society
- b) the use of studios, display areas and all facilities of the Newman Centre generally
- c) the use of the library
- d) the establishment, regulation and administration of any

special classes or study groups.

14.2 By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten (10) members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a Special General Meeting of members pursuant to Clause 10 2(b).

14.3 A copy of the rules and by-laws and regulations for the conduct of the Society shall always be open to inspection by members.

15 COMMON SEAL

The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document of whatsoever nature pursuant to a resolution of the Committee passed for that purpose by affixing the common seal in the presence of two members of the Committee and the Secretary.

16 WINDING UP

16.1 If and when a resolution of members shall be passed at a General Meeting requiring the Society to be wound up, the Society shall be wound up in accordance with Section 24 of the Act, but every such resolution shall be confirmed at a subsequent General Meeting called for the purpose and held not later than thirty days after the date on which the resolution so to be confirmed shall have been passed.

16.2 In the case of the winding up of the Society the property and surplus assets shall, subject to any trust affecting the same

and after payment of all costs debts and liabilities, be assigned, transferred to handed over to a body, organisation or institution with like or similar objectives to the Society having charitable status within New Zealand, and located as near as possible to Karori, Wellington, and no part of the income or other moneys or property of the Society whatsoever shall be distributed or be available for private pecuniary gain of any member.

17 INDEMNITY

17.1 Members of the Committee (including the President, Treasurer, Secretary and other Officers) shall be indemnified by the Society from all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.

17.2 No member of the Committee (including the President, Treasurer, Secretary or any other officer) shall be liable for the acts defaults of any other of them or for any loss or expense happening to the Society, unless the same happens from his or her own wilful default.

18 OFFICERS HONORARIUM

On recommendation by the Committee, the Society may resolve at a General Meeting to pay a suitable honorarium to any Officer of the Society.

19 NOTICES

All notices required to be given or sent to members shall be deemed to have been given or sent if posted in the ordinary course of post to a Member at the last address of such Member

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as entered in the records of the Society or if sent electronically to the electronic address recorded in the records of the Society.