

RULES OF
SAVE OUR ARTS CENTRE SOCIETY INCORPORATED

1 Constitution and name

1.1 **Save Our Arts Centre Society Incorporated (the "Society") is constituted by resolution dated 10 November 2009.**

2 Objects

2.1 **The primary Objects of the Society are to benefit the community by:**

- (a) **Protecting and securing to the Members of the Society and the people of Christchurch their rights, entitlements and interests in the social, cultural, heritage, historical, public open space and public amenity benefits of the Arts Centre of Christchurch (the "Arts Centre") as gifted to the people of Christchurch.**
- (b) **Supporting the campaign to acquire United Nations Educational, Scientific and Cultural Organisation World Heritage Status for the collection of gothic revival buildings (including the Arts Centre) in Christchurch.**
- (c) **Promoting the New Zealand ICOMOS Charter for the Conservation of Places of Cultural Heritage Value.**
- (d) **Doing any act or thing incidental or conducive to the attainment of any of the above Objects.**

2.2 **Without detracting from the primary Objects, the secondary Objects of the Society are to:**

- (a) **Oppose the proposed construction at the Arts Centre of a building to house the School of Music by the University of Canterbury,**
- (b) **To represent the Members in any matter or proceedings which might concern or affect them in relation to the preservation of the Arts Centre as an amenity for the people of Christchurch and elsewhere in New Zealand.**

2.3 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further the Objects, nor**
- (b) For the sole personal or individual benefit of any Member (subject to Rule 3.1 below).**

3 Powers

3.1 In addition to its statutory powers, the Society may:

- (a) Use such of its funds to pay the costs and expenses of furthering or carrying out its Objects, and for that purpose may employ such people as may seem expedient, and**
- (b) Exercise all the powers of a trustee might exercise, and**
- (c) Invest in any investment in which a trustee might invest.**
- (e) Make grants to any individual or entity for the purpose of paying or reimbursing legal costs, disbursements and expenses incurred by the individual or entity for legal services which the Society regards as being intended to further or promote the Objects.**
- (e) No Member of the Society or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage.**
- (f) Any payment made to a Member of the Society, or person associated with a Member, must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.**
- (g) Not borrow money**

4 Membership

- 4.1 **A Member is a member of the Society admitted under Rule 5 who has not ceased to be a Member under Rules 6.3 or 7.**
- 4.2 **Members shall advise the Secretary of any change of address or telephone number.**
- 4.3 **The Secretary shall keep a membership register of Members recording their names, addresses and telephone numbers.**
- 4.4 **All Members (and Executive members) shall promote the interests and the Objects of the Society and shall do nothing to bring the Society into disrepute.**

5 Admission of Members

- 5.1 **Applicants for membership of the Society shall complete any application form provided (and supply such information as may be required) by the Executive.**
- 5.2 **Membership applications shall be considered by the Executive who may interview the membership applicant.**
- 5.3 **The Executive shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final.**

6 Subscriptions and Levies

- 6.1 **The annual subscription for Members, and any amount payable on joining the Society, shall be set by resolution of a General Meeting.**
- 6.3 **Any Member failing to pay the annual subscription within one calendar month of the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be**

entitled to participate in any Society activity until all the arrears are paid, and shall be deemed to have ceased to be a Member until all arrears are paid in full.

7 Cessation of Membership

7.1 Any Member may resign from membership of the Society by written notice to the Secretary, and each such resignation shall take effect from the end of the Society's then current financial year.

7.2 The Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

7.3 After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Executive may recommend to a General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.

7.4 A Member whose membership is terminated under Rules 7.1, 7.2 or 7.3 shall remain liable to pay all subscriptions to the end of the Society's then financial year.

8 Re-admission of former Members

8.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 7.2 or 7.3 the applicant shall not be readmitted without the approval of a General Meeting.

9 Election of Officers and Executive

9.1 **Except for the first President, Secretary, Treasurer and up to three other Executive Officers who shall be elected as set out in Rule 9.3 below each Annual General Meeting shall elect President, Secretary, Treasurer (the roles of Secretary and Treasurer may be held by one person or entity), and up to three other Executive Officers all of whom shall be the Society's Executive Officers and form the Society's Executive.**

9.2 **Written nominations for nominees under Rule 9.1 signed by a Member and accompanied by the written consent of the nominee shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting. The Secretary shall circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.**

9.3 **The initial President, Secretary and Treasurer and the other Executive Officers shall be elected by the Members at the first meeting of the Society at which the Society is constituted and adopts these Rules from those Members who have been nominated in writing by a Member (a Member may nominate him or herself for election) (accompanied by the written consent of the nominee) and tabled at the first meeting of the Society. The initial President, Secretary and Treasurer and Executive Officers shall serve until the first Annual General Meeting of the Society.**

9.4 **No President shall serve for more than three consecutive years as President.**

9.5 **If the position of any Executive Officer becomes vacant between Annual General Meetings that vacancy shall be filled by the Executive.**

10 Management by the Executive

10.1 **From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.**

- 10.2 **Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.**
- 10.3 **The Executive shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the President or Secretary/Treasurer.**
- 10.4 **All Executive meetings shall be chaired by the President or in the President's absence by the Secretary or in the absence of both of them, the Treasurer and any such chairperson shall have a deliberative as well as a casting vote.**
- 10.5 **The Executive may co-opt any Member to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.**
- 10.6 **The quorum for Executive meetings is at least half the number of the Executive members.**
- 10.7 **Only Executive Officers elected under Rule 9.1 or 9.3 or appointed under Rule 9.5 shall be counted in the quorum and be entitled to vote.**
- 10.8 **The Executive may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Executive.**
- 10.9 **The Executive and any subcommittee may act by resolution approved by not less than five members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot.**
- 10.10 **The Executive may from time to time make regulations for the conduct and control of Society activities.**
- 10.11 **The President or, in the President's absence, the Secretary or in the absence of both of them the Treasurer in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Society.**

- 10.12 **Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.**
- 10.13 **Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.**
- 10.14 **Each Executive Officer shall within one calendar month of submitting a resignation or ceasing to hold Office deliver to that officer's successor all books, papers and other property of the Society possessed by such former Officer.**

11 Secretary

- 11.1 **The Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.**
- 11.2 **The Secretary shall hold the Society's records, documents, and books.**
- 11.3 **The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.**

12 Registered Office

- 12.1 **The Registered Office of the Society shall be at such place as the Executive from time to time determines.**

13 Finance

- 13.1 **The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position**

to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.

- 13.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by any one of the Secretary, Treasurer or President and countersigned by some other member of the Executive.**
- 13.3 All money received on account of the Society shall be banked within seven days of receipt.**
- 13.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.**
- 13.5 The Society's financial year shall commence on 1 April of each year and end on 31 March of the following year.**

14 Execution of Documents

- 14.1 The Common Seal of the Society, shall be retained by the Secretary.**
- 14.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:**
- (a) By affixing the Common Seal witnessed by any one of the President, Secretary or Treasurer and countersigned by some other Executive Officer, or**
 - (b) By any one of the President, Secretary or Treasurer and some other Executive Officer signing on behalf of the Society.**

15 General Meetings

- 15.1 The Annual General Meeting shall be held between 1 April and 31 August in each year at a time and place fixed by the Executive.**

- 15.2 **Special General Meetings may be called by the Executive, or by written requisition to the Secretary signed by not less than a quarter of the financial Individual Members.**
- 15.3 **At least 14 days before any General Meeting the Secretary shall post to all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, and list of and information about nominees, and notice of any motions and the Executive's recommendations in respect thereof under Rule 15.10), and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.**
- 15.4 **General meetings may be attended by all Members who shall each be entitled to vote.**
- 15.5 **A financial Member shall be entitled to vote by written proxy in favour of another financial Member who is present, but no other proxy voting shall be permitted.**
- 15.6 **The quorum for General Meetings is five Members.**
- 15.7 **All General Meetings shall be chaired by the President or in the President's absence by the Secretary or in the absence of both of them by the Treasurer. If the President, Secretary and Treasurer are all absent then the General Meeting shall be chaired by one of the other Executive Officers of the Society elected by the Meeting to the chair for the Meeting, and any such chairperson shall have a deliberative as well as a casting vote.**
- 15.8 **Voting at General Meetings shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot. On any secret ballot each financial Member shall be entitled to one vote.**
- 15.9 **Unless otherwise required or permitted by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.**
- 15.10 **To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in Rule 15.11.**
- 15.11 **In respect of postal ballots held under Rule 15.10:**
- (a) Only financial Members may vote in any postal ballot,**

- (b) The resolution of the Executive to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than fourteen days after the date ballot papers are sent out to financial Members (excluding the date of posting),**
- (c) In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Executive. The motion must be passed by a two-thirds majority of those voting,**
- (d) Voting in a postal ballot may be by ballots returned to the Secretary/Treasurer by mail, delivery, facsimile or email,**
- (e) The Secretary shall declare the result of the postal ballot, and**
- (f) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.**

15.12 A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted either at the General Meeting or by postal ballot.

15.13 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s),**
- (b) Annual Report of the President,**
- (c) Statement of Accounts,**
- (d) Election of Officers,**
- (e) Motions of which notice has been given,**
- (f) Approval of plans for the balance of the current and next calendar years,**
- (g) General business, and**
- (h) Place of next Annual General Meeting.**

15.14 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 28 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

15.15 Notwithstanding the provisions of this Rule 15 any resolution of the Members may be passed by a quorum of Members each signing a copy of the resolution and delivering, posting, faxing or emailing it to the office of the Society or by confirming the resolution by such other means as the Executive may adopt.

16 Alteration of Rules

16.1 **These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.**

16.2 **Any proposed motion to amend or replace these Rules shall be signed by at least five Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered or the postal ballot in which the Members vote on the motion, and accompanied by a written explanation of the reasons for the proposal.**

16.3 **At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Members.**

17 Winding up

17.1 **The Society may be wound up under the provisions of the Incorporated Societies Act 1908.**

17.2 **If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be given or transferred to another organisation in New Zealand that is charitable under New Zealand law or for some other charitable purpose or purposes recognised under New Zealand Law, disposed of for such purposes as may be determined in accordance with the Incorporated Societies Act 1908 or by the resolution to wind up but no distribution shall be made to any Member.**