

# Porirua Community Arts Council Incorporated.

A Society as prescribed by the Incorporated Societies Act 1908.

## CONSTITUTION.

Revised 14 October 2013 September 2011

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# **Porirua Community Arts Council Incorporated.**

A Society as prescribed by the Incorporated Societies Act 1908.

## **CONSTITUTION.**

### **1. Name.**

The name of the society is the Porirua Community Arts Council Incorporated, also referred to in this constitution as "the Council".

### **2. Mission Statement.**

To encourage and promote the practice and appreciation of all art and cultural forms in Porirua City.

### **3. Objects.**

The objects of the Council are:

i) To encourage, promote and support the practice and appreciation of all forms of arts activity in Porirua City whose boundaries are defined by the Local Government Act 2003 (hereinafter referred to in this document as "the City").

ii) To act in accordance with the Treaty of Waitangi and the partnership principle embodied in it.

iii) To encourage the development of innovative and creative ways in which the arts and cultural activities may help to put the Treaty of Waitangi into action in the City.

iv) To encourage and promote public involvement in the arts and as far as practical to make all forms of artistic activity, accessible to every person in the Council's area.

v) To enhance values of inclusiveness and togetherness among people who stem from the many different cultural traditions now resident in the City.

vi) To provide financial grants, subsidies and other support for the arts in Council's area.

vii) To showcase and otherwise promote the work of artists, arts organisations and cultural groups in the City.

viii) Develop, foster and maintain effective and co-operative working relationships with Ngati Toa, the Porirua City Council and educational, business and community organisations whose aims or activities may help the Councils to attain its purposes.

ix) To co-operate, where possible and practicable, with Creative New Zealand in carrying out its functions, provided that those functions do not conflict with the Council's aims objectives, goals or policies.

x) To develop, foster and maintain effective relationships with other local organisation that have aims in common with the Council.

xi) To develop foster and maintain effective working relationships with artists, arts organisations and cultural groups particularly those resident and working in the City.

xii) To encourage the business community to support the arts, through sponsorship, commissions, purchase of works of art and any other means.

xiii) To organise events, festivals, exhibitions, performances or publications that will add knowledge and/or appreciation.

xiv) To represent and/or advocate on behalf of the arts and artists to support them in their endeavours.

xv) To monitor the facilities and services available for all forms of artistic and cultural expression in the City and promote/take action to fill any perceived gaps in their provision.

xvi) To undertake any other activities that the Council Committee determines will benefit the arts.

#### **4. Powers and role.**

The powers and role of the Council are:

i) To organise, facilitate, sponsor and support arts events in the Council's area or by members (as defined in section 6 of this constitution).

ii) To make any grant under any conditions for any artistic or cultural purpose the Council Committee may deem fit.

iii) To sell, exchange, maintain, improve, hire, mortgage, dispose of, manage, control, invest, reserve or otherwise deal with and turn to account any real or personal property vested in the Council Committee.

iv) a) To raise finance, by applying for grants and sponsorship, requesting donations, charging admission and other means upon such conditions as the Council may deem it.

b) To borrow money if required and if the amount or amounts, terms and conditions are agreed by a majority of the Council Committee.

v) To open and operate bank accounts, make investments and enter into other financial agreements, on terms and conditions which the Council Committee determine are necessary for carrying out its objects.

vi) To purchase, take upon lease or otherwise acquire property, on terms and conditions which the Council Committee determines are necessary for carrying out its functions.

vii) To engage agents, appoint representatives and to employ people on contract, or by less formal means, when and for as long as the Council Committee determines is necessary.

viii) To do all such lawful things as are incidental or conducive to the fulfilment of any of the above Objects, including:

- a) To edit, print, publish and distribute any written, visual, aural, electronic or intellectual property.
- b) To join and affiliate to or co-operate with any person or other organisation of whatever kind with similar objectives.
- c) To provide advice on grants, work schemes, exchanges and other aspects of the arts.

### **5. Registered Office.**

The registered office of the Council will be at the Porirua Cultural Centre, Norrie Street, Porirua.

### **6. Membership of the Council.**

(i) The membership shall be open to any person or organisation resident, based or working, in the Porirua City Council's area and who or which satisfies the Council Committee that that person or organisation has a genuine interests in the arts, and shall also be open to any local authority representative who may be appointed by that local authority pursuant to the relevant statutes authorising them to make such appointments.

(ii) Membership is free.

(iii) There shall be three categories of membership:

- a. **Individual membership** - available to individual persons who meet the criteria laid down in clause 6 (I) above.
- b. **Affiliate membership** - available to organisations who meet the criteria laid down in clause 6 (I) above. Affiliate members must designate a representative who shall attend Annual and special General Meetings and be eligible to vote at those meetings. Other members of the affiliate organisation will be eligible to stand for Council Committee membership or be co-opted to the Council Committee.
- c. **Statutory Bodies** - available to statutory bodies such as territorial local authorities organisations (e.g.: Porirua City Council) defined by the Local Government Act 2003 and meeting the criteria of clause 6 (I) above. Note: in the case of such bodies their designated appointee becomes a member of the Council Committee.

**All three categories of membership have equal status under these rules.**

(iv) A person or organisation may become a member of the Porirua Community Arts Council Incorporated by applying to the Council Committee to become a member. The applicant will become a member of Porirua Community Arts Council Incorporated after being accepted for membership by a two thirds vote of the Council committee.

(v) Membership attained under clause 6 (iv) above entitles that person or organisation to take part in council activities and events, attend Council committee meetings in a non-voting capacity and attend and vote at Annual General and Special General Meetings and stand for and be elected or co-opted to the Council committee.

## **7. Officers of the Council.**

(i) At each Annual General Meeting the members present (including outgoing officers and committee members) shall elect the following officers and Council Committee members:

- a) **Chairperson:** who shall represent the council to the wider community and other organisations; and oversee the day to day running of the Council's affairs, including chairing of meetings.
- b) **Deputy Chairperson:** who shall represent the council to the wider community and other organisations; and oversee the day to day running of the Council's affairs, including chairing of meetings in the chairperson's absence; or any of these duties delegated by the chairperson...
- c) **Secretary:** who shall keep all necessary records of the Council including a roll of members and Council Committee members, attend to correspondence, take minutes of council meetings and circulate to members, documents relevant to those meetings.
- d) **Treasurer:** who shall keep full and correct account of all money received and expended and all other duties as specified in clause 11 of these rules. In the event that a member of the Council with appropriate accounting skills is not available, this role may be contracted out to a reputable registered accountancy practice. Notwithstanding the above the council may also choose to engage a reputable registered accountancy practice to oversee the accounts function even if a treasurer is appointed from within its membership ranks.
- e) **Council Committee:** A committee of at least eight (8), up to and including twenty (20) members who shall be in addition to and not including the above officers.
- f) The four officers of, chairperson, deputy chairperson, secretary and treasurer shall be ex officio members of the Council Committee.
- g) More than the maximum 20 members as specified in clause 7(i) (e) above may be elected if the members present deem it necessary to achieve the representation of the diversity and range of the arts and cultural groups in the community specified in clause 7(ii) of these rules below .

(ii) Membership of the Council Committee shall, as far as practical, be representative of the diversity and range of the arts and cultural groups in the community.

(iii) Where a vacancy occurs as a result of a death, resignation or dismissal of a member, the Council Committee may co-opt a person to fill the vacancy. Any Committee member so appointed shall have the same rights and obligations as all other Council Committee members and shall hold office until the succeeding Annual General Meeting unless he/she resigns or is removed from office prior to the AGM.

(iv) Every member of the Council Committee, whether appointed by the administrative local authority or elected at an Annual General Meeting or co-opted by the Council Committee, shall have equal rights to attend, participate and vote at Council Committee meetings and otherwise participate in its activities.

### **7.2 Employment and contracting of Council Members and Conflicts of Interest.**

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation 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 the 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 arm's length transaction (being open market value).

### **8. Meetings of the Council Committee.**

i) The Council Committee will meet regularly throughout the year as frequently as it deems necessary.

ii) The meetings of the Council Committee shall be regarded as public meetings which any member of the community or invited guest may attend as an observer.

iii) The quorum of a council meeting shall be seven (7) of the Council committee members including officers of the council.

iv) In the absence of the chairperson, the deputy chairperson will assume the role of the chairperson until the chairperson returns; and in the absence of both chairperson and deputy chairperson at the same time, another member of the Council Committee elected by that meeting will assume the role of chairperson until either the chairperson or deputy chairperson returns.

v) All business of the Council Committee shall be passed by a simple majority vote of the members present.

vi) All decisions of the Council Committee shall be deemed to be valid even if it is subsequently discovered that there was some inadvertently made defect in procedure.

vii) The Council Committee may form sub-committees and delegate tasks and responsibilities to those sub-committees.

viii) The Council Committee shall determine its own rules for conduct and operation.

### **9. General Meetings.**

i) The Council will hold an Annual General Meeting once a year, not later than four months after the end of the financial year, of members of the Council and representatives of local arts organisations, cultural groups, the administrative local authorities, artists and other interested parties and individuals.

ii) Notice of the Annual General Meeting shall be advertised publicly within Porirua City at least two (2) weeks in advance of the meeting. Public advertising to include a written notice to all members and known supporters of the Porirua Community Arts Council Inc., information on public notice boards such as Pataka Art + Museum, supermarket notice boards, and will also be advertised through any on-line social media channels accessible to the Porirua Community Arts Council, including the Porirua Community Arts Council Inc. website.

iii) The Annual General Meeting shall:

- a) Receive the Chairperson's Annual Report of the activities and business done during the past year,
- b) Receive the Council's financial statements and balance sheet for the preceding year,
- c) Elect the Officers and at least eight (8) Council Committee members,
- d)
  - (i) Determine whether PCAC is subject to any mandatory assurance requirements under the Financial Reporting Act 1993, then decide what type of assurance the financial statements of the Council should receive; or
  - (ii) If it is not clear at the Annual General Meeting whether assurance is required of the full year's statements by any agency, then delegate the decision on what assurance the Council's statements require to a PCAC sub-committee.
- e) Consider notices of motion and other business, and
- f) Be conducted in a manner to be determined by the Council Committee.

iv) All people resident in the Council's area are entitled to attend and are entitled to one vote each at the Annual General Meeting. Voting will be by a show of hands. The Chairperson shall have a deliberative vote and may also exercise a casting vote in the event of a tie. Observers may attend at the discretion of the Council Committee and may not vote.

v) The Council Committee may bar any specific person from attending an AGM if it has sufficient reasons.

vi) The quorum of the Annual General Meeting shall be ten.

vii) Notices of motion must be in the secretary's hands seven days prior to the meeting.

viii) The Chairperson will preside over General Meetings and determine any disputes of procedure.

ix) A Special General Meeting may be called by the Council Committee at any time, or shall be called upon receipt by the secretary of a requisition signed by at least ten (10) of the members, setting out the reasons for the meeting; or such requisition signed by half of the currently serving Council Committee members.

x) Rules (ii) and (iv) to (ix) of the Annual General Meeting shall apply to Special General Meetings.

#### **10. Bank Accounts.**

(i) The Council may open and manage bank accounts, and any expenditure from any such bank accounts must be authorised by two of the executive officers of the Porirua Community Arts Council who are authorised by the Council Committee to do so.

(ii) Expenditure is authorised if the payment is made by cheque, through the two authorised executive officers signing that cheque, or if through an internet banking facility, through two authorised officers approving the payment.

#### **11. Accounts.**

The Council shall:

- (i) Have a financial year that commences on 1 July of each year and ends on 30 June in the year following;
- (ii) Keep full and correct account of all money received and expended by it;
- (iii) Within three calendar months of the end of the Council's financial year prepare financial statements that comply with any standards for financial reporting issued by the New Zealand Accounting Standards Board of the External Reporting Board pursuant to section 24(1)(a) of the Financial Reporting Act 1993.

#### **12. Annual Report.**

The chairperson will ensure that an annual report describing the Council's activities for that year is prepared within three (3) calendar months of the end of the year. The Chairperson's Annual Report will be submitted to the Annual general meeting for any possible amendment and acceptance.



**13. Alterations to these Rules.**

- i) These rules may be altered, added to, amended, rescinded or otherwise varied by motion passed by a two-thirds majority of those present at an Annual or Special General Meeting only.
- ii) A motion to change the constitution (as described above) may not be considered by an Annual or Special General Meeting unless its notice of motion was in the hands of the Secretary twenty one days prior to the meeting.
- iii) Every such notice shall set out the purport of the proposed change and the names of the proposer and a seconder.
- iv) The Secretary shall give notice of the proposed change to these rules to each Council Committee member by notice in writing to that councillor's last known place of residence.
- v) The Council committee may inform other interested parties (such as Creative NZ or Porirua City Council) of any changes (or proposed changes) to this constitution.
- vi) No addition to or alteration of the charitable objects, personal benefit clause or the winding up clause shall be approved without referral to any statutory authority to which the Porirua community Arts council Inc. is subject (such as the Inland Revenue department or Charities Commission). 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.

**14. Common Seal.**

- i) The Secretary shall keep the common seal of the Council.
- ii) The common seal may only be affixed on a motion passed by the Council Committee.
- iii) And it shall be affixed in the presence of the Chairperson and the Secretary; or some other officer, or Council Committee member appointed for the purpose, who shall each sign their names above designations as witnesses to the affixing of the seal.

**15. Termination of appointment of councillors.**

- i) Any councillor who acts in a way that is contrary or detrimental to the aims of the Council, or fails to attend any Council Committee meeting over a period of six months, without reasonable explanation, may have their Council committee membership terminated or a may have his/her membership of the Council Committee terminated, by a motion of the Council Committee passed at a duly constituted meeting of the Council committee by a three quarters majority of Council Committee members present.

ii) A councillor may resign by giving written notice of his or her intention to resign to the secretary.

**16. Claims to Property and Indemnity.**

i) Election to the Council Committee shall not give rise, to any claim upon or pecuniary gain from the Council either collectively or individually, or to any property or funds belonging to the Council, nor upon the dissolution of the Council. A Council Committee member has the same rights (and no special privileges) to tender or offer or contract to sell the Council their goods, or services, or other property.

ii) No action at law shall be brought against a Council Committee member in respect of any act done or omitted in pursuit of the Council's mission and Objects or in carrying out responsibilities required by this constitution.

iii) No member of the Council Committee shall be liable for the Council's action, omission of any action, joining any document, incurring of loss or expenses unless it results from his or her own wilful default.

**17. Liquidation.**

In the event of the Council being liquidated or dissolved:

i) Subject to (ii) below, a General Meeting shall decide how to dispose of any surplus assets after the payment of the Council's liabilities and the expense of winding up. If these assets are to be disposed of to any other organisation, it shall be one within Porirua City and approved and registered for charitable purposes by the Charities Commission.

ii) any funds received from other funding bodies that have not been used for the purpose for which they were granted, will be returned to those organisations where there is a legal or statutory requirements to do so. Otherwise they may be disposed of to any other organisation, but it shall be one within Porirua City and approved and registered for charitable purposes by the Charities Commission.

iii) No addition to, or alteration of the charitable objects, personal benefit clause or the winding up clause shall be made without first obtaining the approval of the relevant statutory authorities, to which the Porirua Community Arts Council Inc. may be subject.

**18. General.**

i) Any notice required to be given in writing to a councillor or Officer or other party shall be deemed to have been" duly delivered if sent by post to their last known place of abode in New Zealand two days prior to the day on which notice is required. Any accidental omission to give notice in accordance with these rules will not invalidate any meeting or its resolutions.

ii) Any dispute or question of this constitution shall be decided by the Council Committee, and its decision shall be binding and final.

**Definitions:**

- Council:** Any reference to Council or the Council in this document to mean The Porirua Community Arts Council Inc. unless specifically stated otherwise.
- Committee:** Any reference to “Committee” or “the Committee” in this document to mean The Committee of the Porirua Community Arts Council Inc. elected pursuant to this constitution unless specifically stated otherwise.
- Council Committee:** Any reference to” Council committee” or “the Council Committee” in this document to mean The Committee of the Porirua Community Arts Council Inc. elected pursuant to this constitution unless specifically stated otherwise.