

Rules of New Zealand Mosaic Art Incorporated

reference 'Rules'

1.0 Name

- 1.1 The name of the society is New Zealand Mosaic Art Incorporated ('the Society').
- 1.2 The Society is constituted by resolution dated 26 June 2017.

2.0 Registered Office

- 2.1 The Registered Office of the Society is c/-:
The Secretary of New Zealand Mosaic Art Incorporated.

3.0 Purposes of the Society

- 3.1 The purposes of the Society are to:
 - a. **Promote mosaic art in New Zealand** and be further guided by the following objectives:
 - Showcase best work in contemporary mosaic art and celebrate the uniqueness of this medium,
 - Enhance the sense of community amongst New Zealand mosaic artists and enthusiasts,
 - Encourage new artists and to involve youth in mosaic art through associated events,
 - Encourage skill development amongst membership,
 - Liaise with relevant organisations and media to raise awareness of contemporary mosaic art in New Zealand.
 - Promote mosaic art in public spaces.
- 3.2 Pecuniary gain is not a purpose of the Society.

4.0 Membership of Society

- 4.1 Membership of the Society is extended to:
 - (a) Those paying the annual membership fee set at each Annual General Meeting.
 - (b) Membership lapses on failure to pay the annual fee within two months of a member being invoiced for same.

5.0 National Committee (Elected at Annual General Meeting)

5.1 The Society shall have a National Committee ('the Committee'), including the following Officeholders and committee members:

- (a) Chairperson
- (b) Secretary
- (c) Treasurer
- (d) A maximum of six other committee members
- (e) Archivist – **Appointed**

5.2 Other members as the Society shall decide, or the Committee co-opt for special purposes such as sponsorship, funding coordinator, PR .

5.3 A quorum for committee meetings shall be half the elected number of committee members but if this is an uneven number the Chairperson shall be excluded from the count.

6.0 Role of the National Committee

6.1 Subject to the rules of the Society ('The Rules') and acting on behalf of its members, the responsibilities of the Committee are to:

- (a) Promote a National Exhibition and liaise with the regional, convening exhibition team/committee.
- (b) Support the regional convening exhibition team/committee through information and advice based on experience gained from previous exhibitions to be included on the document "NZMA Guidelines for a Successful Exhibition".
- (c) Maintain the "NZMA Guidelines for a Successful Exhibition"

This should include contact information on previous exhibitors, advice on sponsorship opportunities and funding sources, successful advertising and promotional opportunities, criteria related to venue choice, criteria for exhibit selection and hanging, judging criteria and established award categories

- (d) Maintain historic records including:
 - Location/Dates/Venue/Theme
 - Sponsorship/Funding/Advertising
 - Mosaic Art Exhibitors – participation and exhibit criteria
 - Judge/s
 - Awards/Prizes – categories and criteria
 - Event catalogue/advertisers
 - Event records – participant lists, exhibit photographs, award winners' photographs etc

- (c) Advise and assist the development of regional committees focused on fulfilling the Society's Purposes 3.1(a) – 3.1(g) and acting in accordance with the Society's Rules.
 - (d) Manage and administer the Society's activities including the set-up and overseeing of sub committees for special projects.
 - (e) Carry out the purposes of the Society, and use money or other assets to do that.
 - (f) Manage the Society's finances ensuring expenditure does not exceed income.
 - (g) Decide the times and dates for meetings, and assist in setting agendas for meetings.
- 6.2 Decisions of the Committee shall be by majority vote.
- 6.3 The Chairperson or person acting as Chairperson has a casting vote.
- 6.4 Only committee members present at a committee meeting may vote at that committee meeting.
- 6.5 Subject to these Rules, the Committee may regulate its own practices (including the use of teleconferencing for meetings).

7.0 Nomination of Committee members

- 7.1 If the Annual General Meeting is to be conducted by electronic format nominations for committee members shall be called for at least 8 weeks prior and submitted by electronic format to the Secretary no less than 5 weeks prior to the date of the Annual General Meeting unless committee members have been elected for two years. In the non-election year the committee members need only be confirmed in place at the AGM. Otherwise 35 days notice will be required.
- 7.2 If the position of any office holder becomes vacant between Annual General Meetings, the Committee shall appoint another committee member to fill that vacancy until the next Annual General Meeting.
- 7.3 If the position of any committee member becomes vacant between Annual General Meetings, the Committee (at its discretion) may invite another Society member to fill that vacancy until the next Annual General Meeting.

8.0 Cessation of Committee Membership

- 8.1 Unless retiring at an Annual General Meeting, persons cease to be committee members when:
- (a) They resign by giving written notice to the Committee.
 - (b) They are removed by majority vote of Society members attending a Special General Meeting.

8.2 If a person ceases to be a committee member, that person must within one month give to the Committee all Society documents and property.

9.0 Obligations of Society Members

9.1 All Society Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

10.0 Use of Money and Other Assets

10.1 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;
- (c) The use has been approved by either the National Committee or by majority vote of the Society.

10.2 There are two people elected by the committee to operate the bank account.

10.3 The Society accounts must be reviewed by a suitably competent person elected annually by the Committee.

11.0 Financial Year

11.1 The Society's financial year begins on 1st April every year and ends on 30 th March of the next year.

12.0 Society Meetings

12.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

12.2 The Annual General Meeting shall be held once every year no later than seven months after the Society's balance date. The Committee shall determine when and how the Society shall conduct the Annual General Meeting within those dates.

12.4 Annual General Meetings and Special General Meetings can be held via video or telephone conference, or other electronic format as the Committee may decide.

12.5 Prior to the Annual General Meeting:

At least 8 weeks prior, The Secretary shall notify all Members of:

- (a) The date of the Annual General Meeting,
- (b) The business of the meeting,
- (c) A call for nominations for Office Holders and Committee Members,
- (d) A call for any other motions that a Member wants to put forward for consideration at the AGM, including any General Business items,

(e) Notification of fee options for the next financial year.

12.6 Members will be advised that their nominations, motions, any General Business items to be added to the Agenda, and any comment on fee options, must be lodged with the Secretary by 5pm on a date at least 5 weeks before the AGM.

12.7 At least 4 weeks prior, The Secretary shall send to all Members:

For Approval:

Minutes of previous AGM,

Chairperson's Report,

Treasurer's Report and Copy of Statement of Accounts.

For Voting:

Nominations, motions received, fee options for the next financial year and any other business the Committee see fit to include.

With this mail-out the Secretary shall also include a checklist of the items included for approval, voting and/or comment.

Voting/approval on these items must be completed and lodged with the Secretary by 5 pm on a date at least two weeks before AGM

12.8 At least one week prior to the AGM, the Secretary will send all members copies of the AGM agenda for reading along with minutes of the AGM for approval including:

(a) Confirmation of the Office Holders and Committee Members as per vote taken prior.

(b) Confirmation of the the Fees set for the next financial year as per vote taken prior.

(c) Confirmation of motions as per vote taken prior.

(d) Results of issues arising from other business .

Acceptance of the minutes will be based on a quorum of members returning their approval. A quorum is determined to be 25% of the Society's membership.

12.9 Only financial members of the Society will be eligible to vote at the AGM

12.10 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.

13.0 The business of an Annual General Meeting shall be:

- (a) Minutes of the previous Annual General Meeting;
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Committee Members and Officeholders;
- (e) Motions to be considered;
- (f) General business.

13.1 Special General Meetings may be called by the National Committee with a minimum of 28 days' notice if:

- (a) The National Committee needs to consult the Society members regarding a significant issue relating to or potentially affecting The Society.
- (b) The business of the Special General Meeting will be held by video or telephone conference or other electronic formats as the Committee may decide

13.2 Special General Meetings with any motions submitted must be called by the National Committee with a minimum of 28 days' notice if:

- (a) The Chairperson or Secretary receives a written request signed by at least 25% of the paid up members.

13.5 All Society members may vote at **Special General Meetings**.

14.0 Signing of Documents

14.1 The Society shall have a common seal.

14.2 A document shall be executed on behalf of the Society if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by one of the office-holders (Chairperson, Vice Chairperson, Secretary, and Treasurer) and countersigned by one other

15.0 Altering the Rules

15.1 The Society may alter or replace these Rules at an Annual General Meeting or a Special General Meeting by a resolution passed by a two-thirds majority of those members present and voting.

15.2 When a Rule change is approved by an Annual General Meeting or a Special General Meeting the National Committee shall cause to be filed with the

Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

16.0 Winding up

16.1 If the Society is wound up:

- (a) The Society's debPts, costs and liabilities shall be paid.
- (b) Where a balance remains from monies donated for specific projects that balance will be distributed to another charitable organisation with similar objectives.
- (c) Surplus Money and Other Assets of the Society other than contained in a) or b) above may be disposed of:
 - (i) By a resolution reached at a Special General Meeting; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - (iii) No distribution may be made to any Society Member.

17.0 Definitions

17.1 In these Rules:

- (a) 'Committee' means the National Committee of the Society.
- (b) 'Committee Meeting' means a meeting of the Committee.
- (c) 'Committee Member' means any Society member who is on the Committee.
- (d) '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 are voting at that meeting on a resolution put to that meeting.
- (e) 'Meeting' means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (f) 'Money or Other Assess' means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (g) 'Payment' means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (h) 'Rules' means these rules, being the rules of the Society.
- (i) 'Society Meeting' means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (j) '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.
- (k) 'Written Notice' means hand-written, printed or electronic communication of words or a combination of these methods.