

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 promote mosaic art in New Zealand and be further guided by the following objectives:

- a) Showcase best work in contemporary mosaic art and celebrate the uniqueness of this medium,
- b) Enhance the sense of community amongst New Zealand mosaic artists and enthusiasts,
- c) Encourage new artists and to involve youth in mosaic art through associated events,
- d) Encourage skill development amongst membership,
- e) Liaise with relevant organisations and media to raise awareness of contemporary mosaic art in New Zealand.
- f) Promote mosaic art in public spaces.

3.2 Pecuniary gain is not a purpose of the Society.

4.0 Membership of Society

4.1 To become a Member, a person ("the Applicant") must: Complete the application form and pay the required membership fee.

4.2 To maintain membership, a member will pay agreed membership fee within one month of an issued invoice.

5.0 Cessation of Membership

5.1 Any Member may resign by giving written notice to the Secretary.

5.2 Membership terminated in the following way:

a) If, for any reason whatsoever (including failure to pay the annual membership fee within the required time), the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

- i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
- ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
- iii. State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee might in its absolute discretion immediately terminate the Member’s Membership.
- iv. State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.

b) Fourteen days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

6.0 National Committee

6.1 The National Committee shall be elected biennially through the AGM process.

6.2 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 if appropriate

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

6.4 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.

7.0 Role of the National Committee

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

- a) Manage and administer the Society's activities including the set-up and overseeing of sub committees for special projects.
- b) Promote and organise National Exhibitions according to the Exhibition Guidelines.
- c) Regularly update and maintain the "NZMA Guidelines for a Successful Exhibition"
- d) Maintain Exhibition 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
- e) Advise and assist the development of any regional committees focused on fulfilling the Society's Purposes 3.1(a) – 3.1(f) and acting in accordance with the Society's Rules.
- f) Support Regional committees in convening Regional Exhibitions.
- g) Carry out the purposes of the Society, and use money or other assets to do that.
- h) Manage the Society's finances ensuring expenditure does not exceed income.
- i) Decide the times and dates for meetings, and assist in setting agendas for meetings.

7.2 Decisions of the Committee shall be by majority vote.

7.3 The Chairperson or person acting as Chairperson has a casting vote.

7.4 Committee members not present at a committee meeting may vote by proxy provided this has been notified before the meeting.

7.5 Subject to these Rules, the Committee may regulate its own practices (including the use of teleconferencing for meetings).

8.0 Roles of Officeholder Committee Members

8.1 The Chairperson's role is to:

- a) Ensure that the Rules are followed.
- b) Convene meetings and finalise agendas.
- c) Chair meetings.
- d) Oversee the Society's operations and receive and reply to correspondence as required by or delegated to the Committee.
- e) Provide the Society with regular committee meeting reports.
- f) Give a report on the operation of the Society at each Annual General Meeting.
- g) Ensure the Registrar of Incorporated Societies is advised of any rule changes or alterations.
- h) Retain the common seal of the Society.

8.2 The Vice-Chairperson's role is to:

- a) Deputise for the Chairperson if he/she is unable to attend a function.
- b) Provide short-term cover by chairing meetings in the Chairperson's absence.
- c) Provide medium term cover (no more than three months) for the Chairperson's responsibilities above in his/her absence.
- d) In the prolonged absence of the elected Chairperson (more than three months for whatever reason) assume the role of Chairperson or call a Special General Meeting at which the Society shall elect a new person to fill this role.

8.3 The Secretary's role is to:

- a) Record the minutes of all meetings and distribute them to committee members within one week of said meetings to assist continuity of and timely committee action.
- b) Keep the Register of Management Committee Members containing their names, addresses and telephone numbers, and the dates they became or ceased being committee members.
- c) File store and maintain the society's and committee's records:
 - i) Printed records shall be kept in a clearly marked and accessible storage system

- ii) Electronic records shall be kept on the secretary's computer and shall be regularly backed up to portable media
 - iii) Electronically generated documents shall be printed for physical storage
 - iv) Printed documents shall be scanned and stored electronically.
- d) Receive and reply to correspondence as required by the Committee and signed off by the chairperson.
- e) Following each Annual General Meeting ensure the Society's records (as stipulated by the Companies Office) and any Rule changes are submitted to the Companies Office – Societies & Trusts Online site.

8.4 The Treasurer / Sponsorship-Funding Co-ordinator's role is to:

- a) Collect and receive all payments made to the Society and bank all monies in a timely manner.
- b) Keep an accurate, up to date record of paid up members.
- c) Keep a true and accurate record in the Society's account book, so the Society's financial situation can be clearly understood at any point in time.
- d) Work with the Chairperson or appointed committee member to secure targeted funding and manage same according to a) and b) above.
- e) Work with the Chairperson or appointed committee member to complete accountability reports for all sponsors/funders for all monies spent.
- f) Give a financial report at each meeting and present an Annual Financial Report including Audited Accounts at each Annual General Meeting.
- g) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Society's members at an Annual General Meeting.

8.5 The Society's Archivist's role is to (if required):

- a) Following each Annual General Meeting and Exhibition, archive the Society's original records for the previous year in an orderly, retrievable system.
- b) Ensure a backup of the above is kept in a separate location.
- c) Provide copies only of historical reference material to the Committee and/or Society members on request.

9.0 Nomination and Election of Committee Members

9.1 Committee members are elected for 2 years. Elections shall be two years from the date of the previous election unless a full/partial committee membership change is called for by a Special General Meeting. This would be an interim committee holding office until the original two-year date falls due.

9.2 If election of Committee members is conducted electronically:

- i. Nominations shall be called for before at least eight weeks before the completion date of the AGM .
- ii. Nominations are to be submitted electronically to the Secretary no less than five weeks before the completion date of the AGM .

9.3 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

- i. Membership will be advised of this new appointment

10.0 Cessation of Committee Membership

10.1 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.
- c) The Committee may, by a motion decided by a two-thirds majority of votes, terminate a person's position as a Committee member if it believes such action is in the best interests of the Committee provided that he or she shall be given at least 21 days Written Notice and an opportunity to reply and be present at a Special Committee Meeting convened for the purpose.

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

11.0 Obligations of Society Members

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

12.0 Use of Money and Other Assets

12.1 The Society may only use money and other assets if:

- a) It is for a purpose of the Society that has been approved either by the National Committee or by majority vote of the Society.
- b) All Society payments should be presented and passed for payment by the Committee either at a monthly meeting or by email if urgent.
- c) The Society's money and other assets are not for the sole personal or individual benefit of any member.

12.2 Two people are to be elected by the committee to operate the bank account. They are the authorised signatories for cheque payments.

12.3 The Society accounts must be reviewed and signed off by a suitably competent person elected annually by the Committee. The Reviewer may not be a committee member.

13.0 Financial Year

13.1 The Society's financial year begins on 1st April every year and ends on 31st March of the next year.

14.0 Society Meetings

14.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting. These meetings may be held by video or teleconference or any other format as the Committee may decide.

14.2 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 AGM within these dates.

14.3 Electronically conducted Annual General Meetings will involve a process over some weeks with a specified end date by which the Annual General Meeting process will be declared completed.

14.4 That date will be the AGM Completion Date.

14.5 At least 8 weeks prior to the Annual General Meeting the Secretary shall notify all Members of:

- a) The date of the AGM Completion Date,
- b) The business of the meeting,
- c) A call for nominations for Office Holders and Committee Members in the appropriate year.
- d) A call for any other motions that a Member wants tabled for consideration, including any General Business items,
- e) Notification of fee options for the next financial year.

14.6 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 Completion Date.

14.7 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 Completion Date.

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

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

b) Confirmation of 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.

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

14.9 Only financial members of the Society will be eligible to vote in the AGM process.

14.10 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.

15.0 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.

16.0 Special General Meetings

16.1 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.

16.2 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.

16.3 All Society members may vote at Special General Meetings.

17.0 Signing of Documents

17.1 The Society shall have a common seal.

17.2 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.

18.0 Altering the Rules

18.1 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.

18.2 Present and Voting can mean through the electronic process.

18.3 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.

19.0 Winding up

19.1 If the Society is wound up:

- a) The Society's debts, costs, and liabilities shall be paid.
- b) Where a balance remains from monies donated for specific projects that balance will be returned to the original donor or distributed to another charitable organisation with similar objectives.
- c) Surplus Money and Other Assets of the Society other than those contained in a) or b) above may be distributed:
 - 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.

20.0 Definitions

20.1 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 Assets' 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