

**DECORATIVE AND FINE ARTS SOCIETY  
OF WELLINGTON INCORPORATED  
OPERATING AS  
THE ARTS SOCIETY WELLINGTON**

**CONSTITUTION**

**ADOPTED  
20 MAY 2024**

## 1. NAME

- 1.1 The name of the Society is Decorative and Fine Arts Society of Wellington Incorporated, operating as The Arts Society Wellington or such other name as the Society may require from time to time.

## 2. INTERPRETATION

- 2.1 In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“**Act**” means the Incorporated Societies Act 2022 which governs this Constitution.

“**By-laws**” means the regulations made by the Committee for the administration and management of the Society.

“**Committee**” means the committee of management of the society.

“**Committee Member**” means a member of the Committee.

“**Financial Year**” means the period specified as the financial year herein.

“**Member**” means a Member of the Society.

“**The Arts Society**” means The National Association of Decorative and Fine Arts Societies, a Company Limited by Guarantee formed in the United Kingdom, formerly known as NADFAS but operating as The Arts Society since 17 May 2017.

“**Ordinary Committee Member**” means a Committee Member who is not an Office bearer.

“**Secretary**” means the Committee Member holding office under this Constitution as the secretary of the Society.

“**the Society**” means the Decorative and Fine Arts Society of Wellington Incorporated, operating as The Arts Society Wellington (or such other name as the Arts Society may require from time to time), an international member of The Arts Society.

“**Special General Meeting**” means a General Meeting of the Society other than the Annual General Meeting.

- 2.2 In this Constitution where the context admits, the masculine shall include the feminine and the singular shall include the plural and vice versa. The decision of the Committee upon any question of interpretation of this Constitution shall be final and binding on all Members and guests of the Society.

## 3. PURPOSES

- 3.1 The Society shall only operate for charitable purposes and shall have as its primary purposes:

- (a) the promotion and advancement of aesthetic education;
- (b) the cultivation, appreciation and study of the decorative and fine arts;
- (c) the preservation of our New Zealand national artistic heritage;

- (d) for the pursuit and fulfilment of the Society's objectives its powers shall include the following:
- (i) to arrange lectures for Members;
  - (ii) to arrange study groups, courses, tours and visits to private houses, museums, exhibitions and other places of interest for Members and to include travel for this object within New Zealand and overseas;
  - (iii) to arrange related activities of an educational character for children and other members of the public;
  - (iv) to arrange for the Members to give voluntary assistance in houses of historic or artistic interest, museums, exhibitions and other places where such assistance is required including guiding, conservation, cataloguing and recording work and to provide such support and to make arrangements as may be necessary, including the provision of courses of instruction for participating Members;
  - (v) to purchase, take on lease, hire or otherwise acquire any real or personal property or premises including halls or lecture rooms and any rights privileges or interests which the Society may think necessary for the promotion of the objects;
  - (vi) to subscribe, donate or guarantee money for any purpose connected with and calculated to advance the objects of the Society;
  - (vii) to raise and utilise funds for the furtherance of the Society's objectives but without the powers to pledge the personal liability of any Member for the repayment of any sums borrowed;
  - (viii) to undertake any other lawful activities in fulfilment of the objects.

3.2 The Society shall apply for and seek to maintain membership of The Arts Society in the UK.

3.3 If the Society ceases to be a member of The Arts Society, the Society shall:

- (a) return all confidential information issued by The Arts Society; and
- (b) change its name so as not to contain the words "Decorative and Fine Arts Society", "The Arts Society" or similar wording.

#### 4. **SEAL OF THE SOCIETY**

4.1 The Society shall obtain and the Secretary shall hold the common seal of Decorative and Fine Arts Society of Wellington Incorporated.

4.2 The seal shall be fixed by resolution of the Committee in the presence of two of the following officers: Chair, Vice-Chair, Secretary, Treasurer.

4.3 The Secretary will maintain a record of the resolutions requiring the seal to be affixed on the dates of the said affixing of the seal.

#### 5. **MEMBERSHIP QUALIFICATION**

5.1 Membership of the Society is by invitation only and is personal to that Member. Invitation to become a Member is made by the Committee either on its own initiative or

on the written request of another Member. A person must consent to become a Member.

- 5.2 The Committee shall decide on the number of admission of Members. A waiting list shall be maintained for those persons applying for Membership in excess of the permitted number.
- 5.3 Persons on the waiting list will be admitted to Membership in order of the date of application and acceptance of their application by the Committee. In exceptional circumstances priority may be given at the discretion of the Committee.
- 5.4 The Committee may resolve to elect Honorary Members who are distinguished in the decorative and fine arts or who have done valuable work for the Society. The Honorary Member may attend all Meetings and events of the Society in the same manner as a Member but shall not be liable to pay a subscription nor be entitled to vote at any General Meeting of the Society. An Honorary Member may elect to maintain their Membership and be liable for the Member's subscription at the same time and thereafter be entitled to vote at the Meetings of the Society.
- 5.5 Membership and any right or privilege arising from Membership shall not be transferable by a Member to any other person.

## **6. REGISTER OF MEMBERS**

- 6.1 The Committee shall appoint the Membership Secretary who may be a Member or a Committee Member.
- 6.2 The Membership Secretary shall establish and maintain a Register of Members specifying the name and address of each person who is a Member together with the month on which the person became a Member.
- 6.3 The Register of Members shall be kept by the Membership Secretary and shall be open for inspection, free of charge, by any Member at any reasonable hour.
- 6.4 The application form for becoming a Member of the Society shall include a statement that the applicant, upon becoming a Member, consents to his/her name, address, telephone numbers and email address being disclosed to The Arts Society in the UK and other member societies of The Arts Society.

## **7. CESSATION OF MEMBERSHIP**

- 7.1 A person ceases to be a Member if the person:
- (a) dies;
  - (b) resigns that Membership;
  - (c) is expelled from the Society; or
  - (d) fails to pay the subscription prescribed within 28 days of the renewal notices being posted or emailed.

## **8. RESIGNATION OF MEMBERSHIP**

- 8.1 A Member is not entitled to resign that Membership except in accordance with this Rule.
- 8.2 A Member who has paid all amounts payable by the Member to the Society in respect of Membership may resign by giving not less than one month's written notice to the

Membership Secretary of the Member's intention to resign and upon the expiration of the period of notice the Member ceases to be a Member.

8.3 Where a Member ceases to be a Member, the Membership Secretary shall make an appropriate entry in the Register of Members recording the date on which the Member ceases to be a Member.

8.4 No refund of paid subscriptions will be made except at the discretion of the Committee.

## 9. **TERMINATION OF MEMBERSHIP OF THE SOCIETY**

9.1 If the conduct or action of any Member, including convictions or insolvency, may, in the opinion of the Committee, be injurious to, or inconsistent with, the character, objects or interests of the Society, the Committee shall:

- (a) if it so resolves request an explanation from the Member; or
- (b) hear the Member in person if the Member so wishes.

9.2 If the complaint is upheld, the Committee may request in writing the Member to resign.

9.3 If the Member so requested does not resign within 30 days from the date of the request, the Member shall immediately cease to be a Member of the Society.

9.4 The Members may, by a resolution passed by simple majority at a General Meeting, terminate the membership of any Member of the Society.

## 10. **THE COMMITTEE**

10.1 The Committee shall manage the affairs of the Society and administer the funds including fixing the annual subscription. The Committee and each member of the Committee may not authorise the use of the Society's funds for any non-charitable purposes.

10.2 The Committee:

- (a) may exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution to be exercised by a General Meeting of the Members;
- (b) has the power to perform such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society; and
- (c) may make by-laws regarding the admission of Members, the conduct of Meetings, attendance of visitors, charges for visitors and otherwise for the regulation of the Society's affairs.

10.3 The Committee shall consist of:

- (a) the Office bearers of the Society; and
- (b) at least 2 and not more than 6 Ordinary Committee Members.

10.4 The Office bearers shall be:

- (a) the Chair

- (b) the Vice-Chair
- (c) the Treasurer
- (d) the Secretary
- (e) the Membership Secretary and
- (f) the Programme Secretary.

- 10.5 Any Member may propose or second Members for election to the Committee at the Annual General Meeting. Nominations must be given to the Secretary not less than 28 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- 10.6 The Society shall elect the position of Chair, in the same way as described in 10.5 above.
- 10.7 The Committee shall elect each position of Office bearer except the Chair.
- 10.8 The Society in any General Meeting, may by resolution remove any Committee Member from the Committee before the expiry of the Committee Member's term of office, and may by resolution appoint another Member to the Committee until the next Annual or Special General Meeting.
- 10.9 Casual vacancies amongst the Committee (including Office bearers) during the year may be filled by the Committee, by appointing a Member or Committee Member. Persons so appointed shall hold office until the next Annual General Meeting after the appointment and shall be empowered to vote.
- 10.10 The Committee may appoint subcommittees accountable to it for such purposes as it determines. Subcommittees may consist of Committee Members and Members.
- 10.11 The Committee shall meet as required and not less than four times each year. A quorum shall consist of a majority of the Committee Members, one of whom must be an Officer bearer. The Committee will be entitled to appoint an Assistant Treasurer and Assistant Secretary to undertake responsibilities of the elected Treasurer and Secretary in the event of the absence of those persons.

## 11. **SECRETARY**

- 11.1 The Secretary shall, as soon as practicable after being elected as Secretary, lodge notice with the Society of his or her address.
- 11.2 It is the duty of the Secretary to:
- (a) keep minutes of all appointments of Office bearers and Committee Members;
  - (b) keep minutes of the names of Committee Members present at Committee Meetings and General Meetings;
  - (c) keep minutes of all proceedings at Committee Meetings and General Meetings; and
  - (d) advise the Registrar of Incorporated Societies of any rule changes and act as the Society's contact person for the purposes of the Act.

11.3 Minutes of the proceedings at the Meeting are to be signed by the Chair of the Meeting or by the Chair of the next succeeding Meeting.

11.4 A vacancy in the office of the Secretary shall be filled within 14 days.

## 12. **TREASURER**

12.1 It is the duty of the Treasurer to ensure that:

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made;
- (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society; and
- (c) hold the financial records of the Society.

## 13. **MEMBERSHIP SECRETARY**

13.1 It is the duty of the Membership Secretary to:

- (a) establish and maintain the Register of Members as set out in clauses 6.2 and 6.3
- (b) ensure that appropriate electronic back-up arrangements for the Membership Register are maintained.

## 14. **GENERAL MEETINGS**

14.1 The Annual General Meeting shall be held at such time and place as shall be determined by the Committee but within five months of the expiration of the financial year. Written notice, including the Agenda, shall be given at least 14 days before the Meeting.

14.2 The business of the Annual General Meeting shall be:

- (a) to receive the Accounts of the Society;
- (b) to receive the Committee's Report on the activities of the past year;
- (c) to elect the Chair and Committee;
- (d) to consider any Resolutions for which due Notice has been given;
- (e) informally to discuss any other business with the permission of the Chair.

14.3 The election of the Chair and the Committee shall be by a show of hands unless there are more candidates than there are vacancies to be filled, in which case the relevant election shall be by ballot of those present at the Meeting.

14.4 The quorum of General Meetings shall be four Committee Members and ten Members. Where quorum is not reached, the Meeting will be adjourned for two weeks. If after this two week postponement quorum is not reached the Meeting shall proceed regardless.

14.5 A Special General Meeting must be convened within 28 days at the request of the Committee or at least 20 Members of the Society. Resolutions to be considered must be given in writing to the Secretary who will give all the Members at least 14 days'

written notice of the Meeting, stating the time and place of the Meeting (which shall be determined by the Chair) and the text of the resolutions.

- 14.6 Voting shall be by show of hands and by a simple majority save where an increased majority and/or majority of those present and entitled to vote is expressly required. In the event of equality of votes, the Chair of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.
- 14.7 In circumstances in which the Committee considers it is warranted (such as a pandemic), the Society may hold an Annual General Meeting or a Special General Meeting electronically provided that:
- i. 14 days written notice of the Meeting and agenda are given before the Meeting in accordance with Rule 14.1;
  - ii. the quorum requirement in Rule 14.4 is satisfied by the number of Members participating in the electronic process;
  - iii. written notice of any Resolutions to be brought forward complies with the requirements in Rule 15.1;
  - iv. votes on any Resolutions may be submitted by individual Members by using real-time online voting systems approved by the Committee; and
  - v. a participant will not leave the meeting by deliberately disconnecting their electronic equipment without having previously notified the Chair. Each participant will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless the participant has notified the Chair that he or she is leaving the meeting or it otherwise becomes evident at that time that the participant is no longer present. Where a participant is accidentally disconnected, they will endeavour to return to the meeting as soon as is reasonably practicable.
- 14.8 Minutes of the proceedings at a meeting held by contemporaneous linking together by electronic communications will be sufficient evidence of such proceedings and of the observance of all necessary formalities, if certified as a correct minute by or on behalf of the Chair of that meeting.

## 15. **RESOLUTIONS**

- 15.1 Written notice of Resolutions to be brought forward shall be given to the Secretary at least 28 days prior to the holding of a General Meeting. Any such resolution shall have been duly seconded and shall be set forth in the Agenda with the name of the proposer and seconder. Save with the consent of the Committee, a resolution which does not comply with the foregoing may not be proposed at a General Meeting.

## 16. **SUBSCRIPTION**

- 16.1 The subscription for Membership shall be such a sum or sums as may be determined by the Committee from time to time. The first payment shall be due on election to Membership and due annually on a date to be determined by the Committee.
- 16.2 A Member whose subscription is not paid in full within 28 days of the due date shall cease to be entitled to rights and privileges of Membership but may at the discretion of the Committee be reinstated on payment of all arrears.
- 16.3 The Committee shall have power to charge an entrance fee for Membership, additional to a Member's subscription.

## 17. **FINANCE**



- 17.1 The funds of the Society shall be derived from entrance fees and annual subscriptions, donations and, subject to any resolution passed by the Society in General Meetings, such other sources as the Committee determines.
- 17.2 Subject to any resolution passed by the Society in a General Meeting, the funds of the Society shall be used in pursuance of the Society's objects in such manner as the Committee determines.
- 17.3 The Committee shall authorise Officer bearers to arrange payment and reimbursement of expenditure on behalf of the Society. The funds of the Society will be paid into current, deposit or investment accounts in the name of the Society with such banks or investing institutions as the Committee shall determine. Cheques, electronic transfers and other instruments shall be signed or verified by two of the following: the Chair, Vice-Chair, Treasurer, Secretary, or other signatories authorised by the Committee. The Committee shall ensure that at any one time there are no fewer than six signatories available on the cheque account.
- 17.4 Payment for travel outings, study days or other events will be due at the time of booking and will not normally be refundable.
- 17.5 The Society's financial year shall end on 31 December in every year.
- 17.6 The Committee may, if it considers necessary, appoint an independent party whose duties shall be to examine and report on the Annual Accounts of the Society for submission to the Members.
- 17.7 The Committee shall at least annually cause to be prepared and lodged before the Society in General Meeting, a statement of financial performance, and reports of the Committee and other relevant reports, if any, shall be made available to Members.

## 18. **MEMBERS' ADDRESSES**

- 18.1 Members shall notify any change of address to the Society.

## 19. **ALTERATION OF RULES**

- 19.1 This Constitution may be altered, added to or amended with a new set of rules by a resolution passed by a majority of votes exercised by members present at a General Meeting of which ten days' prior written notice has been given.
- 19.2 Any alteration to this Constitution adopted at a General Meeting shall be lodged with the Register of Incorporated Societies as soon as practicable. (When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.)
- 19.3 No addition to or alteration of the charitable objects, the personal benefit clause, or the winding-up clause shall be approved without consideration by Inland Revenue or Charities Services, whichever applies.

## **20. WINDING UP THE SOCIETY**

- 20.1 If a Resolution to wind up the affairs of the Society shall have been proposed and carried at a General Meeting by at least two-thirds of those present then the Committee shall immediately call a subsequent General Meeting not less than 30 days after the date of which the resolution was passed to confirm the resolution. Such confirmation must be effected by a vote of two-thirds of those present at the General Meeting.
- 20.2 The Committee shall be responsible to realise such assets as may be necessary to discharge the costs, debts and liabilities of the Society.
- 20.3 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Society, or some other charitable purpose, within New Zealand.

## **21. CUSTODY OF THE BOOKS**

- 21.1 Except as otherwise provided, the Secretary shall keep in his or her custody or under his or her control the common seal and all records, books and other documents relating to the Society.

## **22. INSPECTION OF BOOKS AND MEMBERSHIP LISTS**

- 22.1 The records, books, Membership lists and other documents of the Society shall be open to inspection free of charge by a Member at any reasonable hour on 48 hours' prior notice.

## **23. SERVICE OF NOTICES**

- 23.1 For the purposes of this Constitution, a notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post or email to the Member at the Member's address shown in the Register of Members.
- 23.2 Where a document is sent to a Member by properly addressing, prepaying and posting to the Member a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the Member at the time at which the letter would have been delivered in the ordinary course of post.
- 23.3 Where a document is sent to a Member by email addressed to the Member's email address (as notified by the Member to the Society), the document shall be deemed for the purposes of this Constitution to have been served on the Member at the time at which the email is sent.

## **24. BY-LAWS**

- 24.1 The Committee may from time to time make, amend or repeal by-laws not inconsistent with this Constitution for the internal management of the Society. Any by-law may be set aside by a General Meeting provided such resolution does not offend the Act.

## **25. PERSONAL BENEFIT**

- 25.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Society.

- 25.2 No Member or associated person shall receive any form of private income, benefit or advantage from the operations of the Society.
- 25.3 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 25.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 25.5 The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.
26. **SCHEDULE 2 DISPUTE RESOLUTION PROCESS TO APPLY**
- 26.1 The dispute resolution process set out in Schedule 2 to the Act is incorporated into this Constitution with full force and effect as if set out in this Constitution in its entirety.
27. **PURPOSES LIMITED TO NEW ZEALAND**
- 27.1 The purposes and activities of the Society will originate in, and be decided upon, by the Society and its Committee in New Zealand.