Porirua Community Arts Incorporated

A Society as prescribed by the Incorporated Societies Act 19O8.

CONSTITUTION

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PORIRUA COMMUNITY ARTS INCORPORATED

A Society as prescribed by the Incorporated Societies Act 19O8

CONSTITUTION

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

2. Mission Statement.
To encourage and promote the practice and appreciation of all art and cultural forms in Porirua City (hereinafter referred to in this document as "the City").

3. Objects.
The objects of PCA are to:
(i) 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.

(ii) Act in accordance with the Treaty of Waitangi and the partnership principle embodied in it.

(iii) 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) 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 PCA's area.

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

(vi) Showcase and otherwise promote the work of artists, arts organisations and cultural groups in the City.

(vii) 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 PCA to attain its purposes.

(viii) Develop, foster and maintain effective relationships with other local organisations that have aims in common with PCA.

(ix) Develop foster and maintain effective working relationships with artists, arts organisations and cultural groups particularly those resident and working in the City.

(x) Encourage the business community to support the arts, through sponsorship, commissions, purchase of works of art and any other means.

(xi) Organise events, festivals, exhibitions, performances or publications that will add knowledge and/or appreciation.

(xii) Represent and/or advocate on behalf of the arts and artists to support them in their endeavours.

(xiii) 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.

(xiv) Undertake any other activities that the PCA Committee determines will benefit the arts.

4. Powers and Role.
The powers and role of PCA are to:

(i) Organise, facilitate, sponsor and support arts events in the PCA's area or those of members (as defined in section 6 of this constitution).

(ii) 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 PCA Committee.

(iii) Managing finance by:

a) Raise finance, by applying for grants and sponsorship, requesting donations, charging admission and other means upon such conditions as PCA may deem fit.
b) Borrow money if required and if the amount or amounts, terms and conditions are agreed by a majority of the PCA Committee.

(iv) Open and operate bank accounts, make investments and enter into other financial agreements, on terms and conditions which the PCA Committee determine are necessary for carrying out its objects.

(v) Purchase, take upon lease or otherwise acquire property, on terms and conditions which the PCA Committee determines are necessary for carrying out its functions.

(vi) Engage agents, appoint representatives and to employ people on contract, or by less formal means, when and for as long as the PCA Committee determines is necessary.

(vii) Do all such lawful things as are incidental or conducive to the fulfilment of any of the above Objects, including:

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

(viii) Manage the membership lists for PCA as prescribed in clause 6 of this constitution.

5. Registered Office.
The registered office of PCA will be at the Porirua Cultural Centre, *Pataka Art + Museum*, Norrie Street, Porirua.

6. Membership of PCA.
(i) The membership shall be open to any person or organisation resident, based or working in the Porirua City Council's area that has satisfied the PCA Committee to have genuine interests in the arts. Membership 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) There shall be two 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); affiliate organisations may designate a representative who can participate in regular committee and general meetings, and shall attend Annual and Special General Meetings at which they are eligible to vote.

(iii) A person or organisation may become a member of Porirua Community Arts Incorporated by:
a. Applying to the PCA Committee to become a member;
b. Applicants will become a member after their membership application has been considered and accepted by a two thirds vote of the PCA committee;
c. Upon paying the annual membership fee as set yearly at the AGM.

(iv) Membership attained under clause 6 (iii) entitles that person or organisation to:
a. Take part in PCA and other activities and events;
b. Attend the committee meetings in a non-voting capacity;
c. Attend and vote at Annual General and Special General Meetings,
d. Stand for and be elected onto the PCA committee.
e. Access and include content on any PCA managed websites, including profiles of the member’s personal artistic expression.

6.1 Cessation of Membership.
(i) Any member may resign by giving written notice to the Secretary.

(ii) Membership of a member may be terminated by the PCA committee if a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society or to the detriment of the Society's ability to function efficiently and effectively.

(iii) If, for any reason whatsoever, 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, or acting to the detriment of the Society's ability to function efficiently and effectively, the Committee shall give written notice ("the Committee's Notice") to the member.

(iv) The Committee's Notice must:

a) Describe how the member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
b) Make clear the member has a right to be heard before the PCA Committee determines whether or not to terminate the individual's membership;
c) Provide the member with fair advice of all allegations concerning the member;
d) Provide the member with a reasonable opportunity to respond in writing or request an oral hearing before the committee.

7. Officers of PCA.
(i) At each Annual General Meeting the members present (including outgoing officers and Committee members) may elect the following officers and Committee members:

a) **Chairperson:** who shall represent PCA to the wider community and other organisations; and oversee the day to day running of PCA's affairs, including chairing of meetings.
b) **Deputy Chairperson:** who shall represent PCA to the wider community and other organisations; and oversee the day to day running of PCA'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 PCA including a roll of members and PCA Committee members, attend to correspondence, take minutes of the PCA 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 PCA 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) Committee: A committee of at least five members who shall include all officers appointed under clause 7(i).
f) The four officers of chairperson, deputy chairperson, secretary and treasurer shall be ex officio members of PCA 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 PCA 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 PCA 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 **PCA** 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 PCA Committee, whether appointed by the administrative local authority or elected at an Annual General Meeting or co-opted by the PCA Committee, shall have equal rights to attend, participate and vote at PCA Committee meetings and otherwise participate in its activities.

(v) Members of the PCA Committee shall regularly attend meetings, engage in planning, in PCA activities, and support and promote the work of the organisation, as appropriate

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

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

7.2 Employment and contracting of PCA 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 PCA Committee.
(i) The PCA Committee will meet regularly throughout the year as frequently as it deems necessary.

(ii) The meetings of the PCA 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 PCA Committee meeting shall be a majority of the PCA Committee members including officers of PCA.

(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 PCA Committee elected by that meeting will assume the role of chairperson until either the chairperson or deputy chairperson returns.

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

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

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

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

9. General Meetings.
(i) PCA will hold an **Annual General Meeting** once a year, not later than four months after the end of the financial year, of members of PCA 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 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, including the Porirua Community Arts Inc. website.

(iii) The **Annual General Meeting** shall:

a) Receive the Societies draft performance report for approval, that includes activities in the year completed, and all or any instances of non-compliance with this constitution and the reasons for this non-compliance;

b) Receive PCA's financial statements arid balance sheet for the preceding year;

c) Elect the Officers and at least one further Committee member;

d) (i) Determine whether PCA is subject to any mandatory assurance requirements under the Financial Reporting Act 1993, then decide what type of assurance the financial statements of PCA 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 PCA's statements require to a PCA sub-committee;

e) Consider notices of motion and other business;

f) Be conducted in a manner to be determined by the PCA Committee;

g) Set the annual fee individuals and organisations must pay to be a member of PCA.

(iv) All people resident in the PCA'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 PCA Committee and may not vote.

(v) The PCA Committee may bar any specific person from attending an **Annual General Meeting** if it has sufficient reasons.

(vi) The quorum of the **Annual General Meeting** shall be the majority of eligible voters present.

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

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

(ix) A **Special General Meeting** may be called by the PCA 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 PCA Committee members.

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

10. Bank Accounts.
(i) PCA 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 who are authorised by the PCA 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.
PCA 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 PCA'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. 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 PCA Committee member by notice in writing to that Committee member's last known place of residence.

(v) The PCA committee may inform other interested parties 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 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.

13. Common Seal.
(i) The Secretary shall keep the common seal of PCA.

(ii) The common seal may only be affixed on a motion passed by the PCA Committee.

(iii) And it shall be affixed in the presence of the Chairperson and the Secretary; or some other officer, or PCA Committee member appointed for the purpose, who shall each sign their names above designations as witnesses to the affixing of the seal.

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

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

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

15. Liquidation.
In the event of PCA 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 PCA'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 requirement 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 Inc. may be subject.

16. General.
(i) Any notice required to be given in writing to a PCA Committee member or Officer or other party shall be deemed to have been" duly delivered" if sent by post or email to the last known place of abode in New Zealand of the person(s) involved 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 PCA Committee, and its decision shall be binding and final.

Definitions:

PCA:	Any reference to 'PCA" or "the PCA" in this document is to mean Porirua Community Arts Inc. unless specifically stated otherwise.
COMMITTEE:	Any reference to "Committee" or "the Committee" in this document is to mean The Committee of Porirua Community Arts Inc. elected pursuant to this constitution unless specifically stated otherwise.
PCA COMMITTEE:	Any reference to "PCA Committee" or "the PCA Committee" in this document is to mean the Committee of Porirua Community Arts Inc. elected pursuant to this constitution unless specifically stated otherwise.