

## **Constitution of Watercolour New Zealand Incorporated**

### **1 Name**

The name of the society shall be "Watercolour New Zealand Incorporated."

### **2 Objects**

The objects for which the society is established are of a charitable nature, being to educate the public of New Zealand in the appreciation of watercolour painting by holding exhibitions of watercolour painting and arranging courses of instruction and social events which can be open to the public.

### **3 Powers**

- (1) To purchase or lease or otherwise acquire premises in the city of Wellington as a site for the promotion of the art of watercolour.
- (2) To construct, maintain, alter, add to or re-erect a gallery or other building for the purposes of the Society.
- (3) To purchase or acquire watercolour paintings as may be deemed suitable for the purposes of the Society and also materials, fittings and furniture for any gallery, building or premises in which the operations of the Society may be carried on.
- (4) To sell or otherwise dispose of any freehold or leasehold property of the Society.
- (5) To accept donations, gifts or bequests of money or works of art for the purpose of the Society subject to any conditions not contrary to law that the donors or testators impose.
- (6) To accept loans for temporary periods of any works of art on such terms and conditions as may be agreed between the lenders and the Society.
- (7) To sell or otherwise dispose of any works of art belonging to the Society, or to exchange the same for other works of art.
- (8) To join at any time with any similar association, institute, corporate, or other body, or public authority having objects wholly or in part in common with the Society in doing anything within the scope of the Society's objects.

### **4 Membership**

- (1) Classes of membership:

#### **Honorary Life Membership**

Conferred on an individual who has given outstanding service to either (i) Watercolour New Zealand Inc. and/or (ii) the art of Watercolour in New Zealand.

#### **Honorary Member**

Conferred on an individual who is providing professional services to Watercolour New Zealand at no charge or is a representative of a sponsor of Watercolour New Zealand.

#### **Corporate Member**

A company who has purchased a corporate sponsorship package from Watercolour New Zealand.

#### **Member**

- (2) Admission to membership:

Membership shall be applied for in writing and accompanied by payment of one year's subscription, lodged with the Treasurer or Secretary who shall confirm acceptance in writing.

Honorary life membership shall be conferred by the members in a special general meeting on any person who has rendered eminent services to the Society or to the art of

watercolour, and honorary life members shall be entitled to all the privileges of membership without payment of subscription.

Honorary membership shall be conferred by the Committee on the Patron, the Treasurer, the Auditor and the Honorary Solicitor, each of whom shall be entitled to all the privileges of membership without payment of subscription.

Corporate Membership shall be available to businesses supporting Watercolour New Zealand at a fee set by the members.

(3) Termination of membership

A person shall cease to be a member of the Society by

- (a) Giving notice in writing to the Treasurer or Secretary, or
- (b) Receiving notice in writing from the Treasurer or Secretary of a majority vote of the Committee arising from non-payment of subscription as at 30 June or any other moneys owed to the Society, or for conduct not fitting or damaging to the Society.

(4) Rights of Membership

All members shall be entitled to receive newsletters, attend all activities of the Society including attending and voting at general meetings, and to submit works for selection at any exhibition of members' work held by the Society, in accordance with whatever terms are laid down for that exhibition by the Committee.

## **5 Amendment**

Amendment to this Constitution can only be made at an Annual General Meeting or Special General Meeting of the Society provided that:

- (a) Notice of such amendment shall be submitted, by one financial member and seconded by another, in writing to the Secretary 28 days before the date of the meeting, and
- (b) Notice of the proposed resolution shall be included in the agenda for the meeting, and
- (c) A majority of the financial members present shall cast their votes in favour of the resolution.
- (d) No addition to or alteration of the charitable or educational objects, the personal benefit clause, or the winding up clause shall be approved without the Inland Revenue Department's approval.

## **6 Special General Meetings of the Members**

- (1) Every general meeting of the members shall be held in Wellington and fourteen clear days of notice shall be given in writing.
- (2) The Committee may call a general meeting of the members whenever it deems fit.
- (3) The Committee shall call a general meeting of the members within 28 days of the lodging with the Secretary of a requisition in writing signed by no fewer than ten members and stating the object of the meeting.
- (4) Twelve members shall form a quorum at any general meeting of the Society.
- (5) If a quorum is not present within twenty-five minutes of the appointed time for a general meeting, the meeting shall be dissolved.
- (6) The President, or in the absence of the President, one of the Vice Presidents, shall preside at every general meeting.
- (7) In the absence of the President and Vice Presidents ten minutes after the appointed time for the general meeting the members shall choose one of their number to chair the general meeting.
- (8) Every financial member present at a general meeting shall be entitled to one vote and a poll may be demanded. Decisions shall be by the majority of votes cast.

- (9) Every financial member not present at the meeting shall be entitled to send a proxy vote in writing to the Secretary to be received not less than two clear days before the time appointed for the meeting.
- (10) The Chair shall be entitled to a casting vote at a general meeting.
- (11) The Annual General Meeting of members shall be held no later than 31 March each year on such a day and at such a time and place as the Committee may determine.
- (12) Elections shall be held at each Annual General Meeting for the appointment of officers. Only financial members of the Society shall be eligible for appointment.

## **7 Officers**

- (1) The officers of the Society shall be: a Patron, a President, two Vice Presidents, a Secretary, a Treasurer, a minimum of six further Committee members, an Auditor and an Honorary Solicitor.
- (2) If a casual vacancy shall occur in the office of President, one of the Vice Presidents shall be chosen by the Committee as President.
- (3) If a casual vacancy shall occur in the offices of Vice President, Committee, Secretary, Treasurer or Auditor, such vacancy shall be filled by an appointment made by the Committee.
- (4) The Committee shall be empowered to co-opt additional Committee members as it sees fit.

## **8 Personal Benefit**

Officers and members may be reimbursed for reasonable expenses incurred on the organisation's behalf, and may be paid for professional services, so long as the payments are reasonable and are not more than would be paid for such services in a normal commercial transaction.

## **9 Committee Meetings**

- (1) The Committee comprises the President, the Vice Presidents, the Secretary, the Treasurer and the other Committee members.
- (2) The President alone, or any two of the Committee, may call a Committee meeting at any time.
- (3) A notice of meeting with agenda shall be given not less than two clear days before the time appointed for such meeting.
- (4) The President, or in the absence of the President, one of the Vice Presidents shall take the Chair at all meetings of the Committee.
- (5) The quorum for a Committee meeting shall be six.
- (6) Each member of the Committee has one vote and the decisions shall be by the majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote.
- (7) A member of the Committee may resign at any time by giving notice in writing to the Secretary.
- (8) If any member of the Committee shall, without leave of absence granted by the Committee, be absent from meetings for a period of three consecutive meetings, the Committee may declare the position vacant and that member shall thereafter cease to be a member of the Committee.

## **10 Powers of the Committee**

- (1) General Powers: The management of the Society shall be vested in the Committee except that

- (2) The Committee is not empowered to purchase, acquire or lease land without the consent of a general meeting of members.
- (3) The Committee is not empowered to borrow money without the consent of a general meeting of members.
- (4) The Committee is not empowered to issue debenture, bonds or other instruments binding to the Society without the consent of a general meeting of members.
- (5) Decisions regarding the investment of society funds are to be made by the majority of votes cast at a Committee meeting.

## **11 The Seal**

The Committee shall provide for the safe custody of the Seal which shall be used only with the written authority of the Committee and every instrument to which the Seal is affixed shall be signed by two members of the Committee.

## **12 The Bank**

All moneys which are received by or become part of the property of the Society shall be paid into such bank account as the Committee appoints. No money shall be drawn out of such bank account except by cheque to be signed by any two members of the Committee.

## **13 Accounts**

- (1) The Committee shall ensure that accounting methods are adequate and are properly and regularly maintained.
- (2) The Committee shall require the Treasurer to present to each Committee meeting a written report of
  - (a) Receipts and payments, including a schedule of cheques for approval, and
  - (b) The amount of funds held in investments and bank accounts.
- (3) The financial year shall end on the 31<sup>st</sup> day of December each year.

## **14 Winding Up**

If upon the liquidation or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property or funds, the same shall not be paid to or distributed among members, but shall to given to some other charitable organisation within New Zealand, approved by the Inland Revenue Department, having objects similar to those of the Society at the time of dissolution and in default thereof by any such Court as may have jurisdiction in the matter.

**Date of adoption      25 March 2012**

Signed \_\_\_\_\_

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