

Under The Incorporated Societies Act 1908

**The Rules of
Te Uru Waitakere Contemporary Gallery Incorporated**

Name

1. THE name of the Society shall be TE URU WAITAKERE CONTEMPORARY GALLERY INCORPORATED (formerly THE LOPDELL HOUSE SOCIETY INCORPORATED).

Objects

2. THE objects for which the Society is formed are:
 - a. To develop and foster the practice and appreciation of art in West Auckland with an emphasis on contemporary art from Aotearoa New Zealand in all its creative diversity.
 - b. To provide and manage a public regional gallery to cater for the exhibition, performance and development of the arts in West Auckland.
 - c. To affiliate with societies and organisations as the Society may from time to time consider appropriate.
 - d. To acknowledge Te Tiriti o Waitangi, the Treaty of Waitangi, as the foundation document of Aotearoa New Zealand.
 - e. To value, reflect and understand the communities served and demonstrate diversity and inclusion practices.
 - f. To do all such things as are incidental or conducive to the attainment of the above objects, and to carry out other activities consistent with the charitable objects of the Society.

Powers

3. THE Society will have the following powers:
 - a. To purchase, take on, lease or otherwise acquire and to sell, lease, sublease or otherwise dispose of any rights or privileges which the Society thinks necessary or expedient for the purpose of attaining the objects of the Society;
 - b. To enter into fund-raising activities and projects and to receive or apply for grants and donations or to raise or borrow money at interest or otherwise and for such purposes to execute any mortgage, debenture, bonds or any other instrument;

- c. To invest moneys not immediately required upon such securities as may from time to time be determined by the Society and in accordance with the Society's policies;
- d. To subscribe and to become a member of or affiliated to any other organisation whose objects are altogether or in part similar to those of the Society;
- e. To carry on any business, which have the purpose of attaining the Society's objects;
- f. To use the funds of the Society as the Society may consider necessary or proper in payment furthering or carrying out of the objects of the Society including the employment of officers, servants and professional advisers as shall appear necessary or expedient.

Registered Office

- 4. THE Society shall have a registered office which shall be situated at Lopdell House, Titirangi or at such other place as the Society shall from time to time determine.

Membership

- 5. MEMBERSHIP of the Society shall be open to any by completing the prescribed membership form available from the Gallery and paying an entry fee and/or annual subscription as determined by the Society from time to time.

Categories of Members

- 6. a. MEMBERSHIP shall be divided into the following categories: Ordinary Members and Honorary Members. Gallery Assistants (Volunteers) after 3 months will be given Ordinary Membership.
- b. A member of the Society may, on the recommendation of the Governance Committee, be elected by an Annual General Meeting of the Society as an Honorary Member in recognition of services to the Society, and henceforth the Honorary Member shall be entitled to all the privileges of a member but shall be exempt from all fees and subscriptions.

Resignation

- 7. ANY member may resign from membership by giving one month's notice in writing to the Secretary of intention so to do but any member who shall cease to be a member shall remain liable for and pay to the

Society all moneys, which at the time of ceasing to be a member were due from the member to the Society.

Annual Subscriptions

8. a. THE subscription for a member shall be such sum as shall be fixed at the Annual General Meeting of the Society convened in accordance with these Rules and each annual subscription shall be paid within sixty days of the Annual General Meeting and any member failing to pay such subscription as aforesaid shall not be entitled to exercise any rights and privileges of membership, until the subscriptions due have been paid.
- b. The Governance Committee may in its discretion in the case of a member joining the Society during the course of the year apportion that member's subscription for the balance of the year.
- c. A member resigning or expelled from membership of the Society shall be liable for the whole of the subscription due for the year in which he or she resigns or is expelled.
- d. Every member shall in addition to all other moneys payable by him or her forthwith pay to the Society all sum or sums of money or further subscriptions or levies which shall at any time and from time to time be levied upon the member by the Governance Committee and which the Governance Committee shall consider necessary or expedient for the purpose of furthering the interests of the Society and its members PROVIDED THAT in any one year the Governance Committee shall not charge any member with sums of money further subscriptions or levies as aforesaid which total together a sum in excess of the annual subscription payable by that member except with the authority of a resolution of a Special General Meeting or Annual General Meeting of the Society.
- e. If any member shall neglect for ninety days or more to pay such additional subscriptions or levies as aforesaid which are due to the Society the Governance Committee may in its discretion suspend or terminate the member's membership and until the subscriptions are paid as aforesaid any member shall not be entitled to exercise any rights and privileges of membership.

Expulsion of Members

9. THE Governance Committee may at any time by letter invite the member within a specified time to resign from membership for breach of these Rules and in default of resignation to submit the question of his or its expulsion to a Annual or Special General Meeting to be held within three calendar months from the date of such a letter and at such meeting the member whose expulsion is under consideration shall be

allowed to offer an explanation verbally or in writing and if thereupon two-thirds of the members present vote for expulsion, the member shall thereupon be expelled but without releasing the member from any antecedent liability to the Society. In lieu of expelling such member the General Meeting shall have power to suspend such member from membership for such period as it thinks fit or to fine the member such amount as it thinks fit. In the event of levying a fine on such member if such fine is not paid within fourteen days of the meeting the member shall automatically cease to be a member of the Society.

Annual General Meeting

10. THE Annual General Meeting of the Society shall be held at a time and place to be fixed by the Governance Committee not later than the 30th of September each year. After the end of each financial year at least twenty-eight days' notice of such meeting shall be given to all members. Such meeting shall be for the following purposes:
 - a. To receive and adopt the Annual Report including audited financial statements for the previous financial year.
 - b. To elect the Officers of the Society to serve on the Governance Committee of the Society.
 - c. To fix the subscription payable by members.
 - d. To transact any business of which notice has been given in terms of Rule 20.
 - e. To transact general business.

Special General Meeting

11.
 - a. THE Governance Committee may at any time convene a Special General Meeting and it shall do so forthwith upon receipt in writing signed by at least ten members of the Society of a requisition requiring such meeting to be called and stating the business to be dealt with thereat.
 - b. It shall not be lawful for a Special General Meeting to transact any business other than that for which it is called.
 - c. Should the Governance Committee fail to convene such meeting within twenty-one days after the date of receipt of a requisition as aforesaid it shall be lawful for the requisitionists themselves to convene such meeting.
 - d. Ten days' notice of all Special General Meetings shall be given to all members and the notice calling such meetings shall clearly

indicate the nature of the business to be transacted at such meeting.

Procedure at Annual General and Special General Meetings

12. a. THE Chairperson of the Society shall preside at all Annual General and Special General Meetings, but should the Chairperson not be present then one of the members of the Governance Committee present at the meeting shall preside at such meeting.
- b. The Chairperson or in his/her absence the member of the Governance Committee presiding at all Annual General and Special General Meetings shall have a casting vote as well as a deliberative vote.
- c. The mode of voting except where otherwise provided by these Rules shall be by voices or by a show of hands, but if any member present demands a secret ballot then by secret ballot.
- d. At all Annual General and Special General Meetings not less than fifteen (15) members personally present shall form a quorum.
- e. If after 30 minutes after the time for which an Annual General Meeting or Special General Meeting (other than a Special General Meeting required to be held by requisition of ten members in terms of Rule 11(a) hereof) is called a quorum is not present at that meeting then that meeting shall stand adjourned and shall be reconvened fourteen (14) days later at the same hour and place and all members of the Society shall be notified in writing of such adjournment no later than three (3) clear days before the meeting is reconvened and at such reconvened meeting all the business of the Society that may have been transacted at the adjourned Annual or Special General Meeting may be transacted whether or not a quorum is present.
- f. All resolutions passed at any Annual or Special General Meeting shall if held in conformity to these Rules be binding upon all members of the Society whether they shall be present at such meeting or not.
- g. All resolutions at any Annual or Special General Meeting shall be decided by a bare majority of members present and voting thereat except in such cases where these Rules require otherwise.
- h. Every member shall be entitled on every motion to one vote exercised in person. Proxy votes shall not be accepted.

- i. If a member is a body corporate it may be represented at any meeting of the Society by a responsible officer or member of such body corporate appointed in writing for the purpose by the said body corporate.

Patron and Officers of The Society

13. a. Appointment of a Patron
On the recommendation of the Governance Committee the Annual Meeting may appoint any appropriate person to be Patron of the Society for such period as deemed appropriate. The Patron will thereby become a member of the Society without payment of a subscription. The Patron may attend and participate in Committee meetings but not be eligible to vote or to hold any other office. The Patron will represent and promote the Society to the public and financial supporters as deemed appropriate by the Committee.
- b. The Officers of the Society shall consist of:
 - i. A Chairperson
 - ii. A Secretary whose duties shall be to keep proper minutes of meetings and oversee records of all matters including a Register of Members
 - iii. A Treasurer whose duty shall be to oversee full books of account as required from time to time by the Society's auditor
 - iv. Two elected members.

Governance Committee

14. THE affairs of the Society shall be governed by a Governance Committee consisting of the Officers of the Society and up to two co-opted members making a total of seven members.
 - a. The role of the Governance Committee shall be to set the strategic direction for the Society; to employ and remunerate the Gallery Director (and staff); to undertake normal governance duties including policy formulation aligned with the Society's Objects, risk management, operating oversight, stakeholder management; and to report to members, funding bodies and other key stakeholders through established reporting mechanisms such as newsletters, annual reports and other media. Day to day management of the Society shall be the responsibility of the Gallery Director.
 - b. The terms of office for members of the Governance Committee shall be for three years, with a maximum of three consecutive terms (nine years). If a member serves three consecutive terms, he/she must stand down for one year before offering himself/herself for re-election.

- c. Nominations for the Officers of the Society shall be based on the set of criteria set out in Schedule 1, shall be in writing and must be received by the Society two weeks prior to the Annual General Meeting. All nominations are to include a nomination form specifying a nominator and seconder.
- d. Save where otherwise provided by these Rules all resolutions at meetings of the Governance Committee shall be carried by a bare majority of members present and voting at the meeting and voting shall be by voices or a show of hands or if demanded by any member present by secret ballot.
- e. The Chairperson of all Governance Committee meetings shall have a deliberative and a casting vote.
- f. The Committee shall meet at such times and places as shall from time to time be determined by the Governance Committee and all such meetings shall determine its own procedure as far as is not provided by these Rules save that FOUR Governance Committee members personally present shall be a quorum.
- g. The Chairperson of the Governance Committee shall have power to call a Special Meeting of the Governance Committee if at any time he/she thinks fit and shall call such Special Meeting on the written requisition signed by three members of the Governance Committee and should he/she fail to do so the requisitionists themselves may call such a meeting.
- h. Adequate notice (7 clear days) of every Governance Committee meeting shall be given to each member of the Governance Committee in a manner to be determined from time to time by resolution of the Governance Committee.
- i. Any member of the Governance Committee absent without leave of the Governance Committee from three consecutive Governance Committee meetings shall ipso facto cease to be a member of the Governance Committee.
- j. The Governance Committee shall have power to appoint a member of the Society to fill any casual vacancy (including a vacancy under the preceding clause (i) on the Governance Committee and any person so appointed shall hold office until the election at the next Annual General Meeting AND PROVIDED FURTHER THAT if a vacancy should occur as a result of any appointee of the Auckland Council in accordance with Rule 15 below ceasing to be an ex-officio member of the Governance Committee that the Auckland Council shall at any time thereafter appoint a person to fill the vacancy so resulting.

- k. An elected member of the Governance Committee may be removed from office by resolution passed at a Special General Meeting of the Society convened for that purpose and carried by a majority of two-thirds of those present and voting at such meeting.
- l. Members of the Society may be invited by resolution of the Governance Committee to attend any Governance Committee meeting, but shall not have any voting rights at such meeting.
- m. The Governance Committee shall have the power by resolution to co-opt up to two persons to become additional members of the Governance Committee; it is intended that the persons co-opted shall have specific talents or expertise in a specific field useful to the Society; such persons shall have such voting and speaking rights at Governance Committee meetings as may be determined from time to time by resolution of the Governance Committee.
- n. Where necessary, governance committee officers may be invited to remain available for a period, in a non-voting capacity, to assist with transitioning a new committee.
- o. Where necessary, additional advisors may be contacted for expert advice to follow-up a resolution of a meeting, or when recommended by the Chair or Director.

Council Appointee on the Governance Committee

- 15. IN recognition of the special relationship between the Society and Auckland Council, the Council may appoint a Ward Councillor or Local Board Member as an ex-officio member of the Governance Committee. The purpose of the Councillor or Local Board Member appointment is to provide elected member liaison between the Society and Council in addition to the strategic and professional support provided by Council officers. The Councillor or Local Board Member appointee at all times represents Auckland Council and may speak and offer guidance at any meeting of the Governance Committee but shall not have voting rights, or act in a decision-making capacity of the Society.

Power and Duties of the Governance Committee

- 16. IN addition to any powers conferred upon the Governance Committee under any other of these Rules, the Governance Committee shall have the following powers and duties:
 - a. To appoint a Gallery Director (and staff) upon such terms and for such period and with such duties and at such remuneration as the Governance Committee members shall determine. The Gallery Director shall be responsible to the Governance Committee for the day to day functioning of the Gallery and

general business and affairs of the Society, and shall take every lawful means to secure the due observance of the Objects of the Society.

- b. To receive control expend and invest the funds of the Society.
- c. To appoint Sub-Committees and to delegate to them any such powers, authorities and duties the Governance Committee shall think fit.
- d. To oversee proper records of all financial transactions of the Society, proper Minutes of all General and Governance Committee Meetings, to compile and present to the Annual General Meeting Annual Reports, which shall include proper financial Statements of Account and to keep a register of Members.

Accounts

- 17. THE Society shall cause proper books of account to be kept. The financial year of the Society shall terminate on the 30 June each year or such other day in each year as the Governance Committee shall from time to time determine.

Auditor

- 18. THE Governance Committee shall appoint an auditor of the Society and he/she shall audit the accounts and books of the Society during each financial year.

Alteration to Rules

- 19. THESE Rules may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by two-thirds majority of those present and voting at any Annual General or Special General Meeting of the Society of which at least 21 days' notice has been given to all members of such proposed alteration, addition, rescission, variation or amendment. Such notice shall be sufficient without setting forth in full such proposed alteration addition rescission variation or amendment if the general effect thereof is clearly indicated in such notice.

Dissolution

- 20. THE Society may be wound up or dissolved by resolution passed by a bare majority of those present at any Annual General or Special General Meeting of the Society of which seven days' notice has been given to all members of such proposed winding up or dissolution. Upon the dissolution, liquidation, or winding up of the Society the assets of the Society shall be realised and the funds of the Society subject to the liquidation of all the debts and liabilities shall be distributed among

such charitable community organisations in Aotearoa New Zealand that have similar objects to the Society and as shall be determined by the members in an Annual or Special General Meeting.

Notice of Business/Agenda Setting

21. AT least five clear days before a Special General Meeting and at least seven clear days before the Annual General Meeting a notice thereof and of the business to be transacted thereat together with a copy of the report and balance sheet in the case of the Annual General Meeting shall be made available to members.

Service of Notice

22. EVERY notice required to be given to the members or any of them shall be addressed to the member at the address given to the Society and deemed to have been duly delivered if sent by post or electronically.

Common Seal

23. THE common seal of the Society shall be that agreed upon by the Governance Committee who shall be responsible for the safe custody and control thereof.

Use of Common Seal

24. WHENEVER the common seal of the Society is required to be affixed to any deed document writing or other instrument the seal shall be affixed pursuant to a resolution of the Governance Committee in the presence of any two members of the Governance Committee who shall sign the document to which the seal is so affixed.

Income, Benefit or Advantage to be Applied to Objects

25.
 - a. ANY income, benefit or advantage will be applied to the objects of the Society.
 - b. No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. 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).
 - c. The provision and effect of this clause shall not be removed from these Rules and shall be implied into any document replacing these Rules.

Indemnity

26. a. NO member of the Governance Committee shall be liable for the acts or defaults of any other Officer or member of the Governance Committee or any loss occasioned thereby, unless occasioned by their wilful default or acquiescence.
- b. The Governance Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

Mediation and Arbitration

27. a. ANY dispute arising out of or relating to these Rules may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstance. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc (AMINZ). to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the AMINZ.
- b. The mediation shall be terminated by-
 - (i) the signing of a settlement agreement by the parties; or
 - (ii) notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - (iii) notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - (iv) the expiry of sixty working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- c. If the mediation should be terminated as provided in 27(b)(ii), (iii), (iv) any dispute or difference arising out of or in connection with

these Rules, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the AMINZ. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one days then to be appointed by the President of the AMINZ.

Activities Limited to Aotearoa New Zealand

28. The activities of the Society will mainly be in Aotearoa New Zealand.

Schedule 1

Governance Committee Membership Criteria

In general, a Governance Committee member should demonstrate the following attributes:

- * A passion for, and understanding of, Aotearoa New Zealand arts practice
- * Commitment to the Te Uru Waitakere Contemporary Gallery concept, values and Objects
- * Understanding of strategic thinking
- * Willingness to engage with the Society beyond 'scheduled meetings' [ie attendance at gallery openings and other arts centre events and workshops]
- * Business or legal experience
- * A commitment to honour Te Tiriti o Waitangi, the Treaty of Waitangi.

Chairperson

- * Understanding of governance issues
- * Proven experience that is relevant to the activities of the Society or both
- * Experience and confidence in managing formal meeting processes.
- * Ability to ensure that all Governance Committee Members are encouraged to play their full part at meetings and have adequate opportunities to express their views
- * Ability to be a spokesperson for the Society where appropriate
- * Ability to support the Gallery Director in a professional manner
- * Ability to think strategically and to ensure that strategic planning is implemented
- * Good public speaking skills.

Secretary:

- * Ability to select critical information and record minutes in a coherent manner
- * Good organisation and communication skills.

Treasurer:

- * Ability to oversee and interpret financial management of the organisation
- * Ability to communicate financial information to the Governance Committee.