
UXBRIDGE
ARTS & CULTURE

UXBRIDGE COMMUNITY PROJECTS INCORPORATED

CONSTITUTION
(revised October 2015)

35 Uxbridge Road, Howick, Auckland 2014, P.O. Box 38951, Howick, Auckland 2145
ph: (09) 535 6467 - e: info@uxbridge.org.nz

www.uxbridge.org.nz

**THE CONSTITUTION OF
THE UXBRIDGE COMMUNITY PROJECTS
INCORPORATED**

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L. G. Halsey
22-12-15

THE CONSTITUTION OF THE UXBRIDGE COMMUNITY PROJECTS INCORPORATED

1 NAME

The name of the Society shall be the Uxbridge Community Projects Inc.
For business purposes and publicity the Society shall be called Uxbridge Arts Centre.

2 OBJECTS

Uxbridge Community Projects has been established expressly as a charitable organisation for the following purposes.

- a) To promote and protect the principle of Community involvement and participation in all activities and services relating to the cultural and artistic wellbeing of the Community.
- b) To provide such facilities and activities as would meet the needs and wishes of the Community in participating in the Society.
- c) To promote awareness and understanding of all cultures and cultural values represented in the Community, and to recognise Maori as the Tangata whenua of Aotearoa.
- d) To be open to affiliation with any other society, body, or organisation having objectives similar to those of this Society.

3 MEMBERSHIP

- a) That membership is automatic for those who are actively involved with Uxbridge - event participation, course enrolment, or volunteer - and who have agreed for their particulars to be recorded as member
- b) That the member retains membership from the beginning of membership eligibility until the next AGM
- c) All members must comply with the Constitution and Policies of the Society.
- d) Membership may be withdrawn or suspended if the member is;
 - a. convicted of an indictable offence, or
 - b. acts in a manner likely to bring the Society into disrepute, or
 - c. fails to comply with any of the provisions in the Constitution or the Society Policies.

- e) A person whose membership has been withdrawn or suspended may within fourteen (14) days of receiving written notification thereof, lodge with the Chair notice of intention to appeal.
- f) The Chair will within fourteen (14) days of the date of receipt of such notice convene a meeting of the Board or other relevant body to determine the appeal. At any such meeting the applicant shall be given the opportunity to present his case and the meeting shall have the opportunity to hear the opposing view.
- g) The appeal shall be determined by the majority of members at such meeting.

Life Membership

- a) The Board may from time to time nominate a member for Life membership, the Board having considered the nominated member to have given extended or exceptional and worthy service to the betterment of Uxbridge
- b) The recommendation for Life Membership be presented to and voted on by members at the AGM

4 BOARD

The governance of the Society shall be vested in a Board consisting of;

- a) Chairperson
- b) Deputy chairperson
- c) Treasurer
- d) Secretary (where possible)
- d) A minimum of 3 to a maximum of 7 additional members, so that 10 maximum Board members overall
- e) One member of the Howick Local Board who shall not have a vote
- f) The Board shall have the right to co-opt additional members for specific purposes, who shall not have a vote.

5 POWERS OF THE BOARD

The following powers shall be vested in the Board;

- a) Enter into and/or terminate contracts with staff, members, sponsors and other persons agencies or organisations for the benefit of the Society.

- b) Make or alter the rules of this constitution by resolution in general meeting.
- c) Make or alter policies for clarification of the day to day running of the Society.
- d) Establish tribunals to implement disciplinary procedures, conduct hearings and appeals, impose sanctions and penalties including the withdrawal, suspension and termination of membership.
- e) Lend, invest, borrow, raise or secure the payments of money, fund raise by subscriptions, levies, donations etc., incur liabilities and apply funds in accordance with the objects of the Society.
- f) Acquire by purchase, lease or grant any property or property rights and manage, let, sell or exchange or otherwise deal with property of the organisation.
- g) Delegate duties, co-opt or appoint sub-committees or individuals.
- h) Appoint a Centre Director who shall manage the activities and operation of the Society in accordance with the policies adopted by the Board. The Director shall attend Board meetings and act as Secretary to the Board, if required
- i) The Board shall recommend an Independent Qualified Auditor to be elected at the Annual General Meeting.

6 ELECTION OF THE BOARD

- a) The Board shall be elected from members duly nominated in writing, signed by two proposers who are members of the Society. The nominations shall be received at the registered office of the Society not less than seven (7) days prior to the Annual General Meeting. Should nominations fall short of the number of vacancies to be filled, further nominations may be called for from the floor at the AGM. In no case shall a member be elected without their consent and if the nomination is in writing then the consent shall be in writing.
- b) The Board shall elect a Chairperson, Deputy Chairperson and Treasurer from within their number within 7 days after the Annual General Meeting.

7 TENURE OF THE BOARD

- a) Board members shall hold office for a period of one year, or until their tenure ceases under rule 8, or until their resignation in writing is received by the Chairperson.
- b) The remaining members of the Board shall continue to act, notwithstanding any vacancy,

providing that if their number falls below five (5) continuing members shall act only for the purpose of filling vacancies to bring their number to five(5), or to call a General Meeting.

c) Any casual vacancy may be filled by the Board by appointment of a member of the Society and such person shall hold office until the term of the Board expires, and that appointment shall be by nomination of a board member, and approved by the Board

(d) A Board member may hold a Chairperson position for no more than three years, though may be re-elected to the Chairperson position after one year lapse

8 VACATION OF OFFICE

a) If any elected member of the Board ceases to be a member of the Society her/his office shall also be automatically vacated.

b) Any member of the Board who fails to attend three (3) consecutive meetings without leave of absence may be deemed to have vacated her/his office at the discretion of the Board.

9 BOARD MEETINGS

a) Meetings of the Board shall be held at intervals not exceeding three months.

b) Any five Members of the Board shall form a quorum.

c) Meetings of the Board shall be convened by the Chairperson or Deputy Chairperson, or in their absence by any other member of the Board. Reasonable notice of time and place of any meeting shall be given to all Board members.

d) At any meeting of the Board each member shall have one vote. In the case of an equality of votes the motion shall be lost.

f) The Board may, by resolution exclude non-board members from all or part of any meeting provided that any decisions made in committee shall be confirmed in open meeting.

g) The Board shall cause Minutes of all meetings to be duly entered in the Minute Book. All appointments of officers, names of Board Members present at each meeting, and all resolutions passed along with relevant proceedings shall be recorded in the Minute Book.

10 GENERAL MEETINGS

a) An Annual General Meeting of the Society shall be held after the 1st August and before 30th

September at which the following business shall be conducted;

1. Approval of previous AGM minutes
2. Approval of any Special Meeting minutes
3. Presentation of Chairpersons report
4. Presentation of audited accounts
5. Election of Board
6. Confirmation of Independent Qualified Auditor
7. Any General Business considered by the meeting to be relevant.

- b) In all General Meetings a quorum shall consist of ten (10) persons eligible to vote.
- c) A minimum of seven days notice shall be given of any General Meeting, either by written notice to each member to her/his last known email address, or postal address, as well as by newspaper advertisement.
- d) The chairperson at any General Meeting shall be the Board Chairperson or in her/his absence a person elected by those present at such meeting.
- e) At any General Meeting only those members present are eligible to vote. Each member shall have one vote. In the case of an equality of votes the motion shall be lost. Voting shall be by a show of hands unless any member shall demand a ballot.
- f) A Special General Meeting of the Society shall be convened by the Secretary at the direction of the Board or within twenty (20) days after receipt of a request to that effect signed by not less than twenty (20) members. The object of the meeting shall be stated in the Notice of Meeting and no other business shall be transacted.

11 PROPERTY

The funds and property of the Society shall be vested in the Society and administered by the Board in accordance with these Rules.

12 FINANCE

- a) All monies received shall be paid to the credit of the Society at such bank as the Board shall from time to time appoint.
- b) Payments on the Bank Account and other negotiable instruments shall be authorised by two persons whom the Board shall appoint for this purpose.
- c) Endorsements of payments and other negotiable instruments in the Society's favour may be made by Treasurer or any person appointed by the Board for this purpose.
- d) Surplus Funds may be invested by depositing same with any major Trading Bank or in such

manner as the Board may from time to time determine in any of the modes of investment for the time being authorised by the law of New Zealand for the investment of trust funds.

e) The Board shall delegate to staff the authority to receive on behalf of the Society and give receipts for all legacies, subscriptions, donations or other monies bequeathed, made or given to the Society.

13 FINANCIAL STATEMENTS

a) As soon as is practicable after the end of each financial year the Centre Director shall cause to be prepared a full statement of accounts containing particulars of;

- a) A Statement of Financial Performance for the financial year ended.
- b) A Statement of Financial Position of the Society as at balance date.

b) The financial statements are to be audited by an Independent Qualified Auditor. The Independent Qualified Auditor is to present their audit report to the Centre Director prior to the Annual General Meeting next following the financial year in which such audit was conducted

14 FINANCIAL YEAR

The financial year of the Society shall commence on the first day of July and end on the last day of June each year or at such time as the Board may decide.

15 LEGACIES

Legacies, endowment contributions or other gifts of money or real or personal property may be made to the Society generally or for the purpose of any specific object of the Society.

16 ALLOCATION

Legacies or other gifts of real or personal property coming to the Society shall be dealt with, allocated or disposed of for the purposes of the Society by the Board which may appoint one or more persons or any corporate body to hold any property on behalf of the Society.

17 COMMON SEAL

The Common Seal of the Society shall be kept in the registered office of the Society and shall not be affixed to any document except by resolution of the Board and in the presence of at least two members of the Board who shall affix their signature to every document so sealed.

18 REGISTERED OFFICE

The Registered Office of the Society shall be at such place as the Board shall from time to time determine and due notice of every change of office shall be given to the Registrar of Incorporated Societies.

19 INDEMNITY

Every member of the Board and every officer and servant of the Society shall be indemnified by the Society from and against all losses and expenses incurred by her/him by reason of any contract entered into or any action or deed done by her/him as such officer, member or servant in or about the discharge of her/his duties, except such as happens from her/his own willful act or omission.

20 ALTERATION TO RULES

These Rules may be amended, added to or restricted only at a General Meeting of the Society of which at least seven days notice has been given of the amendments proposed and provided that no additions, alterations or revocations shall detract from the charitable nature of the Society.

21 WINDING UP

The Society may be wound up or dissolved in any of the ways provided in the Incorporated Societies Act. In the event of the winding up or dissolution of the Society a Special General Meeting of the Society shall be called. At such meeting the Society shall decide how the surplus assets will be applied exclusively for charitable purposes, which purposes shall as near as may resemble the objects of the Society. Surplus assets may not be distributed amongst members of the Society. A resolution under this Rule as to the disposal of surplus assets shall be passed by a majority of two thirds of the members present at the Meeting. In the event of the Meeting being unable to pass a resolution as to the disposal of surplus assets with the majority required by the provisions of this Rule, then the provisions of Section 27 of the Incorporated Societies Act shall apply.

22 INTERPRETATION

The decision of the Board on the interpretation of this constitution, or any matter not contained in these Rules and which pertains to the Society, its property or its interests shall be conclusive and binding on all members of the Society, until it is revoked at a General Meeting.

September 2015