
Rules of New Zealand Academy of Fine Arts (Inc)

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PART A: INTRODUCTION**1 Interpretation**

In these Rules, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908 and includes any regulations made under that Act;

Academy means the New Zealand Academy of Fine Arts Incorporated;

Annual Members' Meeting has the meaning given to that term in Rule 27;

Annual Subscription means the annual amount required to be paid by each Member (other than Life Members or Fellows) pursuant to Rule 18;

Artist Member means a person admitted by the Council as an Artist Member in accordance with Rule 13.1(a);

Council has the meaning given to that word in Rule 31(b);

Council Member means a person holding one of the Offices of the Council appointed pursuant to Rule 32, 38 or 39;

Fellows means all recipients (including past recipients) of the Governor General Art Award and fellowship of the Academy as described in Rule 12;

financial year means the period from the date of the Academy's incorporation to 31 March 2006, and thereafter each twelve months commencing on 1 April in each year;

Life Member means a person elected by the Council as a life Member in accordance with Rule 15;

Member means a member of the Academy; and Membership shall have a corresponding meaning;

NZAFAL means New Zealand Academy of Fine Arts Limited;

Officer means a person holding one of the Offices of the Academy described in Rule 31 and includes a Council Member; and *Office* shall have a corresponding meaning;

Ordinary Council Member has the meaning given to that term in Rule 31(b)(iv);

Ordinary Resolution means a resolution passed at a meeting of Members by a simple majority of the votes of those Members entitled to vote and voting on the question;

President has the meaning given to that word in Rule 31(b)(i);

Registrar means the Registrar of Incorporated Societies;

Related Person for the purposes of *Rule 53* and in relation to any business to which section CW35(1)(b) of the Income Tax Act 2004 applies, means a person specified in paragraphs (i) to (v) of subsection (5)(b) of that section, the persons specified at the date of incorporation of the Academy as being:

- (i) a settlor or trustee of the trust by which the business is carried on;
- (ii) a shareholder or director of the company by which the business is carried on;
- (iii) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
- (iv) a person associated with a settlor, trustee, shareholder or director referred to in any of subparagraphs (i) to (iii) above;

Resolution means a Special Resolution and/or an Ordinary Resolution as the context requires;

Rules means these Rules as they may be altered from time to time in accordance with the Act;

Secretary means the secretary of the Academy as appointed by the Council from time to time;

Special Resolution means a resolution passed at a meeting of Members by a majority of 75 percent of the votes of those Members entitled to vote and voting on the question;

Treasurer has the meaning given to that word in *Rule 31(b)(iii)*;

Vice President has the meaning given to that word in *Rule 31(b)(ii)*;

Volunteer means any individual who volunteers his or her services to the Academy or who otherwise provides services to the Academy at no cost to the Academy; and

written or in writing in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form.

2 **Construction**

In these Rules:

- 2.1 Headings appear as a matter of convenience and do not affect the interpretation of these Rules.
- 2.2 The singular includes the plural and vice versa, and words importing one gender include the other genders.

2.3 A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations.

2.4 The Schedules form part of these Rules.

3 **Name**

The name of the incorporated society shall be "New Zealand Academy of Fine Arts Incorporated". The Academy may from time to time alter its name by amending these Rules in accordance with the Act and these Rules.

4 **Members may alter or revoke these Rules**

4.1 Subject to *Rule 4.2* and the Act, the Members may add to, alter, or rescind these Rules by Special Resolution.

4.2 No addition to, or alteration or rescission of, these Rules shall be approved if the effect of the addition or alteration would cause the Academy to lose its charitable status.

5 **Objects**

The objects for which the Academy is established are to educate the public of New Zealand in fine arts by, and benefit the community of New Zealand through, the promotion, creation, understanding and enjoyment of the visual arts, and to that end to:

5.1 mount exhibitions of New Zealand fine art;

5.2 encourage and promote with the general public an understanding of the works of artists and how they create their artworks; and

5.3 do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

6 **Pecuniary Profit**

6.1 No private pecuniary profit shall be made by any person involved in the Academy, except that:

(a) the Academy may indemnify Officers and/or their delegates from liabilities and expenses properly incurred by them in or about the discharge of their functions performed for the Academy. The Council may determine the terms and conditions of any such indemnity.;

(b) the Academy may pay reasonable and proper remuneration to any Officer or servant of the Academy (whether an Officer or not) in return for services actually rendered to the Academy;

- (c) any Officer or servant of the Academy may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Officer or servant of the Academy or by any firm or entity of which that Officer or servant of the Academy is a member, employee or associate in connection with the affairs of the Academy;
- (d) any Officer or servant of the Academy may retain any remuneration properly payable to that Officer or servant of the Academy by any company or undertaking with which the Academy may be in any way concerned or involved for which that Officer or servant of the Academy has acted in any capacity whatever, notwithstanding that that Officer's or servant of the Academy's connection with that company or undertaking is in any way attributable to that Officer's or servant of the Academy's connection with the Academy.

6.2 The Council, in determining all reimbursements, remuneration and charges payable in terms of this Rule, shall ensure that the restrictions imposed by *Rule 53* are strictly observed.

7 **Powers**

In addition to the powers granted to the Academy pursuant to the Act or otherwise, the Academy shall have all the rights, powers and privileges of a natural person and, by way of example only without in any way limiting the generality of the foregoing, has the power to:

- (a) borrow any monies or incur any liability for any borrowing by any other person for the objects of the Academy;
- (b) apply the assets and income of the Academy, howsoever derived, within New Zealand towards all or any of the aforesaid objects as the Council may in its absolute discretion decide;
- (c) purchase, lease, exchange, hire or acquire and to sell, surrender, mortgage, charge, manage, subdivide, develop and deal with every kind of real or personal property;
- (d) construct, maintain, restore, repair, alter or replace any building or other structures;
- (e) receive any gift, sponsorship or endorsement;
- (f) hold gatherings or conferences that it may deem desirable, either by itself or in collaboration with any other organisation;

- (g) enter into or terminate any contract or arrangement with any person, association, government department, corporation or other body;
- (h) engage such persons whose services may be deemed necessary or desirable for the objects of the Academy and to remunerate them accordingly;
- (i) join with any similar association, institution, corporate, or other body, or public authority, or department in New Zealand having objects wholly or in part in common with the Academy to do anything within the scope of the objects of the Academy;
- (j) effect insurance in respect of any undertaking, activity or assets of the Academy as the Council may think fit;
- (k) effect insurance for any Officer, employee or Volunteer of the Academy in accordance with these Rules;
- (l) indemnify any Officer and/or their delegate in accordance with these Rules;
- (m) hold the monies of the Academy not immediately required for its objects in any trading or savings bank in New Zealand, or to invest them in such a manner as may be determined by the Council from time to time; and
- (n) do all such things as may be necessary or desirable to further, or incidental to the furtherance of, the objects of the Academy.

PART B: MEMBERS OF THE ACADEMY

8 Register of Members

The Academy shall keep a register of Members in accordance with the Act containing each Member's name, address, occupation and the date on which each Member became a Member.

9 Classes of Membership

9.1 The classes of Membership as at the date of incorporation are as follows:

- (a) Ordinary Subscribing Members;
- (b) Senior Subscribing Members;
- (c) Student Members;
- (d) Artist Members;

- (e) Life Members;
- (f) Donor Members;
- (g) Corporate Members; and
- (h) Business Members.

9.2 The Council may create such other categories of Membership as it may determine from time to time.

9.3 Unless otherwise stated in these Rules, all Members shall be afforded the same rights, privileges and obligations.

10 **Initial Members**

The initial Members of the Academy shall be all of those persons named in the application for incorporation attached, such persons being deemed for all purposes to:

- (a) be admitted as Members in accordance with these Rules;
- (b) belong to the class of Membership noted next to their names in the application for incorporation attached; and
- (c) have paid the Annual Subscription relating to the financial year of the Academy's incorporation (if any is payable by that Member in accordance with these Rules).

11 **Treatment of shareholders of NZAFAL**

It is intended that each "member" of NZAFAL be entitled to become a Member on a date determined by the Council ("Relevant Date"). Accordingly:

- 11.1 Every person who is a "ordinary subscribing member", "senior subscribing member", "student member", "artist member", "life member", "donor member", "corporate member" or "business member" of NZAFAL pursuant to NZAFAL's constitution shall, on the Relevant Date, be deemed for all purposes to be, and to have been admitted in accordance with these Rules as, a Member of the equivalent class of the Academy.
- 11.2 All persons deemed to be Members under *Rule 11.1* shall be deemed for all purposes to have paid the Annual Subscription relating to the financial year of the Academy in which they became deemed to be a Member under *Rule 11.1* (if any is payable by that Member in accordance with these Rules).

11.3 Notwithstanding *Rules 11.1* and *11.2*, no person to whom *Rule 11.1* applies shall be bound by the obligations placed on them by these Rules unless and until they confirm in writing that they wish to be a Member. Payment of an Annual Subscription shall be deemed to constitute confirmation in writing for the purposes of this *Rule 11.3* provided the Council has, prior to the date of payment, indicated to the Member that such payment will be so treated.

12 **Governor General Art Award and fellowship**

The Governor General Art Award and fellowship of the Academy is from time to time (but not more than once a year) awarded to a New Zealand artist in recognition of outstanding attainment in the visual arts in New Zealand. All recipients (including past recipients) of the Governor General Art Award and fellowship of the Academy (*Fellows*) shall be entitled to all the rights and privileges of Life Membership.

13 **Admission of New Members**

13.1 The Council may admit:

- (a) as an Artist Member, any person who the Council is satisfied has appropriate artistic ability and will be able to comply with the requirements of *Rule 13.1*; or
- (b) as any class of Member (other than an Artist Member or a Life Member), any person who lodges a written application for Membership with the Secretary in such form as the Council may from time to time direct or approve.

14 **Artist Members**

14.1 Every two years from the date his or her Membership commenced, each Artist Member shall either:

- (a) submit one original work of art for exhibition at an exhibition held by the Academy; or
- (b) pay the Annual Subscription applicable to an Ordinary Member for that current financial year.

15 **Life Members**

Any person who has rendered eminent services to the Academy or to the cause of fine art may be elected to be a Life Member of the Academy by a Special Resolution.

16 **Resignation as Member**

A Member may resign from Membership of the Academy by giving one month's notice in writing to the Academy.

17 Removal as Member

17.1 The Council may, by resolution at a special meeting of the Council of which seven days' written notice has been given to the Member concerned, resolve to terminate the Membership of a Member who:

- (a) has failed to observe these Rules or any by-law of the Council; or
- (b) in the opinion of the Council, has been guilty of any act or practice calculated to bring discredit on the Academy.

17.2 The Council shall give written notice to any Member affected by a resolution passed under *Rule 17.1*.

18 Annual subscriptions

18.1 Subject to *Rule 20*, each Member shall be liable to pay to the Academy:

- (a) upon admission as a Member; and
- (b) on the first day of each subsequent financial year,
an Annual Subscription.

18.2 At the date of these Rules, Annual Subscriptions are as follows:

Ordinary Subscribing Members:	\$65.00
Senior Subscribing Members:	\$45.00
Student Members:	\$45.00
Artist Members:	\$45.00
Donor Members:	\$120.00
Corporate Members:	\$594.00
Business Members:	\$200.00

such Annual Subscriptions being deemed for all purposes to have been approved in accordance with these Rules.

19 Variations of Annual Subscriptions

The Annual Subscriptions applicable to any class of Members may be increased or reduced by an Ordinary Resolution at any Annual Members' Meeting provided that such action, if so approved, shall come into effect from the beginning of the next financial year.

20 **Life Members and Fellows not liable for Annual Subscriptions or other amounts**

Life Members and Fellows shall be entitled to all of the privileges of an Ordinary Subscribing Member but shall not be liable to pay Annual Subscriptions or any other amounts to the Academy.

21 **Failure to pay Annual Subscriptions**

Where any Annual Subscription remains unpaid by a Member for a period of three months after the beginning of a financial year, the Council may serve written notice on that Member requiring payment within three weeks of the date of that notice. If payment is not made by the required date that Member's Membership shall terminate.

22 **No rights if Annual Subscription unpaid**

No Member shall be entitled to exercise or receive any of the rights or privileges of being a Member (including the right to attend and vote at meetings of the Academy) during any period in which any amount payable by the Member to the Academy is due and unpaid.

23 **Receipt of Annual Subscription**

All Annual Subscriptions and other amounts paid to the Academy shall be received by the Treasurer, or any other person authorised by the Treasurer, and the Treasurer's or such other person's receipt shall be a sufficient discharge for such Annual Subscriptions and amounts.

24 **Members aged 65 or over**

24.1 The Council may, from time to time, in respect of Ordinary Members and/or Artist Members, specify a senior rate Annual Subscription (being an Annual Subscription less than the Annual Subscription payable by Members of the relevant class generally) applicable to Members of the relevant class who have reached the age of 65 years. Any Member of a class in respect of which a senior rate Annual Subscription has been so specified may, by notice in writing to the Council, elect to pay that senior rate Annual Subscription (instead of the Annual Subscription payable by members of that class generally). The Council shall notify any such Member of his or her right to make such an election as soon as practicable after the Council is made aware that he or she has attained the age of 65 years.

24.2 A Member's election under *Rule 24.1* will take effect from the next financial year, provided that the Member's election is notified to the Council at least 60 days prior to the commencement of that financial year. Otherwise the election will take effect from the beginning of the financial year after that next financial year.

25 Membership confers rights on Member

Subject to *Rule 22*, Membership in the Academy confers on a Member the right to one vote at a meeting of Members on any Resolution.

26 Members' entitlements

Subject to *Rule 22*, Membership of the Academy shall entitle each Member to:

- (a) admission to any exhibition of the Academy; and
- (b) an invitation permitting that Member to be accompanied to any exhibition by the Academy by one other person.

27 Academy must hold annual meeting of Members

27.1 The Council must call an annual meeting of Members (*Annual Members' Meeting*), to be held:

- (a) in each calendar year; and
- (b) not later than 15 months after the date of the previous Annual Members' Meeting; and
- (c) not later than 6 months after the balance date of the Academy.

27.2 The Academy must hold the meeting on the date on which it is called by the Council to be held.

27.3 The Council shall submit to each Annual Members' Meeting a report of the proceedings of the Academy, and the financial statements for the Academy, showing its financial position up to the most recent previous balance date.

28 Academy may hold special meetings of Members

28.1 A special meeting of Members entitled to vote on an issue:

- (a) may be called at any time by the Council; and
- (b) must be called by the Council on the written request of Members carrying together not less than 5 percent of the voting rights entitled to be exercised on the issue.

28.2 A requisition under *Rule 28.1(b)* must state the object of the meeting proposed, and shall be notified in writing to the President or the Secretary.

29 **Members may convene meeting**

If the Council does not convene a meeting under *Rule 28.1(b)* within 35 days of a requisition being made, the requisitionists or any ten Members may convene the meeting.

30 **Proceedings at meetings of Members**

Every meeting of Members must be held in Wellington. The First Schedule governs the proceedings at meetings of Members.

PART C: OFFICERS AND THE COUNCIL

31 **Officers of the Academy**

The Academy shall have the following Officers, each of which shall be elected in accordance with these Rules:

- (a) an auditor (*Auditor*);
- (b) twelve Council Members (together known as the *Council*), consisting of:
 - (i) a president (*President*);
 - (ii) two vice-presidents (*Vice-Presidents*);
 - (iii) a treasurer (*Treasurer*); and
 - (iv) eight ordinary Council Members (*Ordinary Council Members*).

32 **Initial Council Members and Officers**

The initial Officers of the Academy (*Initial Officers*) at the date of incorporation of the Academy shall be:

Tim Fairhall (Auditor)
Philip Markham (President)
Derek Homewood (Vice-President)
Pat McArthur (Vice-President)
Greg Freeman (Treasurer)
Jane Brimblecombe (Ordinary Council Member)
Matt Gauldie (Ordinary Council Member)
Ian Hamlin (Ordinary Council Member)
Di Conway (Ordinary Council Member)
Carole Hartney (Ordinary Council Member)
Alfred Memelink (Ordinary Council Member)
Ray Smith (Ordinary Council Member)
Jennifer Shearer (Ordinary Council Member),

and each of the above persons shall be deemed for all purposes to have been elected as Officers at an Annual Members' Meeting in accordance with these Rules as from the date of incorporation of the Academy.

33 Appointment of Patron

The Council may, from time to time, appoint a person to be patron of the Academy (*Patron*).

34 Term of office of Patron

The Patron shall hold office until either he or she vacates that office or the Council appoints a new Patron.

35 Qualifications of Council Members

(a) Each Council Member must be:

- (i) qualified under section 16 of the Charities Act 2005 to be an officer of a charitable entity; and
- (ii) a Member.

(b) The President must have previously served as a Council Member.

36 Rotation of Officers

36.1 At the first Annual Members' Meeting following the date of incorporation of the Academy, at least half of the Initial Officers shall retire from Office.

36.2 The Initial Officers to retire at the first Annual Members' Meeting following the date of incorporation of the Academy will be:

- (a) first, any Initial Officers who wish to retire from Office;
- (b) secondly, any Initial Officers who are required to retire from Office pursuant to Rule 36.3; and
- (c) thirdly, such Initial Officers as are determined by lot if and to the extent that the number of Initial Officers who wish to retire from Office pursuant to Rule 36.2(a) together with the number of Initial Officers who are required to retire from office pursuant to Rule 36.3 is insufficient to result in at least half of the Initial Officers retiring from Office in accordance with Rule 36.1.

36.3 At the Annual Members' Meeting in every year the Auditor and the Treasurer shall retire from Office.

36.4 The President, each Vice-President and each Ordinary Council Member shall retire at the second Annual Members' Meeting since his or her last election, unless he or she has ceased to hold Office prior to that meeting.

36.5 A retiring Officer who is not disqualified under *Rule 35* is eligible for re-election, if nominated in accordance with *Rule 37*.

37 **Nominations**

37.1 The Council shall ensure that written notice is given to Members calling for nominations for any vacancy in Office, at least sixty days prior to the relevant Annual Members' Meeting.

37.2 No person will be eligible for election as an Officer unless he or she has been nominated by at least one Member in accordance with this *Rule 37*.

37.3 A Member may nominate an eligible candidate for any vacant Office by sending to the Academy a written nomination, accompanied by the candidate's written consent, at least 45 days before the date of the Annual Members' Meeting.

37.4 No candidate may accept nomination for more than one Office, and should he or she do so the second nomination received by the Academy shall be void.

37.5 If no nomination is received for a vacant Office, the Council may, not later than 31 days prior to the Annual Members' Meeting, propose a candidate for that Office.

38 **Elections**

38.1 Where only one nomination is received for an Office, the nominated candidate shall be declared elected at the Annual Members' Meeting.

38.2 If the number of nominations for any Office exceeds the number of vacancies, an election shall be held at the Annual Members' Meeting.

39 **Council may fill casual vacancies**

39.1 Subject to *Rule 40*, the Council may appoint any Member to fill a casual vacancy in the Council or in the Offices of Treasurer or Vice President.

39.2 The Council may appoint any person to fill a casual vacancy in the Office of Auditor.

40 **Vacancies in Office of President**

A casual vacancy in the Office of President shall be filled by one of the Vice-Presidents, as determined by the Council. Any Member may be

elected by the Council to take the place of a Vice-President who is appointed to the Office of President.

41 Retirement of persons appointed to fill casual vacancies

All persons appointed by the Council to fill a casual vacancy in accordance with *Rule 39* shall retire at the next Annual Members' Meeting after their appointment.

42 Council Members may act despite vacancy

The Council may act notwithstanding any vacancy in its Offices.

43 Office of Council Member vacated in certain cases

An Office is vacated if the person holding that Office:

- (a) dies; or
- (b) ceases to be a Member; or
- (c) ceases to be qualified under section 16 of the Charities Act 2005 to be an officer of a charitable entity; or
- (d) resigns that Office in accordance with *Rule 44*; or
- (e) retires from Office under *Rule 36 or 41* and is not re-elected; or
- (f) is absent from 3 consecutive meetings of the Council without leave being granted by a resolution of the Council and the Council resolves that the Council Member has vacated Office; or

44 Council Members' resignation procedure

An Officer may resign Office by delivering a signed notice of resignation to the registered address of the Academy. The notice is effective when it is received at that address or at a later time specified in the notice.

45 Council to manage Academy

The Academy's business and affairs must be managed by, and under the direction or supervision of, the Council, except to the extent that the Act or these Rules provide otherwise.

46 Council has powers necessary to manage Academy

The Council has all the powers necessary for managing, and for directing and supervising the management of, the Academy's business and affairs, except to the extent that the Act or these Rules provides otherwise, and without limitation shall, subject to *Rule 47*, have the power to borrow any monies or incur any liability for any borrowing by any other person.

47 Matters requiring approval of members

Notwithstanding *Rule 46*, the Council shall not, without the consent of a Special Resolution:

- (a) purchase or acquire any land in fee simple, or sell, exchange or otherwise dispose of such land;
- (b) borrow any monies or incur any liability for any borrowing by any other person; or
- (c) enter into combination with any similar organisation, institution, corporate, or other body, or public authority or department.

48 Meetings of the Council

The Second Schedule governs proceedings at meetings of the Council.

49 Council's right to delegate its powers

The Council may delegate to a committee of Council Members, a Council Member, an employee of the Academy or any other person, any one or more of its powers.

50 Council delegates to comply with regulations

In exercising the Council's delegated powers, any committee of Council Members, Council Member, employee or employees of the Academy or any other person must comply with any regulations that the Council may impose.

51 Committee proceedings

The provisions of these Rules relating to proceedings of the Council shall, insofar as they are not altered by by-laws made by the Council, also apply to proceedings of any committee of Council Members.

52 Remuneration for Officers

No Officer (except the Auditor) shall be entitled to any remuneration for acting as an Officer except as approved by the Council.

53 Prohibition of benefit or advantage in business activity

53.1 In the carrying on of any business under these Rules no benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:

- (a) the nature or amount of that benefit, advantage or income; or

- (b) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.

53.2 A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Academy or to any company by which any business of the Academy is carried on, be in breach of the terms of this Rule 53.

54 Limitations on personal benefit arising from membership rights

54.1 No Member or any person associated with a Member may determine or materially influence any decision of the Council relating to:

- (a) the payment of any income of the Academy to, or on behalf of, that Member or associated person; or
- (b) the conferring of any benefit or advantage on, or on behalf of, that Member or associated person.

54.2 Any such income paid must be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

54.3 Membership shall not confer on any Member the right to receive any of the income or capital of the Academy or to control the Council in the exercise of their powers.

PART D: GENERAL

55 Financial Statements to be kept by Council

The Council shall cause financial statements to be:

- (a) prepared in respect of the Academy's business;
- (b) submitted to the Members at the Annual Members' Meeting; and
- (c) delivered to the Registrar,

in accordance with the Academy's statutory obligations.

56 Balance date

The Academy's balance date shall be 31 March in each year.

57 Financial Statements to be audited

A copy of the Academy's financial statements shall be submitted to the Auditor by 30 June in each year.

58 Bank account and cheque signatories

All moneys which shall from time to time be received by or become the property of the Academy shall be paid into such bank account as the Council from time to time appoints. No money shall be drawn from such account except by cheque signed by any two of the Treasurer and members of the Council who are designated by the Council as signatories.

59 Common Seal

The Academy shall have a common seal which shall be a design approved by the Council. The Council is to provide for the safe custody of the common seal. The common seal may only be used by the authority of the Council, and every instrument to which the seal is affixed is to be signed by two authorised persons appointed by the Council for that purpose.

60 Contracts by Society

60.1 Any contract which, if made between private persons, must be by deed shall, when made by the Academy, be in writing under the common seal of the Academy.

60.2 Any contract which, if made between private persons, must be in writing signed by the parties to be charged therewith may, when made by the Academy, be in writing signed by any person acting on behalf of and under the express or implied authority of the Academy.

60.3 Any contract which, if made between private persons, might be made without writing may, when made by the Academy, be made without writing by any person acting on behalf of and under the express or implied authority of the Academy.

61 Exoneration

No Officer shall be liable to the Academy or any Member (whether in tort (including negligence) or otherwise) for anything done or omitted to be done in the discharge or purported discharge of his or her function under these Rules, unless that act or omission is shown to be in bad faith or to constitute wilful default.

62 Insurance

The Academy may, with the prior approval of the Council, effect insurance for an Officer, employee or Volunteer of the Academy for any liability or costs incurred by them in or about the discharge of their functions performed for the Academy. The Council may determine the amounts and the terms and conditions of any such insurance.

63 Liquidation

63.1 The Academy may be put into liquidation if at a Members' meeting the Members resolve by a resolution carried by a majority of the valid votes

cast by Members voting at that Members' meeting in person or by proxy to appoint a liquidator and such resolution is confirmed by a resolution carried by a majority of the valid votes cast by Members voting at the Members' meeting in person or by proxy at a subsequent Members' Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

- 63.2 Upon the liquidation of the Academy, the surplus assets of the Academy shall not be distributed among Members of the Academy, but shall be distributed or transferred to any institution or institutions within New Zealand having charitable objects similar to the objects of the Academy, to be determined by the Members of the Academy at or before the time of appointment of a liquidator. In the absence of any such determination by the Members, the matter shall be determined by a Justice of the High Court of New Zealand as may have or acquire jurisdiction in the matter.

64 **Registered office**

- 64.1 The registered office of the Academy as at the date of incorporation is:

C/O Chapman Tripp Sheffield Young
10th Floor
1-13 Grey Street
Wellington

- 64.2 The Council may, from time to time, determine the location of the Academy's registered office provided that the Council shall, in accordance with the Act, notify the Registrar of each change to the Academy's registered office.

FIRST SCHEDULE - PROCEEDINGS AT MEETINGS OF MEMBERS**1 Construction**

- 1.1 Unless stated otherwise, references to clauses are references to clauses in this Schedule.
- 1.2 A reference in this Schedule to a Member present at a meeting or entitled to vote at a meeting includes a reference to a proxy of a Member, a representative of a corporate Member, an attorney of a Member, and any person who may lawfully act on behalf of a Member.

2 Written notice must be given to Members, Council Members and Auditor

Written notice of the time and place of a meeting of Members must be sent to every Member entitled to receive notice of the meeting and to every Council Member and the Auditor not less than twenty one days, or ten business days if longer, before the meeting.

3 Notice must state nature of business

The notice must state:

- (a) the place within Wellington at which the meeting is to be held, and the day and the time of the meeting;
- (b) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it; and
- (c) the text of any Special Resolution to be submitted to the meeting.

4 Irregularities in notice may be waived

Any irregularity in a notice of a meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity or if all such Members agree to the waiver.

5 Failure to receive notice does not invalidate meeting

The failure to receive notice of a meeting by any person entitled to that notice will not invalidate the proceedings at that meeting.

6 Notice of an adjournment

If a meeting is adjourned for less than 30 days no notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting from which the adjournment took place.

7 Business to be transacted only if a quorum is present

Business may be transacted at a meeting of Members only if a quorum is present at the time when the meeting proceeds to business.

8 **Quorum for Members' meeting**

A quorum for a meeting of Members is present if ten or more Members are present in person or by proxy.

9 **Meeting convened at Members' request dissolved if no quorum**

If a quorum is not present within 30 minutes after the time appointed for the meeting convened under *Rule 28.1(b)* of the Rules, the meeting will be dissolved automatically.

10 **Other meetings to be adjourned if no quorum**

If a quorum is not present within 30 minutes after the time appointed for a meeting (other than a meeting convened under *Rule 28.1(b)* of the Rules), the meeting will be adjourned to the same day in the following week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.

11 **President to be chairperson of meeting**

The President, or in his or her absence, one of the Vice-Presidents, of the Academy, shall chair each meeting of Members.

12 **Members may elect chairperson if President and Vice-Presidents not available**

If at any meeting of Members the President and Vice-Presidents are not present within 10 minutes of the time appointed for the commencement of the meeting, the Members present may elect one of their number to be chairperson of the meeting.

13 **Chairperson's power to adjourn meeting**

The chairperson of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting. The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place and any other business of which due notice has been given.

14 **Voting on election**

Notwithstanding *clause 15*, at an Annual Members' Meeting voting on the election of Officers shall be by ballot.

15 **Voting**

15.1 In the case of a meeting of Members convened under *Rule 28.1(b)* of these Rules, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the chairperson of the meeting:

- (a) voting by voice; or

- (b) voting by show of hands.
- 15.2 In the case of any other meeting of Members, unless a poll is demanded, voting at the meeting shall be by the Members signifying individually their assent or dissent by voice.
- 15.3 A declaration by the chairperson of the meeting that a Resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with *clause 15.4*.
- 15.4 At a meeting of Members a poll may be demanded by:
 - (a) not less than 5 Members having the right to vote at the meeting; or
 - (b) a Member or Members representing not less than 10 percent of the total voting right of all Members having the right to vote at the meeting.
- 15.5 A poll may be demanded either before or after the vote is taken on a Resolution.
- 15.6 If a poll is taken, votes must be counted according to the votes attached to each Member present in person or by proxy and voting.
- 15.7 The instrument appointing a proxy to vote at a meeting of Members confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Member has the same effect as a demand by the Member.
- 16 **Chairperson allowed casting vote**

In the case of an equality of votes on a poll, the chairperson of the meeting is entitled to a casting vote on that poll, in addition to his or her personal vote.
- 17 **Member proposals by written notice**

A Member may give written notice to the Council of a matter the Member proposes to raise for discussion or Resolution at the next meeting of Members at which the Member is entitled to vote.
- 18 **Council to give notice of proposal at Academy's expense**

If the Council receives the notice at least 20 working days before the last day on which notice of the relevant meeting of Members is required to be given by the Council, the Council must, at the expense of the Academy, give notice of the Member proposal and the text of any proposed Resolution to all Members entitled to receive notice of the meeting.

- 19 **Council to give notice of proposal at Member's expense**
If the Council receives the notice at least 5 working days and not more than 20 working days before the last day on which notice of the relevant meeting of Members is required to be given by the Council, the Council must, at the expense of the Member, give notice of the Member proposal and the text of any proposed Resolution to all Members entitled to receive notice of the meeting.
- 20 **Council may give notice of proposal on short notice**
If the notice is received by the Council less than 5 working days before the last day on which notice of the relevant meeting of Members is required to be given by the Council, the Council may, if practicable, and at the expense of the Member, give notice of the Member proposal and the text of any proposed Resolution to all Members entitled to receive notice of the meeting.
- 21 **Proposing Member may include statement**
If the Council Members intend that Members may vote on the proposal by proxy, they must give the proposing Member the right to include in or with the notice given by the Council a statement of not more than 1000 words prepared by the proposing Member in support of the proposal, together with the name and address of the proposing Member.
- 22 **Council may exclude statement in some cases**
The Council is not required to include in or with the notice given by the Council a statement prepared by a Member which the Council considers to be defamatory, frivolous or vexatious.
- 23 **Costs**
Where the costs of giving notice of the Member proposal and the text of any proposed Resolution are required to be met by the proposing Member, the proposing Member must, on giving notice to the Council, deposit with the Academy or tender to the Academy a sum sufficient to meet those costs.
- 24 **Proxies permitted**
A Member may exercise the right to vote either by being present in person or by proxy. No person shall be appointed a proxy unless that person is a Member of the Academy and qualified to vote at its meetings.
- 25 **Proxy to be treated as Member**
A proxy for a Member is entitled to attend and be heard at a meeting of Members as if the proxy were the Member.

- 26 **Appointment of proxy must be in writing and specify restrictions**
A proxy must be appointed by a notice in writing that is signed by the Member. The notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.
- 27 **Notice of proxy to be produced at least 24 hours before meeting**
No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced to the Academy at least 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the notice proposes to vote.
- 28 **Form of notice of proxy**
A notice appointing a proxy shall be in the form set out in the Third Schedule or in a form as near to it as circumstances allow, or in such form as the Council may direct from time to time.
- 29 **Vote by proxy valid where Academy not notified before meeting of disqualified proxy**
Where:
- (a) the Member has died or become incapacitated; or
 - (b) the proxy, or the authority under which the proxy was executed, has been revoked,
- before a meeting at which a proxy exercises a vote in terms of a notice of proxy but the Academy does not receive written notice of that death, incapacity, revocation, or transfer before the start of the meeting, the vote of the proxy is valid.
- 30 **Corporations may act by representative**
A body corporate which is a Member may appoint a representative to attend any meeting of Members on its behalf in the same manner as that in which it could appoint a proxy.
- 31 **Council must keep minutes of proceedings**
The Council must ensure that minutes are kept of all proceedings at meetings of Members and that a record is kept of all written Resolutions of Members. Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

SECOND SCHEDULE: PROCEEDINGS OF THE COUNCIL**1 Convening of meetings**

The President or any two Council Members may convene a meeting of the Council by giving written notice in accordance with this Schedule.

2 Notice to contain certain details

The notice of meeting must include the date, time and place of the meeting and an indication of the matters to be discussed in sufficient detail to enable a reasonable Council Member to appreciate the general import of the matters.

3 Period of notice required to be given to Council Members

At least 2 clear days' notice of a meeting of the Council must be given. Notice of a meeting of the Council need not be given to any Council Member for the time being absent from New Zealand.

4 Council Members may waive irregularities in notice

Any irregularity in the notice of a meeting is waived if all Council Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all Council Members entitled to receive notice of the meeting agree to the waiver.

5 Methods of holding meetings

A meeting of the Council may be held either:

- (a) By a number of Council Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) By means of audio, or audio and visual, communication by which a quorum of Council Members participating can simultaneously hear each other throughout the meeting.

6 Unanimous Resolutions

A resolution in writing, signed or assented to by all Council Members then entitled to receive notice of a Council meeting, is as valid and effective as if it had been passed at a meeting of the Council duly convened and held.

7 Quorum for Council meeting

Unless otherwise specified by by-law of the Council, the quorum necessary for the transaction of business at a meeting of the Council is five Council Members.

8 Chairperson to chair meetings

The President or, in the absence of the President, one of the Vice-Presidents of the Council will chair all meetings of the Council.

9 **Council Members may elect chairperson of meeting**

If at a meeting of the Council, the President and the Vice-Presidents of the Council are not present within 5 minutes after the time appointed for the commencement of the meeting, then the Council Members present may elect one of their number to be chairperson of the meeting.

10 **Voting on Resolutions**

Questions arising at any meeting of the Council shall be decided by a majority of votes. Each Council Member has one vote. A Council Member present at a meeting of the Council may abstain from voting on a resolution, and any Council Member who abstains from voting on a resolution will not be treated as having voted in favour of it.

11 **Interested Council Member may not vote**

11.1 A Council Member who is interested in a transaction entered into, or to be entered into, by the Academy may not vote on a matter relating to the transaction, but may:

- (a) attend a meeting of the Council at which a matter relating to the transaction arises, and be included among the Council Members present at the meeting for the purpose of a quorum;
- (b) sign a document relating to the transaction on behalf of the Academy; and
- (c) do anything else as a Council Member in relation to the transaction, as if he or she were not interested in the transaction.

11.2 A Council Member will be interested in a transaction to which the Academy is a party if the Council Member:

- (a) is a party to, or will derive a material financial benefit from that transaction;
- (b) has material financial interest in another party to the transaction;
- (c) is a director, officer or trustee of another party to, or person who will or may derive a material financial benefit from the transaction, not being a party that is wholly owned by the Academy;
- (d) is the parent, child or spouse of another party to, or person who will or may derive a material financial benefit from the transaction; or
- (e) is otherwise directly or indirectly interested in the transaction,

provided that, no Council Member shall be interested in a transaction solely because that Council Member is:

- (f) a Member of the Academy; or
- (g) a member of the public generally.

(for the purposes of this *clause 11*, called an *Interested Council Member*),

11.3 As soon as a Council Member becomes aware of the fact that he or she is interested in a transaction or proposed transaction with the Academy, he or she must disclose that fact to his or her co-Council Members at a meeting of the Council. The other Council Members at the meeting may require the Council Member to leave the meeting while the transaction or proposed transaction is discussed. However, a meeting will not be deemed inquorate whilst discussions are taking place (whether or not the Interested Council Member leaves the meeting) or for the purposes of a Council Members' resolution on the matter in which the Interested Council Member is interested (regardless of the fact that the Interested Council Member may not vote on such a matter).

11.4 An Interested Council Member must disclose with regard to his or her interest:

- (a) if the monetary value of the Council Member's interest is able to be quantified, the nature and monetary value of that interest; or
- (b) if the monetary value of the Council Member's interest cannot be quantified, the nature and extent of that interest.

11.5 A disclosure of interest by a Council Member must be recorded in the minute book of the Trust.

12 Chairperson has a casting vote

The chairperson has a casting vote in the case of an equality of votes.

13 Council must keep minutes of proceedings

The Council must ensure that minutes are kept of all proceedings of meetings of the Council and that a record is kept of all written resolutions of Council Members. Minutes which have been signed correct by the chairperson of the meeting are evidence of the proceedings at the meeting unless they are shown to be inaccurate.

14 Council may regulate other proceedings

Except as set out in this Schedule, the Council may regulate its own procedure.

THIRD SCHEDULE - PROXY FORM

NEW ZEALAND ACADEMY OF FINE ARTS INCORPORATED

SECTION 1: MEMBER DETAILS (please print clearly)

Full name:

Full address:

SECTION 2: APPOINTMENT OF PROXY

I appoint

Full name:

Full address:

as my proxy to exercise my vote at *[the *[annual/special] meeting of Members of the Academy to be held on *[date], and at any adjournment of that meeting/any meeting of Members of the Academy held before [date no more than 12 months from date of notice]]. If the person I have appointed is unable to be my proxy then I appoint

Full name:

Full address:

SECTION 3: VOTING INSTRUCTIONS

I direct my proxy to vote in the following manner:

(Tick the box that applies)

	For	Against
*[General Business]		
1	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>
*[Special Business]		
*[4 Identify resolution]	<input type="checkbox"/>	<input type="checkbox"/>

Signed by each Member named in Section 1

Date:

Notes

1. *As a Member you may attend the meeting and vote, or you may appoint a proxy to attend the meeting.*
2. *If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.*
3. *For this proxy form to be valid, you must complete it and send it to the Academy at *[full postal address] so as to ensure that it is received by *[time] on *[day and date]. If it has been signed under a power of attorney please send a copy of the power of attorney (unless already deposited with the Academy) and a signed certificate of non-revocation of the power of attorney with this proxy form.*
4. *If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.*