

INVERCARGILL PUBLIC ART GALLERY

Constitution – (x) August 2025

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Constitution of Invercargill Public Art Gallery Incorporated

1. NAME AND COMMENCEMENT

1.1 Name

The name of the incorporated society is the Invercargill Public Art Gallery Incorporated (**IPAG**).

1.2 Charitable Status

IPAG is a registered as a charitable entity under the Charities Act 2005, registration number CC28800.

1.3 Registered Office

The registered office of IPAG shall be 42 Kelvin Street, Invercargill. Changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and required by the Incorporated Societies Act 2022.

1.4 Rules

This Constitution sets out the rules governing IPAG and are binding on IPAG and each member.

1.5 Commencement

This Constitution takes effect as from **insert date**.

2. INTERPRETATION

2.1 Definitions

In this Constitution, unless the context otherwise requires:

Annual General Meeting (AGM) means a meeting of the members of IPAG held once per year which, among other things, will receive and consider reports on the IPAG's activities and finances.

Board means the IPAG's governing body.

Board Chair means the board member elected or appointed to chair the meetings.

Board member means a member of the Board, including the Chair, Secretary, and Treasurer.

Contact Person means the person appointed, from time to time, by the Board as the Contact Person under rule 23 (Contact Person).

Deputy Chair means the board member elected or appointed to deputise in the absence of the Board Chair.

Gallery means any physical or virtual space operated, leased, or otherwise controlled by IPAG for the purpose of displaying, exhibiting, or promoting visual art, design, or similar creative works to the public or members.

General Meeting means either an Annual General Meeting or a Special General Meeting of IPAG.

IPAG means Invercargill Public Art Gallery Incorporated.

Incorporated Societies Act 2022 means the Incorporated Societies Act 2022 or any Act that replaces it (including amendments to it from time to time), and any regulations made under the Act or any Act which replaces it (and a reference to any other Act has a corresponding meaning).

interested member means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

meeting of IPAG means either an Annual General Meeting or a Special General Meeting.

member means a person properly admitted to IPAG who has not ceased to be a member of IPAG.

notice to members includes any notice given by post, courier, or email; and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.

officer means a natural person who is:

- a. a member of the Board; or
- b. occupying a position in the Board that allows them to exercise significant influence over the management or administration of IPAG, including any General Manager, Treasurer or person of equivalent office.

register of interests means the Register of Interests of board members kept under these rules.

register of members means the Register of Members kept under these rules.

resolution means a resolution that requires a majority of the affirmative votes of the eligible persons present and voting to be passed.

rule(s) means the rule(s) in this document, as amended from time to time.

Secretary means the board member responsible for, amongst other things, the register of members, records of meetings, and as otherwise set out in this Constitution.

Special General Meeting means a meeting of the members, other than an Annual General Meeting.

special resolution means a resolution that requires the affirmative votes of at least three-quarters or 75% of the eligible persons present and voting to be passed.

Treasurer means the board member responsible for, among other things, overseeing the finances of IPAG.

working day means any day of the week other than—

- (a) a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki (Matariki Observance Day), Southland Anniversary Day and Labour Day;
- (b) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday; and
- (c) a day in the period commencing on 25 December in any year and ending with 15 January in the following year.

3. ACT AND REGULATIONS

3.1 Nothing in these rules authorises IPAG to do anything which contravenes or is inconsistent with:

- (a) the Incorporated Societies Act 2022;
- (b) any other legislation; or
- (c) the general law of New Zealand.

4. OBJECTS OF IPAG

4.1 Objects of IPAG

- (a) IPAG’s mission is to provide an informative experience of Visual Arts.
- (b) The objects of IPAG are to control, care and maintain a comprehensive collection of New Zealand Art. In particular IPAG shall:

- (i) Enhance, preserve and display the Invercargill Collection of Art with a significant focus on New Zealand and the Southland Province.
 - (ii) Promote the collection in a positive manner.
 - (iii) Provide informed access for the purposes of appreciation, education and research.
 - (iv) Provide opportunity for established and developing artists of merit to exhibit.
- (c) IPAG is also:
- (i) to account to members on its activities; and
 - (ii) to do all such other things as may be incidental or conducive to the attainment of all or any of the above objects.
- (d) IPAG must not operate for the purpose of, or with the effect of:
- (i) distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind);
 - (ii) having capital that is divided into shares or stock held by its members; or
 - (iii) holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of IPAG or otherwise).

But IPAG will not operate for the financial gain of members simply if it:

- (iv) Engages in trade.
- (v) Pays a member for matters that are incidental to the purposes of IPAG, and the member is a not-for-profit entity.
- (vi) Distributes funds to a member to further the purposes of IPAG, and the member—
 - a. is a not-for-profit entity, and
 - b. is affiliated or closely related to IPAG, and
 - c. has the same, or substantially the same, purposes as those of IPAG.
- (vii) Reimburses a member for reasonable expenses legitimately incurred on behalf of IPAG or while pursuing its purposes.
- (viii) Provides benefits to members of the public or of a class of the public and those persons include members or their families,

- (ix) Pays a member a salary or wages or other payments for services to IPAG on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of IPAG).
- (x) Provides a member with incidental benefits (for example, a prize) in accordance with the purposes of IPAG.
- (xi) On removal of IPAG from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Incorporated Societies Act 2022 to the Invercargill City Council.
- (e) No interested member is allowed to take part in, or influence any decision made by IPAG in respect of payments to, or on behalf of, the interested member of any income, benefit, or advantage.
- (f) Any payments made to an interested member must be for goods and services that advance the objects of IPAG and must be reasonable and comparable to payments that would be made between unrelated parties.

4.2 Powers of IPAG

- (a) IPAG, through the governance of an elected Board, will have the custody and control of the gallery, and all works of art and chattels owned and controlled by it and shall have the following specified powers:
 - (i) To use its funds as the Board thinks necessary or proper in payment of its costs and expenses; including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and relevant employment legislation.
 - (ii) Recognize and follow the Policies and Procedures, for the management of the Invercargill Public Art Collection, as documented from time to time.
 - (iii) To purchase, take on, lease or in exchange, hire or otherwise, acquire any real or personal property and any rights or privileges which the Board thinks necessary or proper for the purposes of obtaining the objects of IPAG.
 - (iv) To sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of property rights and privileges for the purposes of obtaining the objects of IPAG.
 - (v) To invest surplus funds in any way permitted by law for the investment of

incorporated society funds and upon such terms as the Board thinks fit.

(vi) To raise money, access funding or financial support as the Board thinks fit to attain the objects of IPAG.

(vii) To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of IPAG.

(b) IPAG's powers are subject to any:

(i) Restriction in the Incorporated Societies Act 2022, any other legislation and the general law.

(ii) Restriction in this Constitution including in the First Schedule.

(iii) Direction passed by special resolution of the members.

5. MEMBERSHIP

5.1 Minimum number of members

IPAG shall maintain the minimum number of members required by the Incorporated Societies Act 2022.¹

5.2 Types of members and privileges

- (a) The classes of membership and the method by which members are admitted to different classes of membership are as follows and are subject to variation by the Board from time to time:
- (i) Member: A current member at the time of the adoption of this constitution an individual or body corporate admitted to membership under this Constitution, who or which has not ceased to be a member. They will receive access to exhibition openings, workshops, and networking opportunities as well as 10% discount on all paid event registration fees.
 - (ii) Life Member: A Life Member shall have all the rights and privileges of a member and shall be subject to all the same duties as a member except those of paying subscriptions after having paid a one-off fee either individual, or double. They will receive access to exhibition openings, workshops, and networking opportunities as well as 10% discount on all paid event registration fees per 5.2(a)(i) above.
 - (iii) Superannuants/Community Services Card Holders: Will be offered a discounted rate as Member per 5.2(a)(i) above.

¹ Section 74 of the Incorporated Societies Act 2022 requires there be at least 10 members.

- (iv) Corporate Membership: This is a group membership tailored for local businesses offering benefits like staff access, private functions and branding opportunities. This membership covers up to 10 staff. Holders of this form of membership will obtain benefits listed per 5.2(a)(i) above.
 - (v) Student Membership (High School and Tertiary): This is a discounted membership tailored for high school and tertiary students to encourage involvement in the arts. All members will obtain benefits listed per 5.2(a)(i) above and in addition will have the potential for internships or training with professional staff.
 - (vi) Art Explorers Membership (Children): This is a free membership for children under the age of 12 accompanied by a paying adult member (per 5.2(a)(i)). This includes access to child-friendly activities and events to encourage and foster a love of art from a young age.
 - (vii) Honorary Member: a current Honorary Member and any person who is honoured for services to IPAG or in an associated field by election as an Honorary Member by resolution/special resolution of a general meeting who has not ceased to be an Honorary Member. An Honorary Member has no membership rights, privileges or duties and does not need to pay subscriptions.
- (b) The current Mayor of the City of Invercargill or his or her nominee and two other members of the Invercargill City Council, as nominated by that council, shall be members of IPAG and of the Board. Invercargill City Council ex officio members will have all the rights of ordinary members including eligibility for election to any office within IPAG.

5.3 Application for Membership

- (a) An eligible person may apply to become a member of IPAG by completing a membership application as required by the Board.
- (b) A person must consent to become a member.²
- (c) A membership application shall be considered by the Board that may grant or refuse the application, or refer the application to an annual general meeting or special general meeting for approval by special resolution.

5.4 Member's rights or interests in the property of IPAG³

² This is a requirement of the Incorporated Societies Act 2022 and must be included in the rules: s26(1)(c). Section 76(2) of that Act states where the proposed member is a body corporate the consent of a body corporate (A) to become a member of a society may be given on A's behalf in writing by a person acting under A's express or implied authority.

³ This is a statutory requirement under s77 of the Incorporated Societies Act 2022.

- (a) Members do not have a right, title, or interest (legal or equitable) in the property of IPAG.⁴
- (b) A member must not have any pecuniary interest, in their capacity as a member, in the property of IPAG.

5.5 **Membership obligations**

All members shall:

- (a) Promote the interests and the objects of IPAG and do nothing to bring it into disrepute.
- (b) Pay subscription fees (except for honorary members or life members).
- (c) Notify the Secretary of any change of their contact details (including their postal address, phone number(s), and email or other electronic address).
- (d) At all times, comply with these rules.

6. **CESSATION OF MEMBERSHIP**

6.1 **When membership ceases**

Membership shall cease on:

- (a) The member resigning as a member by giving notice to the Secretary.
- (b) If the member fails to pay their subscription fee within twelve months of the due date for payment. Life Members and Honorary Members are exempt.
- (c) If, following an investigation, the member's membership is cancelled.
- (d) The death of the member.

6.2 **Obligations on membership ceasing**

- (a) A member whose membership ceases under these rules:
 - (i) remains liable to pay all subscriptions and other fees to IPAG's next balance date;
 - (ii) shall cease to hold himself or herself out as a member of IPAG;

⁴ This is a statutory requirement under s77 of the Incorporated Societies Act 2022.

- (iii) shall cease to be entitled to any of the rights of an IPAG member.

6.3 Becoming a member again

- (a) Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of IPAG.
- (b) However, if a former member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a general meeting on the recommendation of the Board.

7.0 REGISTER OF MEMBERS

7.0 Members register

- (a) The Secretary or such other person as directed by the Board shall keep an up-to- date Register of Members, recording for each member their name, contact details, the date they became a member, and any other information required by these rules or prescribed by Regulations under the Incorporated Societies Act 2022.
- (b) The information contained in the Register of Members shall include each member's:
 - (i) Full legal name;
 - (ii) postal address;
 - (iii) phone number (landline and/or mobile);
 - (iv) email or other electronic address (if any);
 - (v) the date the member became a member;
 - (vi) the date on which subscription fees are due and paid;
 - (vii) such other information as required by the Board to be included in the register; and
 - (viii) any changes to the information provided by the member.

7.1 Access to register of members

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by members and board members. However, no access will be given to information on the Register of Members to members or any other person, other than as required by law.

8.0 SUBSCRIPTION FEES

8.1 Subscription fees

The subscription fee to be paid annually by members shall be decided at the annual general meeting of IPAG which may resolve that the subscription fee is fixed by the Board.

8.2 Due Date

The due date for payment of subscription fees shall fall due by 30 June each year unless the Board advises an alternative date as the due date for payment.

8.3 Non-payment of subscription fees

A member who has not paid their subscription fee by the due date or the alternative date is ineligible to:

- (a) Speak or vote at any meeting of IPAG.
- (b) To request a special meeting be convened.
- (c) To be nominated or elected to the Board.
- (d) To vote on the election of board members.
- (e) Propose a motion, remit, or matter for consideration at a general meeting.

9.0 MEETINGS OF IPAG

9.1 Annual General Meeting

- (a) An annual general meeting of the members of IPAG must be held:
 - (i) no later than six months after the balance date of IPAG; and
 - (ii) no later than 15 months after the previous annual general meeting.
- (b) It must be held when the Board determine upon receiving request signed by not less than three members of the Board or twelve (12) members of IPAG.
- (c) At each annual general meeting, the Board must present information required to be presented under the Incorporated Societies Act 2022 including:⁵

⁵ This is required under s86 of the Incorporated Societies Act 2022.

- (i) an annual report on the operations and affairs of IPAG during the most recently completed accounting period: and
 - (ii) the financial statements of IPAG for that period: and
 - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act 2022 (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- (d) The annual general meeting shall be chaired by the current Board Chair.
- (e) Only current financial members shall be eligible to vote. Decisions are to take place by consensus voting, if consensus cannot be reached then a three-quarter majority (75%) is required to pass.
- (f) The business of the annual general meeting shall be:
- (i) To adopt the minutes of the previous annual general meeting and any recent special general meeting held after the last annual general meeting.
 - (ii) To receive, consider and approve the annual report of IPAG. No review of financial statements or audit is required unless requested by 5% of IPAG members.
 - (iii) To receive and consider a notice of any disclosures of conflicts of interest since the previous annual general meeting, including a brief summary of the types of matters to which the disclosures relate.
 - (iv) To elect the persons for any pending vacancies for the Board.
 - (v) To consider and approve the subscription fees.
 - (vi) To consider and, if thought fit, pass any remits or motions for resolution.
 - (vii) To consider such other general business as the meeting resolves to consider.

9.2 **Motions - AGM**

- (a) The Secretary must inform the members of the proposed date of the annual general meeting.
- (b) A member may put forward motions, remits, or a matter for consideration at an annual general meeting by written notice to the Secretary not less than 2 weeks prior before the proposed date of that meeting.

- (c) The Board may put forward motions, remits, or matters for consideration at an annual general meeting.
- (d) Any motion, remit, or matter for consideration should also provide information in support of the motion, remit, or matter.

9.3 Notice of date, time and place - AGM

- (a) The date, time, and place for the annual general meeting must be notified to each member not less than 4 weeks before the date of that meeting.
- (b) Not less than 2 weeks prior to the AGM, a notice of a meeting will be issued and include:
 - (i) the time, place, and date of the meeting; and
 - (ii) 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
 - (iii) any matter proposed by a member for consideration at the meeting submitted to the meeting; and
 - (iv) in the case of an annual general meeting, the relevant annual report and financial statements.

9.4 Special General Meetings

- (a) Each meeting of IPAG other than an annual general meeting is a special general meeting.
- (b) A special general meeting may be called by the Board at any time and must be called following a written request to the Board by seven or more eligible members.
- (c) A special general meeting may only consider the matters set out in the notice of the meeting.
- (d) The date, time and place for a special general meeting must be notified to each member not less than 4 weeks before the date of that meeting (except when in the view of the Board such notice period is not appropriate in which case a period of at least 24 hours must be given).
- (e) The notice of a meeting must include:

- (i) the time, place and date of the meeting; and
- (ii) 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.

9.5 Irregularities in calling a meeting

- (a) An irregularity in the manner of calling a general meeting of IPAG 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.
- (b) An accidental omission to give notice of a meeting to, or a failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting.

9.6 Quorum for general meetings

- (a) No business may be carried out at a meeting of the members unless a quorum is present.
- (b) Ten members (or their proxies) personally present and entitled to vote at the meeting will constitute a quorum.
- (c) If a quorum is not present within half an hour after the time appointed for the meeting:
 - (i) at an annual general meeting, the meeting shall stand adjourned to the same time and place on the same day in the following week and the members present at the adjourned meeting may transact any business but only if there is a quorum; and
 - (ii) at a special general meeting, the special general meeting shall lapse.

9.7 Methods of holding meetings

A general meeting may be convened by the members [or their proxies]⁶:

- (a) Being assembled together at the place, date, and time appointed for the meeting.
- (b) If circumstances exist at the time of notification of the meeting or arise on or before the date of the meeting that results in the attendance of members at the meeting not being practicable, or the Board otherwise agrees, the Board may permit members to attend and participate in the meeting through audio, audio-visual, electronic communication, or the use of other technologies as decided by the Board.

⁶ It will be for individual Society's to decide if there is to be proxy voting and if so how?

- (c) By a combination of both of the methods in paragraphs (a) and (b) as decided by the Board.

9.8 **Attendees**

The following persons will be entitled to attend general meetings:

- (a) Members (or their duly appointed proxy).
- (b) Life members.
- (c) Honorary life members as an observer.
- (d) Board members.
- (e) The Auditor (if appointed) at an annual general meeting.
- (f) Any person employed by IPAG as an observer.
- (g) Any person invited to attend by the Board as an observer.

9.9 **Chair**

- (a) All general meetings shall be chaired by the Board Chair. If the Board Chair is absent or decides not to chair the meeting, the Deputy Chair will assume chairing responsibilities. If the Deputy Chair is absent, the members present shall elect another Board Member to chair that meeting.
- (b) Any person chairing a general meeting may:
 - (i) With the consent of the general meeting adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (ii) Direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chair be removed from the meeting.
 - (iii) In the absence of a quorum or in the case of an emergency, adjourn the meeting or declare it closed.
 - (iv) Decide any matter of procedure not otherwise provided for in these rules.

9.10 Moving matters, speaking rights, and voting

- (a) Members, life members, and board members may move and second for consideration at a meeting and shall have speaking rights.
- (b) Any other attendee may be granted speaking rights by the Chairperson of the meeting or by a resolution passed by the members.

9.11 Proxies

- (a) The appointment of a proxy must be in writing signed by the member and must be in substantially the following form:

[Member's name] who is unable to attend the meeting due to *[insert reason]* appoints *[insert other Member's name]* to be its proxy at the meeting of IPAG to be held on *[insert date of meeting]*.

- (b) The instrument appointing a proxy must be provided to the chair of the meeting not later than one hour prior to the advertised time for the commencement of the relevant meeting. The document appointing a proxy can be provided electronically.
- (c) Failure to comply with the provisions of this rule renders the appointment of a proxy null and void unless the chair of the general meeting deems the circumstances such that the irregularity is waived.

9.12 Voting

- (a) Each member other than an Honorary member will be entitled to one vote for each resolution voted on at a general meeting.
- (b) A member may exercise its vote through his or her proxy, validly appointed in accordance with rule 9.11.
- (c) Any vote passed shall be by way of consensus, if consensus cannot be reached then a three-quarter majority (75%) is required to pass.

9.13 Minutes to be kept

Minutes must be kept by the Secretary of all general meetings.

9.14 Meeting report

Following each general meeting, the Secretary will send a report of the proceedings, including the minutes of the meeting, to all members.

10. THE BOARD

10.1 Function

- (a) The operation and affairs of IPAG must be governed and managed by the Board by or under the direct supervision of the Board.
- (b) The Board is accountable to the members for the advancement of IPAG's objects and the implementation of resolutions approved by any general meeting.

10.2 Composition

The Board will consist of:

- (a) a Board Chair, Deputy Chair, Treasurer and Secretary;
- (b) between five and eight elected persons who are members of IPAG; and
- (c) the Mayor or their nominee and two nominated members of the Invercargill City Council; and
- (d) *a duly elected representative (one person) of the four Rūnaka - Waihōpai Rūnaka; Te Rūnaka o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga on behalf of Ngāi Tahu ki Murihiku appointed by resolution of the respective councils of the four Rūnaka.*

10.3 Eligibility to a role listed at 10.2(b)

- (a) Prior to election or appointment, the proposed Board member must, in writing, consent to be a Board member and certify that they are not disqualified from being elected, appointed, or holding office as a board member by these rules or the Incorporated Societies Act 2022.
- (b) A person is disqualified from being elected, appointed, or holding office as a board member who is:
 - (i) Disqualified under section 47 of the Incorporated Societies Act 2022.
 - (ii) A paid official of IPAG.
 - (iii) Has at any time been struck off the role of a professional body or had their name removed from the register of a professional body and not restored to the register

11. ELECTION OF BOARD MEMBERS TO BOARD

11.1 Election of Board Members

- (a) The Secretary will act as the Election Co-ordinator.
- (b) At least one month before the annual general meeting the Election Co-ordinator must notify the eligible members of the pending elected vacancies on the Board, and the date, time, and place the nominations must be received.
- (c) An eligible member may nominate one or more member for election to the Board and one member as the Board Chair (if that is a pending vacancy).
- (d) A nomination must be in writing, record the nominee's consent to be a Board member, certify the nominee is not disqualified under these rules or the Incorporated Societies Act 2022 from being elected or holding office as an officer of IPAG, and be signed by the member two nominees.
- (e) Any nomination that does not comply with the requirements of these rules or that is not received by the Election Co-ordinator by the required date and time is invalid.
- (f) If the number of nominations received by the Election Co-ordinator does not exceed the number of pending vacancies the members nominated shall be declared duly elected.
- (g) If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the annual general meeting.
- (h) If no nominations are received, or the number of nominations is fewer than the number of pending vacancies, the Board in office must appoint an eligible person as a member of the Board for each pending vacancy for which there is no nomination. Every person appointed by the Board is deemed to have been elected as a member of the Board by the members.
- (i) If the number of persons nominated exceeds the number of pending vacancies the election will proceed to vote for the pending vacancies.
- (j) The Board shall decide when voting closes (which may be at the annual general meeting) and may approve one or more methods for voting that may include electronic voting.
- (k) The Board acknowledges and accepts that it may be appropriate for nominations to occur from the floor during an AGM, and if this occurs so long as there are two nominations that can be verbalised this will constitute a valid nomination to satisfy 11.1.

11.2 Term of appointment – Elected Chair and Board Members

- (a) Every person elected as Board Chair or elected or appointed to be a member of the Board shall, subject to the provisions of this Constitution, come into office from the conclusion of the annual general meeting of IPAG at which he or she shall be declared to be duly elected or appointed.
- (b) The Board Chair and a member of the Board retires from office at the conclusion of the annual general meeting of IPAG in their third year of office.
- (c) An elected member of the Board or Board Chair who retires under rule 11.21(b), may be re-elected or reappointed providing they are eligible for election.
- (d) Following this Constitution coming into force the Board shall determine which Board members shall retire at the at the conclusion of the annual general meeting of IPAG in the following three years.

11.3 Term of appointment – ICC and Rūnaka appointed Members

- (a) ICC appointed members, and rūnaka appointed members are excluded from 11.2 above.
- (b) ICC appointed members are to be appointed in each triennium to tie in with local body elections. The appointment of these members remains at ICC's sole discretion.
- (c) Rūnaka appointed members term of appointment is for a period of three years, it is up to the rūnaka to determine when that cycle takes effect and IPAG will be guided by rūnaka in respect of this.

11.4 Vacancies

- (a) The office of any member of the Board shall become vacant if they:
 - (i) resign in writing addressed to the Secretary;
 - (ii) are absent without leave of the Board for more than two successive Board meetings;
 - (iii) die;
 - (iv) become ineligible to hold office by reason of any of the matters in rule 11.1 (Eligibility as a board member); or
 - (v) are removed from office by resolution of IPAG or the Board.
- (b) The Board may remove a member from office in the event that Board is satisfied the board member:
 - (i) is ineligible to hold office by reason of any of the matters in rule 11.1 (Eligibility

as a board member);

- (ii) breaching his or her duties under these rules;
 - (iii) acting in a manner that is or is likely to bring IPAG into disrepute;
 - (iv) absent without leave of IPAG from more than two successive meetings of the Board;
 - (v) not acting in good faith and what the Board believes to be in the best interests of IPAG;
 - (vi) exercising his or her powers for an improper purpose; or
 - (vii) is acting, or agreeing to IPAG acting, in a manner that contravenes these Rules, or any legislation including the Incorporated Societies Act 2022.
- (c) In any case where IPAG grants to any member leave of absence for a period of more than two months, it may appoint a substitute for that member during such absence.

11.5 Filling vacant positions

- (a) If an elected Board member's position becomes vacant and provided the remaining board members comply with clause 11.1 and 11.2, the Board may elect not to fill the vacant position.
- (b) If at any stage there is a vacant position on the Board, at the Board's discretion it may determine to co-opt a new member until the following AGM. This may be done by resolution of the Board.
- (c) The Board at its sole discretion may elect to co-opt an additional ICC member or rūnaka member should either organisation be interested in filling such vacancy.

11.6 Chair, Deputy Chair, Secretary, and Treasurer

- (a) The Board must, as soon as possible after each election held in accordance with rule 12.1 (Election of Board Members), convene a meeting to appoint one of the members as the Chair, Deputy Chair, Secretary and Treasurer.
- (b) Any member of the Board including ICC and rūnaka members are eligible for election into the roles at 11.6(a).
- (c) The Chair shall chair meetings of the Board and if the Chair is absent or elects not to chair the meeting the Deputy-Chair shall chair the meeting.
- (d) If the Secretary or Treasurer resigns or is removed from that office, the Board at the

next meeting must elect a new Secretary or Treasurer. For the avoidance of doubt, their resignation or removal from that role does not alter their status as a board member unless they have ceased to be a board member.

- (e) If the Chair, Deputy Chair, Secretary, or Treasurer resigns or is removed from the Board, the Board must at their next meeting elect a new Chair, Deputy Chair, Secretary, or Treasurer.

12. POWERS OF THE BOARD

12.1 Powers of the Board

- (a) The Board may exercise all IPAG's powers other than those that are required by the Incorporated Societies Act 2022 or these rules to be exercised by the members at a general meeting.
- (b) The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of IPAG, subject to such modifications, exceptions, or limitations as are contained in this Constitution.

12.2 Sub-committees

- (a) The Board may, by resolution, establish, or disestablish sub-committees to advise the Board and may delegate any of its powers (excluding the general power to manage and control all of the affairs of IPAG) to any such sub-committee.
- (b) The sub-committee:
 - (i) may include persons appointed by the Board who are not board members, but the Board must appoint a board member as that committee's Chair;
 - (ii) may co-opt or second any person it deems necessary (provided the sub-committee resolves to do so and the sub-committees Chair approves) to assist the sub-committee to carry out its duties on a short-term basis;
 - (iii) will have no power, unless specifically authorised by the Board in writing, to bind IPAG;
 - (iv) must regularly report to the Board on its activities;
 - (v) must comply with any requirements or regulations imposed on it by the Board;
 - (vi) must not sub-delegate any of its powers;

- (v) must comply with the duties of board members in rule 12.3 and the rules relating to conflict of interest in rule 12.4.
- (vi) subject to any other provision of these rules, may regulate its conduct and proceedings.
- (c) No person shall be appointed to a sub-committee who would not be eligible to be a board member of IPAG.

12.3 **Board member's duties**

- (a) A board member, when exercising powers or performing duties, is to act in good faith in what the board member believes to be the best interests of IPAG and in the manner which he or she believes will best attain the objects of IPAG.
- (b) A board member is to exercise a power for a proper purpose.
- (c) A board member must not act, or agree to IPAG acting, in a manner that contravenes the Incorporated Societies Act 2022, or these rules.
- (d) A board member must not:
 - (i) agree to the affairs of IPAG being carried on in a manner likely to create a substantial risk of serious loss to IPAG's creditors; or
 - (ii) cause or allow the affairs of IPAG to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to IPAG's creditors.
- (e) A board member must not agree to IPAG incurring an obligation unless the board member believes at that time on reasonable grounds that IPAG will be able to perform the obligation when it is required to do so.
- (f) A board member, when exercising powers or performing duties as a board member, is to exercise the care, diligence and skill that a reasonable board member would exercise in the same circumstances taking into account:
 - (i) the nature of IPAG;
 - (ii) the nature of the decision;
 - (iii) the circumstances applying at the time; and
 - (iv) the position of the board member and the nature of the responsibilities undertaken by him or her.

12.4 Conflicts of interests

- (a) A member of the Board is interested in a matter if the member of the Board:
 - (i) may obtain a financial benefit from the matter; or
 - (ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (iii) may have a financial interest in a person to whom the matter relates; or
 - (iv) is a partner, director, member of the Board and/or sub-committee, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- (b) However, a member of the Board is not interested in a matter:
 - (i) merely because the member of the Board receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022;
 - (ii) if the member of the Board's interest is the same or substantially the same as the benefit or interest of all or most other members due to the membership of those members; or
 - (iii) if the member of the Board's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Board in carrying out the member of the Board's responsibilities under the Incorporated Societies Act 2022 or these rules.
- (c) A member of the Board who is interested in a matter relating to IPAG must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - (i) to the Board; and
 - (ii) in the interests register kept by the Board.
- (d) Disclosure must be made as soon as practicable after the member of the Board becomes aware that they are interested in the matter.
- (e) A member of the Board who is interested in a matter:

- (i) must not vote or take part in the decision of the Board relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (iii) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board unless the Board decides otherwise.
- (f) However, a member of the Board who is prevented from voting on a matter may still be counted to determine whether there is a quorum at any meeting at which the matter is considered.
- (g) Where 50 per cent or more of board members are prevented from voting on a matter because they are interested in that matter, a special general meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise but where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Board shall consider and determine the matter.

12.5 Duties of committee members and conflict of interest rules apply to all officers of IPAG

- (a) Rules 12.3 and 12.4 apply with necessary modification to any person (although not being a board member) who is an officer of IPAG.

13. MEETINGS OF BOARD

13.1 Methods of holding meetings

- (a) A minimum of one (1) meeting of the Board must be held each two calendar months at such times and places and in such manner (including by audio, audiovisual, electronic communication or any combination) as it may determine and otherwise where and as convened by the Board Chair or Secretary.

13.2 Quorum

- (a) The quorum for board meetings is at least six board members.
- (b) If a quorum is not present within 30 minutes after the time appointed for the commencement of a committee meeting, the meeting is to be adjourned to such other date, time, and place as the Chair may appoint.
- (c) If a quorum is present at the start of a meeting but is no longer present during the

meeting, the Chair must suspend the meeting. The meeting may be adjourned to a later time, date, and place (or via electronic means). Any decisions made while the meeting lacks quorum shall be invalid.

13.3 Voting at board meetings

- (a) At any meeting of the Board all questions will be decided by resolution provided that any question relating to:
 - (i) the setting of any subscription fee;
 - (ii) appointment of any appointed board member;
 - (iii) selection of the Chair; and
 - (iv) adoption of the annual financial budget;

will be decided by a special resolution.

- (b) Each board member is to have one vote. Decisions are to take place by consensus voting, if consensus cannot be reached then a three-quarter majority (75%) is required to pass.

13.4 Minutes

- (a) Minutes must be kept by the Secretary of all board meetings.
- (b) Minutes of a board meeting which have been signed as correct by the Chair (or by the person acting as Chair for that meeting) are conclusive evidence of the proceedings at that meeting.

14. REGISTER OF INTERESTS

14.1 Register of interests

- (a) The Secretary, or such other person directed by the Board, shall at all times maintain an up-to-date register of the interests disclosed by board members, sub-committee members, and officers.

15. ACCESS TO OTHER INFORMATION

15.1 Access to other information

- (a) A member may at any time make a written request to IPAG for information held by it.

The request must specify the information sought in sufficient detail to enable the information to be identified.

- (b) IPAG must within a reasonable time after receiving a request:
 - (i) provide the information;
 - (ii) agree to provide the information within a specified period;
 - (iii) agree to provide the information within a specified period if the member pays a reasonable charge to IPAG (which must be specified and explained) to meet the cost of providing the information; or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which IPAG may refuse to provide the information, it may refuse to provide the information if:
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of IPAG or of any of its members;
 - (iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to IPAG;
 - (iv) withholding the information is necessary to maintain legal professional privilege;
 - (v) the disclosure of the information would, or would be likely to, breach an enactment;
 - (vi) the burden to IPAG in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information; or
 - (vii) the request for the information is frivolous or vexatious.
- (d) If IPAG requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the member informs IPAG:
 - (i) that the member will pay the charge; or

- (ii) that the member considers the charge to be unreasonable.
- (e) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020.

16. FINANCES

16.1 Finances

- (a) The funds and property of IPAG shall, subject to these rules, be controlled, invested, and disposed of by the Board and devoted solely to the promotion of the objects of IPAG.
- (b) IPAG shall maintain bank accounts with a registered bank in the name of the Incorporated Society.
- (c) All money received on account of the IPAG shall be banked within that calendar month. All cash received are to be securely stored in a lock box on site. If excess cash (more than \$1000) is held this must be immediately banked.
- (d) All accounts paid or for payment shall be submitted to the Board for approval of payment.
- (e) The Board must ensure that there are kept at all times accounting records that:
 - (i) correctly record the transactions of IPAG;
 - (ii) allow IPAG to produce financial statements that comply with the requirements of the Incorporated Societies Act 2022; and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or this Constitution.
- (f) The Board must establish and maintain a satisfactory system of control of IPAG's accounting records.
- (g) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.
- (h) The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of IPAG.
- (i) The Board must ensure an annual return under s 109 of the Incorporated Societies Act 2023 is given to the Registrar for registration.

17. BALANCE DATE

17.1 Balance date

IPAG's financial year shall commence on 1 July of each year and end on 30 June in the following year (the latter date being IPAG's balance date).

18. DISPUTE RESOLUTION

18.1 Raising Disputes

- (a) A complaint by anyone is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the complaint.
- (b) All members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to IPAG's activities.
- (c) The complainant raising a dispute, and the Board, must consider and discuss whether the dispute may best be resolved through informal discussions, mediation, or arbitration.
- (d) Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

18.2 Investigating disputes

- (a) This rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- (b) These disputes procedures are designed to enable and facilitate the fair, prompt, and efficient resolution of disputes.
- (c) Rather than investigate and deal with a dispute, the Board may:
 - (i) appoint a sub-committee to deal with the same; or
 - (ii) refer this to an external party, so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- (d) The Board or any such sub-committee or person considering any dispute is referred to hereafter as the "decision-maker".
- (e) The decision-maker:

- (i) shall consider whether to investigate and deal with the dispute, and
 - (ii) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by IPAG).
- (f) Where the decision-maker decides to investigate and deal with a dispute, the following steps shall be taken:
 - (i) The complainant and the member, or IPAG which is the subject of the dispute, must be advised of all details of the dispute.
 - (ii) The member, or IPAG which is the subject of the dispute, must be given an adequate time to prepare a response.
 - (iii) The complainant and the member, or IPAG which is the subject of the dispute, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A member may not make a decision on or participate as a decision-maker in regard to a dispute, if two or more board members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the dispute impartially, or without a predetermined view. Such a decision must take into account the context of IPAG and the particular case and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

18.3 Resolving disputes

- (a) The decision-maker may:
 - (i) dismiss a grievance or complaint;
 - (ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which IPAG and members shall comply); or

- (iii) uphold a complaint and reprimand or admonish the member, and/or suspend the member from membership for a specified period, or terminate the member's membership, and/or order the complainant (if a member) or the member complained against, to meet any of IPAG's reasonable costs in dealing with the dispute.

19. WINDING UP

19.1 Process

- (a) IPAG may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) Pursuant to Rule 4.1(d)(ix), upon the winding up of the organisation, all assets held by IPAG shall be transferred in their entirety to the Invercargill City Council, to be held and applied at its unfettered discretion for community and public art purposes.
- (c) The Secretary shall give notice to all members of:
 - (i) the proposed motion to wind up IPAG or remove it from the Register of Incorporated Societies;
 - (ii) the general meeting at which any such proposal is to be considered;
 - (iii) the reasons for the proposal; and
 - (iv) any recommendations from the Board in respect to such notice of motion.
- (d) Any resolution to wind up IPAG or remove it from the Register of Incorporated Societies must be passed by a special resolution of the members present and voting.

20. ALTERATION TO THE RULES

20.1 Amending these Rules

- (a) IPAG may amend or replace these rules at a general meeting by a motion passed by a special resolution of those members present and voting.
- (b) A motion to amend or replace the rules may be given by a member, or the Board.
- (c) Any proposed motion to amend or replace these rules by a member shall be given in writing to the Secretary at least 4 weeks before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (d) At least 2 weeks before the general meeting at which any amendment is to be considered the Secretary shall give to all members notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- (e) When an amendment is approved by a general meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration or such later nominated date.
- (f) Notwithstanding any other provision of these rules, the members shall not amend, alter or add to these rules in any manner which is inconsistent with, or contrary to the Incorporated Societies Act 2022, the Income Tax Act 2007 and any regulations made under those Acts (or an Act that replaces the Act) and all other applicable legislation. The provisions and effect of this rule shall not be removed from these rules and shall be included and implied in any document replacing these rules.

20.2 Minor and technical amendments

- (a) IPAG may amend its rules if the amendment:
 - (i) has no more than a minor effect; or
 - (ii) corrects errors or makes similar technical alterations.
- (b) The Board must ensure that written notice of the amendment is sent to every member of IPAG.
- (c) The notice must state—
 - (i) the text of the amendment; and

- (ii) the right of the member to object to the amendment.
- (d) If no objection from a member is received within 2 weeks after the date on which the notice is sent, IPAG may make the amendment.
- (e) If an objection is received, IPAG may not make the amendment.

20.3 Notification of amendment

- (a) IPAG must comply with the requirements under the Incorporated Societies Act 2022 in relation to a copy of any amendment being given to the Registrar of Incorporated Societies.

21. COMMON SEAL

21.1 Common seal

- (a) The common seal of IPAG must be kept in the custody of the Secretary.

22. CONTACT PERSON

22.1 Contact Person

- (a) The Board must ensure that there is at least one person appointed as a Contact Person as required by the Incorporated Societies Act 2022.
- (b) Any vacancy in the position of Contact Person must be filled within 20 working days after the vacancy occurs.
- (c) IPAG's Contact Person must be:
 - (i) At least 18 years of age;
 - (ii) A board member;
 - (iii) At all times be resident in New Zealand; and
 - (iv) Not disqualified under the Incorporated Societies Act 2022 from holding that office;
 - (v) Appointed by the Committee.
- (b) Any change in that Contact Person or that person's name or contact details must be

advised to the Registrar of Incorporated Societies within 20 working days of that change occurring, or IPAG becoming aware of the change.

23. POLICIES

23.1 Policies and Code of Conduct

- (a) The Board from time to time may make and amend policies for the conduct and control of IPAG's activities and codes of conduct applicable to members, but no such policies, or codes of conduct applicable to members shall be inconsistent with the Incorporated Societies Act 2022, regulations made under that Act, or these rules.