



RULES OF THE NELSON SUTER ART SOCIETY (INCORPORATED)

1. NAME

- (a) The name of the Society is “The Nelson Suter Art Society (Incorporated).”

2. OBJECTS

- (a) To promote the study, practice, and cultivation of the Fine and Applied Arts and to encourage the production of works of art.
- (b) To hold and promote exhibitions of works of art in the Nelson Region.
- (c) To provide and promote instruction in the several branches of the Fine and Applied Arts.
- (d) To support the Bishop Suter Art Gallery and its Trust Board.
- (e) To do all such other things as may be consistent with or incidental or conducive to the attainment of any of the foregoing objects.

3. POWERS

For the better attaining of its objects the Society shall have power to carry out any action which promotes its objects and without restricting such general power shall in particular have power:-

- (a) To invite, seek, raise, accept and receive donations, gifts, subscriptions, grants and subsidies for the purpose of furthering the objects of the Society and to create a special fund or funds for any particular object or objects.
- (b) To purchase, take on lease, licence or hire, or have vested in the Society any land or buildings.
- (c) To sublet or licence or hire any part or parts of any land or buildings held by the Society on such terms and at such rent or charge as shall appear desirable to the Society.
- (d) To associate, collaborate or combine with any person, firm, company, association, society, organisation, corporation or other body in any way which may assist in the attainment of the objects of the Society.
- (e) To employ servants or agents for such remuneration as is thought fit.
- (f) To organise such art unions and fund raising activities as may be in accord with law.
- (g) To enter into any arrangement with any government or local authority that may seem conducive to the objects of the Society or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out exercise and comply with the terms of the same.
- (h) To adopt such means of making known the objects and activities of the Society as may seem appropriate to the Society.
- (i) To borrow or raise or secure the payment of money in such manner as the Society shall think fit.

- (j) To operate bank accounts of every description and to invest and deal with the moneys of the Society not immediately required upon such trustee securities as may from time to time be determined by the Society in accordance with the Statement of Investment Policy and Objectives. (see appendix 1)
- (k) To pay all expenses and outgoings incurred in relation to the objects of the Society.
- (l) To take such legal steps as may be considered desirable or necessary by the Society to ensure the attainment of its objects inclusive of making any application, objection or appeal or issuing or appearing as a party to any local proceedings.
- (m) To purchase or acquire such paintings, pictures, drawings, statuary models, and other works of art of any kind whatsoever, as from time to time may be deemed suitable for the purposes of the Society and also all necessary materials, fittings and furniture for any gallery, building or premises in which the operations of the Society may be carried on, or which may be used as an Art Gallery or building by the Society for the promotion of Fine and Applied Arts.
- (n) To sell or otherwise dispose of any works of art belonging to the Society from time to time, or to exchange the same for other works of art.
- (o) To award an honorarium to any Honorary Officer.
- (p) To issue receipts for all moneys received by it.
- (q) To apply the funds and income of the Society towards the promotion and attainment of its objects and not otherwise.
- (r) To do any act, matter or thing which may appear to the Society to be incidental or conducive towards carrying into effect or the attainment of its objects.

4. MEMBERSHIP

4.1 General

Membership of the Society shall be open to any person, body or society subscribing to the objects of the Society.

4.2 Classes of Members

- a. Perpetual or Life
- b. Ordinary
- c. Family
- d. Student
- e. Social Welfare Beneficiary
- f. Corporate
- g. Working members

4.3 Perpetual Life Members

- (a) Any person nominated by the Committee as a person whose services to the Society entitle such person to the privileges of life membership and approved by any general meeting of the Society shall be an honorary life member.
- (b) Any person, body or society paying the subscription fixed for perpetual or life members shall be an ordinary perpetual or life member of the Society and shall remain a member so long as the Society and member exist.

4.4 Ordinary Members

- (a) The Trustees of the Bishop Suter Art Gallery Trust Board and the Director of the Bishop Suter Art Gallery shall be ordinary members of the Society by virtue of their office.

- (b) Any individual paying the subscription fixed for Ordinary Members shall be an Ordinary Member of the Society for that year.

4.5 Family Members

Any spouses or parents and children paying the subscription fixed for Family Members shall be Family Members of the Society for that year.

4.6 Student Members

Any person who is a full-time student at a registered educational establishment and who pays the subscription fixed for Student Members shall be a Student Member of the Society for that year. This class of member shall not have voting rights.

4.7 Social Welfare Beneficiary Members

Any person who is the recipient of a social welfare benefit under the Social Security Act 1964 or any statutory modification thereof and who pays the subscription fixed for Social Welfare Beneficiary Members shall be a Social Welfare Beneficiary Member of the Society for that year. This class of member shall not have voting rights.

4.8 Corporate Members

Any company, incorporated society or other body corporate paying the subscription fixed for Corporate Members shall be Corporate Members of the Society for that year.

4.9 Working Members

Any person who:-

- (a) Produces evidence satisfactory to the Committee of artistic ability.
- (b) Produces at least one work of art in each year for exhibition at any exhibition of works of art held or promoted by the Society.
- (c) Pays the subscription fixed for which soever of the foregoing classes of membership would otherwise apply to such person shall be a working member of the Society for that year.

5. Subscriptions

Every such member shall pay to the Society the appropriate subscription as may from time to time be determined by the Society. Subscriptions shall be payable in advance and shall be due and payable on the first day of January in each year. The Committee shall have power to rebate part or all of any subscription where it thinks proper.

6. Register of Members

The Society shall keep a Register of current members showing their names, addresses and occupations, and the date on which they became members.

7. MEETINGS

7.1 Annual General Meeting

The Annual General Meeting shall be held once in the first quarter of each year at such time as the Committee determines for the following purposes:-

- (a) To read and confirm the minutes of the last annual general meeting and any special general meeting.
- (b) To receive from the Committee a report and a duly audited or reviewed statement of accounts and balance sheet for the preceding financial year.
- (c) To elect the officers of the Society.
- (d) To fix membership subscriptions.
- (e) To consider and determine any general matters.

7.2 Special General Meeting

A Special General Meeting may be called at the instance of the Committee or upon the written request of any ten (10) Perpetual or Life, Ordinary, Family, Corporate or Working Members. The business at such a meeting shall be confined to such matters as have been raised by the Committee or in the written request of the members for a meeting.

7.3 Notice Of Meeting

Not less than ten (10) working days' notice of every General Meeting shall be sent by e-mail or standard letter post to all financial members.

7.4 Quorum

Eight (8) Perpetual or Life, Ordinary, Family, Corporate or Working Members shall constitute a quorum.

7.5 Chairman

The President, but if the President is absent, the senior office bearer of the Society present shall act as Chairman.

7.6 Voting

- (a) Voting except for the election of officers shall be by voices or a show of hands unless a secret ballot is requested by not less than five (5) members entitled to vote. If an election for any office is necessary a secret ballot shall be held.
- (b) Family and Corporate Members shall be entitled to exercise two votes. Other members excepting Social Welfare and Student Members shall be entitled to one vote each.
- (c) No proxy voting is permitted.
- (d) The Chairman shall if need be have a casting as well as a deliberative vote.
- (e) Unless otherwise provided by these Rules a simple majority decision shall be final.

8. MANAGEMENT

8.1 General

Subject to these Rules the general affairs of the Society shall be managed by the Committee which shall have full power to pursue the objects of the Society and determine the policy of the Society subject to the views of the Society in General Meeting. The Committee may from time to time make such by-laws consistent with

these rules as it thinks expedient for the wellbeing of the Society and may alter or rescind the same.

8.2 Officers

The Officers of the Society shall be:-

- (a) A Patron
- (b) A President
- (c) Two Vice Presidents
- (d) An Honorary Secretary who may also be the Honorary Treasurer
- (e) An Honorary Treasurer who may also be the Honorary Secretary
- (f) A Committee of ten (10) persons who shall elect from their members the Honorary Secretary and Honorary Treasurer.
- (g) An Auditor or Reviewer who shall be a qualified Accountant.
- (h) An Honorary Solicitor.

8.3 Appointment of Officers

- (a) The Patron, President, Vice Presidents, Committee, Auditor and Honorary Solicitor shall be elected at the Annual General Meeting of the Society (Amended March 2010).
- (b) No officer shall be elected to office unless he/she has consented in writing to nomination or is present at the meeting.
- (c) The Patron, Auditor or Reviewer and Honorary Solicitor shall hold office until resignation or a decision of the Annual General Meeting to the contrary.
- (d) The President shall hold office for no more than four (4) years concurrently.
- (e) The Honorary Secretary and Honorary Treasurer shall be appointed by the Committee from their members.

8.4 Committee Membership

- (a) In addition to its elected members the Committee may co-opt such additional members as it thinks fit whether to fill any vacancy or otherwise. Co-opted members shall have voting rights.
- (b) So long as the President of the Society is an ex officio member of the Bishop Suter Art Gallery Trust Board the Director of the Bishop Suter Art Gallery shall be an ex officio member of the Committee without voting rights.

8.5 Committee Meetings etc

(a) Meetings

The Committee shall meet as often as need be. Any three Committee members may request the Honorary Secretary to convene a meeting. Not less than three (3) days' notice of such a meeting shall be given either orally or by ordinary post to each Committee member.

(b) Quorum

The quorum for Committee Meetings shall be five (5).

(c) Chairman

The President or Senior Officer present shall be Chairman.

(d) Voting

Committee decisions shall be by simple majority. The Chairman shall, if need be, have a deliberative and casting vote.

8.6 Committee Members

In addition to its other powers under these rules the Committee shall have power:-

- (a) To appoint an Information Officer
- (b) To refuse to renew the membership of any member whose conduct has in the opinion of the Committee been contrary to the interests of the Society.

9. FINANCE

9.1 Financial Year

The financial year of the Society shall commence on the 1st day of January and end on the 31st day of December of the same year.

9.2 Control of Funds

The funds of the Society shall be under the control of the Committee. The funds shall be applied in keeping with the objects and powers of the Society and no dividend, gift or bonus in money shall be made to any of its members PROVIDED THAT an honorarium may be granted to any Honorary Officer.

9.3 Bank Accounts

All funds shall be held in the name of the Society in such names or unnamed fund or funds as is thought appropriate.

9.4 Signatories of Bank Accounts

The Committee may determine who shall be entitled to operate any banking accounts of the Society and the extent of their authority.

9.5 Powers to Borrow Money

- (a) The Committee shall have power to borrow money subject to the consent of a two third majority of the Society in General Meeting.
- (b) The terms of any such loan shall be determined by the Society in General Meeting provided however that the Society in General Meeting may vest all or any of its powers under this sub-section in the Committee.

9.6 Disposition of the Property of the Society in the Event of Winding-Up

In the event of the Winding-Up of the Society the assets of the Society shall be turned into money and upon discharging of the liabilities of the Society any surplus may be paid either to any other Incorporated Trust or Society in Nelson with an interest in the visual arts or to such other charitable trust in Nelson as the Society in General Meeting may determine.

10. COMMON SEAL

10.1 The control and use of the Common Seal

The Society shall have a Common Seal which shall be kept in the custody of the Secretary and such seal shall never be used for the execution of any document or

papers or otherwise except by the authority of the Committee and in the presence of two officers who shall sign every instrument document or paper of which the Seal is affixed and such attestation shall be sufficient evidence of authority to fix the same.

11. ALTERATIONS

These rules shall not be amended unless a two thirds majority of members present at any General Meeting held after ten (10) days' notice has been given to members of the proposed amendment so decide.

12. WINDING-UP

The Society may be wound up voluntarily if a majority of members present at any General Meeting held after ten (10) days' notice has been given to members of the proposed winding up so decide and the decision is confirmed as a subsequent general meeting called together for that purpose and held not earlier than thirty (30) days after the date of the meeting at which the decision to wind up was made.

13. REGISTERED OFFICE

The Registered Office of the Society shall be at such place as the Committee shall determine from time to time.

These rules were adopted at the 12.3.1979 AGM

Amendments to the rules

Date	Section Number	Amended by
March 2010 AGM	7.1(b), 8.2(g), 8.3(a)	P Askew
March 2016 AGM	7.3	N Duncan
March 2019 AGM	3(j)	L Hall
March 2019 AGM	8.3(e) (deleted)	L Hall
March 2019	Clause numbering changed	N Duncan

Appendix 1



NELSON SUTER ART SOCIETY INC.

Statement of Investment Policy and Objectives

Dated: 4 March 2019

Purpose

The purpose of this statement is to:

- Outline the policy and objectives that provides for the investment of the Nelson Suter Art Society's (NSAS) assets.
- Define the investment targets, lay down appropriate investment constraints, establish a process to monitor investment performance, and ensure adherence to the constraints agreed to.

Investment Philosophy

- The level of investment risk accepted will be a maximum of 'moderate' (refer FNZC Investment Profile Form) which will be reflected in the allocation of assets, the selection of specific investments, and the higher focus on income generation, rather that but not to the exclusion of capital growth.
- Recognizes that some risk via investment in growth assets must be accepted in an effort to achieve the targeted returns over the longer run.
- Diversification will contribute greatly to the management of risk and is considered an important aspect of the management of assets.
- In order to meet operating costs and provide the necessary cashflow, sufficient funds will be invested in readily negotiable assets, such as cash and short term deposits.
- Due to limited funds being available at present focus will be via Index Funds.

Investment Advisers Responsibilities

The Investment Advisers will be responsible for:

- The provision of investment information in accordance with the investment philosophy set out above.
- Implementing investment decisions made by the NSAS committee within the constraints and objectives stated herein.

- Ensuring that the investment constraints (e.g. investment restrictions) are adhered to in conjunction with the NSAS committee.
- Reporting investment returns and activity.

Investment Targets

In priority order:

- To achieve a minimum net annual return of the inflation rate plus 1.50% p.a. (RBNZ target is to maintain inflation within 2%-3% range).
- To achieve a positive return (as above) over each financial year, thus preserving the value of the assets invested.
- To grow the overall value of the assets from a base of the book value at 31/12/2018.

Investment Constraints by Asset Class

A. Cash and Short Term Investments (Up to 12 months)

- Defined as having a term of up to 12 months.
- For the NSAS day to day operating funds as managed by the NSAS committee
- Call/term investments with NZ registered banks, or building Societies subject to each bank retaining a minimum S&P credit rating of BB+ or higher:
 - SBS Bank
 - Nelson Building Society (NBS)
- Provision for other registered banks to be added to the above list.
- The maximum portfolio exposure to any one of the trading banks will be 50%.

B. Long Term investments (greater than 1 year)

Fixed Interest Investments

- These securities are defined as fixed income investments with terms to maturity greater than 12 months.

- These securities to comprise of up to 100% of the total long term investment portfolio.
- Investment to be undertaken through a licensed bond fund as suggested by the Society's investment advisor and agreed to by the NSAS Committee.

New Zealand Shares

- Investment to comprise up to 25% of the long term portfolio
- Investment to be undertaken through a New Zealand registered indexed fund of New Zealand shares
- The indexed fund to be suggested by the Society's investment advisor and agreed to by the NSAS committee.

Australian Shares

- Investment to comprise up to 25% of the long term portfolio
- Investment to be undertaken through a New Zealand registered indexed fund of Australian shares
- The indexed fund to be suggested by the Society's investment advisor and agreed to by the NSAS committee.

International Shares

- Investment to comprise up to 25% of the long term portfolio
- Investment to be undertaken through a New Zealand registered indexed fund of International shares.
- The indexed fund to be suggested by the Society's investment advisor and agreed to by the NSAS committee.

Investment Policy Ranges

- The assets of the NSAS will be invested within the following policy ranges:

Term	Asset class	Maximum %
Short	Cash/short term deposit	25
Long	Fixed interest	100
Long	NZ shares	25
Long	Australian shares	25
Long	International shares	25

Investment Restriction

- The NSAS committee will not directly invest in or hold securities in companies whose principal businesses operate in industries considered undesirable or which raise ethical or moral issues, as stipulated by the NSAS committee. Should these investments be part of any indirect for example Exchange Traded Funds (EFT's) holding we will not debar that holding from consideration.

Monitoring and Review

- The NSAS committee will appoint suitable independent Investment Advisers to advise, implement, and report on the Society's investment portfolio. The criteria for appointing, and reviewing the position of Investment Advisors are at the discretion of the committee and will include such considerations as (but not limited to) the following:
 - Holding and maintaining appropriate and required industry certification at a high level;
 - Having a strong reputation for quality and performance;
 - A preference for Advisors strongly linked to the local community; and,

- Being well aligned to the objectives of the NSAS.
- The performance of the total Fund, and its Investment Advisers, shall be reviewed by the NSAS Committee on an annual basis.
- All aspects of the Society's operation are subject to change from time-to-time as circumstances dictate. In particular, a formal review of the Society's investment strategy should be conducted on a three yearly basis, or at any other time warranted by changes to the Society's objectives, the Investment Advisers, or the investment environment.
- The Investment Advisor will report to the Committee once a year to review performance over the preceding twelve months.

Date _____

Signed _____ **(President)**

Signed _____ **(Secretary)**