

**CONSTITUTION OF
METHVEN DISTRICT HERITAGE ASSOCIATION INCORPORATED**

1 Name:

The name of this society shall be Methven District Heritage Association Incorporated.

2 Objects:

The objects of the Society will be as follows:

- 2.1 To take an active role in recording and displaying the many facets of community life (both past and present) in Methven and its surrounding districts for the enjoyment of its citizens and for visitors.
- 2.2 To establish a Heritage, Cultural, Education and Community Centre for the dual purpose of providing a visitor attraction of international standard as well as an up to date community facility.
- 2.3 To convert an existing building or to construct a new building which could serve a number of community purposes including (but not limited to) the following:
 - 2.3.1 To serve as a multi-functional community centre;
 - 2.3.2 To serve as a venue for the display or exhibit of items of social, historical, cultural, musical, educational, artistic, religious and/or sporting interests;
 - 2.3.3 To provide a venue for sporting and recreational pursuits;
 - 2.3.4 To provide a venue for theatre and performing arts;
 - 2.3.5 To be a place of assembly for interest groups in the community.
- 2.4 To complement and support other individuals or groups within the community which have similar objectives to this organisation.
- 2.5 To further cultural, recreational, musical, sporting, social, educational and historical interests for the benefit of members of the Methven community and the surrounding districts.
- 2.6 To employ staff with a view to furthering the Society's objectives.
- 2.7 To raise or borrow moneys in such manner and on such security as the Management Committee of this Society shall think fit.
- 2.8 To hold or purchase, acquire by gift, devise or bequest any property real or personal in the name of the Society or otherwise which shall be deemed expedient for the purposes of the Society and to sell, exchange, mortgage, pledge, lease, hire out or grant any option over any such property into erecting buildings on any land included in such property with the power to alter or pull down buildings and rebuild the same.
- 2.9 To support the Heritage Centre and its Board of Directors in areas such as the provision of volunteers, the convening of Appointments Committee meetings, with fund raising and generally to promote the efficient operation of the Centre and to enhance its reputation.

3 Membership

- 3.1 Any person or organisation whose application for membership is approved by the Management Committee.
- 3.2 Any person or organisation who the Management Committee considers will assist to attain the objectives set forth above.
- 3.3 The Society shall have the power to establish and set either a membership fee or subscription for members.

4 Resignations

- 4.1 Any person may resign from the Society by giving notice in writing to the Secretary.
- 4.2 The Management Committee shall have the power to request any member to resign or to determine any membership without explanation but for the purpose of this Rule the vote of not less than two-thirds of the whole Management Committee shall be necessary.

5 Annual General Meetings

- 5.1 The Annual General Meeting of the Society shall be held in the month of May each year. Twenty-eight days notice of the Annual General Meeting shall be given to members and such notice shall specify the general nature of any business intended to be transacted at such meeting. Notice may be given by way of a public notice advertisement in a newspaper, or writing, by facsimile or by electronic mail. At the Annual General Meeting the following matters shall be presented:
 - 5.1.1 The accounts for the year and the confirmation of the Minutes of the preceding Annual General Meeting.
 - 5.1.2 The Election of the Management committee for the ensuing year.
 - 5.1.3 The Election of Auditor and Solicitor.
 - 5.1.4 Decision on any resolution which may be duly submitted to the Meeting.

6 Ordinary General Meetings

- 6.1 Ordinary General Meetings shall be held at such times and places as the Chairperson or in his absence or inability the Management Committee shall direct for the purposes of transacting the business of the Society and deciding upon such resolutions as shall be duly submitted to the meeting.
- 6.2 Notice of Ordinary General Meetings shall be given by telephone or facsimile or by electronic mail.
- 6.3 The Chairperson shall preside at all meetings of the society and in the absence of the Chairperson the Vice-Chairperson shall preside over the meeting and in the absence of the Vice-Chairperson the Management Committee shall elect its own Chairperson from members of the Management Committee present.

7 Investment

- 7.1 All moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account or accounts with a registered trading or trustee bank and all withdrawal slips and cheques drawn or used in respect of the account or accounts

shall be signed or endorsed by those persons for the time being authorised by the Management Committee to so sign or endorse the cheques or withdrawal slips.

- 7.2 The surplus funds of the Society may be invested in such securities as are approved by the Management Committee who shall have regard to the investment principles set forth in the Trustee Act 1956 and its amendments.

8 Registered Office

- 8.1 The registered office of the Society shall be preferably located in the Mid-South Canterbury area at such place as the Management Committee may from time to time determine.

9 Management

- 9.1 The management of the affairs of the Society shall be in the hands of a Management Committee consisting of the following persons:

9.1.1 The Officers of the society, namely, the Chairperson, Vice-Chairperson, Secretary and Treasurer, and two or three other members of the Society elected at its Annual General Meeting, depending on whether the Secretary and Treasurer is combined into one person. That is, if the Secretary and Treasurer is one person, then three additional members shall be elected to the Management Committee pursuant to this clause.

9.1.2 Four members of the Management Committee personally present at any meeting shall form a quorum for the purposes of conducting the business of the Society therein reserved for the Management Committee. As often as a vacancy shall occur in the Management Committee, that vacancy shall be filled by a duly appointed or elected representative from the Society. The Management Committee shall have the power to appoint a member to fill any vacancy in the Officers of the Society. Any member of the Management Committee absent for three consecutive meetings without leave shall forfeit his seat. Where a member of the Management Committee who is absent or is likely to be absent because of illness or for any other valid reason for three consecutive meetings, then the Management Committee may appoint another member to temporarily replace him.

10 Election of Officers

- 10.1 The Officers of the Society shall be proposed and seconded at the Annual General Meeting, except in the case of casual vacancies as is hereinbefore provided.

11 Voting

11.1 Any member present at any meeting shall be entitled to one vote on each resolution or matter except as hereinbefore provided). Any member organisation shall be entitled to one vote via a nominated representative.

11.2 In the case of equality of votes, the Chairperson shall be entitled to a casting vote.

12 Methven Heritage Centre Governance And Management – Board of Directors

- 12.1 There shall be established by the Society a Board of Directors called "the Management Board" the function of which shall be the governance and management of the Methven Heritage Centre.

- 12.2 The Directors will be responsible for all aspects of running the Heritage Centre in order to ensure that it is run along sound commercial lines while preserving the amenities of the Mt Hutt Memorial Hall as a community facility.
- 12.3 The Management Board shall consist of not less than six but not more than nine persons. All members of the Board shall have full voting rights a managing director may be appointed in addition to that number.
- 12.4 The Directors shall be appointed by the Appointments Committee. At least five directors shall reside within the Ashburton District.
- 12.5 The Appointments Committee will establish a rotation so that each Director has a term of three years and approximately one third shall retire each year. Retiring Directors shall be eligible for reappointment.
- 12.6 The Directors will report regularly to the Association. This will include an annual report and financial report to the AGM of the Association and also to the Ashburton District Council for the attention of the Chief Executive Officer.
- 12.7 The Directors may meet together for the dispatch of the business relating to the management and governance of the Management Board.
- 12.8 A quorum of the Management Board shall comprise three quarters of the appointed members at any give time.
- 12.9 Questions arising at any meeting of the Directors shall be determined by a majority of votes of the Directors and each Director shall have one vote.
- 12.10 Any committee of the Board including a building subcommittee, a snow subcommittee and the agricultural/arable subcommittee may exercise powers delegated to it by the Directors and shall have power to co-opt members with special experience and knowledge.
- 12.11 The Board shall elect its own Chairman and the Chairman shall not have a casting vote at board meetings.
- 12.12 Meetings of the Board shall be called by the Chairman, Managing Director if there is one or by no fewer than three Directors of the Board.
- 12.13 There shall be at least ten board meetings each year.
- 12.14 At any meeting of the Board a quorum shall be two fewer than the number of elected Board Members at that time. If the number of Directors exceeds seven a quorum will be three fewer than the number of elected Board Members at that time.
- 12.15 The Board shall have authority and power as follows:
 - i. To undertake the financial management of the Methven Heritage Centre's affairs including the production of income, fundraising and control of expenditure.
 - ii. The appointment of a centre manager.
 - iii. To oversee marketing promotion, lobbying and day to day management and project management.
 - iv. To delegate such of its functions as it shall decide.

- v. To setup from time to time such subcommittees of the Board as the Board thinks fit for the purposes of assisting the Board to investigate and/or undertake any particular aspect of its duties or any particular matter or any project on behalf of the Board or make any recommendation in respect of the same.

13 Appointment's Committee

- 13.1 There shall be established by the Society an Appointments Committee called the Appointments Committee. The Appointments Committee will appoint the Directors of the Management Board.
- 13.2 The Appointments Committee shall comprise:
 - i. Five persons elected by the members of the Society.
 - ii. Two persons appointed by the Ashburton District Council.
 - iii. The Chairperson of the Management Board.
- 13.3 The members of the Appointments Committee shall hold office for three years and after the first year a rotation will be established in order to implement three year terms. Members shall retire by rotation at each AGM. Members shall be eligible for reappointment.
- 13.4 The duties of the Appointments Committee shall comprise:
 - i. The appointment of Directors to the Management Board of the Society to ensure that Directors with the appropriate balance of skills and experience are appointed to the Management Board.
 - ii. To appraise the performance of the Management Board in conjunction with the Directors.
- 13.5 A quorum of the Appointments Committee shall comprise five members.
- 13.6 All decisions of the Appointments Committee shall be determined by a majority decision. Where there is a deadlock the Chairperson of the Appointments Committee shall not have a casting vote.
- 13.7 The Appointments Committee shall elect on an annual basis a Chairperson.

14 Alteration to the Rules

- 14.1 The Rules may be added to repealed or amended by resolution at any General Meeting of the Society provided that notice of such proposed amendments additions or alterations together with the names of the proposer and seconder thereof shall be given to the Secretary twenty-eight (28) clear days before the day fixed for such Meeting and such notice shall be sent to all members at least fourteen (14) days before the date of such meeting. No alteration of a Rule or a new Rule passed at a General Meeting shall be replaced before the next Annual General Meeting except by a resolution carried by at least two thirds of the members present and no alteration or addition shall be valid unless accepted by the Registrar under the Incorporated Societies Act 1908.

15 The Seal

- 15.1 The Seal of the Society shall be in the custody of the Secretary who shall affix it to such documents as the Management Committee may from time to time direct in the presence of the Chairperson or two Members of the Management Committee who shall with the Secretary add his or their signatures and such attestations shall be conclusive evidence of the authority to fix the Seal.

16 Dissolution

- 16.1 Upon the dissolution of the Society the assets and funds of the Society available for distribution after all creditors have been paid shall be transferred to such other organisations or bodies in the Methven District (that is, within a twelve kilometre radius of the Methven Town Square) which have similar aims and objectives of the Society and if no such suitable organisation exists then the said assets and funds may be paid to such charitable organisations within the Methven District as the Society may determine.