

**THE ARCHITECTURAL CENTRE
INCORPORATED**

ARTICLES OF ASSOCIATION

Amended 2012

CONTENTS

- OBJECTS and POWERS
- THE CONSTITUTION OF THE ARCHITECTURAL CENTRE INC.
- PECUNIARY PROFIT
- MEMBERSHIP
 - Classes of Membership
 - Termination of Membership
 - Fees
- MANAGEMENT
 - Officers of the Centre
 - Duties of Officers
- SUBSCRIPTIONS
- FINANCE
- AUDITOR
- MEETINGS
- COMMON SEAL
- ALTERATION of the RULES
- WINDING UP of CENTRE
- IRD CLAUSE

THE ARCHITECTURAL CENTRE INCORPORATED

CONSTITUTION 2012

The name of the society is The Architectural Centre Incorporated hereinafter referred to as "the Centre".

OBJECTS AND POWERS

The Centre shall be operated on a non-profit basis with the following objects:

1. To work for the general improvement of the urban environment.
2. To promote the association of persons engaged or interested in urban planning and design.
3. To promote a true understanding of Architecture and Design amongst the community.
4. To collaborate with like-minded organisations in this and other countries.
5. To support the maintenance of an archive of books, pamphlets, periodicals and other documents relating to the above activities, and to encourage the publication of such materials.

In furtherance of the objects, the Centre may exercise all or any of the following powers:

- To hold and promote conferences, meetings, exhibitions, competitions, entertainments, lectures and addresses and to give awards to exhibitors and competitors.
- To consider, critique and recommend changes of law and administration relating to or affecting architecture and urban planning.
- To acquire, hold, manage and dispose of land or interests in land in New Zealand and/or any personal property in New Zealand or elsewhere, and to erect and maintain buildings upon any land.
- To accept any gift, either by endowment or as a gift *inter vivos* or by bequest, given for the furtherance of the objects of the Centre or any similar objects.
- To accept and discharge trusts attached to any such gift.
- To borrow moneys to further the objects of the Centre and to give for repayment of such moneys and interest thereon security over any real or personal property of the Centre.
- To invest any funds of the Centre in any investment permitted by law or on deposit or current account with any trading or savings bank in New Zealand.
- To join for the furtherance of any of the objects of the Centre with any body or persons or institution having the same or any similar objects and to enter into reciprocal relations as to admission to membership, issue of publications, or any other object whether in New Zealand or overseas.
- To contact with or engage any person of any profession to carry out any of the objects of the Centre and to remunerate them accordingly.
- To charge and collect fees for activities undertaken from time to time by the Centre.

PECUNIARY PROFIT

The Centre's income or funds will not be used for the private benefit of members.

MEMBERSHIP

Membership shall be automatic and open to fee paying applicants.

There are six classes of Membership:

- **Life**: Awarded by three-quarters majority vote at the Annual General Meeting and having voting rights.
- **Honorary**: Awarded by the Council to certain individuals or office holders of organisations whose objects are compatible with those of the Centre. An Honorary member is entitled to attend all the functions of the Centre but is not entitled to vote at meetings.

Subscribers

Membership is by payment of an annual fee. Upon payment of the fee each member shall be deemed to have accepted the objects of the Centre and will be issued with a copy of the Articles of Association.

- **Corporate**: By subscription, for companies with up to ten principals. Corporate members have one vote at meetings, and only principals are eligible for election to the committee.
- **Individual**: By subscription, with one vote.
- **Family**: By subscription, for a couple where both partners wish to participate in the Centre's activities. Family members have one vote at meetings.
- **Student**: By subscription, for an individual enrolled at a tertiary educational institution, with one vote at meetings.

A Register of Members will be kept containing: the type of membership, date of application for membership, the date of termination of membership and any other particulars as directed by the Council.

FEES

Annual fees will be set by the Council and put to the Annual General Meeting for ratification.

Termination of membership

A member will cease to be a member if:

1. He/she persists in failing to act in accordance with the objects of the Centre.
If and when necessary a member shall be warned of his/her failure to act by an office holder of the Centre acting on a resolution of the Committee; after three warnings membership shall be terminated by a resolution carried by all general meeting members.
2. Any member may resign his/her membership by notice in writing or by verbal indication to the Centre's Secretary, in which case he/she ceases to be a member at the date on the letter.
3. If after three months from the due date of the annual subscription a member has defaulted on payment, the member will be issued with a reminder notice. If after another month the subscription fee is unpaid the membership will be terminated.
4. If any member is guilty, whether in New Zealand or elsewhere, of conduct which in the opinion of the Council is derogatory to the Centre, the Council may resolve that he/she be expelled from the Centre, such resolution being subject to confirmation at a General Meeting before becoming effective.
5. On the termination of Membership whether by death, resignation, expulsion or otherwise, the member or the member's estate shall cease to have any right or claim upon the Centre's property or funds.

MANAGEMENT

1. The affairs of the Centre shall be managed by a committee drawn from members and elected at the Annual General Meeting or co-opted from time to time by the committee.
2. The committee shall comprise the following office bearers:
 - President
 - Secretary
 - Treasurer
 and other office bearers as the committee may deem appropriate to appoint.
3. The committee shall further have the power to:
 - (a) Appoint from time to time subcommittees for any purpose connected with the management of the affairs of the Centre and to delegate to them such powers as the committee may see fit, with full powers to co-opt.
 - (b) Generally carry out the objects and rules of the Centre and to manage all the Centre's affairs.

OFFICERS OF THE CENTRE

The officers of the Centre shall be as follows:

- (a) President, Secretary, Treasurer, Student representative and other office holders as the committee may assign.
- (b) Apart from the above, the Annual General Meeting may elect up to twelve members for the committee.
- (c) Committee members must be financial at the time of election.
- (d) A person elected to the committee shall cease to be a Member and a casual vacancy shall be created in any of the following cases:
 - (i) If he/she ceases to be a Member of the Centre.
 - (ii) If he/she resigned from the Centre.
 - (iii) If the member misses three successive meetings or four meetings in all from the date of his/her last election.
 - (iv) If, in the opinion of the Centre, he/she becomes incapable of contributing effectively through illness or other reason.

DUTIES OF OFFICERS

The President

- (a) Shall be recognised as spokesperson for the Centre, and shall ensure that all meetings of the Centre are chaired at which he or she is present. If the President is absent the meeting shall elect a committee member to deputise.
- (b) Decisions will be made by consensus. In the event of consensus not being achieved then the whole Centre will be consulted and votes called for at a special meeting.
- (c) The President as chair of any General Meeting may have both a deliberative vote and a casting vote.

The Secretary

- (a) Will prepare notices of meeting, meeting agendas, and record the minutes of the Centre's meetings. In the Secretary's absence the meeting shall elect a committee member to deputise.
- (b) Will maintain the Register of Members.
- (c) Will take written nominations for election of members to Council. Notice of nomination signed by the member seeking election and the proposer should be sent to the Secretary ten days before the Annual General Meeting.

The Treasurer

- (a) Shall collect all moneys and donations and keep proper books of account of the same.
- (b) Shall pay all Centre funds into a bank account as the committee shall direct.
- (c) Shall sign all cheques for disbursement in conjunction with the President or other committee members appointed for that purpose.
- (d) Shall ensure that each financial year full accounts for the Centre's operations shall be prepared. These accounts must be audited and presented to the AGM of the Centre. The Register of Members and Minutes of General Meetings shall be open to inspection by any member of the committee at any reasonable time.

SUBSCRIPTIONS

- (a) Fees are paid annually at rates set by committee and ratified at the Annual General Meeting.
- (b) If a person joins half way through the subscription year, he or she shall pay half the set fee. This also applies to corporate membership.
- (c) The subscription year of the Centre is from 1 May to 31 April.
- (d) A member in arrears is not eligible to speak or vote at any Centre meeting or to enjoy the privileges of membership.
- (e) On termination of membership no fee refund is payable.

FINANCE

- (a) The Centre's financial year shall end on 31st January.
- (b) The trustees of the Centre' bank account shall be the Treasurer, the President and one other committee member. Any two of these persons must sign on the Centre's accounts.
- (c) All securities of the Centre shall be kept in such custody as the Centre may from time to time direct.
- (d) All funds and property of the Centre except such as are held for some specific purpose shall be available for the furtherance of any one or more of the objects of the Centre, but shall not be used for any other purpose.

AUDITOR

1. There shall be an Auditor of the Centre who shall be a member of the New Zealand Society of Accountants, and shall not be a member of the Committee, and may or may not be a member of the Centre.
2. The Auditor shall be elected annually at the Annual General Meeting of the Centre, and shall (except in the case of a casual vacancy caused by death, resignation, absence from New Zealand, illness or incapacity to act) remain in office until he/she has audited the accounts of the financial year in which he/she was elected.
3. In the case of a casual vacancy caused as aforesaid, the Executive shall elect a qualified person as Auditor to remain in office so long as the Auditor whom he/she replaces would otherwise have remained in office or until replaced at a special general meeting of the Centre.
4. The Treasurer shall allow the Auditor to inspect books of accounts, vouchers, securities, minutes, and other records and all such other information as the Auditor requires for the purpose of auditing the accounts.

MEETINGS

The committee shall meet monthly until decided otherwise. Seven members of the committee shall form a quorum.

The Annual General Meeting of the Centre shall be held not later than three months after the end of the financial year. Two weeks' notice of the meeting shall be given. Notice will be given to all members.

The regular business of the Annual General Meeting shall be:

- (i) To receive the annual report and finance statements of the Centre.
- (ii) To confirm the names of those members eligible for committee membership, and to elect the office bearers from amongst those eligible.

Special General Meetings may be called with two weeks' notice, by the President and/or the Secretary, or at the written request of twelve members of the Centre. Twelve members in attendance shall form a quorum for a Special General Meeting. No business shall be conducted other than for which the meeting was called and matters arising. At any meetings each member of the Centre attending shall have speaking and voting rights. Votes are allocated as per the classes of membership.

COMMON SEAL

The Common Seal of the Centre shall be a design approved by the committee. It shall be kept by the Secretary who shall affix it to any deed or document only upon a resolution of the committee in that behalf. The affixing of the Seal shall be countersigned by the Secretary and the President or, in the unavoidable absence of the President, the Secretary and the Treasurer.

ALTERATIONS OF THE RULES

The rules, or any of them, may be altered, added to, or rescinded at any time by two-thirds majority of the members present and eligible to vote at any general meeting provided that written notice of the *proposed* amendment is given to the Secretary at least twenty-one days before the date of such meeting. Notice of the general meeting at which such an amendment is to be proposed shall be circulated to members by the Secretary with notice of such amendment.

WINDING UP OF CENTRE

In the event of a decision at any general meeting of the Centre that the Centre be wound up, and after the satisfaction of all its debts and liabilities, any funds, equipment and other assets of the Centre shall be given to some other non-profit body or to some other charitable purpose in New Zealand in accordance with a resolution of the members at such a general meeting. Members shall not participate in any surplus on winding up.

IRD CLAUSE

No addition to or alteration of the "pecuniary profit" clause or the "winding up" clause shall be approved without the Inland Revenue Departments' approval.