

**CONSTITUTION OF**  
**PRAYAS CULTURAL GROUP OF NEW ZEALAND INCORPORATED**  
*[ A New Zealand based non-profit society ]*

**1. NAME**

The name of the society shall be Prayas Cultural Group of New Zealand Incorporated, hereinafter referred to as the 'Society'.

**2. OBJECTIVES**

- (i) To put up an annual stage production, of aesthetic value and entertainment, by the Indian community. These productions would be based on the works of noted Indian playwrights with available and established English translations. To stage these productions, Prayas will call on talent from across the diverse regional Indian population in New Zealand.
- (ii) To associate and forge links with other Asian/minority communities in New Zealand for establishing a NZ Diversity Theatre/Performing Arts Festival/Day.
- (iii) To take initiatives to integrate the diverse regional Indian groups/communities in New Zealand and build and enhance the Indian community's image and profile through productions of caliber that have the potential to engage the wider society in New Zealand.
- (iv) To promote activities that celebrate the uniqueness of the NZ culture of unity among diversity

**3. MEMBERSHIP**

- To qualify to be a member, a person shall have to be a resident of NZ.
- Membership application will have to be made in a prescribed form addressed to the Secretary of the organisation.
- The Board of Fuctionaries whose decision shall be final will confirm approval of membership.
- A member can relinquish his/her membership by giving written notice to the Secretary.
- A membership shall automatically cease, should the member fail to pay his/her membership fees within the 15 days of lodging the application.

#### **4. SUBSCRIPTIONS**

To fulfill the basic functions of the society as also contribute towards organizing concerts and cultural sessions, the subscription rate for every adult would be \$20.00 per person.

#### **5. SUSPENSION / EXPULSION**

This being a non-profit, voluntary society; no formal induction as also suspension / expulsion of member(s) is proposed. However, this society being committed to uphold some tenets of culture and arts, the Board of Functionaries and at least two-third majority of the existing members reserve the right to ask a member to cease to be one should he / she be found to persistently act and express contrary to the letter and spirit of the society.

#### **6. CHANGES TO THE SOCIETY'S RULES**

Any amendment, induction and/or deletion to the rules of the society is possible only through the unanimous consent of the Board of Functionaries and a two-third majority of the members.

#### **7. BOARD OF FUNCTIONARIES**

The society shall have a minimum of 3(three) Directors and maximum of 7 Directors and collectively they shall be known as the Board of Functionaries. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Board of Functionaries will upon their election, select among themselves the following office bearers:

- President
- Secretary
- Treasurer

##### **7.1 Powers**

Subject to the provisions of Incorporated Societies of New Zealand and any limitations within the general law of the land and code of conduct relating to action required or permitted to be taken or approved by the members, if any, of this society, the activities and the affairs of this society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Functionaries.

##### **7.2 Duties**

7.2.1 Perform any and all duties given to them collectively or individually by law, by the Articles of the Society or by these Bylaws.

- 7.2.2 Supervise all officers, agents and employees of the society to assure that their duties are performed satisfactorily.
- 7.2.3 Meet at such times and places s required by these Bylaws.
- 7.2.4 Register their addresses with the Secretary of the society and notices of meetings mailed (surface or electronic) to them at such addresses shall be deemed as valid notices thereof.

### **7.3 Qualification**

The Directors in the Board of Functionaries of this society shall be residents of New Zealand.

### **7.4 Term of Office**

Each Director shall hold office for a term of 2(two) years and until a successor Director has been elected and qualified, or until the demise, resignation or removal of such Director.

### **7.5 Nomination**

Any person qualified to be a Director under these Bylaws may be nominated by the method of nomination authorized by the existing Board of Functionaries.

### **7.6 Compensation**

The Directors of the Board of Functionaries shall serve without any compensation.

### **7.7 Place of Meetings**

Meetings shall be held at a designated place at Auckland. The venue of meetings can be changed to any other destination, subject to the written consent of all the members of the Board of Functionaries.

### **7.8 Regular and Annual Meetings**

Regular meetings of Directors shall be held on at least a quarterly basis on a date agreed to by a majority of the Directors.

### **7.9 Special Meetings**

Special meeting of the Board of Functionaries may be called by the President, the Secretary, or by any two Directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting.

### **7.10 Notice of Meetings**

Regular meetings of the Board may be held without any notice. Special meetings could be held upon intimation by surface mail, electronic mail or confirmed telephonic message, at least 2 (two) days before the meeting.

### **7.11 Contents of Notice**

Notice of meetings shall specify the place, date and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

### **7.12 Waiver of Notice and Consent to Holding Meetings**

The transactions of any meeting of the Board, however called and noticed, and wherever held, are as valid as though the meeting had been duly held after

proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting, each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals, shall be filed with the records and / or made a part of the minutes of the meeting.

#### **7.13 Quorum for Meetings**

A quorum shall consist of two-third of the Board of Functionaries. The Board shall consider no business in absence of a quorum and the only motion, which the Chair shall entertain in absence of a quorum, is a motion to adjourn.

When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by the announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum of the meeting due to the withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a two-third majority of the required quorum.

#### **7.14 Conduct of Meetings**

Meetings of the Board of Functionaries shall be presided over by the President of the Society, or in his or her absence by a Chairperson chosen by a two-third of majority of the Directors present at the meeting. The Secretary of the society shall act as Secretary of all meetings of the Board, provided that in his or her absence, the Board shall appoint another person to act as Secretary of the meeting. Minutes of the minutes shall be kept and be circulated to all the members.

#### **7.15 Vacancies**

Vacancies on the Board of Functionaries shall exist –

- a) on the death, resignation or removal of any Director and
- b) whenever the number of authorised Directors is increased.

#### **7.16 Non-liability of Directors**

The Directors shall not be personally liable for the debts, liabilities or other obligations of the society.

### **8. OFFICERS**

#### **8.1 Duties of President**

The President shall be the chief executive officer of the society and shall, subject to the control of the Board of Functionaries, supervise and control the affairs of

the society. Except as otherwise expressly provided by law of the land, by the Articles of Incorporated Society (of NZ) or by these Bylaws, he or she shall, in the name of the society, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time authorised by the Board of Functionaries.

### **8.5 Duties of Secretary**

The Secretary shall :

- 1) Certify and keep at the office of the society, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- 2) Keep at the office of the society or at such other place as the Board of Functionaries may determine, a book of the minutes of the Directors.
- 3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by any other applicable law.
- 4) Be custodian of the records and the seal of the society and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the society under its seal is authorised by law or by these Bylaws.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by the law of the land, by the laws of Incorporated Societies or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Functionaries.

### **8.6 Duties of Treasurer**

Subject to the provisions of these Bylaws relating to the "Execution of Instrument, Deposits and Funds", the Treasurer shall :

- 1) Have charge and custody of, and be responsible for, all funds and securities of the society, and deposit all such funds in the name of the society uin such banks, trust companies, or other depositories as shall be selected by the Board of Functionaries.
- 2) Receive, and give receipt for, monies due and payable to the society from any source whatsoever. Disburse or cause to be disburse the funds of the society as may be directed by the Board of Functionaries, taking proper vouchers for these disbursements.
- 3) Keep and maintain adequate and correct accounts of the society's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains or losses.
- 4) Exhibit at all reasonable times the books of account and financial records to any Director of the society, or to his or her agent or attorney on request thereof.
- 5) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the society.
- 6) Prepare , or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of the Treasurer and such other duties as may be required by the law of the land, by the laws of

Incorporated Societies or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Functionaries.

## **9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **9.1 Execution of Instruments**

The Board of Functionaries, except as otherwise provided in these Bylaws, may authorise any officer or agent of the society to enter into any contract and deliver any instrument in the name of and on behalf of the society and such authority may be general or confined to specific instances. Unless so authorised, no officer, agent, or employee shall have any power or authority to bind the society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **9.2 Cheques and Notes**

Except as otherwise specifically determined by resolution of the Board of Functionaries, or as otherwise required by law, cheques, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the society shall be signed by the Treasurer of the society.

### **9.3 Deposits**

All funds of the society shall be deposited from time to time to the credit of the society in such banks, trust companies, other depositories as the Board of Functionaries may select.

### **9.4 Gifts/Grants**

The Board of Functionaries may accept, on behalf of the society, any contribution, grant, gift, bequest, or device for the charitable or public purposes of the society.

## **10. RECORDS, REPORTS AND SEALS**

### **10.1 Maintenance of Records**

The society shall keep at a designated office :

- a) Minutes of meetings
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A latest copy of the society's constitution.

## **10.2 Seal for the Society**

The Board of Functionaries may adopt, use and at will alter, a seal for the society. Such seal shall be kept at a designated office of the society. Failure to affix the seal to the society's instruments, however, shall not affect the validity of any such instrument.

## **10.3 Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **10.4 Right to Copy and make Extracts**

Any inspection under the provisions of this Bylaw may be made in person or by agent or attorney and the right to inspection includes right to copy and make extracts.

## **11. FISCAL YEAR**

The fiscal year of the society shall be commencing from April 1<sup>st</sup>, and ending with March 31<sup>st</sup>.

## **12. WINDING UP OR DISSOLUTION**

- (a) The Society may be wound up voluntarily if at a General Meeting of its members, a resolution was passed requiring the Society to be wound up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.
- (b) Any property belonging to the Society on a voluntary winding up and all the property of the Society in the event of the dissolution by the Registrar shall, subject to the payment of any debts and liabilities of the Society, be donated to any charitable/voluntary organization having similar objectives. The name of the charitable/voluntary organization will be decided in a General Meeting.

## **13. COMMON SEAL**

The Society shall have a common seal, which shall be in the custody of the Board of Functionaries and shall not be used without the authority of the Board of Functionaries and its affixing to be witnessed by two (2) Directors.

## **14. GENERAL**

All complaints shall be made in writing to the Secretary. Every member shall be bound by and observe the constitution, and by-laws of the Society.