

CONSTITUTION and RULES
of
THE FRIENDS OF THE MUSEUM OF NEW ZEALAND
TE PAPA TONGAREWA INC
“Registered 11 February 1999”
Updated 2023

DEFINITIONS AND INTERPRETATION

1. In this Constitution, unless the context otherwise requires:
 - 'the Society' means The Friends of the Museum of New Zealand Te Papa Tongarewa Incorporated
 - 'in writing' includes printing, lithography and other modes of reproducing or representing words in a visible form
 - words importing the singular number include the plural number and vice versa
 - words importing one gender include the other genders.

NAME:

2. The name of the Society is The Friends of the Museum of New Zealand Te Papa Tongarewa (Incorporated) ("the Society").

OBJECTS:

- 3 The Society is established as a Charitable Society of which the objects are:
 - 3.1 To support and promote the interests, objects and activities of the Museum of New Zealand Te Papa Tongarewa ("Te Papa");
 - 3.2 To support and encourage the acquisition by purchase, bequest or otherwise for Te Papa of all types of works and objects as may be acceptable to Te Papa;
 - 3.3 To print, publish and distribute books, magazines, pamphlets and other printed matter and electronic matter, including reproductions of pictures or representations of other objects relating to the Te Papa collections;

- 3.4 To promote and encourage the appreciation of the collections of Te Papa and its activities;
- 3.5 To act as a public advocate for Te Papa and to promote awareness of the role of Te Papa as a national institution.
- 3.6 To acquire funds and/or assets for all or any of the aforesaid purposes by gift, subscription, bequest or otherwise;
- 3.7 To undertake and carry out any trusts which may be incidental or beneficial to the objects of the Society or to any one of them;
- 3.8 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any interest therein, or deal in any such property or any interest therein to sell, let, hire or otherwise dispose of the same and to mortgage or charge any property of the Society;
- 3.9 To invest or deposit its money in any registered bank or to make any other prudent investment decided upon by the Executive Committee, but then only in conformity with the provisions of the Trust Amendment Act 1988, or any statutory provision in substitution;
- 3.10 To borrow money either with or without security;
- 3.11 To co-operate with any individual, Society, Association, Trust or Corporation in carrying out any of the objects of the Society;
- 3.12 To insure against any liability which might be incurred by the Society, its officers, Executive Committee or employees in respect of the activities of its officers, Executive Committee or employees or in respect of any project or venture which it might undertake with or without the participation of any other party.
- 3.13 To do all such things as are incidental or conducive to the attainment of any of the above objects.

MEMBERSHIP:

- 4.1 Membership of the Society shall be open to all persons, Societies, Associations, Trusts and Corporations interested in furthering the objects of the Society and the promotion and development of Te Papa.
- 4.2 The Executive Committee shall establish such classes of membership as are appropriate from time to time.
- 4.3 The annual subscription for each class of members shall be such sum as shall be fixed at a General Meeting of the Society for the next financial year, and all subscriptions shall be due and payable on the applicable anniversary date of their due date.
- 4.4 Application for membership shall be made on the website of the Society. The name and address of the applicant and the appropriate class of membership shall

be recorded in the Register of Members, and upon payment of the annual subscription the applicant shall become a financial member of the Society.

A member elected as a Life Member shall be deemed to be a financial member of the Society.

- 4.5 A person, group or body shall cease to be a member if such person, group or body resigns in writing or, if the subscription of any member remains unpaid for a period of three months, after the anniversary date of the annual subscription.

MEETINGS:

- 5.1 The Society shall hold an Annual General Meeting in each calendar year at such time and place as the Executive Committee shall decide, but no later than four (4) months after the annual balance date.
- 5.2 The Society shall hold such other general meetings as the Executive Committee shall decide and the Executive Committee shall call a General Meeting within thirty (30) days of receipt of a request therefore signed by not less than fifteen (15) financial members of the Society.
- 5.3 Notice in writing of any General Meeting shall be communicated to all financial members of the Society and other persons entitled to attend not less than fourteen (14) days before such meeting. The accidental failure to give such notice to any member shall not invalidate the proceedings at any meeting.
- 5.4 The persons entitled to attend and vote at General Meetings shall be financial members of the Society.
- 5.5 The business to be conducted at the Annual General Meeting shall be the receipt and consideration of the Annual Report of the Executive Committee and the audited or reviewed Statement of Accounts, the fixing of annual subscriptions for the following financial year, the election of Officers, the election of Life members, if any, and such other business as shall be submitted by the Executive Committee or by a financial member in the notice of meeting, or with the consent of the meeting brought forward by any member present **PROVIDED THAT** any resolutions to be put before the Annual General Meeting or General Meeting shall be contained in the notice of that meeting.
- 5.6 The Chair of all General Meetings shall be the President or Vice-President or in their absence some member appointed by the meeting.
- 5.7 Any financial member may in writing appoint a proxy to attend and vote on the member's behalf. A proxy need not be a member of the Society.
- 5.8 A quorum at a General or Annual General Meeting shall be fifteen (15) persons present and entitled to vote.
- 5.9 Voting at General Meetings shall be conducted in such a manner as the Chair shall determine provided that a poll may be called for by not less than two (2) persons present and entitled to vote at any General Meeting.

EXECUTIVE COMMITTEE:

- 6.1 The Executive Committee shall comprise four (4) Officers, namely a President, a Vice President, a Treasurer, a Secretary, and up to ten (10) Ordinary committee members. They shall be elected at an Annual General Meeting of the Society by Financial Members in accordance with the clauses below. The Executive Committee shall have the power to co-opt to fill vacancies on the Executive Committee; to co-opt such additional members from time to time as are necessary for the conduct of the affairs of the Society; to make appointments to special committees.
- 6.2 The Executive Committee may invite the Chair of the Board of Trustees and the Chief Executive of Te Papa to appoint, after consultation with the President of the Society, a nominee to be an ex-officio member with full voting rights.
- 6.3 Nominations for office on the Executive Committee to be filled at any Annual General Meeting must be made in writing and delivered to the Society's office at least twenty-one (21) clear days before the meeting. Each nomination must bear the names and signatures of a proposer and seconder who are Financial Members of the Society, and the signed consent of the nominee.
- 6.4 Positions, other than that of President, which fall vacant for any reason whatsoever, may be filled by the Executive Committee if considered necessary. If the office of President becomes vacant the Vice-President shall assume office, failing which the office will be filled by an election.
- 6.5 The Executive Committee shall have the power to pay an honorarium to any officer and to determine the amount of the honorarium.
- 6.6 A quorum at a meeting of the Executive Committee shall be a majority of the Executive Committee.
- 6.7 A meeting of the Executive Committee may be held either: by a number of members who constitute a quorum, being assembled together at a place, date and time appointed for the meeting; or by means of audio, or audio and visual, communication by which a quorum of committee members participating can simultaneously hear each other throughout the meeting.
- 6.8 At any meeting of the Executive Committee the Chair of the meeting shall have a casting as well as a deliberative vote. The chair shall be the President or in his absence the Vice-President or in their absence a member appointed by the meeting.
- 6.9 Co-opted committee members must retire at the next Annual General Meeting.
- 6.10 The term of office of officers and ordinary members of the Executive Committee shall be three (3) years.

- 6.11 A person may not be elected or appointed to the same office or as an ordinary member of the Executive Committee for more than two (2) consecutive terms except, in the case of the treasurer and secretary, in exceptional circumstances.

MANAGEMENT:

- 7.1 The general control of the affairs and funds of the Society shall be vested in the Executive Committee which shall however be subject to any direction given by a decision of a General Meeting.
- 7.2 The Executive Committee shall have the power to appoint and delegate powers and authorisations to such special committees as it may deem expedient. The President or a member of the Executive Committee nominated by the President shall be an ex-officio member of any such special committee.
- 7.3 The Executive Committee may engage or employ such persons as are necessary for the management of the Society to carry out administrative functions as required by the Executive Committee. Such persons will report to the President or another member of the Executive Committee nominated by the President. If at any time no such persons are employed, the Executive Committee may appoint a volunteer to act as Secretary and carry out such administrative functions as the Executive Committee shall direct.

APPLICATION OF SURPLUSES:

- 8 The income and property of the Society, however and wherever derived, shall be applied solely towards the promotion of the objects of the Society (save as hereinafter provided for in the event of the winding up of the Society) and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to the members of the Society **PROVIDED** that payment may be made of reasonable remuneration to any officers or servants of the Society or to any member in return for services rendered to the Society **PROVIDED ALSO** that there may be gratuitous distribution among or sale at a discount to members of any publications of the Society or of tickets of admission to any exhibition, display or entertainment promoted by the Society.

FUNDS:

- 9 The funds of the Society shall vest in and be under the control of the Executive Committee. The committee shall have the power to invest monies according to the requirements of the Trustee Act.

BANK ACCOUNT:

- 10 The Society's bank accounts shall be operated under the signatures of the President and Treasurer, and another officer of the Society or the Executive Officer, as authorised by resolution of the Executive Committee. The Treasurer or Executive Officer may be authorised to maintain an Imprest Account for minor transactions at a level to be determined by the Executive Committee.

ACCOUNTS AND AUDIT:

- 11.1 The financial year of the Society shall commence on the 1st day of April in each year and terminate on the 31st day of the following March.
- 11.2 The Treasurer or such other person as the Executive Committee shall appoint shall prepare a Statement of Accounts and Balance Sheet as soon as may be after the end of the financial year for submission to the Auditor.
- 11.3 The audited or reviewed Statement of Accounts and Balance Sheet shall be submitted to the Annual General Meeting next following its preparation and shall be open for discussion thereat.
- 11.4 An Auditor who shall be a Chartered Accountant shall be appointed by each Annual General Meeting or if not so appointed then by the Executive Committee and shall hold office until the termination of the Annual General Meeting following his appointment. Remuneration for the Auditor shall be fixed by the Executive Committee.

OFFICE:

- 12 The registered Office of the Society shall be at Te Papa or at such other place as the Executive Committee shall from time to time decide.

SEAL:

- 13 The Executive Committee shall provide a Seal for use by the Society which shall be a circular seal bearing the words "The Common Seal of the Friends of the Museum of New Zealand Te Papa Tongarewa (Incorporated)". The seal shall not be affixed to any document except by resolution of the Executive Committee and in the presence of two (2) members of the committee and the person charged with the administration of the Society or the Secretary. The seal shall be kept in the custody of the person charged with administration or the Secretary and each use thereof shall be recorded in a Register.

ALTERATION OF CONSTITUTION AND RULES:

- 14 The rules of the Society may be rescinded, added to or amended by any General Meeting of the Society provided that notice of the proposed alterations shall have been given in the notice convening the meeting. No amendment, addition or alteration shall be made which alters the exclusive charitable nature of the Society.

LIQUIDATION:

- 15 The Society may be put into liquidation by resolutions passed by a three-fourths majority of the members attending General Meetings called pursuant to s.24 of the Incorporated Societies Act 1908.
- 15.1 The vote shall be by ballot.
- 15.2 If at any time the Society shall be put into liquidation or dissolved by the Registrar of Incorporated Societies, the person or persons appointed as liquidator shall hold the net proceeds arising from the sale and realisation of the property of the Society after payment of the debts, liabilities and engagements of the Society and all costs, charges and expenses connected with such realisation, liquidation or dissolution, upon trust to give to the Board of Te Papa to be held in a dedicated Trust Fund and used for the purchase of objects for or research associated with, its collections or for the purchase of equipment essential to the proper security, maintenance and display of those collections.