

---

**The Friends of the Museum of New  
Zealand Te Papa Tongarewa  
Incorporated**

---

Certified as a true and correct copy of the Constitution passed at the Annual  
General Meeting of the Society held on [date] [202X] by:

Signature: \_\_\_\_\_

Name:

Signature: \_\_\_\_\_

Name:



# TABLE OF CONTENTS

Constitution of the Friends of the Museum of New Zealand Te Papa Tongarewa Incorporated .....	4
PURPOSES AND PRINCIPLES .....	4
MEMBERSHIP .....	5
MEETINGS .....	7
<i>Annual General Meeting</i> .....	7
<i>Special General Meeting</i> .....	7
<i>Notice</i> .....	8
<i>Meeting Procedure</i> .....	8
<i>Voting at Meetings</i> .....	9
GOVERNANCE .....	10
<i>Executive Committee</i> .....	10
<i>Executive Committee Meetings</i> .....	14
<i>Governance Generally</i> .....	15
OFFICERS' DUTIES .....	15
CONFLICTS OF INTEREST .....	16
REGISTERS AND RECORDS .....	16
FINANCES .....	17
DISPUTE RESOLUTION .....	18
FINANCIAL GAIN .....	21
AMALGAMATION .....	22
WINDING UP .....	22
ALTERATIONS TO THE CONSTITUTION .....	22
DEFINITIONS .....	24



# Constitution of the Friends of the Museum of New Zealand Te Papa Tongarewa Incorporated

## **1 Name and Commencement**

- 1.1 The name of the society is the Friends of the Museum of New Zealand Te Papa Tongarewa Incorporated (in this Constitution referred to as the 'Society').
- 1.2 This Constitution will take effect as the rules of the Society from the date it is registered by the Registrar of Incorporated Societies.

## PURPOSES AND PRINCIPLES

### **2 Purposes**

- 2.1 The Society is established for charitable purposes within New Zealand, including, without limitation, to:
  - 2.1.1 support and promote the interests, objects and activities of the Museum of New Zealand Te Papa Tongarewa (**Te Papa**);
  - 2.1.2 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;
  - 2.1.3 print, publish and distribute books, magazines, pamphlets and other printed matter, including reproductions of pictures or representations of other objects relating to the Te Papa collections;
  - 2.1.4 promote and encourage the appreciation of the collections of Te Papa and its activities;
  - 2.1.5 act as a public advocate for Te Papa and promote awareness of the role of Te Papa as a national institution;
  - 2.1.6 acquire funds and/or assets for all or any of the aforesaid purposes by gift, subscription, bequest or otherwise;
  - 2.1.7 undertake and carry out any trusts which may be incidental or beneficial to the objects of the Society or to any one of them;
  - 2.1.8 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;
  - 2.1.9 invest or deposit its money in any registered bank or make any other prudent investment decided upon by the Executive Committee, but then only in conformity with the provisions of the Trusts Act 2019, or any statutory provision in substitution;
  - 2.1.10 borrow money either with or without security;
  - 2.1.11 co-operate with any individual, society, association, trust or corporation in carrying out any of the objects of the Society;
  - 2.1.12 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; and

- 2.1.13 do all such things as are incidental or conducive to the attainment of any of the above objects.
- 2.2 Any income, benefit or advantage must be used to advance the charitable purposes of the Society.
- 3 Powers, Act and Regulations**
  - 3.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 4 Registered Office**
  - 4.1 The Registered Office of the Society shall be at Te Papa or such other place as the Executive Committee from time to time determines.
  - 4.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

## MEMBERSHIP

- 5 Membership**
  - 5.1 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.
  - 5.2 The Executive Committee shall establish such classes of membership as are appropriate from time to time.
  - 5.3 The Society shall maintain the minimum number of Members required by the Act.
- 6 Life Members**
  - 6.1 A Life Member is a Member honoured for meritorious services to the Society after recommendation by a Member or by the Executive Committee and election as a Life Member by Special Resolution of the Society. A Life Member shall have all the rights and privileges of a Member, shall not be required to pay Membership Fees, and shall be subject to all the obligations of a Member.
- 7 Applications**
  - 7.1 Each application for Membership shall be made on the appropriate form supplied by the Society, usually on the Society's website, and submitted to the Executive Committee.
  - 7.2 Submitting an application to become a Member in accordance with Rule 7.1 shall be deemed to constitute consent to becoming a Member.
  - 7.3 Membership begins when:
    - 7.3.1 the applicant is advised that their application has been successful; and
    - 7.3.2 payment of Membership Fees has been made.

- 7.4 The Executive Committee maintains the discretion to refuse admission to Membership of the Society.

## **8 Obligations and Rights of Members**

- 8.1 Members of the Society shall have the rights, privileges and responsibilities set out in this Constitution.
- 8.2 Financial Members, as set out in Rule 9.3, shall be entitled to vote at General Meetings of the Society.
- 8.3 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 8.4 Every Member shall provide the Secretary with that Member's full contact details in accordance with Rule 38 and promptly advise the Secretary of any changes to those details.
- 8.5 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- 8.6 A Member is only entitled to exercise the rights of their class of Membership, including attending General Meetings, if all Membership Fees have been paid to the Society by the due date, but no Member is liable for an obligation of the Society by reason only of being a Member of the Society.

## **9 Membership Fees**

- 9.1 Membership Fees, including the annual subscriptions and any other fees for Membership for the then current financial year, shall be determined at a General Meeting of the Society for the next financial year, and all subscriptions shall be due and payable on the respective Membership anniversary date applicable to each Member.
- 9.2 Membership Fees, including the annual subscriptions, may differ depending on the type of Membership.
- 9.3 Upon payment of the applicable Membership Fees, the applicant shall become a Financial Member of the Society. A Member elected as a Life Member shall be deemed to be Financial Member.
- 9.4 Notwithstanding this Rule 9, the Executive Committee may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees due to the Society.

## **10 Ceasing to be a Member**

- 10.1 A Member ceases to be a Member:
- 10.1.1 on death (or if a body corporate on liquidation or deregistration);
  - 10.1.2 where the Member no longer meets the requirements to be a Member as set by the Executive Committee from time to time;
  - 10.1.3 by giving written notice of their resignation to the Secretary;
  - 10.1.4 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership;
  - 10.1.5 by resolution of the Executive Committee where in the opinion of the Executive Committee the Member has brought the Society into disrepute; or

10.1.6 upon termination of their Membership following a dispute resolution process in accordance with this Constitution,

with effect from the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation or notice of termination of Membership.

## **11 Obligations on ceasing of Membership**

11.1 A Member who resigns or whose Membership is terminated under this Constitution:

11.1.1 remains liable to pay all Membership Fees to the Society's next Balance Date;

11.1.2 shall cease to be entitled to any of the rights of a Member;

11.1.3 shall immediately return any property, including intellectual property, of the Society held by the Member at the time of termination; and

11.1.4 shall be liable for all reasonable costs incurred by the Society in relation to recovery of Membership Fees, and any other sums owed to the Society by the Member, and/or action reasonably necessary for the Society to enforce its legal rights under this Rule 11.

# MEETINGS

## Annual General Meeting

### **12 Annual General Meetings**

12.1 An Annual General Meeting shall be held no later than six (6) months after the Balance Date, on a date and at a location determined by the Executive Committee.

12.2 The business of an Annual General Meeting shall be to:

12.2.1 receive and consider the Annual Report for the preceding year;

12.2.2 receive and consider the audited or reviewed financial statements for that period,

12.2.3 approve any changes to the annual Membership Fees,

12.2.4 elect Executive Committee Members in accordance with Rule 24;

12.2.5 elect Life Members in accordance with Rule 6.1.

12.2.6 consider and vote on any motions or remits;

12.2.7 consider and approve any amendments to the Constitution; and

12.2.8 consider any other general business of the Society.

12.3 At any Annual General Meeting no business other than that specified on the Executive Committee's Notice or properly falling under general business shall be transacted.

## Special General Meeting

### **13 Special General Meetings**

13.1 A Special General Meeting may be called at any time by the Executive Committee;

- 13.1.1 by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting; or
  - 13.1.2 if the Executive Committee receives a written request to call a Special General Meeting (including by electronic means) signed by not less than fifteen (15) Financial Members, which must state the business and any proposed resolutions of the meeting. In that event, the Executive Committee must call the Special General Meeting within thirty (30) days of receipt of the written request.
- 13.2 A Special General Meeting shall only consider and deal with the business specified in the Executive Committee's Notice or the written request by Members for the Special General Meeting.

## Notice

### 14 Notice

- 14.1 **Annual General Meeting:** The Executive Committee shall give all Members at least fourteen (14) days' Notice for an Annual General Meeting, which must include:
- 14.1.1 a call for motions to be received; and
  - 14.1.2 a proxy form to be completed in accordance with Rule 17.
- 14.2 An agenda for the Annual General Meeting with Annual General Meeting details and any remits is to be sent to Members no less than seven (7) days prior to the Annual General Meeting.
- 14.3 **Special General Meeting:** The Executive Committee shall give all Members at least fourteen (14) days' Notice of a Special General Meeting.
- 14.4 The Notice of a General Meeting must also include:
- 14.4.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
  - 14.4.2 the text of any resolution or matter of business to be submitted to the meeting; and
  - 14.4.3 the time and date and manner of the meeting.
- 14.5 A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

## Meeting Procedure

### 15 Procedure

- 15.1 All General Meetings will be chaired by the President as the Chairperson. If the President is absent, the Vice-President shall chair that meeting. If the President and Vice-President are absent, the Executive Committee shall elect another Executive Committee Member to chair that meeting.
- 15.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.



- 15.3 **Quorum:** No General Meeting may be held unless at least fifteen (15) Financial Members are in attendance (either in person or electronically) or represented by proxy. This will constitute a quorum.
- 15.4 **Lack of quorum:** If;
- 15.4.1 a quorum as defined in Rule 15.3 is not present within half an hour after the time appointed for an Annual General Meeting in the relevant Notice, the meeting will be adjourned to a date no more than twenty one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present those Members present will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered; or
- 15.4.2 a quorum as defined in Rule 15.3 is not present within half an hour after the time appointed for a Special General Meeting in the relevant Notice, the meeting will be cancelled and the purpose for which it was called will lapse.
- 15.5 **Invitation to attend:** The Executive Committee may extend an invitation to attend a General Meeting, or other such meeting as determined by the Executive Committee, to non-Members. Any such attendees may be granted an opportunity to speak at the invitation of the Chairperson or any other person presiding over the General Meeting but will not be entitled to vote on any question.

## Voting at Meetings

### 16 Voting on Resolutions

- 16.1 Voting on each matter to be voted on before a General Meeting shall be conducted in such a manner as the President or Chair shall determine provided that a poll may be called for by not less than two (2) Financial Members present and entitled to vote at any General Meeting.
- 16.2 Only Financial Members present in person or represented by proxy shall have the right to vote at a General Meeting.
- 16.3 Each Financial Member present in person or represented by a proxy shall have the right to exercise one vote only on each motion before a General Meeting.
- 16.4 In the event of a tie on any vote at a General Meeting, the Chairperson shall exercise a casting vote in addition to a deliberative vote.
- 16.5 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of votes cast at a General Meeting will be duly passed.
- 16.6 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of Members entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members (in writing or by electronic signature). Any resolution passed in accordance with this Rule 16.6 will be binding on all Members.

### 17 Proxies

- 17.1 A Financial Member may appoint a proxy, who need not be a Member of the Society, to vote on behalf of that Financial Member at a General Meeting. A proxy must be appointed by notice in writing signed by that Financial Member and delivered to the Executive Committee no later than the proxy deadline advised in the Notice of that General Meeting.

## **18 Minutes**

- 18.1 The Secretary must ensure that minutes are kept of all General Meetings. Minutes of General Meetings may be made available to Members on request.

# GOVERNANCE

## Executive Committee

### **19 Executive Committee Members**

- 19.1 The Executive Committee will consist of:

19.1.1 the President;

19.1.2 the Vice-President;

19.1.3 the Treasurer;

19.1.4 the Secretary;

19.1.5 up to ten (10) Ordinary Committee Members; and

19.1.6 the Ex-officio Member (as applicable),

together **Executive Committee Members**.

- 19.2 The Executive Committee may co-opt up to four (4) additional Co-opted Committee Members for a specific purpose and for a specific period of time who must comply with this Constitution and any other Executive Committee policies, procedures or governance practices.

- 19.3 Executive Committee Members shall be any natural person provided they:

19.3.1 are a Member, except in the case of a Co-opted Committee Member who need not be a Member;

19.3.2 meet the criteria of section 36B of the Charities Act or any replacement statutory provision; and

19.3.3 are not disqualified from being an Officer of the Society by this Constitution or section 47(3) the Act.

### **20 Co-opted Committee Member**

- 20.1 A Co-opted Committee Member may:

20.1.1 resign at any time by giving notice in writing to the Executive Committee; or

20.1.2 be removed at any time by resolution of the Executive Committee by giving 30 days' Notice in writing to the Co-opted Committee Member.

- 20.2 A Co-opted Committee Member may not:

20.2.1 hold the position of President or Vice-President; or

20.2.2 exercise voting rights at a General Meeting if they are not a Member.

## **21 Function of the Committee**

- 21.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Executive Committee.
- 21.2 Subject to the broad direction of the Annual General Meeting, the responsibilities of the Executive Committee shall include the overseeing of all matters of business of the Society within the scope of the Purposes of the Society.
- 21.3 The Executive Committee shall report to the Annual General Meeting on its activities, by way of the President's report.

## **22 Powers**

- 22.1 The Executive Committee shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of the Society, subject only to applicable law, any amendments to such law and to any directions given at any meeting of the Society provided those directions are not contrary to this Constitution or to applicable law.
- 22.2 The Executive Committee shall have the authority to delegate any power it holds to a Member, Officer, or body of the Society, subject to this Constitution and the Act.
- 22.3 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 Executive Committee member with full voting rights.
- 22.4 Without limiting the powers of the Executive Committee as set out in this Constitution and the Act, the Executive Committee of the Society has the power of an ordinary person and may make informed decisions to:
  - 22.4.1 borrow, raise money, and mortgage, initiate a charge or lien over the property of the Society or parts of it;
  - 22.4.2 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
  - 22.4.3 invest and deal with any of the monies or assets of the Society not immediately required, upon such securities as the Executive Committee may from time to time determine or approve;
  - 22.4.4 affiliate with, subscribe to, donate to, or become a member of any body or organisation whose objects and purposes are similar to those of the Society; and
  - 22.4.5 make and amend bylaws and policies for the conduct and control of the Society activities, and codes of conduct applicable to Members, provided that no such bylaws, policies, or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.

## **23 Term**

- 23.1 The term of office for Executive Committee Members (other than Co-Opted Committee Members) shall be three (3) years.
- 23.2 Executive Committee Members are eligible to be reappointed upon expiration of their term of office, provided their total term does not exceed two (2) consecutive terms, except for the roles of Secretary and Treasurer in exceptional circumstances as determined by the Executive Committee.
- 23.3 The term of office for Co-Opted Committee Members shall from the date of co-option until the next Annual General Meeting, unless otherwise stipulated by the Executive Committee.

- 23.4 The Executive Committee may amend the term limits in this Rule 23 for any particular individual by a resolution at any General Meeting.

## **24 Election of Executive Committee**

- 24.1 The Executive Committee Members other than the Ex-Officio Member (being the President, Vice-President, Secretary, Treasurer, and Ordinary Committee Members) shall be elected by ballot of Members at the Annual General Meeting.
- 24.2 The Executive Committee shall call for nominations for election to the Executive Committee Member positions each calendar year. In the event that an election cannot be held in accordance with this Rule 24 due to extenuating circumstances and/or operational necessity, the Executive Committee may defer the election provided that an election is held no later than two (2) years after the last election.
- 24.3 The call for nominations referred to in Rule 24.2 must be made no less than twenty-eight (28) days prior to the Annual General Meeting.
- 24.4 Nominations shall be open for a period determined by the Executive Committee and notified in the call for nominations, and be for no less than twenty-one (21) days.
- 24.5 Nominations shall be provided in writing to the Secretary at least twenty-one (21) days before the Annual General Meeting, and shall include:
- 24.5.1 the nominee's signed consent to nomination, including written confirmation that they are not disqualified from being appointed or holding office as an Officer as set out in this Constitution (at Rule 19.3.3);
  - 24.5.2 confirmation that the nomination has been seconded by another Member; and
  - 24.5.3 the names and signatures of the proposer and seconder who must both be Financial Members.
- 24.6 All votes shall be received by the Secretary or other person appointed by the Executive Committee from time to time to act as returning officer at the Annual General Meeting.
- 24.7 If more than one (1) person is nominated for any Executive Committee Member position, the holder shall be determined by Plurality Vote.
- 24.8 The Executive Committee may appoint an independent scrutineer to oversee the election process.
- 24.9 For the avoidance of doubt, communications between the Society and Members regarding elections, ballot details, and votes may be made and communicated by post or electronic mail.
- 24.10 Where the Society receives nominations for all positions on the Executive Committee with no more than one (1) person nominated for each available position, nominations shall be taken to be elections, and no election will be held by the Society.

## **25 Extra-ordinary Vacancy**

- 25.1 Positions, other than the President, which fall vacant for any reason whatsoever during the term of that position and prior to the next Annual General Meeting 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 remaining Executive Committee Members shall appoint one of their number as President. Such appointment will be effective until the next Annual General Meeting at which the appointment will be put to the meeting for ratification.

## **26 Cessation of Office**

- 26.1 An Executive Committee Member or Co-opted Committee Member shall be deemed to have ceased to be an Executive Committee Member or Co-opted Committee Member if they:
- 26.1.1 die;
  - 26.1.2 in the case of an Executive Committee Member, have held office for an initial term of three (3) years and are not re-appointed for a consecutive term or have held office for two (2) consecutive terms, except if the term of the Treasurer or Secretary is extended by the Executive Committee in exceptional circumstances;
  - 26.1.3 resign by delivering a written Notice of resignation to the Secretary;
  - 26.1.4 are absent without leave for three (3) consecutive meetings of the Executive Committee;
  - 26.1.5 become disqualified from being an Officer under the Act or the Charities Act;
  - 26.1.6 in the case of a Co-opted Committee Member, are removed by a resolution of the Executive Committee in accordance with Rule 20.1.2;
  - 26.1.7 in the case of an Executive Committee Member are removed pursuant to one of the grounds for removal under Rule 26.2 by a resolution of the Executive Committee passed by a two-thirds majority.
- 26.2 For the purposes of Rule 26.1.7:
- 26.2.1 a grievance or Complaint that cannot be resolved in the Executive Committee's opinion under Rule 50;
  - 26.2.2 an Executive Committee Member's failure to comply with this Constitution, the Act or any of the Society's policies or standards;
  - 26.2.3 a Complaint is made about the Executive Committee Member and, following a dispute resolution process under this Constitution, a finding or direction is made about the Executive Committee Member such that the Executive Committee reasonably considers that the Executive Committee Member is not suitable to continue to hold office or that it is not appropriate for the Executive Committee Member to continue to hold office; or
  - 26.2.4 where a two-thirds majority of the Executive Committee considers the Executive Committee Member is not working in the best interests of the Society,
- will be grounds of removal of an Executive Committee Member under Rule 26.1.7.
- 26.3 Each Executive Committee Member / Co-opted Committee Member shall within 21 days' of submitting a Notice of resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Executive Committee Member / Co-opted Committee Member.

## **27 Indemnity and Insurance**

- 27.1 The Society shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 27.2 The Executive Committee shall maintain such insurance as it considers appropriate from time to time.

## Executive Committee Meetings

### **28 Frequency**

- 28.1 The Executive Committee shall meet at least quarterly, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Executive Committee Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.

### **29 Procedure**

- 29.1 At any meeting of the Executive Committee, a majority of the Executive Committee Members shall form a quorum. No business shall be transacted unless a quorum is present.
- 29.2 The President must chair each meeting of the Executive Committee. If the President is absent, the Vice-Chairperson shall chair that meeting. If the President and Vice-President are both absent, the Executive Committee shall appoint another Executive Committee Member to chair that meeting.
- 29.3 When voting on a resolution at a duly convened meeting:
- 29.3.1 all Executive Committee Members (which for the avoidance of doubt includes the Ex-officio Member) have one (1) vote; and
- 29.3.2 all resolutions of the Executive Committee must be passed by a majority of the Executive Committee Members at the meeting.
- 29.4 At any meeting of the Executive Committee, the Chairperson shall have a casting vote as well as a deliberative vote.
- 29.5 A special meeting of the Executive Committee may be called at any time on the direction of either:
- 29.5.1 the President; or
- 29.5.2 any three (3) Executive Committee Members.
- 29.6 Executive Committee Members and Co-opted Committee Members shall have at least five (5) days' notice prior to a special meeting called in accordance with Rule 29.5 unless a shorter period is otherwise agreed to by a majority of the Executive Committee Members.

### **30 Minutes of the Executive Committee**

- 30.1 The Secretary must ensure that minutes are kept of all Executive Committee meetings that record:
- 30.1.1 the names of the Executive Committee Members and Co-opted Committee Members present;
- 30.1.2 the resolutions discussed;
- 30.1.3 the proceedings of each meeting; and
- 30.1.4 that the meeting addressed the meeting agenda.

### **31 Irregularities of the Executive Committee**

- 31.1 No act or proceeding of the Executive Committee, or of any sub-committee of the Executive Committee, or any person acting as an Executive Committee Member / Co-opted Committee

Member, shall be invalidated as a consequence of there being a vacancy in the Executive Committee membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be an Executive Committee Member / Co-opted Committee Member, or that they were incapable of being or had ceased to be an Executive Committee Member / Co-opted Committee Member.

## Governance Generally

### **32 General issues**

- 32.1 Other than as prescribed by the Act or this Constitution, the Executive Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 32.2 Subject to the Act and this Constitution, the decisions of the Executive Committee on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

### **33 Sub-committees**

- 33.1 The Executive Committee may, at its discretion, from time to time appoint a sub-committee, advisory group, or task force consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.
- 33.2 The structure, purpose, powers, duties, and policies of such group shall be determined by the Committee, and the Executive Committee may issue guidance, binding or otherwise, related to the conduct and business of these groups.
- 33.3 The Executive Committee shall determine whether sub-committee, advisory group and task force members are appointed or elected by the Executive Committee, Members, or any other interest group.
- 33.4 Sub-committees, advisory groups and task forces may not co-opt members.

## OFFICERS' DUTIES

### **34 Officers' Duties**

- 34.1 At all times each Officer of the Society:
  - 34.1.1 shall act in good faith and in what they believe to be the best interests of the Society;
  - 34.1.2 must exercise all powers for a proper purpose;
  - 34.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
  - 34.1.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Executive Committee Member and the nature of the responsibilities undertaken by them;
  - 34.1.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

- 34.1.6 must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

## CONFLICTS OF INTEREST

### 35 Conflicts of interest

- 35.1 An Officer who is interested in a Matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
- (a) to the Executive Committee; and
  - (b) in an Interests Register kept by the Executive Committee.
- 35.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 35.3 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
- 35.3.1 must not vote or take part in the decision of the Executive Committee and/or sub-committee relating to the Matter; and
  - 35.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; and
  - 35.3.3 may take part in any discussion of the Executive Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive Committee and/or sub-committee (unless the Executive Committee and/or sub-committee decides otherwise).
- 35.4 If 50% or more of the Executive Committee and/or sub-committee are prevented from voting on the matter under clause 35.3.1, the Executive Committee must call a Special General Meeting of the Society to consider and determine the Matter.

### 36 Interests Register

- 36.1 The Executive Committee shall at all times maintain an up-to-date Interests Register disclosed by Officers and by members of any sub-committee.

## REGISTERS AND RECORDS

### 37 Secretary and Contact Person

- 37.1 The Executive Committee shall appoint at least one (1) individual, usually the Secretary, and no more than three (3) individuals, as the Contact Person for the Purposes of the Act, who must be at least 18 years of age and ordinarily resident in New Zealand.
- 37.2 The Contact Person will be the person whom the Registrar can contact when needed.
- 37.3 The role and duties of the Secretary shall include the responsibility to:
- 37.3.1 keep the Register of Members;



- 37.3.2 maintain the Interests Register kept by the Executive Committee;
- 37.3.3 record the minutes of all General Meetings and Executive Committee meetings;
- 37.3.4 hold all other records, documents and books of the Society;
- 37.3.5 deal with and answer correspondence and perform such other duties as directed by the Executive Committee; and
- 37.3.6 otherwise meet the requirements of the Act (if applicable).

## **38 Register of Members**

- 38.1 The Secretary shall keep an up-to-date Register of Members, recording:
  - 38.1.1 each Member's name, contact details including a physical or electronic address and a telephone number, the date they became a Member, and any other information required by this Constitution or the Act; and
  - 38.1.2 for every person who ceased to be a Member within the previous seven (7) years, the former Member's name and the date on which they ceased to be a Member.
- 38.2 Every Member shall promptly advise the Secretary of any change of their contact details.

## **39 Access to Information for Members**

- 39.1 A Member may at any time make a written request to the Society for specific information held by the Society.
- 39.2 The Society must, within a reasonable time after receiving a request:
  - 39.2.1 Provide the information; or
  - 39.2.2 Agree to provide the information within a specified period if the Member pays a reasonable charge (previously specified) to meet the cost of providing the information; or
  - 39.2.3 Refuse to provide the information in accordance with the Act, specifying the grounds for refusal.
- 39.3 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within 10 working days after receiving notification of the charge the Member informs the Society:
  - 39.3.1 that the Member will pay the charge; or
  - 39.3.2 that the Member considers the charge to be unreasonable.

# **FINANCES**

## **40 Control and Management**

- 40.1 The funds and property of the Society shall be:
  - 40.1.1 controlled, invested and disposed of by the Executive Committee, subject to this Constitution; and

- 40.1.2 devoted solely to the promotion of the Purposes of the Society.
- 40.2 All moneys received by or on behalf of the Society are to be paid to the credit of the Society's account at one of the registered banks in New Zealand.
- 40.3 All payments made by the Society shall be authorised in accordance with delegated authorities that have been endorsed by the Executive Committee.
- 40.4 The Treasurer or such other person as the Executive Committee shall appoint shall prepare financial statements as soon as possible after the end of the financial year.
- 40.5 If required by the Act or the Charities Act or if otherwise the Executive Committee determines it desirable, the Executive Committee shall as soon as practicable after the end of the financial year of the Society cause the accounts of the Society to be audited or reviewed by a suitably qualified accountant appointed by the Executive Committee for that purpose (**Auditor**).
- 40.6 The Society will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society ("accounting period" being as defined in the Act).
- 41 Balance Date**
- 41.1 The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's **Balance Date**). The Society must file financial return statements with Charities Services within six (6) months of the Balance Date.
- 41.2 The financial year of the Society may be amended from time to time as determined at an Annual General Meeting.

## DISPUTE RESOLUTION

### **42 How a Complaint is Made**

- 42.1 A Member or an Officer may make a Complaint by giving the Executive Committee written notice that:
- 42.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 42;
- 42.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
- 42.1.3 sets out any other information reasonably required by the Society.
- 42.2 The Society may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
- 42.2.1 states that the Society is starting a procedure for resolving a Dispute in accordance with this Rule 42; and
- 42.2.2 sets out the allegation to which the Dispute relates.
- 42.3 The information given under Rule 42.1.2 and 42.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

#### **43 Costs of Complaint**

- 43.1 Without limiting Rule 50.1.1, a complainant must meet their own costs of making a Complaint.

#### **44 Person Who Makes Complaint Has Right to be Heard**

- 44.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 44.2 If the Society makes a Complaint:
- 44.2.1 the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and
  - 44.2.2 an Officer may exercise that right on behalf of the Society.
- 44.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- 44.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - 44.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
  - 44.3.3 an oral hearing (if any) is held before the decision maker; and
  - 44.3.4 the Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

#### **45 Person Who is Subject of Complaint Has Right to be Heard**

- 45.1 This Rule applies if a Complaint involves an allegation that a Member, an Officer or the Society (the **Respondent**):
- 45.1.1 has engaged in misconduct;
  - 45.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - 45.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 45.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 45.3 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 45.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:
- 45.4.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
  - 45.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - 45.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

- 45.4.4 an oral hearing (if any) is held before the decision maker; and
- 45.4.5 the Respondent's written statement or submissions (if any) are considered by the decision maker.

#### **46 Investigating and Determining Dispute**

- 46.1 The Society must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.
- 46.2 The Society will deal with Disputes under this Constitution in a fair, efficient, and effective manner. This will be achieved by:
  - 46.2.1 Fair: The Society following the procedures in this Constitution and ensuring that overall Disputes are dealt with in a way that is fair to the parties to the Dispute. Where this Constitution specifies a particular procedure that is to be followed or may be followed, that procedure will meet the requirement to act in a fair manner.
  - 46.2.2 Efficient: The Society dealing with Disputes as efficiently as possible in terms of time and costs, taking into account the other obligations under this Constitution.
  - 46.2.3 Effective: The Society dealing with Disputes, and ensuring that the decision maker can reach decisions, in a way that best promotes the purposes of the Society that also takes into account the other obligations under this Constitution.

#### **47 Society May Refer Complaint**

- 47.1 Despite Rule 46.1 the Society may refer a Complaint to:
  - 47.1.1 a complaints sub-committee or an external person to investigate and report; or
  - 47.1.2 a complaints sub-committee, arbitral tribunal or an external person to investigate and make a decision.
- 47.2 The Society may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution.

#### **48 Society May Decide Not to Proceed Further with Complaint**

- 48.1 Despite Rule 46.1, the Society may decide not to proceed further with a Complaint if:
  - 48.1.1 the Complaint is trivial;
  - 48.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
    - (a) that a Member or an Officer has engaged in material misconduct;
    - (b) that a Member or an Officer, or the Society has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
    - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
  - 48.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
  - 48.1.4 the person who made the Complaint has an insignificant interest in the matter;

48.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

48.1.6 there has been an undue delay in making the Complaint.

## **49 Decision Makers**

49.1 The Executive Committee or any such complaints sub-committee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision maker". A person may not act as the decision maker in relation to a Complaint if two (2) or more Executive Committee Members or any complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

49.1.1 impartial; or

49.1.2 able to consider the matter without a pre-determined view.

## **50 Resolving Disputes**

50.1 The decision maker may:

50.1.1 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a Complaint; and

50.1.2 make such directions as the decision maker thinks appropriate (with which the Society and Members shall comply), including upholding a Complaint; and

(a) reprimanding or admonishing the Member; and/or

(b) suspending the Member from Membership for a specified period; or

(c) terminating the Member's Membership.

# **FINANCIAL GAIN**

## **51 No Financial Gain**

51.1 The Society shall not be carried on for the financial gain of any of its Members, provided that:

51.1.1 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Society while pursuing the Society's Purposes;

51.1.2 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Society; and

51.1.3 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Society, including acts which a Member could have done personally.

51.2 The Society will otherwise comply with the provisions of section 24 of the Act.

## AMALGAMATION

### **52 Process**

- 52.1 The Society may be amalgamated in accordance with the provisions of the Act.
- 52.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a simple majority of all Financial Members entitled to vote and voting on the question. This Rule 52.2 modifies section 194(2)(a) of the Act.

## WINDING UP

### **53 Process**

- 53.1 The Society may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 53.2 The President shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and such Notice shall include:
  - 53.2.1 details of the General Meeting at which any such proposal is to be considered;
  - 53.2.2 the reasons for the proposal; and
  - 53.2.3 any recommendations from the Executive Committee in respect to such notice of motion.
- 53.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all Financial Members entitled to vote and voting on the question.

### **54 Surplus Assets**

- 54.1 If the Society is wound up, liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to the Board of Te Papa, which is a Not-for-Profit Entity for the purposes of the Act, for a charitable purpose or purposes as defined in section 5(1) of the Charities Act, 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.

## ALTERATIONS TO THE CONSTITUTION

### **55 Amending this Constitution**

- 55.1 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of Financial Members entitled to vote and voting on the question.
- 55.2 This Constitution cannot be amended in a manner inimical to its charitable status under the Charities Act, Income Tax Act 2007, or any Act or Acts replacing those Acts, and no person is to be able to personally derive a pecuniary advantage or financial gain from the Society other than in accordance with Rule 51.
- 55.3 Any proposed motion to amend or replace this Constitution shall be:

- 55.3.1 given by the Executive Committee; or
  - 55.3.2 in the case of an Annual General Meeting, put forward as Notice of Motion; or
  - 55.3.3 in the case of a Special General Meeting, put forward in accordance with Rule 13.1.2.
- 55.4 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration, and then to Charities Services as required by section 40 of the Charities Act.

# DEFINITIONS

## 56 Definitions

56.1 In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act 2022 or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Annual General Meeting** or ‘**AGM**’ means the annual meeting of the Society that must be called in accordance with this Constitution.

**Balance Date** means the Society’s balance date as set out in Rule 41.

**Chairperson** means the President of the Society or any person acting as Chairperson as set out in Rule 15.1 in relation to General Meetings and Rule 29.2 in relation to Executive Committee Meetings.

**Charities Act** means the Charities Act as amended or replaced from time to time.

**Complaint** has the meaning given to it in section 38 of the Act.

**Constitution** means this document as amended or replaced from time to time.

**Co-opted Committee Member** means a person co-opted to the Executive Committee in accordance with Rule 19.2 and whose rights and obligations are as set out in Rule 20.

**Dispute** has the meaning given to it in section 38 of the Act.

**Executive Committee** means the Society’s governing body elected in accordance with Rule 24.1, being the President, Vice-President, Secretary, Treasurer, Ordinary Committee Members, Ex-officio Member, and any Co-opted Committee Member/s. The Executive Committee is a committee for the purposes of the Act.

**Executive Committee Member** means a member of the Executive Committee elected in

accordance with Rule 24.1 and the Ex-officio Member.

**Ex-officio Member** means a person nominated by the Chair of the Museum of New Zealand Te Papa Tongarewa Board and the Chief Executive of Te Papa, after consultation with the President, to be an Ex-officio Member of the Executive Committee with full voting rights at Executive Committee meetings.

**Financial Member** means a Member obligated to pay fees under this Constitution as a result of their category of Membership and whose fees are up to date.

**General Meeting** means either an Annual General Meeting or a Special General Meeting.

**Interested Officer** means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act, being where that Member (or the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that Member):

- may obtain a financial benefit from the Matter;
- may have a financial interest in a person to whom the Matter relates;
- is a partner, director, officer, committee member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- is interested in the Matter for any other reason specified in this Constitution,

provided that an Officer will not be deemed to be interested in a Matter where:

- the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- the Officer’s interest is the same or substantially the same as the benefit or interest of all or most other Members of the Society due to the Membership of those Officers; or
- if the Officer’s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this constitution.

**Interests Register** means the register of interests of Officers, kept under this Constitution as required by section 73 of the Act.

**Matter** means the Society’s performance of its activities or exercise of its powers pursuant to



this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Society.

**Member** means an individual or entity admitted as a member of the Society in accordance with Rule 5, and **Membership** shall have a corresponding meaning.

**Membership Fees** means any subscription, levies, or other fees payable by Members in respect of their Membership of the Society.

**Not-For-Profit Entity** has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

**Notice** means any notice given by post, courier or email or any additional transmission method approved by the Executive Committee and for clarity includes transmission of a link to a Notice.

**Officer** means an Executive Committee Member and a Co-opted Committee Member, and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act and the Charities Act.

**Ordinary Committee Member** means the Executive Committee Members other than the President, Vice-President, Secretary, Treasurer, and Ex-officio Member.

**Plurality Vote** means the top polling candidate(s) who receive more votes than any other candidate is elected.

**President** means the President of the Society elected in accordance with Rule 24.1.

**Purposes** means the purposes of the Society as set out in Rule 2.

**Register of Members** means the register of Members kept under this Constitution, as required by section 79 of the Act.

**Registered Office** means the registered office of the Society described in the New Zealand Register of Incorporated Societies, as updated from time to time.

**Registrar** means the Registrar of Incorporated Societies appointed in accordance with the Act.

**Secretary** means the secretary of the Society elected in accordance with Rule 24.1.

**Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**Te Papa** means the Museum of New Zealand Te Papa Tongarewa.

**Treasurer** means the Treasurer of the Society elected in accordance with Rule 24.1.

**Vice-President** means the Vice-President of the Society elected in accordance with Rule 24.1

