



**RULES OF  
MUSEUMS AOTEAROA  
TE TARI O NGA WHARE TAONGA O TE MOTU  
THE MUSEUMS OF NEW ZEALAND INCORPORATED**

## TABLE OF CONTENTS

1	NAME / INGOA.....	1
2	INTERPRETATION /NGA WHAKAMARAMATANGA .....	1
3	OBJECTS / NGA WHAINGATANGA.....	1
4	POWERS / NGA KAHA .....	2
5	REGISTERED OFFICE / TE TARI REHITA .....	2
6	MEMBERSHIP AND SUBSCRIPTIONS / NGA MEMA, ME NGA UTUNGA.....	2
7	MEETINGS / NGA HUIHUITANGA .....	4
8	REPRESENTATION OF MEMBERS AT GENERAL MEETINGS / NGA WHAKAPUTANGA WHAKAARO KI NGA HUI-A-TAU.....	5
9	VOTING / KI TE POOTI.....	5
10	FINANCIAL STATEMENTS / NGA WHAKAMARAMA MONI.....	6
11	BOARD AND OFFICERS / TE POARI ME ONA APIHA.....	6
12	COMMON SEAL / TE HIRA TOHU .....	8
13	ASSIGNMENT OF SHARES / TUKU HEA .....	8
14	WINDING UP AND DISPOSAL OF ASSETS / KAUPAPA WHAKAMUTUNGA.....	8
15	REGULATIONS / TOHU KAIWHAKAHAERE.....	9
16	ALTERATION OF RULES / NGA WHAKAREREKETANGA .....	9
17	TRANSITIONAL / TAUWHIROWHIRO.....	9

**Rules of  
MUSEUMS AOTEAROA  
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**1 NAME / INGOA**

The name of the Society is “Museums Aotearoa Te Tari o Nga Whare Taonga o te Motu The Museums of New Zealand Incorporated” (hereinafter referred to as “Museums Aotearoa”).

**2 INTERPRETATION / NGA WHAKAMARAMATANGA**

In these Rules:

- 2.1 “**Act**” means the Incorporated Societies Act 1908 as the same may be from time to time amended.
- 2.2 “**Board**” means the Board Members numbering not less than the required quorum acting as the board of Museums Aotearoa.
- 2.3 “**Chairperson**”, “**Board Members**”, and “**Chief Executive**” mean respectively the Chairperson, Board Members and Chief Executive of Museums Aotearoa.
- 2.4 “**Code of Ethics**” means the Code of Ethics adopted by Museums Aotearoa as the same may be from time to time amended.
- 2.5 “**Kaitiaki**” means a person of Maori descent working within a Museum who chooses to affiliate with the collective of Maori Museum workers.
- 2.6 “**Meeting**” means a properly constituted meeting of the Members.
- 2.7 “**Member**” means a person entered in the register as a Museum Member, an Individual Member or an Honorary Member and, unless the context expressly requires otherwise, references to Individual Members shall include Honorary Members.
- 2.8 “**Museum**” means an institution which is primarily engaged in collecting, caring for, developing or interpreting the natural or cultural heritage of Aotearoa / New Zealand. For the avoidance of doubt, the term includes marae and exhibition galleries or centres which are maintained on an on-going basis by other institutions.
- 2.9 “**Register**” means the register of Members of Museums Aotearoa maintained in accordance with the Act.

**3 OBJECTS / NGA WHAINGATANGA**

The objects of Museums Aotearoa are to do any and all things as are conducive or likely to promote and foster, the development of Museums as essential public resources, for the collection, care, development, dissemination and interpretation of the natural and cultural heritage of

Aotearoa/New Zealand, in a manner which respects and promotes the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi).

#### **4 POWERS / NGA KAHA**

4.1 Subject to Rule 4.2, Museums Aotearoa has, both within and outside New Zealand:

4.1.1 Full capacity to carry on or undertake any business or activity, do any act, or enter into any transaction;

4.1.2 For the purposes of Rule 4.1.1 full rights, powers, and privileges which includes the power to indemnify and effect insurance for a Board Member or employee of Museums Aotearoa; and

4.1.3 For the purposes of Rule 4.1.1 and section 6(1)(j) of the Act, "full capacity" includes the power to borrow money in such manner and upon such security (if any) as the Board thinks fit.

4.2 Notwithstanding any other provision of these Rules, no benefit or advantage, whether or not convertible into money, of any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in sub-paragraphs (i) to (iv) of the second proviso to section CB 4(1)(e) of the Income Tax Act 1994 or any enactment in amendment or substitution of that Act, where the person is, in the opinion of the Commissioner of Inland Revenue, able, by virtue of that capacity as settlor or trustee or shareholder or director or associated person, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or extent of that benefit or advantage or that amount or the circumstances in which it is or is to be so received, gained, achieved, afforded, or derived, except as specifically exempted by that section.

#### **5 REGISTERED OFFICE / TE TARI REHITA**

The registered office of Museums Aotearoa shall be situated at such place for the time being as may be decided by the Board.

#### **6 MEMBERSHIP AND SUBSCRIPTIONS / NGA MEMA, ME NGA UTUNGA**

6.1 There shall be three classes of membership:

6.1.1 Museum membership;

6.1.2 Individual membership; and

6.1.3 Honorary membership.

6.2 Museum membership shall be open to all Museums which subscribe to, and act in accordance with, the Code of Ethics.

6.2.1 Affiliate Museum membership shall be open to museum institutions which are unable fully to subscribe to the Code of Ethics.

- 6.3 Individual membership shall be open to all persons who subscribe to, and act in accordance with, the Code of Ethics and who are employed or engaged by a Museum or who support the object of Museums Aotearoa.
- 6.4 Honorary membership shall be open to any person who has, in the opinion of the Board, done outstanding work in connection with any Museum or who has rendered special service to Museums Aotearoa
- 6.5 Every application for membership as a Museum Member or an Individual Member shall be in writing and, in the case of applicants who are not natural persons shall include full details of the applicant's rules or constitution and any further information as may be required by the Board.
- 6.6 Every application for membership as a Museum Member or an Individual Member shall be considered by the Board and each applicant shall be notified whether or not the application has been accepted and the Board shall cause the name and address of successful applicants to be entered in the Register.
- 6.7 The Board may from time to time nominate candidates for election as Honorary Members by the Members and each nominee shall be notified whether or not the nomination has been accepted and the Board shall cause the name and address of successful nominees to be entered in the Register
- 6.8 Notwithstanding any other provision of these Rules, Honorary Members shall have all the rights and privileges of Individual Members except that they shall be exempt from the payment of any subscription fees.
- 6.9 The annual subscriptions and benefits of membership shall be determined from time to time by the Board and unless the Board decides otherwise, annual subscriptions shall be payable by each Member on or before 31 March each year and forthwith upon admission in the case of new Members.
- 6.10 Any Member in arrears in the payment of annual subscriptions:
- 6.10.1 for two (2) clear months shall pay an additional ten percent (10%) on the amount owing;
- 6.10.2 shall not be entitled to vote; and
- 6.10.3 for four (4) months may, at the discretion of the Board, be removed from the Register.
- 6.11 A Member may resign from membership by giving Museums Aotearoa notice in writing to that effect at its registered office and every such notice shall, unless otherwise expressed, take effect from the end of the financial year then current.
- 6.12 A Member who does not meet the criteria for Membership at the end of any financial year may be removed from the Register at that time.
- 6.13 A Member may be expelled or suspended by the Board if the conduct of the Member is inconsistent with the Code of Ethics or is injurious to, or inconsistent with, the objects of Museums Aotearoa **PROVIDED THAT** before expelling any Member:

6.13.1 The Board shall first notify the Member in writing of the grounds for expulsion and shall give the Member a reasonable opportunity to be heard; and

6.13.2 Pending a hearing the Board may suspend a Member.

6.14 Removal from the Register shall not relieve the person so removed of any liability to Museums Aotearoa as at the date of removal.

## **7 MEETINGS / NGA HUIHUITANGA**

### **7.1 Annual General Meeting / Huinga-a-Tau**

An Annual General Meeting of Museums Aotearoa shall be held not later than six (6) months after the end of Museum Aotearoa's financial year in each year upon the provision of at least twenty-eight (28) clear days written notice on a date and at a time and place fixed by the Board. The business to be transacted shall include:

7.1.1 The presentation and consideration of the annual report of the Board;

7.1.2 The presentation and consideration of the annual financial statements for the preceding year;

7.1.3 The election of Board Members;

7.1.4 The appointment of an auditor for the forthcoming year; and

7.1.5 Such other matters as are properly before the Meeting.

### **7.2 Special General Meetings / Huinga Motuhake**

A Special General Meeting may be called by giving seven (7) clear days written notice:

7.2.1 By the Chairperson or, in his or her absence or incapacity, by any other Board Member. The notice shall include the matters and purpose for which the Meeting is called.

7.2.2 Upon receiving a written requisition signed by or on behalf of not less than fifty percent (50%) of the Members which states the purpose for which the Meeting is desired, the Chairperson shall call a Meeting as provided for in Rule 7.2.1.

### **7.3 Quorum / Mema Itinga Rawa**

At all Meetings the quorum shall be ten (10) Members of whom at least five (5) shall be Museum Members and five (5) shall be Individual Members.

## **8 REPRESENTATION OF MEMBERS AT GENERAL MEETINGS / NGA WHAKAPUTANGA WHAKAARO KI NGA HUI-A-TAU**

- 8.1 Each Member shall be entitled to be represented at Meetings by any person (hereinafter called “the Representative”) who the Member from time to time appoints in writing for that purpose.
- 8.2 Every appointment shall take effect from time of receipt by Museums Aotearoa and shall continue to have effect until it is withdrawn or replaced by a further appointment by the Member.
- 8.3 Every appointment or withdrawal shall be in writing signed on behalf of the Member by an authorised person.

## **9 VOTING / KI TE POOTI**

- 9.1 Unless a poll is demanded, voting at Meetings shall be by whichever of the following methods is determined by the Chairperson:
  - 9.1.1 Voting by voice; or
  - 9.1.2 Voting by show of hands.
- 9.2 A declaration by the Chairperson that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with this Rule.
- 9.3 At a Meeting a poll may be demanded by:
  - 9.3.1 Not less than five (5) Members having the right to vote at the Meeting; or
  - 9.3.2 A Member or Members representing not less than ten percent (10%) of the total voting rights of all Members having the right to vote at the meeting; or
  - 9.3.3 The chairperson of the meeting.
- 9.4 A poll may be demanded either before or after the vote is taken on a resolution.
- 9.5 If a poll is taken, each Member present in person or by Representative or by proxy shall have one (1) vote.
- 9.6 The Chairperson shall have a casting vote.
- 9.7 A Member may exercise the right to vote either by being present in person or by proxy.
- 9.8 A proxy for a Member is entitled to attend and be heard at a meeting of Members as if the proxy were the Member.

- 9.9 A proxy must be appointed by notice in writing signed by the Member and the notice must state whether the appointment is for a particular meeting or a specified term.
- 9.10 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced before the start of the meeting.
- 9.11 Any matter that may be decided at a meeting may be decided by postal ballot to be conducted in such manner as the Board determines.

## **10 FINANCIAL STATEMENTS / NGA WHAKAMARAMA MONI**

Every year the Board shall prepare financial statements for Museums Aotearoa containing the following particulars:

- 10.1.1 The income and expenditure of Museums Aotearoa during Museums Aotearoa's last financial year;
- 10.1.2 The assets and liabilities of Museums Aotearoa at the close of that year; and
- 10.1.3 All mortgages, charges, and securities of any description affecting any of the property of Museums Aotearoa at the close of that year.

## **11 BOARD AND OFFICERS / TE POARI ME ONA APIHA**

- 11.1 Subject to any express directions of the Members in general meeting, the affairs of Museums Aotearoa, including, without limitation, the control and investment of the funds of Museums Aotearoa, shall be conducted by the Board which shall consist of six (6) Board Members who shall be elected by the Members as follows:
  - 11.1.1 Three (3) Board Members shall be elected by the Museum Members from persons who are employees or Board Members of Museums; and
  - 11.1.2 Three (3) Board Members shall be elected by the Individual Members from their number or from persons who are employees or board members of Individual Members PROVIDED THAT at least one (1) of those shall be a person nominated by Kaitiaki.
- 11.2 Each Board Member elected by Members shall hold office for a term beginning at the end of the Annual General Meeting at which he or she is elected until the end of the second following Annual General Meeting.
- 11.3 No person may hold office as a Board Member for more than two (2) successive terms.
- 11.4 In the event of a casual vacancy on the Board, the Board may appoint a person to fill the vacancy until the end of the next Annual General Meeting following that person's appointment. For the purposes of Rule 11.3, a person so appointed shall be deemed to have served a "term" if the time from his or her appointment to the end of the next Annual General Meeting exceeds twelve (12) months.



- 11.5 A Board Member shall cease to hold office if he or she:
- 11.5.1 Ceases to eligible to be elected as a Board Member;
  - 11.5.2 Gives written notice of resignation to Museums Aotearoa; or
  - 11.5.3 Is removed from office by a majority vote of the class of Members entitled to vote and voting on the motion.
- 11.6 The Board shall appoint a Chairperson from among their number who shall serve at the will of the Board.
- 11.7 The Board shall meet at least four (4) times each year and each meeting shall be held at such date, time and place as is determined by the Chairperson or, if the Chairperson is unwilling or unable to call a meeting, by the Chief Executive at the written request of any two (2) Board Members.
- 11.8 A quorum for a Meeting of the Board shall be four (4) Board Members. No business shall be transacted at a meeting unless a quorum is present except that if there are not enough Board Members then holding office to constitute a quorum, the remaining Board Members may meet for the purpose of appointing additional Board Members pursuant to Rule 11.4.
- 11.9 Every Board Member may, by notice given in writing to Museums Aotearoa, appoint any person (but not another Board Member) to act as an Alternate Board Member in the Board Member's place, either generally, or in respect of a specified meeting or meetings during the Board Member's absence from a meeting.
- 11.10 At the Board Member's discretion, by notice in writing to Museums Aotearoa, the appointing Board Member may remove the Board Member's Alternate Board Member.
- 11.11 An Alternate Board Member may, while acting in the place of the appointing Board Member exercise and discharge all the powers, rights, duties and privileges of the appointing Board Member except as regards the power to appoint an Alternate Board Member.
- 11.12 For the purpose of establishing a quorum of the Board, an Alternate Board Member is deemed to be the Board Member appointing him or her.
- 11.13 The notice of appointment of an Alternate Board Member must include an address for service of notice of meetings of the Board. Failure to give an address will not invalidate the appointment, but notice of meetings of the Board need not be given to the Alternate Board Member until an address is provided to Museums Aotearoa.
- 11.14 A resolution in writing, signed by all of the Board Members, shall be as valid and effective as if passed at a meeting of the Board.
- 11.15 The Board may, in all other respects, regulate the conduct of its affairs.

- 11.16 The Board shall appoint a person to be the Chief Executive of Museums Aotearoa who shall be charged with the day to day management of Museums Aotearoa who shall serve at the will of, and subject to, the directions of the Board. The Chief Executive shall have the right to attend and speak at meetings of the Board but shall not have a vote.
- 11.17 The Board may delegate any of its powers and duties to any person or persons (including the Chief Executive who may, in turn, sub-delegate his or her powers, and any sub-committees of the Board or to any special committees consisting in whole or in part of persons who have special interests or expertise) proved that the Board may not delegate the power to suspend Members.
- 11.18 If the Board delegates a power, the Board is responsible for the exercise of the power by the delegate as if the power had been exercised by the Board, unless the Board:
- 11.18.1 Believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on the Board by the Act and these Rules; and
- 11.18.2 Has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

## **12 COMMON SEAL / TE HIRA TOHU**

- 12.1 The common seal of Museums Aotearoa shall be in a form determined by the Board from time to time. The Chief Executive shall be responsible for its safe custody and control.
- 12.2 Whenever the common seal is required to be affixed to any document the seal shall be affixed pursuant to a resolution of the Board by the two (2) Board Members so authorised by resolution of the Board and the persons affixing the seal shall at the same time sign and date the document.

## **13 ASSIGNMENT OF SHARES / TUKU HEA**

Museums Aotearoa shall not assign any of its shares in The Museums Company Limited, a duly incorporated company having its registered office at Wellington, so as to in any way affect the charitable status of The Museums Company Limited.

## **14 WINDING UP AND DISPOSAL OF ASSETS / KAUPAPA WHAKAMUTUNGA**

- 14.1 Museums Aotearoa may be wound up voluntarily if the Members at a General Meeting pass a resolution requiring Museums Aotearoa so to be wound up and the resolution is confirmed by a vote of two-thirds (2/3rds) majority of each class of Members entitled to vote and voting 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.

- 14.2 If upon the winding up or dissolution of Museums Aotearoa there remains after satisfaction of all costs and its debts and liabilities any property or assets whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other approved charitable institution within New Zealand having objects similar to the objects of Museums Aotearoa and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on Museums Aotearoa such institution or institutions to be determined by the Members at or before the time of dissolution or in default thereof by a Justice of the High Court of New Zealand or in the absence of any institution then to such public charity or public charities as the said Justice may determine.

## **15 REGULATIONS / TOHU KAIWHAKAHAERE**

The Members may from time to time by resolution in General Meetings make, amend or rescind regulations not inconsistent with these Rules and governing procedure at its meeting.

## **16 ALTERATION OF RULES / NGA WHAKAREREKETANGA**

These Rules may be altered, added to, rescinded or otherwise amended by resolution of two-thirds (2/3rds) majority of each class of Members entitled to vote and voting at a General Meeting of which at least fourteen (14) days notice which sets forth the purport of the proposed alteration, addition, rescission or other amendment has been given **PROVIDED THAT** no amendment shall be permitted if it in any way affects the charitable status of Museums Aotearoa.

## **17 TRANSITIONAL / TAUWHIROWHIRO**

- 17.1 The persons who were elected as Committee Members at the Annual General Meetings of Museums Aotearoa held in 1998 and 1999 shall be deemed to have been elected as Board Members under these Rules.
- 17.2 Anyone who was an Honorary Member of The Museums Association of Aotearoa New Zealand Te Ropu Hanga Kaupapa Taonga Incorporated shall be an Honorary Member of Museums Aotearoa.
- 17.3 Until such time as it is amended or revoked, the Code of Ethics shall be the Code of Ethics of The Museums Association of Aotearoa New Zealand Te Ropu Hanga Kaupapa Taonga Incorporated as they are in effect at the date these Rules come into effect.