

THE INCORPORATED SOCIETIES ACT 1908

RULES OF

HAVELOCK MUSEUM SOCIETY (INCORPORATED)

NAME

1. THE name of the Association shall be "Havelock Museum Society Inc".

1.1 RESCISSION

These rules are in substitution of all previous rules, additions and amendments thereto which are hereby rescinded.

INTERPRETATION

2. THROUGHOUT these Rules unless inconsistent with the context:

"The Association" shall mean the Havelock Museum Society Inc.

"The Committee" shall mean the Committee elected pursuant to these Rules.

3. REGISTERED Office of the Association shall be at such place or places as the Committee shall from time to time determine.

4. OBJECTS of the Association shall be.

- (a) The preservation, continuation and augmentation of the Havelock Museum including donated, purchased or borrowed items which relates to the Pelorus, Havelock, Linkwater, Canvastown and Wakamarina areas and meet the collection policy set out in the by-laws. The term preservation may include preservation by photographic or electronic means.
- (b) The administration and care of the Havelock Museum.
- (c) The promotion of and encouragement of support for the Havelock Museum.
- (d) To purchase, take on lease or otherwise acquire land, buildings and premises to erect, maintain, alter or repair any buildings or erections or other property, to purchase, hire or otherwise acquire chattels of all descriptions and to manage, let, sell, exchange, dispose of or otherwise deal with any property of the Society.
- (e) To borrow, raise or secure the payment of money by any means in particular by the issue of charges, bonds, obligations, guarantees, mortgages or other securities, charged upon all or any of the property of the Association, and to draw, make, accept, endorse and discount, execute, issue and negotiate, cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to execute guarantees.
- (f) To enter into any partnership or arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or being

engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on and to engage in any business or transaction capable of being conducted either directly or indirectly to the benefit of the Association or its members and to take or otherwise acquire shares and securities in or from any such person, firm or company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

- (g) To invest, lend and deal with the moneys of the Association not immediately required for carrying on its business upon such securities and in such manner as from time to time may be determined upon.
- (h) To raise money by subscription and to grant any rights and privileges to subscribers.
- (i) To do all such other lawful things as are incidental or conducive to the attainment of the abovementioned objects.

5. MANAGEMENT of the Society

- 5.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:
 - (a) The Chair/President.
 - (b) The Secretary.
 - (c) The Treasurer.
 - (d) Such other Members as the Society shall decide.
- 5.2 Only Members of the Society may be Committee Members.
- 5.3 There shall be a minimum of three Committee Members, in addition to the Officers.

6. APPOINTMENT of Committee Members.

- 6.1 At an Association Meeting, the Members may decide by majority vote:
 - (a) How large the Committee will be.
 - (b) Who shall be the Chair/President, Secretary, and Treasurer.
 - (c) Whether any Committee Member may hold more than one position as an officer.
 - (d) How long each person will be a Committee Member ("the Term").

7. CESSATION of Committee Membership.

- 7.1 Persons cease to be Committee Members when:
 - (a) They resign by giving written notice to the Committee.
 - (b) They are removed by majority vote of the Society at a Society meeting.
 - (c) Their Term expires.
- 7.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

8. NOMINATION of Committee Members.

- 8.1 8.1 Nominations for members of the Committee shall be called before or at an Annual General Meeting. Each candidate shall be proposed and seconded by Members. All retired members of the Committee shall be eligible for re-election.

- 8.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 8.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 8.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

9. LIFE Membership.

9.1 At the Annual General Meeting of the Association, the Association may on the recommendation of the Committee appoint any person who has rendered outstanding services to the Association to be a Life Member. A Life Member shall be entitled to all the privileges and rights of membership without liability for payment of any subscription.

10. COMMITTEE Role.

- 10.1. Subject to the rules of the Association ("The Rules"), the role of the Committee is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice
 - (e) Delegate responsibility and co-opt members where necessary
 - (f) Ensure that all Members follow the Rules;
 - (g) Decide how a person becomes a Member, and how a person stops being a Member;
 - (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership fees, including subscriptions and levies;
 - (k) Make regulations.
- 10.2. The Committee has all of the powers of the Association, unless the Committee's power is limited by these Rules, or by a majority decision of the Association.
- 10.3. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
- 10.4. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

11. ROLE of Committee Members.

- 11.1 The Chair/President is responsible for:
- (a) Ensuring that the Rules are followed.
 - (b) Convening Meetings and establishing whether or not a quorum (4 members) is present.
 - (c) Chairing Meetings, deciding who may speak and when.
 - (d) Overseeing the operation of the Society.
 - (e) Providing a report on the operations of the Society at each Annual General Meeting.

- 11.2. The Secretary is responsible for:
- (a) Recording the minutes of Meetings.
 - (b) Keeping the Register of Members.
 - (c) Holding the Society's records, documents, and books except those required for the Treasurer's function.
 - (d) Receiving and replying to correspondence as required by the Committee.
 - (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
 - (f) Advising the Registrar of Incorporated Societies of any rule changes.

- 11.3 The Treasurer is responsible for:
- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
 - (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
 - (c) Providing a financial report at each Annual General Meeting.
 - (d) Providing financial information to the Committee as the Committee determines.

12. COMMITTEE Meetings

- 12.1. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 12.2. No Committee Meeting may be held unless four of the Committee Members attend.
- 12.3. The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting.
- 12.4. Decisions of the Committee shall be by majority vote.
The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.
- 12.5. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 12.6. Subject to these Rules, the Committee may regulate its own practices.
- 12.7. The Chair/President or his nominee shall adjourn the meeting if necessary.
- 12.8. Adjourned Meetings. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved, in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from

place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13. MEMBERSHIP of the Society
Types of membership.

- 13.1 Membership may comprise different classes of membership as decided by the Society.
- 13.2 Members have the rights and responsibilities set out in these Rules.
- 13.3 Admission of Members.
- 13.4 To become a Member, a person ("the Applicant") must:
- (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
 - (b) Supply any other information the Committee requires.
- 13.5 The Committee may interview the Applicant when it considers Membership applications.
- 13.6 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

14. REGISTER of Members

- 14.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 14.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 14.2 Each Member shall provide such other details as the Committee requires.
- 14.3 Members shall have reasonable access to the Register of Members.

15. CESSATION of Membership

- 15.1 Any Member may resign by giving written notice to the Secretary.
- 15.2 Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
 - (ii) state what the Member must do in order to remedy the situation, or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (iii) state that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - (iv) state that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

- (b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- (e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

16. OBLIGATIONS of Members

- 16.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

17. MONEY and Other Assets of the Society

- 17.1 All moneys received on account of the Association shall be paid to its credit at the office of its banker
- 17.2 Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.
- 17.3 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 17.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 17.5 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 17.6 All accounts shall be submitted to the Committee for examination and for approval or confirmation of payment.
- 17.7 The Society shall have the power to open bank accounts and designate the person entitled to operate those accounts according to standard bank practices including on-line banking. Payments made by cheque shall be signed by two members of the Society appointed by the Society for that purpose.

- 17.8 The Society may only Use Money and Other Assets if:
- (a) It is for a purpose of the Society.
 - (b) It is not for the sole personal or individual benefit of any Member and
 - (c) That use has been approved by either the Committee or by majority vote of the Society.

18. JOINING Fees, Subscriptions and Levies

- 18.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

19. ADDITIONAL Powers

- 19.1 The Society may:
- (a) Employ people for the purposes of the Society.
 - (b) Exercise any power a trustee might exercise.
 - (c) Invest in any investment that a trustee might invest in.
 - (d) Borrow money and provide security for that if authorised by resolution of a Special General Meeting convened by the Committee for that purpose.

20. FINANCIAL Year

- 20.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

21. ASSURANCE on the Financial Statements

- 21.1 The Society shall appoint a properly qualified person to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible for providing the Reviewer with.

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

22. GENERAL Meetings

- (a) The Annual General Meeting shall be held not later than the 31st July in each financial year.
- (b) Special General Meetings shall be convened by the Secretary:
 - (i) when directed by the Chair/President or
 - (ii) upon a written requisition signed by not less than six financial members of the Association setting forth in detail the business which is to be brought before such meeting or
 - (iii) when directed by a resolution of the Committee.
- (c) If any such meeting is not convened and held within twenty one days of such direction or requisition the Chair/President or the requisitioning members as the case may be may convene the same.
- (d) Ordinary General Meetings shall be held at such times and places as the Committee shall determine.

23. NOTICE of Meetings

- (a) At least seven days notice in writing of all Annual, Special or Ordinary General meetings of the Association shall be given to each member.
- (b) In the case of Annual and Special General Meetings the notice shall set forth in detail the business which is to be brought before such meeting and all motions of which notice has been given in accordance with these Rules.
- (c) The failure for any reason of any member to receive such notice shall not invalidate any meeting or the proceedings thereof.

24. PROCEDURE at meetings, quorum and voting.

- (a) The Chair/President, or in his absence a member elected by the meeting from among the members present shall be Chair of all meetings of the Association. At all Annual, Special and Ordinary General meetings of the Association six financial members shall be a quorum.
- (b) At all Annual, Special and Ordinary General meetings of the Association six financial members shall be a quorum.
- (c) Any member whose subscription is in arrears or who has not paid any sum duly levied by the Association in accordance with these Rules shall not be entitled to vote at or take part in any meeting of the Association.
- (d) Every member personally present shall be entitled to one vote. The Chair/President shall have a deliberative and a casting vote. No member shall be entitled to vote by proxy except when voting is in accordance with a poll as hereinafter determined.
- (e) Voting at all meetings of the Association shall be on the voices or by show of hands or by ballot as the Chair/President shall decide except where a poll is called for in accordance with the provisions hereinafter appearing.
- (f) Except where otherwise provided in these Rules and in the Incorporated Societies Act, 1908 all questions shall be decided by a clear majority of those present and voting.
- (g) At any Annual General, General or Special Meeting of the Association and before any question is put to the vote any member may call for that

question to be decided by the taking of a poll and in that event the following provisions shall apply:

- (i) the right of members to vote hereinbefore in these rules conferred shall be suspended as regards the determination of that question.
- (ii) voting shall be on a secret ballot and any proxy forms shall be completed upon such form and in such manner as the Committee shall from time to time prescribe.
- (iii) each member shall be entitled to one vote.

25. COMMON Seal

- (a) The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chair/President and countersigned by the Secretary or a member of the Committee.
- (b) The Common Seal shall be affixed to any deed, document or other writing only pursuant to a resolution of the Committee and in the presence of one member of the Committee and the Chair/President or the Secretary who shall sign the writing so sealed.

26. AMENDMENT to rules

- (a) These Rules may be amended, added to or rescinded at any Annual General Meeting or Special General Meeting called for that purpose and all provisions relating to such meeting shall apply.
 - (i) Any amendments made shall not affect the charitable objects, personal benefits or winding up clauses.
- (b) An authenticated copy of the Rules and by-laws of the Association incorporating all amendments shall be kept by the Secretary and shall at all times be available to members for perusal.

27. BYLAWS to Govern the Society

- (a) The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

28. DISPOSITION of Property on Winding Up

- (a) If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the first organisation – for some other charitable purpose within New Zealand.

29. GENERAL

- (a) The Association shall have full power to manage and control its own affairs and to make by-laws and regulations controlling its activities and meetings and all other matters or things applicable to the Association. In the event as to any question arising as to the construction or application of any of these Rules or of any by-laws made pursuant thereto the Committee is hereby empowered to determine the same.
- (b) The Association may in General Meeting discuss and take action in respect of any matter save and except any alteration to or temporary suspension of the provisions hereof of which due notice has not been given but which is accepted for discussion and/or action by a three-quarters majority of those present and voting.
- (c) The Association may in General Meeting discuss and take action in respect of any matter save and except any alteration to or temporary suspension of the provisions hereof of which due notice has not been given but which is accepted for discussion and/or action by a three-quarters majority of those present and voting.

Simon Ousking

28. 7. 2017

[Signature]

1 August 2017

Collet Jacobson 1-8-2017