

Constitution and Rules of the

Wainuiomata Historical Museum Society Incorporated

Adopted at the Annual General Meeting of 3 December 2024

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1. Name

The name of the Society shall be the Wainuiomata Historical Museum Society Incorporated (hereinafter called 'the Society').

2. Aims and Objects

The aims and objects for which the Society is established are:

[a] Aims

- [i] To encourage and promote the study of and interest in history generally and of that relating to Wainuiomata and its immediate surrounding areas in particular.
- [ii] To foster and maintain public appreciation of places and matters of genuine historical interest.
- [iii] To revive an appreciation of the achievements of the pre-Europeans and early settlers and encourage historical research.
- [iv] To encourage interest in archaeology and the scientific investigation of archaeological sites.

[b] Objects

- [i] To collect, hold and provide for the permanent preservation of chattels, records or relics of historical interest, and for this reason to establish a museum.
- [ii] To establish an historical reference library and district archives relating particularly to New Zealand and the Wainuiomata District.
- [iii] To search for and proclaim, mark, protect and preserve rocks, trees, fortifications, battlegrounds, buildings and other objects or places associated with famous or historic events relating to the pre-European and subsequent settlement of the Wainuiomata district.
- [iv] To investigate and establish the proper meanings and origin of all local legends and place names.
- [v] To carry out excavation and other similar activities for the purpose of discovery and preservation of relics, objects and chattels of historic interest.
- [vi] To record all activities, proceedings and discoveries and results of historical research in a journal or other published form.
- [vii] To purchase, take on lease or license or otherwise acquire any interest in land and buildings or sell or otherwise dispose of the same.
- [viii] To seek public, local body or government or other assistance whatsoever for all or any of the purposes of the Society.
- [ix] To co-operate and work with other bodies having aims and objects similar to those of this Society.
- [x] To do all such other things as are incidental or conducive to the attainment of the above aims and objects.
- [xi] To employ persons as and where the Committee see fit. If such persons are members of the Committee, they cannot vote or participate in discussions on any matter concerning their salary, terms of employment, or any other contract in which they may have an interest.
- [xii] No addition or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue.

3. Membership

- [a] Ordinary: Any person may become an Ordinary Member of the Society provided the person has made application for membership.
- [b] Life: Any member who has rendered outstanding service to the Society may have the special distinction of Honorary Life Membership conferred upon them by the Committee. Life Membership shall carry with it all the rights of an Ordinary Member with the exception that they shall not be called upon to pay a membership fee.
- [c] Termination: Subject to a formal dispute resolution procedure detailed in Section 13 of this Constitution, any member whose behaviour or actions has been found to have brought the Society into disrepute, can have their membership terminated by the Committee.
- [d] Resignation: Any member may resign from the Society on giving to the Committee notice in writing of their intention to do so, and on paying all subscriptions due at the time of the giving of such notice; the Committee may accept their resignation.
- [e] Membership shall entitle a member to all or any of the privileges of the Society, participation in all its activities, voting at all General Meetings, election to any vacant office and free access at specified hours to its library and/or museum providing all subscriptions are up to date.
- [f] Register: A Register of Members showing the names, and addresses of members and the dates at which they became members shall be kept by the Secretary.

4. The Committee

- [a] The Committee of the Society shall consist of a President, Secretary, Treasurer and at least four other members of the Society, provided however that the Committee so constituted may at its discretion co-opt additional members as required.
- [b] The Executive which shall consist of the President, Secretary and Treasurer, defined as Officers of the Society, shall attend to such urgent matters as may be required, and all its actions shall be confirmed or otherwise at the next Committee Meeting.
- [c] Officers will be compliant with the requirements of the Incorporated Societies Act 2022, consent in writing to the positions, and certify that they are not disqualified from being Officers according to the Act.
- [d] The Committee shall have the management of the general affairs of the Society except the making and alteration of the Constitution. The Committee shall be elected every twelve months at the AGM.
- [e] The Committee may from time to time appoint members of the Society to constitute a sub-committee or sub-committees and may define the work to be done by such sub-committee or sub-committees.
- [f] The Committee may act notwithstanding any vacancy in its ranks and may fill any vacancy by appointing another member of the Society who shall hold office until the end of the annual election period.

5. Meetings

- [a] The Annual General Meeting of the Society shall be held during May in each year and the accounts of the Society shall be closed on the 31st day of March each year.
- [b] At each Annual General Meeting the President shall submit the Annual Report and there shall be presented a duly audited Balance Sheet and Statement of Accounts.
- [c] A Special General Meeting of the Society may be called at any time by the Committee, members to be given twenty-one (21) days notice in writing.
- [d] Officers of the Executive of the Society may be removed by a simple majority vote at a Annual or Special General Meeting of the members.
- [e] Every Annual General Meeting of the Society shall be advertised in the newsletter and a newspaper published and circulated in the Wainuiomata and/or Hutt District at least twenty- one (21) days before the meeting is to take place and such advertised notice shall be regarded as giving due notice to all members of such meeting.
- [f] Proper minutes shall be kept of all Committee Meetings and of all General Meetings and such minutes shall be open to inspection by members of the Society. Copies of these minutes will be held at the Museum. In addition the Secretary shall keep a copy of the register of acquisitions of historical material and such other records as the Committee may from time to time direct.

6. Quorum

- [a] The quorum for a Committee Meeting shall be five, one of whom shall be a member of the Executive.
- [b] The quorum for an urgent Executive Meeting shall be two, one of whom shall be the President.
- [c] The quorum for an Annual, Ordinary or Special General Meeting shall be twelve.

7. Voting

- [a] Unless elsewhere expressly provided, all resolutions of the Committee, Executive, Special, Annual and General Meetings shall be carried by simple majority.
- [b] Every motion submitted to a meeting shall be decided in the first instance on the voices and in the case of a decision being in doubt the Chairman or any member may call for a show of hands.
- [c] Every member entitled to vote shall have one vote except that the Chairman of any meeting shall, in the event of an equality of votes, have a casting vote.
- [d] Voting will be by show of hands unless a member personally present and entitled to vote shall demand a secret ballot in which case a secret ballot will be taken.

8. Annual Subscription

- [a] The annual subscription for Ordinary Members shall be fixed by the Committee when deciding the annual budget and shall be ratified or amended only by a Special General Meeting or the Annual General Meeting. This subscription shall become due on the first day of the financial year.
- [b] Any ordinary member joining the Society during or after the seventh month in any financial year shall pay such proportionate subscription as the Committee may determine.
- [c] The Committee may in exceptional circumstances waive the whole or any part of the subscription payable by any member.

- [d] The financial year is from 1st April to 31st March.
- [e] No member who is in arrears with his or her subscription for more than three (3) months shall be entitled to vote at any meeting of the Society.
- [f] Any member whose subscription is in arrears for a period in excess of six (6) months shall have their membership of the Society terminated by decision of the Committee, but the Committee may in its discretion reinstate such persons as members upon payment of the arrears of subscription.

9. Finance

- [a] All moneys received on account of the Society shall be paid to its credit at the offices of its bankers within a reasonable time of receipt.
- [b] All accounts rendered to the Society shall be approved by the Committee before payment.
- [c] All payments shall be authorised by any two Executive Officers.
- [d] Any of the funds of the Society not immediately required may be invested in such manner as the Committee may in its discretion think fit.
- [e] A Statement of Income and Expenditure for the Society's financial year, together with a Balance Sheet setting out Assets and Liabilities as at the last day of the financial year shall be compiled by the Treasurer, independently reviewed and circulated to members at the Annual General Meeting.
- [f] Immediately after the Annual General Meeting, these statements and balance sheets shall be filed by the Treasurer, along with registration of Officers, with Charities Services.
- [g] Members shall not receive or obtain any pecuniary gain (except as a salaried officer) from the property or operations of the Society.
- [h] At the Annual General Meeting the Society shall appoint a suitably qualified independent Financial-Reviewer whose responsibility it is to review the Financial Accounts at the end of each financial year.
- [i] Donations and Legacies unless made for any specified purpose shall be paid into the general fund and shall form part of the funds of the Society to be expended in such manner as the Committee thinks fit.
- [j] The consent is needed of the majority of the members at a General Meeting of the Society to borrow or raise money upon loan with or without security for the objects of the Society and to execute such instrument as may be necessary for securing the payment thereof.

10. Amendments to the Constitution

No alteration, amendment, revision or addition to the Constitution shall be made except in the following manner and that is to say by the resolution of a majority being not less than three-fourths of the members who are present and who being entitled to do so, vote in person at a General Meeting of the Society, of which twenty-one (21) days notice has been given and provided that a notice of motion has been lodged with the Secretary and a printed copy of the proposed changes sent to all members at least thirty days previous to the meeting.

11. Indemnity

- [a] No member acting or purporting to act in the execution of the objects of the Society shall be liable for any loss not attributable to their own dishonesty or to the wilful commission or omission by them.
- [b] Any member of the Society shall be entitled to be indemnified by, and reimbursed out of the Society's funds for expenses incurred by them in exercising their functions under the Society's Constitution.

12. No Private Pecuniary Profit

No member of the organization or any person closely associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to the situation which would be paid in an arm's length transaction (being the open market value). 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.

13. Dispute Resolution

- [a] Disputes are disagreements or complaints that allege:
 - [i] an officer or a member has engaged in misconduct, or
 - [ii] a member's rights or interests have been damaged, or
 - [iii] there has been (or is likely to be) a breach by members, Officers, or the Society of a duty under this constitution, or the Incorporated Societies Act 2022.

- [b] Complaints by a member or officer must be in writing to the Committee, requesting formal dispute resolution, and setting out the allegation to which the dispute relates and whom the allegation is against, together with any other information reasonably required by the Society.
- [c] Complaints against a member or an officer by the Society must be made by notice in writing that states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution and sets out the allegation to which the dispute relates.
- [d] Complainants have a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- [e] The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the dispute is investigated and determined. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.
- [f] The Society may decide not to proceed further with a complaint if
 - [i] the complaint is trivial; or
 - [ii] the complaint does not allege that a member or an officer has engaged in material misconduct; that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the Constitution or the Incorporated Societies Act 2022; that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - [iii] the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - [iv] the person who makes the complaint has an insignificant interest in the matter;
 - [v] the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - [vi] there has been an undue delay in making the complaint.
- [g] The Society may refer a complaint to a subcommittee or an external person to investigate and report; or a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- [h] The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- [i] A person may not act as a decision maker in relation to a complaint if two or more members of the committee, or a complaints subcommittee, consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

14. Procedure on Winding Up

A majority of the members present at a General Meeting convened for the purpose may pass resolution that the Society be wound up and may also direct to what objects the fund and property of the Society may be applied after winding up thereof but such resolution shall require confirmation at a subsequent General Meeting called together for that purpose and held no earlier than thirty days after the date on which the resolution to be confirmed was passed.

15. Disposal of Surplus Funds

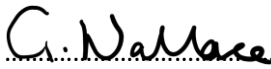
If upon the winding up of or dissolution of the organization there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organization but be given or transferred to some other charitable organization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

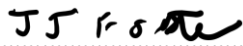
16. Registered Office

The Registered Office of the Society shall be the corner of Main Road and Homedale Road, Wainuiomata or such place as the Committee may from time to time determine.

17. Contacting the Society

The Society can be contacted by emailing the web address: wainuimuseum@gmail.com.

President: G Wallace Signature:  Date: 3.12.24

Secretary: J Foster Signature:  Treasurer: M Ellis Signature: 