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new zealand working party for the
documentation and conservation
of buildings, sites and neighbourhoods of the
modern movement

c/- julia gatley, secretary / treasurer
school of architecture and planning
the university of auckland
private bag 92019, auckland 1142

CONSTITUTION

1. Name

The name of the Society shall be 'DOCOMOMO New Zealand, Incorporated'.

2. Incorporation

DOCOMOMO New Zealand, Inc., shall be an incorporated society registered in New Zealand under the Incorporated Societies Act 1908.

3. Objects

a. The Society is established for the following charitable purposes in New Zealand:

- i. Bring the significance of the modern movement to the attention of the public, the authorities, the professions and the educational community concerned with the built environment.
- ii. Identify and promote the recording of works of the modern movement, including a register, drawings, photographs, archives and other documents.
- iii. Foster the development of appropriate techniques and methods of conservation and disseminate this knowledge throughout the professions.
- iv. Oppose destruction and disfigurement of significant works of the modern movement.
- v. Identify and attract funding for documentation and conservation.
- vi. Explore and develop the knowledge of the modern movement.

Being the objectives of all national working parties and the international working party of the worldwide DOCOMOMO network, summarised in the 'Eindhoven Statement (1990)'

The Society will apply these objectives to the documentation and conservation of buildings, sites and neighbourhoods of New Zealand's modern movement.

b. If there is any ambiguity in the Society's objects, clause 3(a) is to be constructed in a manner that will widen and not restrict the powers of the Society provided that the Society can not undertake any activity that would in any way jeopardise or cause the Society to cease being exclusively for charitable purposes in New Zealand.

4. Membership

a. Any individual who shares the objects of the Society may become a member. Members shall be those individuals who formally express a desire to join the Society and who pay a subscription at a level determined or revised by a General Meeting of the Society. The Committee reserves the right to decline or review membership at any time on this basis.

b. An individual who has not paid the subscription by December of any given calendar year may be determined, in a meeting of the Committee, to have ceased being a member of the Society.

c. An individual who wishes to cease being a member of the Society may do so at any time by informing any member of the Committee of his or her wish in writing.

d. The categories of membership shall be:

Ordinary – Any person subscribing to the objects of the Society shall be eligible to pay the membership subscription. On payment their name shall be entered in the register of members of the Society;

Honorary – From time to time, on the recommendation of the Committee, a General Meeting of the Society may elect as an Honorary Member a person considered to have made an outstanding contribution to the objectives of the Society;

Organisational - Any organisation subscribing to the objects of the Society shall be eligible to pay organisational membership subscription. On payment their name shall be entered in the register of members of the Society. An organisational member is entitled to one AGM vote per organisation;

each “a member”.

e. Any body corporate may become an Ordinary member. A corporate member is entitled to nominate a representative, advised in writing to the Chair, to speak and vote on behalf of that member at any general meeting.

f. Each member shall have one vote at a General Meeting of the Society.

5. Meetings

a. The Society shall hold an Annual General Meeting (AGM) between mid-July and 31 December annually. Notification of the time, date and location of each meeting shall be publicised to members and interested individuals no later than 21 days in advance of the meeting. Notification may be made by post or by any form of electronic communication.

b. The AGM may address any matters pertinent to the operation and concerns of the Society, but must include reports by members of the Committee on finances, membership, and activities of the Society.

c. An Extraordinary General Meeting of the Society may be called at any time by an elected officer of the Society or any three members of the Society, but must be notified at least 21 days in advance, in the manner described in 5(a).

d. Matters to be determined by an AGM are the election of committee members and any changes to the Constitution. All motions pertaining to changes to the constitution must be notified no less than 21 days in advance of the meeting.

e. Nominations for committee members must be received no later than 7 days prior to a notified AGM. If insufficient nominations have been received within the ordinary nomination period, nominations may be received from the floor during an AGM.

f. A vote will ordinarily be cast by a show of hands to determine a majority response to any motion. Any member may request the Meeting's minute-taker to minute the precise number of votes for or against any motion.

g. A quorum for a general meeting shall be 10 ordinary members.

h. If a quorum is not present, the general meeting may be reconvened. Notices shall follow the procedure outlined in 5(a).

6. Committee

a. The Society shall be administered by a National Committee of at least five comprising:

i. Chair (responsible for the coordination of regional coordinators, for the national administration of the Society and for liaison with DOCOMOMO International). Ordinarily the Chair shall be recognised as the spokesperson for DOCOMOMO NZ. The Chair may delegate another elected member of the Committee to act as spokesperson if needed.

ii. Registers Coordinator (responsible for national documentation projects within the objects of the Society).

iii. Administrator (responsible for the receipt of subscriptions and maintaining the Society's records).

iv. Two or more other individuals drawn from members representing regional interests. Regions will be defined according to the regional boundaries, namely Auckland, Waikato/Bay of Plenty,

Gisborne/Hawkes Bay, Western, Wellington, Nelson/Marlborough, Canterbury and Southern. Each region may have one or two individuals coordinating the activities of each region.

- b. The Chair, Registers Coordinator and Administrator shall be positions filled by any individual member nominated and elected in the manner described in 5e and 5f. The term of office shall expire at the following AGM. Any office bearer may seek re-election for any position upon the completion of a term of office.
- c. Elected members of the Committee will, under consultation with regional members, invite selected individual members to become regional coordinators, for those regions defined in 6(a)iv. These may choose to sit on the National Committee for the duration of their appointment, which will be made and terminated by a majority decision of the Committee.
- d. Any member of the Committee may resign from their office at any time by notice in writing to the Chair. In the case of the Chair's resignation, notice may be made to another member of the Committee.
- e. The Committee may temporarily appoint any existing committee member to an office-bearing position, which must then be filled by election at the next AGM.
- f. The committee may meet at any time to consider operational matters, and may draft rules that govern any facet of the Society's operation, within the parameters of the Constitution. These must be disclosed to the next AGM.
- g. A quorum for any meeting of the Committee shall be three of its members, two of whom shall be elected officers.
- h. Not less than three days notice must be given for any meeting of the Committee.
- i. The Committee may co-opt up to two additional members between AGMs in addition to appointees under 6(c) and (e).
- j. A meeting of the Committee may be held either:
 - (i) By the number of Committee members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (ii) By means of an audio or audio and visual communication by which all Committee members participating in constituting a quorum can simultaneously hear each other throughout the meeting.
- k. A resolution in writing, signed or assented to by all members of the Committee entitled to receive notice of a meeting of the Committee is valid and effective as if it had been passed at a meeting of the Committee duly convened and held. The resolution may consist of several documents (including facsimile or other means of communication) in like form each signed or assented to by one or more Committee members.
- l. The Committee must ensure that minutes are kept of all proceedings at their meetings.
- m. The Committee shall have the power to form subcommittees as may be deemed necessary.
- n. Except as provided in these rules, the Committee may regulate its own procedure.

7. Funds and Investments

a. The income, assets and property of the Society are to be applied solely towards the promotion of its charitable purposes in New Zealand provided that:

- i. no part is to be applied or transferred directly or indirectly by way of profits, dividends, bonuses or otherwise howsoever to the members of the Society; and
- ii. no member or any person associated with a member can derive any income, benefit or advantage from the Society unless it is:
 - o reimbursement of expenses properly incurred on behalf of the Society;
 - o reasonable remuneration for services actually rendered to the Society; or
 - o interest on money lent to the Society at no greater than then current rates.

b. The Administrator will be responsible for the receipt and depositing of funds into the Society's nominated bank account.

c. Funds may only be withdrawn from the Society's nominated bank account under the authority of two members of the committee. This may take the form of a recorded communication (including electronic communication) approving the action of one committee member if it is not possible to have two committee members present in person.

d. The Committee may make decisions on behalf of the Society to raise and disburse funds not relating to membership fees as it sees fit, within the principles of the Constitution and the Rules of the Committee. These decisions must be fully disclosed to the AGM.

e. The Society has the power to invest surplus funds in interest bearing current or term deposit accounts.

f. The Society's accounts will be reported annually, following clause 5(b), by the Society's Administrator, in accordance with generally accepted accounting principles. If required by a resolution of a General Meeting, the Society's accounts shall be audited by a member of the Institute of Chartered Accountants of New Zealand.

8. Borrowing of Money

The Committee may only commit the Society to borrowing money at an Annual or Extraordinary General Meeting of the Society called for that purpose, in either case with a majority of two thirds of members in attendance. The proposed borrowing must be approved by at least two thirds of the members present at the meeting

9. Common Seal

The Common Seal of the Society shall be kept in the custody of the Administrator and shall be affixed to every instrument by resolution of the Committee and in the presence of the President and Administrator or in the presence of any two authorised members of the Committee.

10. Winding Up

a. The Society may be wound up if at an Extraordinary General Meeting of its members, a resolution is passed to wind up the Society and the resolution is confirmed at a subsequent Extraordinary General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

b. Should there be a surplus of assets after all commitments and liabilities of the Society have been met, they shall be distributed in the manner approved by an Extraordinary General Meeting called for that purpose (which can be the first or second meeting in 10(a) to any charitable organisation operating within New Zealand that has charitable objects similar to those for which the Society was formed. If the Society is unable to resolve any disagreement over the distribution of surplus assets, the provisions of section 27 of the Incorporated Societies Act will apply.

11. Changes to the Constitution

a. Changes to the Constitution may be made only at an AGM or Extraordinary General Meeting called for that specific purpose and must be approved by at least two thirds of the members present at the meeting. No addition to or alteration of these rules shall derogate from the charitable status of the Society established for charitable objects in New Zealand. Without limiting the generality of this restriction, no addition to or alteration of the non-profit aims, the provision precluding personal benefit, the powers reserved to the Society or the winding up clause shall be made without the approval of the Inland Revenue Department. The provisions and effect of this clause shall not be removed from this constitution and shall be included and implied into any document replacing this constitution. No change will take effect until notification has been made to the Registrar of Incorporated Societies of the amendment.

b. The Committee has the authority to amend the Constitution between AGMs for the sole purpose of complying with the requirements of the Inland Revenue Department to obtain or maintain the charitable status of the Society.