

## CONSTITUTION

### 1. Name

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

### 2. Purposes

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.

These 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 2(a) is to be constructed in a manner that will widen and not restrict the powers of the Society, provided that the Society cannot undertake any activity that would in any way jeopardise or cause the Society to cease being exclusively for charitable purposes in New Zealand.

### 3. Membership

a. Any individual who shares the objects of the Society may become a member. Members shall be those individuals who consent to joining the Society and who pay an annual 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 annual subscription by December of any given calendar year may be determined 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:

- i. 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;
- ii. 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;
- iii. 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.

e. Any body corporate may become an Ordinary member. Such a 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.

#### **4. Committee**

a. The Society shall be administered by a National Committee of at least five and no more than twelve, comprising:

- i. Chair (responsible for the national administration of the Society, the coordination of regional representatives, and liaison with DOCOMOMO International on matters other than international memberships). Ordinarily the Chair shall be recognised as the contact person and 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 membership subscriptions, the payment of international memberships, keeping the register of members up to date, producing the annual financial statements, 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 Clauses 5(e), (f), (g) and (h). 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 representatives, for those regions defined in 4(a)iv. These members 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. All members of the Committee must supply to the Society's bank the information that the bank requires to meet its legislated anti-money-laundering responsibilities.

e. 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. Elected members may be removed from the Committee if, on a majority vote, the Committee deems them to have acted in a manner that is not consistent with the Society's purposes.

f. 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.

g. 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.

h. A quorum for any meeting of the Committee shall be three of its members, two of whom shall be elected officers.

i. Not less than three days notice must be given for any meeting of the Committee.

j. The Committee may co-opt up to two additional members between AGMs in addition to appointees under Clauses 4(c) and (f).

k. 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.

l. 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 as 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 email or other means of communication) in like form, each signed or assented to by one or more Committee members.

m. Each committee member is entitled to have one vote. If there is an equality of votes at a Committee meeting, then the Chair shall have the casting vote.

n. The Committee must ensure that minutes are kept of all proceedings at their meetings.

o. The Committee shall have the power to form subcommittees as may be deemed necessary.

p. Except as provided in these rules, the Committee may regulate its own procedure.

## **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 by email no later than 21 days in advance of the meeting. Notification may be made in 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. Minutes of AGMs will be taken, and a copy kept by the Administrator.

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). Minutes of EGMs will be taken, and a copy kept by the Administrator.

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. If a member is unable to attend a general meeting, they may leave a proxy vote with another member who is able to attend the meeting. The member who is unable to attend must inform the Chair of their proxy vote, and with whom they wish it to reside, prior to the meeting. Proxy votes can be counted for the purpose of meeting the quorum.

h. If there is an equality of votes at a general meeting, then the Chair shall have the casting vote.

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

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

k. Written resolutions may not be passed in lieu of a general meeting.

## **6. 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 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. Deposits and payments are to be made by electronic transfer whenever practicable, with two signatories required to approve any payment.

d. 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.

e. 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.

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

g. 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.

## **7. 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.

## **8. Resolution of Disputes and Complaints**

The procedures relating to disputes are to be consistent with the rules of natural justice.

a. How complaint is made:

- A member or an officer may make a complaint by giving to the committee a notice in writing that: (i) states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and (iii) sets out any other information reasonably required by the Society.
- The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that: (i) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and (ii) sets out the allegation to which the dispute relates.

- The information setting out the allegation 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.
- A complaint may be made in any other reasonable manner permitted by the Society's constitution.

b. Person who makes complaint has right to be heard:

- 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.
- If the Society makes a complaint: (i) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and (ii) an officer may exercise that right on behalf of the Society.
- 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: (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and (iii) an oral hearing (if any) is held before the decision maker; and (iv) the member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

c. Person who is subject of complaint has right to be heard:

- This clause applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent): (i) has engaged in misconduct; or (ii) has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022; or (iii) has damaged the rights or interests of a member or the rights or interests of members generally.
- The respondent has 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.
- 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: (i) 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; and (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and (iv) an oral hearing (if any) is held before the decision maker; and (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

d. Investigating and determining dispute:

- The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

e. The Society may decide not to proceed further with complaint:

- Despite clause 'd' immediately above, the Society may decide not to proceed further with a complaint if: (i) the complaint is trivial; or (ii) the complaint does not appear to disclose or involve any allegation that a member or an officer has engaged in material misconduct, or that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or Incorporated Societies Act 2022, or that a member's rights or interests or members' rights or interests generally have been materially damaged; or (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; or (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.

f. Society may refer complaint:

- The Society may refer a complaint: (i) to a subcommittee or an external person to investigate and report, or (ii) to a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 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).

g. Decision makers.

- A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be: (i) impartial; or (ii) able to consider the matter without a predetermined view.

## **9. 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 9(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 5(3) of the Incorporated Societies Act 2022 will apply.

## **10. 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.

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