



RULES OF THE

Auckland Museum Institute

Founded 6 November 1867

Incorporated With The New Zealand Institute 10 June 1868

Established By The Auckland War Memorial Museum Act 14 October 1996

Adopted at a Special General Meeting on 8 December 1997

Amended at Special General Meetings on 25 June 1998; 21 July 2007;

26 November 2008; 17 October 2009 and 30 September 2020

Amended at Annual General Meetings on 28 November 2012;

28 November 2013; 27 November 2014; 8 December 2020;

16 November 2021 and 14 November 2023

1. DEFINITIONS

1.1 Within these rules unless the context otherwise requires:

- (a) "the Act" means the Auckland War Memorial Museum Act 1996.
- (b) "the Board" means the Auckland Museum Trust Board established under section 3 of the Act.
- (c) "the Council" means the Council of the Auckland Museum Institute duly elected or appointed in accordance with these rules.
- (d) "the Director" means the Executive Director of the Museum.
- (e) "the Institute" means the Auckland Museum Institute established under section 14 of the Act.
- (f) "member" means a member of the Institute confirmed by the Council pursuant to Rule 8 of these Rules and section 15 of the Act.
- (g) "the Museum" means the Auckland War Memorial Museum.
- (h) "these Rules" means these rules made pursuant to section 14(4) of the Act.
- (i) "the Secretary" means the person appointed by the Council under clause 7.1.

2. OBJECTS

2.1 The objects of the Institute shall be as set out in section 14(3) of the Act. In particular the Institute shall:

- (a) Support the Museum and the Board in achieving the objectives and performing the functions set out in the Act in the following ways:
 - (i) Provide advocacy and support for the Museum and its activities through an active body of Institute members.
 - (ii) Provide and encourage others to provide financial support for the activities of the Museum and of the Institute.
 - (iii) Promote the use and understanding of the Museum's collections and activities.
 - (iv) Support the function of the Museum as a War Memorial for the Auckland Region.
 - (v) Inspire the interest of all, especially youth, in their history and the world around them.
- (b) Function as a learned society by (inter alia):
 - (i) Promoting the research, appreciation and popularisation of science, literature, history and the cultural expressions of the peoples of the Auckland Region, New Zealand and the Pacific and in more general terms, the rest of the world.
 - (ii) Promoting the conservation, preservation, and recording of the natural, historic and scenic resources of New Zealand and in more general terms, the rest of the world.
 - (iii) Holding meetings, field trips, tours, and other appropriate functions for the education and enjoyment of members and the public of the Auckland region.
 - (iv) Affiliating with such learned societies, including the Royal Society of New Zealand, as the Institute may from time to time consider appropriate.
 - (v) Encouraging the publication of popular and scholarly works consistent with the objectives of the Museum and the Institute.

3. ADMINISTRATION

- 3.1** The governing body of the Institute shall be a Council consisting of 12 elected members in terms of Rule 5.
- 3.2** The President and Vice-President shall be elected by the Council from amongst its Councillors at its first meeting following the Annual General Meeting and shall take office immediately.

4. DUTIES

- 4.1** The Council shall administer and govern the affairs of the Institute and collect and expend its income.
- 4.2** The Council shall control the capital fund and real property of the Institute and attend to all investments.
- 4.3** The Council shall call for nominations from members of the Institute and exercise on behalf of the Institute the powers of appointment to the Board conferred by sections 4(1)(b), 5 and 6 of the Act

5. ELECTION

- 5.1** Councillors shall be elected by secret postal ballot conducted as hereinafter set out; they shall be elected for 2 years and shall be eligible for re-election for two further consecutive terms (six years in total), after which there shall be a stand-down period of 2 years before any member is eligible for re-election.
- 5.2** Nominations for Councillors shall be called for by the Secretary by circular posted or sent electronically to all members at least 6 weeks before the Annual General Meeting.
- 5.3** Nominations in writing shall be sent to the Secretary by post, delivery or electronically to be received at a date in time to be set by the Secretary which shall be no more than six weeks and no less than four weeks before the Annual General Meeting. Persons nominated must have been life or financial annual members of the Institute for a full year immediately prior to nomination.
- 5.4** Each nomination must be signed by the proposer and seconder, both of whom must be honorary life, life or adult financial annual members of the Institute with voting privileges. A financial annual member for this purpose must have been a financial member of the Institute for a full year.

5.5 Candidates shall give written agreement to nomination. Candidates for election shall be invited to forward with their nomination the following information to be sent out with the voting papers:

- (a) Name.
- (b) Occupation.
- (c) Posts held.
- (d) Other relevant qualifications.
- (e) A personal statement of not more than 100 words.

5.6 The Secretary shall at least 16 days before the Annual General Meeting send by post or electronically a voting paper containing the names of the candidates to each honorary life, life, and financial annual member of the Institute.

5.7 Each Member shall strike out from the voting paper the name of any candidate for whom the Member does not wish to vote and shall leave uncanceled the names of those candidates for whom they wish to vote.

5.8 A voting paper which votes for more than the number to be elected shall be invalid. A voting paper which votes for the precise number to be elected or fewer shall be valid.

5.9 Each voting paper shall be signed by the voter and posted or delivered in a sealed envelope or scanned and delivered by electronic message to be in the hands of the Secretary 3 working days before the Annual General Meeting.

5.10 Two independent returning officers shall be appointed by the Councillors and shall formally report the result of the voting to the Annual General Meeting.

6. VACANCIES

6.1 If a vacancy should occur in the office of President or Vice-President, the Council shall have power to appoint a replacement from Councillors elected by the members of the Institute.

6.2 If any vacancy should occur among members of the Council elected by members, the Council shall have power to appoint any member to fill such vacancy until the next Annual General Meeting.

- 6.3** The Council may from time to time co-opt persons with special skills as advisory, non-voting members.

7. SECRETARY/TREASURER

- 7.1** Such person or persons as the Council may determine may be Secretary and /or Treasurer of the Council as required.

8. MEMBERS

8.1 Annual Members

Persons seeking membership of the Institute shall upon payment of the appropriate subscription fee be entitled to receive immediately their appropriate membership benefits. Their names will then go forward to the Council for confirmation of membership.

8.2 Museum Staff and Volunteer Members

Any Museum Staff member or Museum Volunteer seeking membership of the Institute shall upon payment of the appropriate subscription fee be entitled to receive immediately their appropriate membership benefits. Their names will then go forward to the Council for confirmation of membership.

8.3 Returned Services Association Members

Any Returned and Services (RSA) group holding a Group membership shall be entitled to receive its membership benefits. Membership benefits are equivalent to those for Individual membership and shall be restricted to two nominees. No new memberships will be offered in this category after 1 December 2023.

8.4 Group membership, including household membership categories

Two members holding a Joint Membership, or a family group comprising up to two adults and up to two children with the same address and holding a Family Membership, shall be entitled to receive benefits equivalent to Individual membership for each of the nominated individuals making up the group. No new memberships will be offered in these categories after 1 December 2023.

9. SUBSCRIPTIONS

- 9.1** All subscription rates shall be determined at the Annual General Meeting each year or at a Special General Meeting, provided notice of intention to propose a change shall be included on the agenda. Council shall recommend the subscription levels to the Annual General Meeting or Special General Meeting, with a nominated date of commencement.
- 9.2** All sums received for life subscriptions shall be invested and the interest arising from such investments shall be applied to the uses of the Institute.
- 9.3** Annual subscriptions may be initiated and paid at any time throughout a year. Thereafter subscriptions shall be payable on the anniversary of joining.
- 9.4** Membership will lapse either on a member's resignation or automatically when the annual subscription is not paid by the date it falls due. Any member whose membership has lapsed may be readmitted upon payment of the current subscription.

10. NOTIFICATION

- 10.1** Every new member shall receive due notification of membership and of entitlement to a receipt of a copy of the Rules. -

11. BENEFITS

- 11.1** Institute members will be informed of their benefits. Benefits will be published to members annually.
- 11.2** All Institute members are entitled to membership benefits at the Museum. Museum membership conditions will be agreed in writing between the Museum and the AMI Council from time to time, and will form part of these Rules.

12. HONORARY LIFE MEMBERS

- 12.1** Persons who have been eminent benefactors of either the Museum and/or the Institute or distinguished patrons and promoters of their objects, may be elected Honorary Life Members, and shall have all the benefits of membership without the payment of subscriptions. Nominations of such Honorary Life Members shall be made by the Council and submitted for election to the Annual General Meeting. Not more than 2 Honorary Life Members shall be elected in any one year.

13. TERMINATION OF MEMBERSHIP

13.1 A Member may resign by giving written notice to the Secretary, to be delivered by post or electronic message. Resignation will not entitle the Member to a pro rata refund of membership fees.

13.2 Notwithstanding any other provision of these Rules, membership may be terminated by the Council in the following way:

- (a) If, for any reason whatsoever, the Council is of the view that a Member is breaching or has breached the Rules or is acting or has acted in a manner inconsistent with the purposes of the Institute, or is bringing or has brought the Institute or the Museum into disrepute in any way, the Council may give written notice of this to the Member ("the Council's Notice"). The Council's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Institute;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Council giving reasons why the Council should not terminate the Member's Membership, that Member's written submission to be sent by electronic mail, courier or postal service, to be received by the Secretary within seven days;
 - (iii) State that if, within 14 days of the Member receiving the Council's Notice, the Council is not satisfied, the Council may in its absolute discretion immediately terminate the Member's Membership;
 - (iv) State that if the Council terminates the Member's Membership, the Member may appeal to the Institute as set out in clause 13.2(b);
 - (v) Be delivered to the Member's last known address;
- (b) 14 days after the Member has been sent the Council's Notice, the Council 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 Institute at the next Council Meeting by giving written notice to the President requesting a hearing ("Member's Notice") within 14 days after the Member's receipt of the Termination Notice. The Member's Notice must be delivered by electronic mail, courier or postal services to reach the Institute offices before 5 pm on the last day of the notice period

- (c) If the Member gives a written Member's Notice to the President, the Member will have the right to be fairly heard at a meeting of the Institute Council to be held at a venue of the Council's choice within the following 28 days. If the Member chooses, the Member may provide the President with a written Explanation of the events as the Member sees them ("the Member's Explanation"), the Member's Explanation to be delivered to the Institute's offices at least 5 whole working days before the date of the meeting, and the President must give the Member's Explanation to every Council Member before the Council Meeting. The Member may present further oral submissions at the Council Meeting.
- (d) When the Member is heard at a Council Meeting, the Member and the Council Members may ask questions of each other.
- (e) The Council shall then by majority confidential vote decide whether to let the termination stand, or whether to reinstate the Member. The Council's decision will be final.
- (f) For the avoidance of doubt, where a membership has been terminated under this Rule 13, the Council, at its discretion, may refuse to accept a new application for membership which it reasonably believes is for the benefit of the Member, whether that application is in the name of the Member or otherwise.

14. MEETINGS OF THE INSTITUTE

- 141** The Annual General Meeting shall be convened by circular or advertisement. It shall be the duty of the Council to distribute to all members (by post or electronically) at least 16 days prior to this meeting a report of the proceedings for the previous year, together with a balance sheet and income and expenditure account.
- 142** The Council may call a Special General Meeting when it shall deem it necessary. It shall also do so on receiving a requisition in writing signed by not fewer than 30 members and specifying the purpose for which the meeting is required. The purpose of the meeting shall be notified to members at least 10 days before the date of the meeting, and no other business may be entertained at that meeting.
- 143** Such General Meetings may be convened by a notice in writing addressed to each member at the address given to the Institute and sent by post or electronically not less than 10 days before the date on which the meeting is to be held. The accidental omission to post a notice to any member shall not invalidate the meeting.
- 144** Other meetings shall be called at such times as the Council shall decide.

- 145** All questions arising at meetings of the Institute shall be decided by a majority of votes, and in cases of equality the chairperson shall have an additional or casting vote.
- 146** Proxy votes may be given at Special and Annual General Meetings of the Institute on a form available from the Secretary of the Council which votes shall be exercised in the manner specified in the form.
- 147** Any group membership, including corporate, RSA, Māori tribal membership and household or family categories is entitled to 2 votes at Special and Annual General Meetings of the Institute, and for all elections.
- 148** A member must be aged 16 or over to vote or authorise a proxy vote.

15. QUORUM

- 15.1** The quorum for Annual and Special General Meetings of the Institute shall be 20. If a quorum is not present within 15 minutes of the time for which an Annual General Meeting is convened those present shall adjourn the meeting. If a quorum is not present within 15 minutes of the time for which a Special General Meeting is convened the meeting shall lapse.

16. MEETINGS OF THE COUNCIL

- 16.1** The Council shall meet for the transaction of business at such time and place as may be appointed by the President. Special meetings of the Council shall be called on the requisition of the Vice-President or any 3 members of the Council. The Secretary shall send due and sufficient notice of all meetings to each Council member.
- 16.2** The quorum for meetings of the Council shall be 6.
- 16.3** All questions arising at meetings of the Council shall be decided by a majority of votes, and in cases of equality the chairperson shall have an additional or casting vote.

17. CHAIRPERSON

- 17.1** The President shall preside at all meetings of the Institute or of the Council. In their absence, the President's duties shall be assumed by the Vice-President. In the absence of both the President and the Vice-President, a member of the Council shall be appointed to take the Chair at meetings of the Institute or of the Council.

18. SECTIONS

- 18.1** The Council may, on the request of members or on its own initiative, establish sections or affiliate societies for the prosecution of any branch of science, literature, history and the culture of the peoples of New Zealand and the Pacific. Membership of such sections or affiliated societies will be open both to financial members of the Institute and to others. A section or affiliated society may hold meetings independently of the meetings of the Institute, may have its own rules not inconsistent with these Rules and which have been approved by the Council before coming into effect, and shall report annually on its activities to the Council. A section or affiliated society shall not be empowered to act in the name of the Institute or act in any manner of public importance affecting the Institute's interests unless especially authorised by the Council.

19. ALTERATIONS

- 19.1** No change to these Rules shall be made except at an Annual General Meeting or at a Special General Meeting summoned for that purpose, and constituted in accordance with these Rules. In the case of an Annual General Meeting the circular concerning the meeting pursuant to Rule 14.1 shall contain the text of the proposed change.