

**HOLOCAUST CENTRE OF NEW ZEALAND INCORPORATED RULES
(REGISTERED UNDER THE INCORPORATED SOCIETIES ACT 1908)**

1 NAME AND CHARITABLE STATUS

- 1.1 The name of the Society is Holocaust Centre of New Zealand Incorporated.
- 1.2 The Society is registered with Charities Services (registration number CC48551).

2 OBJECTS AND POWERS

- 2.1 The objects for which the Society is established are:
- (a) to record and make accessible the stories of Holocaust survivors and those who fled the Holocaust and came to New Zealand;
 - (b) to record the impact that Holocaust survivors have had in New Zealand including its Jewish communities and within New Zealand society in general;
 - (c) to perpetuate the memory of the Holocaust;
 - (d) to perpetuate the memory of specific survivors of the Holocaust who came to New Zealand along with the memories of those who perished in the Holocaust;
 - (e) to use and develop resources as teaching tools for visiting groups, and to provide educational resources for schools and tertiary institutions who are interested in or are formally studying aspects of the Holocaust;
 - (f) to treasure, record and facilitate the archiving of documents, artefacts and other relevant materials relating to the Holocaust and from time to time to display a range of these materials for educational and related purposes;
 - (g) to hold on trust such artefacts relating to the Holocaust as are gifted or lent to it, or that were gifted or lent to WHRECI; and
 - (h) to take over or hold on trust, as appropriate, the assets and liabilities of any institution which has as one of its primary objects to promote Holocaust education within New Zealand.
- 2.2 To give effect to the objects in clause 2.1, the Society shall have the following ancillary objects:
- (a) to procure contributions to the Society's funds;
 - (b) to sponsor and foster associations with similar aims;
 - (c) to acquire (by purchase, lease or otherwise) property assets and rights and to hold, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn into account or otherwise deal with all or any part of those assets or rights;

- (d) to raise or borrow money in such a manner and upon such security (if any) as the Board thinks fit;
- (e) to set and collect fees and/or subscriptions and to receive donations as the Board thinks fit;
- (f) to invest and deal with funds not immediately required, upon such securities or otherwise in such manner as the Board thinks fit;
- (g) to employ and contract persons to assist in meeting the objects of the Society;
- (h) to create educational displays and appropriate supporting materials about the Holocaust in towns and cities throughout New Zealand;
- (i) to encourage and foster relationships with existing institutions throughout New Zealand including museums and public art galleries for the purpose of involving such institutions in Holocaust education;
- (j) to maintain charitable status and registration under the Charities Act 2005 (or any replacement legislation); and
- (k) to do any other matter or thing which the Board considers is reasonably incidental to or conducive for giving effect to the objects and ancillary objects in this clause 2.

2.3 Subject to these Rules, the Society has all the powers of a natural person to give effect to the objects and ancillary objects in this clause 2. Without limiting or affecting the foregoing (and in addition to any general powers the Society may have at law), the Society has the full capacity, right and power to carry on or undertake any business activity, do any act, or enter into any transaction in relation to the objects and ancillary objects in this clause 2.

3 **MEMBERSHIP**

3.1 A person (being a natural person, body corporate, or other organisation) may apply to become a Member of the Society. The Board may also invite any person to apply to become a Member, subject to these Rules.

3.2 A person will become a Member upon;

- (a) the Board accepting the person's application and consent to be a member.
- (b) the person supplying the Society with certain details (substantially those in the online membership form, or such other form as the Society may prepare); and
- (c) the person's details being entered into the register of Members.

3.3 The register kept by the Society shall include, for each Member:

- (a) name;

- (b) postal address, email address, or both;
- (c) contact telephone number;
- (d) date that person become a Member; and
- (e) such other information as the Board may from time to time determine.
- (f) members' details held in the membership register to be updated on members' annual membership renewal.

3.4 The Board must accept an application to become a Member if it is satisfied the application is made by a financial member of a Jewish community or a Jewish organisation, or a person who is a survivor or victim of Nazi persecution or a descendant of a person in that group. The Board may at its discretion accept or reject all other applications to become a Member.

3.5 The Board may establish categories of membership, and may determine fees payable by, and the membership rights attaching to, different categories of Members. If such categories are established, details shall be published on the Society's website.

3.6 Any person who is a Member of the Society as at the date of adoption of these Rules shall be deemed to continue as a Member.

4 TERMINATION OF MEMBERSHIP

4.1 Membership will terminate where a Member:

- (a) resigns by notifying the Society in writing;
- (b) dies; or
- (c) has their membership terminated by the Board, in accordance with clauses 4.2 and 4.3.

4.2 The Board may by letter request that a Member resign, where in the Board's view that Member:

- (a) no longer qualifies to be a Member in accordance with the conditions of any category of membership established by the Board;
- (b) has brought the Society into disrepute;
- (c) has wilfully or significantly failed to comply with the Society's rules; or
- (d) has or appears to have views, or takes or threatens to take actions, which are or appear inconsistent with being a Member.

4.3 Any request under clause 4.2 above must set out the Board's reasons for asking the Member to resign. If the Member does not resign within 14 days of receiving

the letter, the Board will consider and resolve the matter in accordance with principles of natural justice.

5 MEETINGS

- 5.1 The Society will hold an AGM between June 1 and September 30 each year.
- 5.2 The Chair or the Deputy Chair may convene an SGM at any time, provided the SGM has been requested by:
 - (a) at least 3 members of the Board; or
 - (b) at least 20 Members.
- 5.3 At least 14 days' written notice of any General Meeting shall be given to Members. Each notice of a meeting shall state the place, day and time of the meeting, and may also (subject to clauses 7.2 and 9.1) state the subject matter of the meeting and any resolutions (or Board Member nominees, as applicable) to be put to Members. Lack of receipt of notice by any Member or Members will not invalidate the General Meeting or any decisions or appointments made at the General Meeting.
- 5.4 A meeting agenda, previous AGM minutes, annual report, annual financial statements and disclosed conflicts of interest will be presented at each AGM.
- 5.5 15 Members constitute a quorum at a General Meeting.
- 5.6 A General Meeting may be attended by anyone interested in the Society's activities.
- 5.7 The minutes of the AGM or SGM to be recorded in writing and kept as a true and correct record of the meeting.

6 VOTING

- 6.1 Every person whose name is entered on the register of Members at the time the notice of that meeting was issued is entitled to one vote.
- 6.2 Votes may be exercised either:
 - (a) at a General Meeting; or
 - (b) prior to the General Meeting in accordance with any procedures established by the Board from time to time, provided that the notice of meeting has specified the text of the resolution(s) (or Board Member nominees, as applicable) and the ability of Members to cast their votes beforehand.
- 6.3 The Board may determine a means by which Members may cast their votes electronically (including, without limitation, by email or via an online voting platform).

7 THE BOARD

- 7.1 The Society shall be governed by the Board and the Board shall have all of the powers of the Society, subject to these Rules and the Act. The Board shall have a minimum of six and a maximum of nine members in accordance with this clause 7.
- 7.2 Each Member who is a natural person is eligible for office and may nominate themselves or agree to be nominated for election. The person must have been a financial member of Society for at least 6 months prior to nomination or have made a significant contribution, evidence of which is required, to Holocaust remembrance and / or education. The Board will notify Members of a nomination period prior to an AGM, and will specify a final date for nominations. The notice of the AGM sent to members will list those nominated.
- 7.3 At the AGM, Members will elect or re-elect seven Members (inclusive) to sit on the Board. Two of those Board Members will be elected as the Chair and the Deputy Chair of the Society by the Members. Any person elected as Chair or the Deputy Chair shall hold office for two years, subject to their continuing to be a Board Member.
- 7.4 The Board may co-opt up to two further members as it considers appropriate. Those members will have the same voting rights as other Board Members. The Board may also fill any vacancies occurring on the Board as a result of resignation or otherwise, prior to an AGM. Subject to the requirement that there be at least six Board Members, it shall not be compulsory to fill any such vacancy.
- 7.5 The Executive Committee will comprise of the Chair, the Deputy Chair, the Treasurer (if one is appointed) and one other Board Member appointed by the Board. The Executive Committee cannot make financial and policy decisions without approval or ratification by Board resolution.
- 7.6 The Board may establish sub-committees and may allocate a specific sum or budget to any sub-committee. The chair of any sub-committee must be a Board Member.
- 7.7 A Board Member ceases to be a Board Member when:
- (a) they resign by written notice to the Board and any resignation shall take effect from the date notice is received, unless a later date is specified in the notice;
 - (b) they are removed by a vote of Members at a General Meeting; or
 - (c) in the event a Board Member is not re-elected at the next AGM, on the date of that AGM.
- 7.8 If a person ceases to be a Board Member, that person must within one month give to the Board all documents and property in their possession or control that are the property of, or relate to the Society.
- 7.9 Any person who is a Board Member of the Society as at the date of adoption of these Rules shall be deemed to continue as a Board Member.

- 7.10 Should there be a tie of votes at an AGM or SGM the board chair will have the casting vote.
- 7.11 The Board will appoint at least one contact person and no more than three to handle enquiries from the Registrar for Incorporated Societies.

8 BOARD MEETINGS

- 8.1 The Board shall determine the frequency of Board Meetings, and shall (except as specified in these Rules) determine its own procedure at Board Meetings. Quorum for a Board Meeting is 60% of the Board Members (rounded up to the nearest whole number).
- 8.2 Notice of every Board Meeting shall be given by the Chair, or a person delegated by the board Chair, to each Board Member in writing, at least three full days before the Board Meeting.
- 8.3 A Board Meeting may be conducted by audio and/or audio-visual communication in which those Board Members present can simultaneously hear each other throughout the meeting.
- 8.4 Unless otherwise agreed, Board decisions shall be by simple majority of Board Members present and voting. If votes are tied, the Chair shall have a casting vote as well as a deliberative vote.
- 8.5 If a Board Member becomes aware that he or she is interested in a transaction or proposed transaction with the Society, then that member must disclose that interest to the Board. Where a Board Member has a financial interest in a transaction or proposed transaction with the Society, then he or she may not vote on a matter relating to that transaction or proposed transaction. However, that member may attend a meeting of the Governance Group at which a matter relating to the transaction arises, and be included among the members present at the meeting for the purpose of a quorum.
- 8.6 A resolution in writing signed by all the Board Members shall be as valid and effective as if it had been passed at a Board Meeting duly convened and held. Any such resolution may consist of several counterparts each signed by one or more Board Members.

9 ALTERATION OF RULES

The Rules may be altered, added to or rescinded by a resolution passed at a General Meeting by simple majority of Members present and entitled to vote at that meeting, provided that notice of such intention has been specified in the notice convening the meeting.

10 CONTROL OF FUNDS, FINANCIAL MANAGEMENT AND REPORTING

- 10.1 The Board may appoint a Treasurer who (subject to any conditions imposed by the Board) will be responsible for:

- (a) keeping proper financial records;
- (b) banking money received by the Society;
- (c) administering the Society's bank account;
- (d) paying all accounts;
- (e) preparing annual accounts for auditing;
- (f) presenting annual accounts at the AGM; and
- (g) submitting those accounts to the Registrar and to Charities Services, as applicable.

10.2 Any member of the Executive Committee and/or another person or persons delegated by the Board will have cheque-signing rights. Two signatures will be required on cheques. All cheque payments and any electronic payments must be approved by the Board, whether specifically or by a general approval.

10.3 At the AGM, Members shall appoint a chartered accountant for the purpose of auditing or reviewing the Society's accounts as directed by the Board.

10.4 The financial year of the Society will be April 1 to March 31 of each calendar year.

11 **NO PECUNIARY GAIN**

The funds and property of the Society shall be devoted solely to the fulfilment of the objects and ancillary objects contained in clause 2 and no Member shall receive any pecuniary gain from the operations or property of the Society, provided that a Member may be employed or contracted to the Society and paid a salary for services performed without contravening this clause.

12 **NOTICES AND MEMBER COMMUNICATIONS**

12.1 All notices shall be sent to each Member's email address as provided when joining the Society or to such other address as may have been notified by the Member. Notices shall be deemed to have been duly delivered on the first business day immediately after the date of posting, or in the case of email, at the time the electronic communication enters the recipient's information system.

12.2 Other communications with Members may also be via text message or an alternative social media platform.

13 **DISPUTE RESOLUTION**

13.1. The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made, in accordance with its Constitution, ensure that

- (a) the dispute is investigated and determined.

(b) the Dispute must be dealt with by the Board in a fair, efficient, and effective manner.

13.2 A Member may make a complaint by giving to the Board a notice in writing that

- a) states that the Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- c) sets out any other information reasonably required by the Board.

13.3 A Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined

13.4 The Board may decide not to proceed further with a complaint if—

- a) the complaint is considered to be trivial; or
- b) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- c) the person who makes the complaint has an insignificant interest in the matter; or
- d) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- e) there has been an undue delay in making the complaint.

13.5 The Board may make a complaint involving an allegation or allegations against a Member by giving to the Member a notice in writing that—

- a) states that the Board is starting a procedure for resolving a dispute in accordance with clause 13.8. and
- b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- c) sets out any other information reasonably required by the Board
- d) The information given under 13.6 (b) must be sufficient to ensure that a Member against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- e) A Member against whom a complaint is made has a right to be heard before the complaint is resolved or any outcome is determined

13.6 The Board may refer a complaint to—

- (a) subcommittee or an external person to investigate and report to the Board for the Board's determination,

- or
- (b) a subcommittee or an external person to investigate and make a decision,
or
- (c) any type of consensual dispute resolution (for example, mediation,
facilitation, or a tikanga-based practice).
- (d) Any determination or decision or consensual outcome resulting from 13.6
(a), (b) or (c) will be final.

13.7 A person may not act as a decision-maker in relation to a complaint if two or more members of the board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

14 **WINDING UP**

14.1 The Members may pass a resolution at a General Meeting to wind up the Society.

14.2 A resolution passed under clause 14.1 must be confirmed at a subsequent General Meeting convened for this purpose and held at least 30 days after the resolution.

14.3 Upon winding up or dissolution of the Society, its entire assets will be transferred to New Zealand's National Museum known as Te Papa or the National Archives, with the intent that the collection be held together.

14.4 In the event of conflict as to where the collection should go, the matter is to be resolved by the Chief Executive for the time being of the Ministry of Culture and Heritage.

15 **INTERPRETATION**

15.1 In these rules, the following words and expressions have the meaning indicated unless the context requires otherwise:

- (a) *Act*: means the Incorporated Societies Act 1908 or any enactment that amends, replaces or is substituted for that enactment.
- (b) *AGM*: means an Annual General Meeting of Members convened in accordance with clause 5.
- (c) *Board*: means the collective body of Members elected as the Board at an AGM.
- (d) *Board Meeting*: means a meeting of the Board.
- (e) *Board Member*: means a Member either elected to serve on the Board, co-opted onto the Board, or appointed by the Board to fill a vacancy.
- (f) *Chair*: means the person elected as Chair of the Board at an AGM in accordance with clause 7.2.

- (g) *Deputy Chair*: means the person elected as Deputy Chair at an AGM in accordance with clause 7.2.
- (h) *Executive Committee*: means the collective body appointed to serve as the Society's Executive, in accordance with clause 7.4.
- (i) *General Meeting*: means an AGM or a SGM.
- (j) *Member*: means a Member of the Society (belonging to any category of membership that the Board may establish in accordance with Rule 3.5).
- (k) *Registrar*: means the Registrar of Incorporated Societies.
- (l) *Rules*: means these Rules, being the rules of the Society, in accordance with section 6 of the Act.
- (m) *Society*: means the Holocaust Centre of New Zealand Incorporated.
- (n) *SGM*: means a Special General Meeting of Members convened in accordance with clause 5.
- (o) *WHRECI*: means the Wellington Holocaust Research and Education Centre Incorporated.

15.2 Words and expressions defined in any other clause have the meanings given to them in that clause for the purposes of that clause.