

NDF

RULES OF THE

NATIONAL DIGITAL FORUM INCORPORATED

Updated 03 November 2022

Rules of the National Digital Forum

1 NAME / INGOA

The name of the society will be National Digital Forum Incorporated; in these Rules referred to as "the NDF".

2 OBJECTS / WHĀINGA

- 2.1 The objects of the NDF are to do any and all things to achieve the cooperative development, delivery, and preservation of high quality digital resources which reflect the natural and cultural heritage of Aotearoa New Zealand, for the benefit of the wider community, in a manner which respects and promotes the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi).
- 2.2 The NDF will encourage, support and promote a national, cooperative, bicultural and cross-sectoral approach to enhancing access to natural and cultural heritage resources online. The NDF will seek to foster best practice, and build expertise nationally and across all sectors.

3 POWERS

Subject to any limitations in the Incorporated Societies Act 1908 and to the provisions of these Rules, the NDF shall have all of the powers of a natural person.

4 MEMBERSHIP / HUANGA

- 4.1 There shall be two classes of Membership:
 - 4.1.1 Individual Membership;
 - 4.1.2 Institutional Membership
- 4.2 Individual Membership shall be open to any natural person who agrees with the objects of the NDF.
- 4.3 Institutional Membership shall be open to any organisation which agrees with the objects of the NDF.
- 4.4 A Member may resign by giving written notice to the NDF of their intention to do so.
- 4.5 Subject to any specific provisions of these Rules, Membership rights for each class of Membership shall be as decided from time to time by the Board or by vote at a General Meeting.

- 4.6 The Board may from time to time set a Membership subscription which:
- 4.6.1 Shall be payable by Members;
 - 4.6.2 May differ for each class of Membership; and
 - 4.6.3 Shall be due and payable at such time or times as the Board determines.

5 TERMINATION OF MEMBERS / TE PANANGA O TE MEMA MAI I TE

- 5.1 A Member may be terminated or have their Membership suspended by the Board if:
- 5.1.1 The Board reasonably is of the opinion that the conduct of the Member is, or is likely to be, injurious to the NDF or inconsistent with the objects of the NDF: or
 - 5.1.2 The Member has failed to pay the amount of any subscription within one month after the due date for payment;

PROVIDED THAT before terminating any Member:

- 5.1.3 The Board shall first notify the Member in writing of the grounds for termination and shall give the Member a reasonable opportunity to be heard; and
 - 5.1.4 Pending a hearing the Board may suspend a Member.
- 5.2 Termination or suspension of Membership shall not relieve the person of any liability to the NDF as at the date of termination or suspension, as the case may be.

6 MEETINGS / NGA HUIHUITANGA

6.1 Annual General Meeting / Huinga-a-Tau

An Annual General Meeting of the NDF shall be held not later than six (6) months after the end of the NDF's financial year in each year upon the provision of at least ten (10) Working Days written notice on a date and at a time and place fixed by the Board. The business to be transacted at each Annual General Meeting shall include:

- 6.1.1 The presentation and consideration of the annual report of the Board;
- 6.1.2 The presentation and consideration of the annual financial statements for the preceding year;

6.1.3 The election of Board Members; and

6.1.4 consider any matters of general business which may be duly submitted to the Meeting.

6.2 Special General Meetings / Huinga Motuhake

A Special General Meeting may be called by giving ten (10) working days written notice which shall include the matters and purpose for which the Meeting is called:

6.2.1 By the Chairperson or, in his or her absence or incapacity, by any other Board Member.

6.2.2 Upon receiving a written requisition signed by or on behalf of not less than fifty percent (50%) of the Members entitled to vote which states the purpose for which the Meeting is desired, the Chairperson or, in his or her absence or incapacity any other Board Member, shall call a Meeting within 30 days of the requisition being received PROVIDED THAT the Chairperson may decline to call a Meeting if the Board determines that the request is frivolous or vexatious.

6.3 Quorum / Mema Itinga Rawa

At all General Meetings the quorum shall be 30% of eligible Individual Members present in person, by proxy or by representative.

7 REPRESENTATION OF MEMBERS AT GENERAL MEETINGS / NGA WHAKAPUTANGA WHAKAARO KI NGA HUI-A-TAU

7.1 All Members shall be entitled to attend and be heard at Meetings.

7.2 A Member may exercise the right to attend, speak and, where eligible, vote by proxy.

7.3 A proxy for a Member is entitled to attend, be heard and where eligible, vote at a Meeting as if the proxy were the Member.

7.4 A proxy must be appointed by notice in writing signed by the Member and the notice must state whether the appointment is for a particular Meeting or a specified term.

7.5 No proxy is effective in relation to a Meeting unless a copy of the notice of appointment is produced before the start of the Meeting.

8 VOTING / KI TE POOTI

- 8.1 All questions to be decided at a Meeting will, if possible, be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in these Rules, be made by a majority vote.
- 8.2 Only Individual Members will have the right to vote and each Individual Member will have one vote on a poll.
- 8.3 At any Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before, or on, the declaration of the result of the show of hands) demanded by the Chairperson of the Meeting or at least 10% of eligible Individual Members.
- 8.4 Unless a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 8.5 If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 8.6 A poll demanded on a question of adjournment shall be held forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson directs.
- 8.7 Voting may alternatively be conducted by postal or email ballot as decided by the Board.
- 8.8 Subject to these Rules, a meeting of Members may regulate its own procedure.

9 BOARD AND OFFICERS / TE POARI ME ONA APIHA

- 9.1 Subject to Rule 9.2, the business and affairs of the NDF must be managed by or under the direction or supervision of the Board.
- 9.2 The Board has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business and affairs of the NDF except to the extent that these Rules expressly require those powers to be exercised by the Members or any other person.
- 9.3 The Board which shall consist of up to twelve (12) people made up of the following:
 - 9.3.1 Up to eight (8) Board Members who shall be nominated by

Institutional Members and elected by Individual Members of the NDF **PROVIDED THAT** if any of the Institutional Members referred to in Rules 9.3.3, 9.3.4 or 9.3.5 cease to be Members or decline to appoint a Board Member, then the extant Board may choose to either offer another Institutional Member the right to appoint a Board Member, or increase the number of Board Members who may be elected by eligible Individual members; and

- 9.3.2 One (1) Board Member shall be a Kaihautu Maori, selected and removed in an appropriate process by Maori Member rōpū; and
 - 9.3.3 For so long as the National Library of New Zealand is a Member, one (1) Board Member shall be a person appointed by notice in writing to the NDF signed by the National Librarian of the National Library of New Zealand; and
 - 9.3.4 For so long as Archives New Zealand (or the Department of Internal Affairs following amalgamation of the departments) is a Member of the NDF, the Chief Archivist may appoint a representative to the Board, by giving written notice to the NDF; and
 - 9.3.5 For so long as the Museum of New Zealand Te Papa Tongarewa is a Member, one (1) Board Member shall be a person appointed by notice in writing to the NDF signed by the Chief Executive of the Museum of New Zealand Te Papa Tongarewa.
- 9.4 Any Board Member appointed pursuant to any of Rule 9.3.3, 9.3.4 or 9.3.5 may be removed in the same manner as he or she was appointed.
 - 9.5 Any Board Member elected pursuant to Rule 9.3.1. may be removed from office by a majority vote of Members eligible to vote and voting on the motion for removal.
 - 9.6 **Each Board Member elected pursuant to Rule 9.3.1 shall hold office for a term of three years. Once elected, each Board member will be able to sit on the Board for a maximum of two consecutive terms (six years).**
 - 9.7 Nominations and elections for Board Members will be held in a manner to be determined by the Board.
 - 9.8 Selection of the Kaihautu Māori role will occur at least every three years.
 - 9.9 A Board Member shall cease to hold office if he or she:
 - 9.9.1 is absent from four Board meetings in a row, without the prior consent of the Board;
 - 9.9.2 gives written notice of resignation to the NDF; or

- 9.9.3 is removed from office as provided in these Rules.
- 9.10 The Board will have the power to fill casual vacancies on the Board provided that any Board Member so appointed shall hold office until the next Annual General Meeting of Members at which time he or she may be re-elected.
- 9.11 The Board will have the power to co-opt Members to fill vacancies on the Board provided that any Board Member so appointed shall hold office until the next Annual General Meeting of Members.
- 9.12 The Chairperson shall not have a casting vote.
- 9.13 The Board shall use its best endeavours to meet six (6) times each year and each meeting shall be held at such date, time and place as is determined by the Chairperson or, if the Chairperson is unwilling or unable to call a meeting, by another Board Member at the written request of any two (2) Board Members.
- 9.14 Not less than 5 Working Days written notice of a meeting of the Board must be sent to every Board Member, and the notice must include the date, time, and place of the meeting and the matters to be discussed. An irregularity in the notice of a meeting is waived if all Board Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Board Members entitled to receive notice of the meeting agree to the waiver.
- 9.15 A quorum for a meeting of the Board shall be seven (7) Board Members. No business shall be transacted at a meeting unless a quorum is present except that if there are not enough Board Members then holding office to constitute a quorum, the remaining Board Members may meet for the purpose of appointing additional Board Members pursuant to Rule 9.6.
- 9.16 For the purposes of these Rules the simultaneous linking together by communication technologies of a number of the Board Members not less than the quorum, whether or not any one or more of the Board Members is out of New Zealand, shall be deemed to constitute a Board meeting and all the provisions in these Rules as to Board meetings shall apply to such meetings.
- 9.17 A resolution in writing signed by all of the Board Members entitled to receive notice of a Board meeting shall be valid and effectual as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several instruments in writing in like form, each signed by one or more Board Members.
- 9.18 The Board may, in all other respects, regulate the conduct of its affairs

10 INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS / KO

NGA RAWA HEI PAINGA MO TE IWI

- 10.1 No benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Board Member or any person related to or associated with a Board Member where that person, in his or her capacity as a Board Member or a person related to or associated with a Board Member, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:
- 10.1.1 the nature or amount of that benefit, advantage or income; or
 - 10.1.2 the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.
- 10.2 A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Company, be in breach of the terms of Rule 10.1.
- 10.3 No private pecuniary profit shall be made by any person from the NDF, except that:
- 10.3.1 Any Board Member, officer or servant of the NDF shall be entitled to be reimbursed for all expenses which he or she properly incurs in connection with the affairs of the NDF;
 - 10.3.2 The NDF may pay reasonable and proper remuneration to any Member, Board Member, officer or servant of the NDF (including Board Members' fees) in return for services actually rendered to the NDF so long as such remuneration is reasonable and relative to that which would be paid in an arm's length transaction (being the open market value); and
 - 10.3.3 Any Board Member, officer or servant of the NDF may retain any remuneration properly payable to that Board Member, officer or servant by any entity with which the NDF may be in any way concerned or involved for which that Board Member, officer or servant has acted in any capacity whatever, notwithstanding that that Board Member, officer or servant's connection with that entity is in any way attributable to that Board Member, officer or servant's connection with the NDF.
- 10.4 The Board, in determining all reimbursements, remuneration and charges payable in terms of this clause, shall ensure that the restrictions imposed by Rule 10.3 are strictly observed.
- 10.5 The provision and effect of this clause shall not be removed from these Rules and shall be implied into any document replacing these Rules.

11 POWER TO DELEGATE / TURU TAKETAKE

- 11.1 The Board may delegate to a committee of Board Members, a Board Member, an employee of the NDF or any other person any one or more of its powers, other than this power of delegation.
- 11.2 To the extent that the Board delegates a power, the Board is responsible for the exercise of the power by the delegate as if the power had been exercised by the Board, unless the Board:
 - 11.2.1 Believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on Board Members; and
 - 11.2.2 Has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

12 FINANCIAL ARRANGEMENTS / WHAKARITE PŪTEA

- 12.1 The financial year of the Society will be from 1 July to 30 June the following year.
- 12.2 The Board will ensure that true and fair accounts are kept of all money received and expended.
- 12.3 The Board may, but shall not be obliged to, arrange for the accounts of the NDF for that financial year to be audited by a person appointed for that purpose.
- 12.4 All monies received by or on behalf of the NDF shall forthwith be paid to the credit of the NDF in a bank account nominated by the Board and all cheques or withdrawal slips drawn on the account shall be signed by any one or more persons appointed for that purpose by the Board.
- 12.5 The NDF may from time to time invest and reinvest the whole or any part of its funds not required for the immediate business of the NDF.
- 12.6 The NDF may from time to time borrow or raise money (including by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the NDF) with or without security and upon such terms as to priority or otherwise as the Board thinks fit.

13 COMMON SEAL / TE TOHE TAKETAKE

- 13.1 The Board shall be responsible for the safe custody and control of the common seal of the Society which shall be in a form determined by the Board from time to time.

- 13.2 Whenever the common seal is required to be affixed to any document the seal shall be affixed pursuant to a resolution of the Board by the two (2) Board Members so authorised by resolution of the Board and the persons affixing the seal shall at the same time sign and date the document.

14 ALTERATION OF RULES / TE WHAKAREREKĒTANGA TURE

These Rules may be altered, added to, rescinded or otherwise amended by resolution of two-thirds (2/3rds) majority of Members entitled to vote and voting at a General Meeting of which at least ten (10) Working Days notice has been given which sets forth the purport of the proposed alteration, addition, rescission or other amendment **PROVIDED THAT** no amendment shall be permitted if it in any way affects the charitable status of the NDF.

15 WINDING UP AND DISPOSAL OF ASSETS / KAUPAPA WHAKAMUTUNGA

- 15.1 The NDF may be wound up voluntarily if the Members at a General Meeting pass a resolution requiring the NDF to be wound up and the resolution is confirmed by a vote of two-thirds (2/3rds) majority of each class of Members entitled to vote and voting at a subsequent General Meeting called together for that purpose and held not earlier than twenty (20) Working Days after the date on which the resolution to be confirmed was passed.
- 15.2 Any surplus assets after the payment of all outstanding liabilities will be distributed among such organisations in New Zealand that have similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

16 NOTICES

- 16.1 Any notice required or permitted to be given under these Rules shall be validly given if sent to the last known address of the person as shown in the records of the NDF; and if by electronic means, shall be deemed to have been delivered upon dispatch, or if dispatch occurs after 5PM on a Working Day or on a day which is not a Working Day, then on the beginning of the Working Day following dispatch.
- 16.2 The Board may, in its discretion, make and amend such further provisions relating to the receipt and delivery of notices as it considers appropriate.

17 INTERPRETATION

- 17.1 In the interpretation of these Rules:

- 17.1.1 A reference to a “Working Day” means a day other than a Saturday, Sunday or a public holiday;
- 17.1.2 A reference to “the Board” means the Board Members of the NDF who number not less than the required quorum acting together as a board;
- 17.1.3 A reference to “writing” or “in writing” includes a reference to an electronic communication as that term is used in the Electronic Transactions Act 2002 (and, for the avoidance of doubt includes a facsimile) **PROVIDED THAT** the Board may determine which types of electronic communications may be used in any case or cases, the method or methods to be used to identify a person and to indicate that person's approval of, or signature given in relation to, the information contained in an electronic communication and any other matters relating to the validity or use of an electronic communication;
- 17.1.4 References to the singular shall include the plural and reference to the masculine shall include the feminine;
- 17.1.5 A reference to any legislation, regulation or order includes a modification and re-enactment of that legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation;
- 17.1.6 A reference to the “Rules” is to these rules, as amended from time to time and a reference to a “Rule” shall be interpreted accordingly;
- 17.1.7 Headings in the Rules are included for the purpose of ease of reference only and shall not have any effect on construction and interpretation;
- 17.1.8 A reference to a person includes a partnership and also a body of persons, whether corporate or unincorporated; and
- 17.1.9 A reference to “includes” and “including” shall be by way of inclusion and shall not limit other matters to which no reference is made.