

the film archive

Ngā Kaitiaki O Ngā Taonga Whitiāhua

Constitution

ARTICLES

I. CONSTITUTION AND NAME

The Trust Board known as “The New Zealand Film Archive” became incorporated under the provisions contained in “The Charitable Trust Act 1957 on 9th March 1981.

II. DEFINITIONS

In these Articles where the context so permits the expressions below shall have the following meanings ascribed to them:

“Commencement Date” means the 1st day of July 1999 being the date on which this constitution comes into force.

“The Convocation” means the body of persons established under Article IV;

“Film materials” includes

- a. feature films, documentaries, shorts, trailers, cartoons and television programmes – whether on film videotape or disc;
- b. sound tracks of films, stills, designs, posters, slides and promotional, critical and historical material relating to films, and film equipment,
- c. any other material, using any form of technology, which relates, directly or indirectly, to the depiction of visual images, with or without the concomitant use of sound.

“Member” means a member of the Convocation.

“President” means the President of the Convocation.

“The Archive” and “the Trust” means The New Zealand Film Archive incorporated under the Charitable Trusts Act on 9th March 1981.

“The Board” means the Trust Board constituted under Article V;

“The Trustees” means the members of the Board for the time being appointed as provided in this Constitution;

“The Fund” means and includes the funds and property of the Board whether raised by public subscriptions, grants, or allocations from public revenue or from the board’s own trading operations or from its investment activities or otherwise administered for the purposes and objects of the

Board;

“The Treaty of Waitangi” means the 1840 Treaty of Waitangi in the Maori language, signed by Consul and Lieutenant Governor William Hobson on behalf of the Crown and over five hundred Maori chiefs on behalf of the tangata whenua.

III. AIMS AND OBJECTIVES

The aims and objectives of the Board shall be to establish and operate a New Zealand Film Archive for the following purposes:

1. To collect, preserve and catalogue film materials;
2. To provide premises and facilities for preserving, storing, consulting, viewing and displaying film materials;
3. To provide access to material held by the Archive consistent with overriding preservation and copyright requirements;
4. To issue publications, screen archive films and by similar means encourage and promote public interest and awareness in film materials, film history and culture, preservation matters and film archives generally again in a way that is consistent with overriding preservation and copyright requirements.
5. To fulfil the aims and objectives expressed in the organisation’s Kaupapa and the Treaty of Waitangi.

IV. CONVOCATION

1. Members shall receive the following:
 - a. A letter of appointment to the Convocation.
 - b. Notices of Board meetings.
 - c. Copies of Draft Annual Plans.
 - d. Invitations to Archive functions.
 - e. Copies of all Archive promotional material.
 - f. Copies of Annual Report and Accounts of the Board.
2. There shall be not less than 12 nor more than 30 members. At all times the Convocation membership should be approximately fifty percent Maori and fifty percent non-Maori.

3. The members shall be appointed for terms of six years (subject to Article IV(5)) and may be eligible for reappointment.
4. There shall be a President of the Convocation who shall be appointed by the members and shall hold office for a term of three years and may be eligible for reappointment
5. The members of the Convocation shall be the following persons appointed for terms expiring on the stated dates:–

Name	Date of Expiry
Bill Sheat	2006
David Compton	2006
Pat Downey	2006
 Gary Nicholas	 2007
 Maui Solomon	 2008
Rahui Katene	2008
Angeline Greensill	2008
Russell Campbell	2008
Mike Nicolaidi	2008
Graeme Everton	2008
 Anika Streefland	 2009
Robin Laing	2009
Doug Eckhoff (President)	2009
Lindsay Shelton	2009
 Waana Davis	 2010
Annie Collins	2010
Ron Ritchie	2010
Anne Phillips	2010
 Timoti Karetu	 2011

6. New members may be appointed or existing members terms renewed or extended in the following manner:

The Convocation shall consult with relevant bodies and persons inviting suggestions as to suitable persons to be appointed to the Convocation.

Relevant bodies shall include but not be limited to the following:–

The Friends of the New Zealand Film Archive Incorporated

Te Mangai Paho
NZ On Air
The New Zealand Film Commission
The Federation of New Zealand Film Societies Incorporated
Film and Television Production associations

7. When the office of a Member is due to expire, and that Member has indicated that he or she is available for reappointment, the Members shall decide upon his or her reappointment by a majority vote, conducted by means of a secret ballot. In this case, no prior consultation shall be required.
8. Nominations for appointment of a new member to the Convocation may following the process of consultation be made by:
 - a. The President
 - b. Any two members
 - c. The Boardand the members shall decide upon his or her appointment by a majority vote conducted by means of a secret ballot.
9. The Convocation shall (in each calendar year) hold at least two General Meetings, one of which shall be the Annual General Meeting.
10. The business of the Annual General meeting shall be:
 - a. To receive an Annual Report from the President.
 - b. To receive the Annual Report and accounts prepared by the Board.
 - c. To consider and vote upon any other business brought to the meeting by the Convocation.
 - d. To appoint an auditor.
11. The business of the other General Meeting shall include:
 - a. The election of members in accordance with clause 5, 6 and 7 of this Article.
 - b. Discussion of Draft Annual Plan.
 - c. The appointment every third year of a President to hold office from the 1st of July following.
 - d. To consider and vote upon any other business brought to the meeting by the Convocation.
12. The Convocation shall fill vacancies in the Board of Trustees as these occur.

V. GOVERNANCE AND ADMINISTRATION

1. The governance of the Archive shall be vested in a Board of six Trustees appointed by the Convocation, one of whom shall be the President of the Convocation ex officio. At all times the membership of the Board shall be fifty percent Maori and fifty percent non-Maori.
2. The Trustees under this Article shall be the following persons whose terms of office shall expire on the date set opposite her or his name:-

	Year of Expiry
Mike Nicolaidi (Chair)	2007
Graeme Everton	2007
Anne Phillips	2008
Lindsay Shelton	2008
Doug Eckhoff	2008
Waana Davis	2009
3. The Trustees may fill any casual vacancy in their number and the person so appointed shall hold office until the next meeting of the Convocation when an appointment in accordance with Article IV(7) and (8) shall be made for the balance of the term of the former Trustee.
4. The Trustees shall appoint a secretary and/or Treasurer of the Board who need not be a Trustee and shall define his or her duties. A Trustee who is also appointed as Secretary and/or Treasurer of the Archive may be paid an honorarium for so acting.
5. The Chief Executive or a staff person nominated by the Chief Executive shall attend all meetings of the Board except when given leave of absence and may speak but not vote.
6. The Trustees shall attend all meetings of the Board except when given leave of absence. Any Trustee who fails to attend three consecutive meetings may be deemed to have resigned.
7. The Trustees shall have a Common Seal and provide for its safe custody. Documents requiring to be executed under Seal shall be attested by any two Trustees.

VI. POWERS OF THE TRUSTEES

In addition to the powers conferred on Trustees by law, the Board shall be responsible for the following powers and authorities:

1. The appointment and dismissal of a Chief Executive Officer and the fixing of his or her terms of appointment and his or her duties and responsibilities.
2. Investment of the funds of the Board:–
in securities approved by law for the investment of Trust Funds;
in shares, stocks or debentures listed on any stock exchange in New Zealand or Australia.
on any mortgage including a contributory mortgage.
in the purchase of any assets.
3. Ensuring the engagement and employment by the Archive of staff and the payment of any salaries, wages or honoraria and to make payment for any of the expenses of administering the Archive.
4. Making, repeal and amendment of bylaws for the administration of the Board's affairs.
5. Delegation of all or any of the functions and powers of the Board to Committees at least one of whom shall be a Trustee.
6. The authorising by resolution any person or persons to sign cheques on behalf of the Board.
7. The borrowing at the discretion of the Trustees for the purposes of the Board from any person or persons on the security of all or any of the assets of the Board and on such terms and conditions as the Trustees shall think fit.
8. The fixing of appropriate charges for the supply of services and film materials.
9. The fostering and support a "Friends of the New Zealand Film Archive Incorporated" organisation.

VII. CONDUCT OF BUSINESS OF THE BOARD

1. The Board shall elect a Chairperson from among the Trustees, (not being the President) who shall hold office for one year, but shall be eligible for re-election. In voting on any issue, the Chairperson shall have a casting as well as a deliberative vote.
2. The Board shall meet regularly and no less frequently than six times per annum, the quorum for a meeting being three Trustees personally present.
3. A meeting may be called at any time by the Chairperson, and may be called on the requisition of any 2 Trustees.
4. If the Chairperson does not attend any meeting then the President may appoint a chairperson for the meeting.
5. A least 7 days' notice of any meeting shall be given, but a majority in number of all Trustees, present at a meeting at which less than that period of notice has been given, may waive compliance with that requirement. It shall not be necessary to give notice of a meeting to any Trustee who is, for the time being, absent from New Zealand.
6. A resolution passed by a simple majority of Trustees present at a meeting shall be effective to bind all Trustees and the Board.
7. A Trustee who is personally, professionally or financially interested in any motion may be counted in the quorum for the meeting at which that motion is put, and may speak to the motion, but shall not vote upon it.
8. At times other than during a meeting of Trustees, a resolution signed by all the Trustees for the time being entitled to receive a notice of meeting (but not by any Trustee who is personally, professionally or financially interested in the subject matter of the resolution) shall be as valid and effectual as if at a duly convened and attended meeting of the Board. A signature transmitted by facsimile shall be effective, for the purpose of this paragraph.
9. The Trustees shall keep full and proper accounts, in a form and to a standard appropriate for a body receiving funding from other publicly funded entities.
10. The Trustees shall ensure that the accounts of the Trust Board are audited by an independent firm of chartered accountants appointed, by

the Convocation.

11. All proceedings and all resolutions of the Trustees shall be duly recorded in a Minute Book, available to Members, Trustees, the Chief Executive office, the Treasurer and the Auditor.
12. A Trustee shall not be entitled to any remuneration for his or her services as such, but this shall not preclude:
 - a. the payment of appropriate sitting fees
 - b. any Trustee from being engaged as an employee of the Board under a contract of service and being remunerated as an employee accordingly; and
 - c. any Trustee from being engaged by the Board as a professional or an expert under a contract for services and being remunerated for services rendered accordingly; and
 - d. any Trustee from being reimbursed by the Board for any expenditure actually and reasonably incurred by him or her in the conduct of his or her duties as a Trustee.
 - e. No person associated with the Trust shall be entitled to receive any benefit from the Trust which would result in the Trust no longer qualifying for an income tax exemption under sections CB4(1)(c) and (e) of the Income Tax Act 1994.

VIII. RETIREMENT OF TRUSTEES

1. Each Trustee shall hold office for a term of three years but shall be eligible for reappointment for one further term only but may be appointed again after not less than one year.
2. The office of any Trustee shall become vacant if he or she shall resign or become bankrupt, insolvent or insane or be convicted of an indictable offence or shall die
3. No act of the Board shall be invalid by reason of any vacancy in the membership of the Board at the time of such act or the subsequent discovery of any defect in the appointment of any person as a Trustee.
4. The Convocation when appointing any Trustee shall seek to ensure that the persons appointed shall, between them, adequately represent the interests of all New Zealanders.
5. A Trustee whose term of office has expired shall hold office until a successor is appointed.

IX. INDEMNITY OF TRUSTEES

1. Any member of the Convocation Board of Trustees, Officer or employee of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him/her in defending any proceedings whether civil or criminal taken against him/her by reason of his/her actions in relation to or connected with the Trust in which judgment is given in her/his favour or in which he/she is acquitted or in relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust;
2. No member of the Board of Trustees shall be responsible for loss arising out of the investment of monies of the Trust or the administration of its funds unless any such loss shall arise from his/her own wilful default or neglect.

X. AMENDMENT TO ARTICLES

These Articles may be amended at any meeting of the Board provided fourteen days' notice of intention to move any amendment is given to all Trustees and Members. No amendment shall, however, be made if the effect of the amendment is to alter or derogate from the exclusively charitable nature of the Board.

XI. WINDING UP

If the Trustees shall, at any time, resolve that the Board be wound up, or if the Board shall be wound up by operation of law, then the assets (if any) shall be placed with and vested in such other appropriate archival authority, having solely charitable purposes, as the Trustees may determine.