



**Notice is hereby given of the Meeting of the Southland
Museum & Art Gallery Trust Board Inc
to be held in the Council Chambers,
Invercargill City Council, 101 Esk Street, Invercargill
on Thursday 23 March 2023 at 2.00 pm**

Ms E Cook (Chair)
Mr C McIntosh
Mr S Parry
Mr M Day

Thilini Amarasingha
For Secretary

Southland Museum and Art Gallery Trust Board - Public

23 March 2023 02:00 PM

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10. **PUBLIC EXCLUDED SESSION**

Moved , seconded that the public be excluded from the following parts of the proceedings of this meeting; namely

- (a) Minutes of the public excluded session of the SMAG Trust Board Meeting held on 14 December 2022
- (b) Minutes of the public excluded session of the SMAG Appointments Committee Meeting held on 24 February 2023
- (c) Report - SMAG Collection Update - March 2023

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under Section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Ground(s) under Section 48(1) for the passing of this resolution
(a) Minutes of the public excluded session of the SMAG Trust Board Meeting held on 14 December 2022	<p>Section 7(2)(a) To Protect the privacy of natural persons, including that of deceased natural persons</p> <p>Section 7(2)(i) To enable any local organisation holding the information to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations).</p>	<p>Section 48(1)(a) That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under Section 7.</p>
(b) Minutes of the Public Excluded Session of the SMAG Appointments Committee Meeting held on 24 February 2023	<p>Section 7(2)(a) To Protect the privacy of natural persons, including that of deceased natural persons</p> <p>Section 7(2)(i) To enable any local organisation holding the information to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations).</p>	<p>Section 48(1)(a) That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under Section</p>

- | | | |
|--|---|---|
| (C) Report - SMAG
Collection Update -
March 2023 | Section 7(2)(c)
Protect information which
is subject to an obligation
of confidence | Section 48(1)(a)
That the public
conduct of this item
would be likely to result
in the disclosure of
information for which
good reason for
withholding would exist
under Section |
|--|---|---|

**MINUTES OF THE SOUTHLAND MUSEUM AND ART GALLERY TRUST BOARD MEETING HELD
IN THE COUNCIL CHAMBER, INVERCARGILL CITY COUNCIL, 101 ESK STREET,
INVERCARGILL ON WEDNESDAY 14 DECEMBER 2022 AT 9.53 AM**

Present: Ms E Cook (Chair)
Mrs C Hadley
Ms F Mickulicic (Delegated nominee of Mr C McIntosh)
Mr R Capil (Delegated nominee of Mr S Parry)

In Attendance: Mr S Gibling (Group Manager – Leisure and Recreation)
Mr W Marriott (Manager – Museum and Heritage Services)
Mr J Botting (Team Leader – Finance) (via Zoom)
Mrs T Amarasingha (Secretary)

1. Apologies

Mr C McIntosh
Mr S Parry

Noted that Ms F Mickulicic was the delegated nominee of Mr C McIntosh and Mr R Capil was the delegated nominee of Mr S Parr.

Moved Ms Cook, seconded Mrs Hadley and **RESOLVED** that the apologies be accepted.

2. Declaration of Interest

Nil.

3. Minutes of the Meeting Held on 18 August 2022

A4022085

Moved Mr Capil, seconded Ms Cook and **RESOLVED** that the minutes of the Southland Art Gallery and Trust Board meeting held on Thursday 18 August 2022 be accepted as a true and correct record.

3.1 Matters Arising

Nil.

4. Action Sheet

A4016832

Ms Cook said that she would follow up the action item 'Trust Board Name Change'.

5. Financial Report

A4204457

Mr Botting presented the report.

Banking signatories issue was discussed and requested to resolve this matter by January 2023.

Moved Ms Cook, seconded Mr Capil and **RESOLVED** that the Southland Museum and Art Gallery Trust Board:

1. Receive the "Financial Report for the four months ended 31 October 2022" and note that there have been minimal transactions during the first four months of the year.

6. SMAG Collection Report - December 2022

A4206391

Mr Marriott presented the report.

In response to a query Mr Marriott said that Artefactual human remains fit within the Collections Management Policy.

The Board requested to add an action item 'the addition of deaccessioned items as an appendix to the next SMAG Collection Report'.

Ms Cook said that the incoming board was to review in six months time.

A question was raised as to what happened to items that were deaccessioned. It was noted that the storage facility would be required for the collection and that deaccessioned items not removed, would ideally not be stored at the new storage facility.

Mr Gibling said that museum staff needed some time to understand the matter, before reporting to the Board.

A question was raised as to how many items there were estimated to be in the collection. It was confirmed that the collection has 4.5 million items.

In response to a query regarding audit measures on the collection items register, Mr Botting said that the current measure on the Statement of Intent should be removed. The Board suggested researching other museums practices on this matter.

Moved Ms Cook, seconded Mr Capil, and **RESOLVED** that the Southland Museum and Art Gallery Trust Board:

1. Receive the report "SMAG Collection Update - December 2022".
2. Note that feedback has been received from sector colleagues and from the four Rūnaka, via the Iwi Liaison Komiti.
3. Adopt the Collections Management Policy with the understanding that this will be reviewed by the incoming board no later than 31 December 2023.

7. Report - SMAG Trust Deed Review

A4205957

Mr Gibling presented the report.

The Board discussed Appendix 1 and agreed the following amendments.

- Remove '7.4 The Initial Board Members will (add aim of the initial board members)'
- Noted that officers seek advice on removing clause 7 of the Trust Deed when the new Trust Board has been established.
- Keep 8.1 as originally drafted in the Trust Deed
- Clause 8.14 should read 'The majority of Board Members must reside within the geographic boundaries of Invercargill City Council, Southland District Council or Gore District Council or have significant connections to three stakeholder councils and four Rūnaka, unless by agreement of all members of the Appointments Committee that an appointment(s) from outside the defined area is of significant advantage to the Board'.
- Add the word 'written' before the word 'approval' in the last sentence of clause 10.
- Clause 13.1.5 should read 'The Board may appoint a Patron. The appointee shall not be a member of the Board but may be invited to attend public meetings of the Board without the right to vote'.
- Clause 18.1 should read 'The Board will be cognisant of Museums Aotearoa Code of Ethics and Professional Practice'.
- Remove clauses 18.2 and 18.3 in Appendix 1.
- Clause 19.1 should read 'If, in the opinion of the Board, it shall become no longer possible or feasible to carry out the objects of the Trust then the Board shall consult with three stakeholder Councils and four Rūnaka before passing any resolution to liquidate the Trust.'
- Remove clauses 19.2 in Appendix 1.
- Clause 20.1.2 should read 'Councils and Stakeholder Councils" means the Invercargill City Council, the Southland District Council and the Gore District Council; or their successor'
- Remove clauses 20.1.4 in Appendix 1.

Moved Mrs Hadley, seconded Mr Capil and **RESOLVED** that the Southland Museum and Art Gallery Trust Board:

1. Receive the report "Review of the SMAG Trust Deed"
2. Approve the track changes on the SMAG Trust Deed (Appendix 1)
3. Resolve that the current Rules of the Southland Museum and Art Gallery Trust Board (incorporated) be revoked (Appendix 2)
4. Resolve that the Constitution and Rules be adopted as the new Constitution and Rules of the Board (Appendix 1)
5. Note that the incoming Trust Board to remove clause 7.

8. Correspondence

Nil.

9. General Business

Mr Botting informed the Board that the draft Statement of Intent should be approved by the Board by 31 March 2023 according to the audit requirements.

Mr Botting informed the Board that the management letter from the auditors would be issued after Christmas.

10. Public Excluded Session

Moved Mr Capil, seconded Ms Mickulicic that the public be excluded from the following parts of the proceedings of this meeting; namely

(a) Report - Appointment of SMAG Trust Board Members

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under Section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Ground(s) under Section 48(1) for the passing of this resolution
(a) Report - Appointment of SMAG Trust Board Members	<p>Section (2)(a) To protect the privacy of natural persons, including that of deceased natural persons</p> <p>Section 7(2)(h) To enable any local authority holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 7(2)(i) enable any local authority holding the information to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)</p>	<p>Section 48(1)(a) That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under Section 7.</p>

There being no further business, the meeting closed at 11.22 am.

**MINUTES OF THE EXTRAORDINARY SOUTHLAND MUSEUM AND ART GALLERY
TRUST BOARD MEETING HELD IN THE COUNCIL CHAMBER,
INVERCARGILL CITY COUNCIL, 101 ESK STREET, INVERCARGILL
ON THURSDAY 9 FEBRUARY 2023 AT 11.38 AM**

Present: Ms E Cook (Chair)
Mrs C Hadley
Mr C McIntosh
Mr S Parry (via Zoom)

In Attendance: Mr S Gibling (Group Manager – Leisure and Recreation)
Mr W Marriott (Manager – Museum and Heritage Services)
Mr J Botting (Team Leader – Finance)
Mrs T Amarasingha (Secretary)

1. Apologies

Nil.

2. Declaration of Interest

Nil.

3. Financial Report

A4305358

Mr Botting presented the report and noted a strong cash flow. The remaining cash balance in the bank is tied up with assets. Mr Botting also tabled an invoice received late from Sheffield South Island Limited to be included within the approval of the payments.

In response to a query about the Invercargill City Council (ICC) Grant, it was confirmed that 'ICC Grant' mentioned in the annual report was originally received from Council in 2014. As the terms of this grant can no longer be expended by the Trust it was deemed appropriate to return this grant back to Council.

In reviewing the Draft Statement of Intent, it was discussed and agreed that the new SMAG Trust is not a Council Controlled Organisation. This should be corrected in the Draft Statement of Intent.

Moved Ms Cook, seconded Mrs Hadley and **RESOLVED** that the Southland Museum and Art Gallery Trust Board:

1. Receive the "Interim Annual Report for the six months ending 31 December 2022"
2. Approve the Draft Statement of Intent 2023/2024

3. Agree to issue copies of the Interim Annual Report for the six months ending 31 December 2022 and Statement of Intent 2023/2024 to Invercargill City Council, Southland District Council and Gore District Council for comment

Moved Mr Parry, seconded Mr McIntosh and **RESOLVED** that the Southland Museum and Art Gallery Trust Board:

1. Approve the repayment of the \$52,768.78 Invercargill City Council grant towards funding a portion of the costs in relation to the collection relocation project, run by Invercargill City Council.
2. Approve the Term Deposit maturing in March 2023 be rolled until the SMAG Trust Board finalises a strategy for reinvestment.

Moved Mr Parry, seconded Mr McIntosh and **RESOLVED** that the Southland Museum and Art Gallery Trust Board Approve the payments for Audit New Zealand and Invercargill City Council and Sheffield South Island Limited.

There being no further business, the meeting closed at 11.56 am.

FINANCIAL REPORT

To: Southland Museum and Art Gallery

Meeting Date: Thursday 23 March 2023

From: Nida Dela Cruz –Accountant

Open Agenda: Yes

Public Excluded Agenda: No

Recommendations

It is recommended that the Southland Museum and Art Gallery Trust Board:

1. Receive the "Financial Report for the 8 months ended 28th February 2023".
2. Approve the transfer of \$275.80 to Capital Acquisition Fund account from 00 operational account.
3. Remove Clare Hadley as an owner of the Bank account and replace with Michael Day from 20th March 2023.
4. Remove bank signing authorities for Richard McWha and replace with Steve Gibling.
5. Add Nida Dela Cruz as a Creator for the online banking.

Bank signatories and ownership update

An update is required to the banking ownership and signatures to the following:

Owners

Michael Day (replacing Clare Hadley)
Cameron McIntosh
Stephen Parry
Evelyn Cook

Bank authorisers

Michael Day
Patricia Christie
Steve Gibling (replace Richard McWha)

Creators (to load documents into online banking, can not authorise payments)

Jaimee Botting
Nida Dela Cruz (to be added)

Financial Report for the 8 Months Ending 28 February 2023

<u>Overall Position</u>	<i>Actual YTD</i>	
Net Operating Profit/(Loss)	(11,559)	
Net Cashflow movements	(107,474)	
Cash position	307,279	(includes \$209k on term deposit (matures Apr 2023))

Administration	<i>Actual YTD</i>	<i>Forecast for year</i>	
Income			
Grant - SRHC	829,241	1,243,861	To be used towards the collection
Grant - ICC - Trust operations	20,000	20,000	To be used to operate Trust
Rental	-		
Donations & Bequests	-		Bequest with conditions
Interest - Bank	2,330		
Interest - Investment Accounts	182		
Total Income	851,752	1,263,861	
Expenditure			
Museum management fee	829,241	1,243,861	Paid to ICC to maintain the collection
Legal fees	0		
General expenses	448	40,000	Forecast to cover all other expenses
Media Support	-		
Consultation	35,791		
Bank fees	-		
Audit fees	-	10,000	Accrued at end of year
Depreciation & impairment	1,358	2,037	
Total Expenditure	866,838	1,295,898	
Net Operating Profit/(Loss)	(15,086)	(32,037)	
Capital purchases	0	0	

Southland Museum and Art Gallery Trust Board

Financial report for the 8 Months Ended 28 February 2023

Reserves & Funds	<i>Balance</i>	<i>Condition</i>
Restricted reserve		
Estate C F Broadley - Tuatara	17,579	To be spent on Tuatara or the early history of Southland
Estate D I Alloo - Tuatara	37,679	To be spent on Tuatara
Estate D I Alloo - Natural History	165,195	To be spent on Natural History Gallery
	220,453	
Special purpose reserve		
Education Service Reserve	11,269	For the delivery of curriculum support programmes
Baird Library	743	To be spent on books for the collection
Collection acquisitions	24,719	To be spent on capital items for the collection
	36,731	
Redevelopment funds		
Unused grants with conditions - ICC	0	To be used on museum development
	0	

Attachments

1. Appendix 1 - Transfer of Funds (A4441206)
2. Appendix 2 - SMAG Remittance Advice (Haywards) – 1 (A4441209)
3. Appendix 3 - SMAG Remittance Advice (Haywards) – 2 (A4441213)



Finance and Corporate Services Directorate

Civic Administration Building · 101 Esk Street

Private Bag 90104 · Invercargill · 9520

New Zealand · DX No. YA 90023

Telephone: (03) 211 1777 · Fax: (03) 211 1433

To:	Alicia Smith	From:	Nida C. Dela Cruz
Company:	Westpac	Date:	23 March 2023
Email:	mds@westpac.co.nz	No. of Pages:	1
Subject:	Transfer funds		

Dear Alicia

Please transfer \$275.80
 from the Current account (03 1743-0010503-00)
 to the Capital Acquisition account (03 1743-0005931-081)
 D/N 9 Ref 134901-0681059-37/0004

Many thanks.
Nida Dela Cruz
Accountant
For on behalf of Southland Museum and Art Gallery Trust

Authorised by Southland Museum and Art Gallery Trust:-

----- Trustee	----- Name
----- Trustee	----- Name

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GST# 116-299-828

8 Mar 2023

Southland Museum
108 Gala St
Invercargill



5 Carroll Street, Dunedin 9016, New Zealand
PO Box 780, Dunedin 9054, New Zealand
Ph: +64 3 477 2559
info@haywards.co.nz

Sale# 68: Estate & General Household Goods Online Auction

Lot#	Name	Item#	Bid	Com.	Ins.	GST	Total
0021	colonial rimu rolled arm 3 seater settee - has springs, upholstery and stuffing H- 730 W-2240 D-600	4827-0002	\$260.00	\$67.60	\$0.00	\$10.14	\$182.26
0104	cast iron base for treadle sewing machine	4827-0003	\$40.00	\$10.40	\$0.00	\$1.56	\$28.04
0147	cast metal base for Singer treadle sewing machine	4827-0004	\$55.00	\$14.30	\$0.00	\$2.15	\$38.55
Total for 3 items sold			\$355.00	\$92.30	\$0.00	\$13.85	\$248.85

Less Expenses

Date	Type	Description	Amount	Recovered
				\$0.00

Total Proceeds: \$248.85

GST# 116-299-828

8 Mar 2023

Southland Museum
108 Gala St
Invercargill



5 Carroll Street, Dunedin 9016, New Zealand
PO Box 780, Dunedin 9054, New Zealand
Ph: +64 3 477 2559
info@haywards.co.nz

Sale# 66: Vintage, Antique & Collectable Online Auction

Lot#	Name	Item#	Bid	Com.	Ins.	GST	Total
0068	large wooden foundry form - some chips to teeth. Diameter 1150	4827-0001	\$35.00	\$7.00	\$0.00	\$1.05	\$26.95
Total for 1 items sold			\$35.00	\$7.00	\$0.00	\$1.05	\$26.95

Less Expenses

Date	Type	Description	Amount	Recovered
				\$0.00

Total Proceeds: \$26.95

SMAG COLLECTIONS POLICY – PROGRESS UPDATE

To: Southland Museum and Art Gallery Trust Board

Meeting Date: Thursday 23 March 2023

From: Wayne Marriott, Manager – Museum and Heritage Services

Approved: Steve Gibling - Group Manager - Leisure and Recreation

Approved Date: Thursday 16 March 2023

Purpose and Summary

On 14 December 2022, the Southland Museum and Art Gallery Trust Board adopted an updated Collection Management Policy (CMP) (A4206391).

The adopted policy provides a new methodology for the rationalisation of the collection through a refined deaccessioning process. This methodology was enacted to enable an opportunity to undertake deaccessioning outside of Board meetings, and to provide a regional approach to the collection.

The development of the Tisbury Storage facility has highlighted the importance of an ongoing collection review. As the collection team move through the Social History collection, a number of items have been highlighted as possible items for deaccessioning. These items have been removed from the main collection and have not been packed.

The deaccessioning process is lengthy, but is required to ensure these items have been researched and correctly identified as falling outside of the collection policy prior to deaccessioning and all correct steps are taken in following the donors requests in gifting, prior to removing the item from the collection.

This report outlines the process for removing items for deaccessioning. It also considers collection items which have been accessioned since January 2022.

Recommendations

Due to the reduced timeline for the pack/relocation of the SMAG collection, and the time required to process each item for accessioning and deaccessioning.

Recommends that the Southland Museum and Art Gallery Trust Board:

1. Receive the report SMAG Collections Policy – Progress Update.
2. Approve that the Southland Museum and Art Gallery does not receive any new items for accessioning until 1 July 2024 or at an earlier date where the new Tisbury Facility is fully operational.
3. Note that, in approving the recommendation 2, only exceptions to that approach relate to:

- a. Estates where there is a risk that there is an item or items deemed of local/national significance within the items [note these are individually negotiated by staff].
 - b. Where an object deemed to be of “national importance” to telling the Story of Southland are offered as a gift or for sale;
4. Approve that, where items are highlighted for potential deaccessioning, that the object is isolated from other collection items and is not transferred to the Tisbury site
 5. Note that, in approving recommendation 4, only exceptions to that approach relate to whether the item is found to be of significant cultural value to the collection.

Background

On 21 August 1985, the Southland Museum and Art Gallery Trust Board adopted a formal Collections Policy. Since 1985 the Collection Policy has been reviewed and updated reflecting additional legislative requirements as well as providing robust guidelines for both accessioning and deaccessioning of collection items.

Material acquired by the Museum and Art Gallery Trust Board prior to 21 August 1985 is often viewed as problematic for deaccessioning. A clear title is required, and for the previous 111 years, legal title was not always transferred to the Trust Board and may be subject to interpretation. Since August 1985 the Trust has carefully acquired items that fit into the collection policy.

In 2022 the Board confirmed that:

The Museum collects material from the geographic and maritime area: Murihiku | Southland; Rakiura | Stewart Island; Te Rua o Te Moko | Fiordland; Tini Heke | Snares Islands; Motu Ihupuku | Campbell Island; Motu Maha | Maungahuka | the Auckland Islands, Adams Island and Moutere Mahue | the Antipodes Island Group (the Subantarctic Islands).

This does not negate any collection item acquired prior to 21 August 2022 which does not fit into this geographic and maritime boundary as being outside of the collection mandate, as the items were transferred or deposited legally at the time.

Items accepted by the Trust Board prior to 1985 when the first collection policy was introduced require the most significant investment of time to allow for collection rationalisation, should that be required.

Process for accession/ deaccession

Items offered to the Trust Board for accessioning into the collection are reviewed by staff members. This review normally happens in conjunction with the donor where objects receipted fit the collection policy, or are received for temporary custody to forward to another Southland institution.

The donor signs a donation receipt where legal title is transferred to the Trust Board. The items are then reviewed by a collective group which comprises of curatorial and collection staff. Once approved, non-accepted items are either returned to the donor, transferred to another museum, or depending on the wishes of the donor – sold/destroyed.

The objects then selected for accessioning into the collection are entered into the Vernon database, photographed (if possible), and a number is assigned to the object to enable it to be tracked while it remains in the collection. The condition of each item is recorded at the time of the object entering the collection.

As part of the ongoing review of the collection, items are regularly checked for pest infiltration, decay (for example plastic and nitrate negatives), as well as being checked against other similar examples in the collection.

When an item is identified for possible deaccessioning, it is isolated from the collection, marked with a tag and a process begins which will determine whether or not stays within the collection.

Depending on when the item was received and the nature of the paperwork associated with the acquisition this process can take a matter of hours or days for each object. Records prior to the 1960s are challenging, and a number of honorary curators took their records with them when they exited their voluntary roles. This means we have to cross-reference letters, Trust Board minutes, annual reports and photographs to find out information on the item.

The current Board policy notes: Collection items tagged for deaccession are a) returned to the donor; b) transferred to another institution; c) destruction; or d) sale by public auction. When an item is sold any funds raised are transferred to the acquisition budget.

Issues

To complete a deaccession report, staff are required to undertake thorough research into the object and its history to provide the decision makers with enough information to ensure the item is not worth keeping in the collection.

Time required:

- A relatively easy deaccession report will take 60 minutes to complete if prior research has been completed, the gift receipt has been correctly filled out and staff only need to complete a fact check.
- A difficult deaccession report will take up to 6 hours to complete if no information has been recorded on the item and thorough research is required.
- As well as completing research and paperwork, there is the time required to physically dispose of the items – donation, sale or exchange – requiring staff to liaise with the purchaser, auction house etc. and transport the item to its new location.

Due to the reduced timeframe for the pack of the collection, the process for deaccessioning is too lengthy to complete alongside the packing and cataloguing to ensure the Museum and Art Gallery building is empty by 1 April 2024.

It is proposed that all items for deaccessioning will be held in an off-site store until they can be reviewed after July 2024.

Current Position

Since February 2022 the Southland Museum and Art Gallery Trust Board has resolved to deaccession 39 items. That equated to 48.38sqm. Currently the collection staff have identified 107 objects which equates to 10.2sqm.

During the same period, donations have been received by the Southland Museum and Art Gallery Trust Board from 17 people. This material is housed in three “Kung-Fu” bins at 3.168sqm, and 2 donated items are housed on stillage's of 3.84sqm in total.

Excluding the 107 identified objects proposed for deaccessioning, this means that we have reduced the collection footprint by 41.372sqm.

Next Steps

Interim Solutions

Items for Accessioning: With the exception of Estates, and where an object deemed to be of “national importance” to telling the Story of Southland are offered as a gift or for sale; that items are not received by the Southland Museum and Art Gallery until 1 July 2024.

Consider for Deaccession (CFD)

Where items are highlighted for potential deaccessioning, that the object is isolated from other collection items and is not transferred to Tisbury unless it is found to be of significant cultural value to the collection.

The Consider for Deaccession process allows staff to flag items along the way in the Vernon Collection Management System with the code CFD. This means that the item is not immediately removed from the collection; instead it will go into a category of items that need to be considered for deaccession after 1 July 2024.

Due to these items often having no information, being duplicates of another more significant item, being severely damaged over time, being more relevant to another area of the country, or not being relevant to the area or the SMAG collection policy; staff will relocate these items to an off-site facility.

Once the relocation of the SMAG collection is complete, research on the CFD items will take place.

This will ensure that if following research, important information on any items is found, that this item can then be processed to go into the storage facility, eliminating any risk of deaccessioning a significant item from the collection based on current information.

REPORT - REVIEW OF THE SMAG TRUST DEED

To:	Southland Museum and Art Gallery Trust Board
Meeting Date:	Wednesday 23 March 2022
From:	Steve Gibling - Group Manager - Leisure and Recreation
Approved Date:	Friday 17 March 2023
Open Agenda:	Yes
Public Excluded Agenda:	No

Recommendations

That the Southland Museum and Art Gallery Trust Board:

1. Receive the report "Review of the SMAG Trust Deed"
2. Approve the track changes on the SMAG Trust Deed (Appendix 1)
3. Resolve that the current Rules of the Southland Museum and Art Gallery Trust Board (incorporated) be revoked (Appendix 2)
4. Resolve that the Constitution and Rules be adopted as the new Constitution and Rules of the Board (Appendix 1)

Background

The Southland Museum and Art Gallery Trust (SMAG) Deed was amended in May 2022 to enable a new focus for the Trust and to enable a skills based Board to be appointed. In the meantime, an Interim Board was established to carry on the functions of the Board, and in their work, they have identified a number of changes to the existing Trust Deed.

In their capacity as the Board, the ability to amend the Trust Deed sits with the residing Board. The proposal is to accept the changes identified in the SMAG Trust Deed (Appendix 1) attached to this paper.

This amendment is to update the Trust deed according to the New Chief Executive appointment of the Invercargill City Council

Amendments

Page 2

Clause 7.1 of The Trust Deed – The names of the Chief Executives are removed.

Page 11

Remove Clare Valerie Hadley and add Michael Day for the signature section.

Attachments

1. Appendix 1 - SMAG Trust Deed with Track Changes (A4440674)
2. Appendix 2 – Current SMAG Trust Deed (A4069835)

TRUST DEED

SOUTHLAND MUSEUM AND ART GALLERY TRUST BOARD

(INCORPORATED)

1. NAME

The name shall be the "Southland Museum and Art Gallery Trust Board (Incorporated)" hereinafter called "the Board."

2. REGISTERED OFFICE

The Registered Office of the Board shall be situated at 108 Gala Street, Invercargill.

3. PURPOSE AND AIMS OF THE BOARD

3.1 The enhancement, preservation and maintenance of the collection are the principle responsibilities of the Board.

3.2 Enabling access of the collection for display is also a responsibility of the Board.

3.3 The purpose and aims of the Board shall be to foster, promote and celebrate a sense of connection, understanding and awareness of the importance of the cultural, social and natural history of Murihiku, Southland; Rakiura (Stewart Island); Te Rua o Te Moko (Fiordland); Tini Heke (Snarcs Islands); Motu Ihupuku (Campbell Island); Auckland Islands, Adams Island and Antipodes Island Group – the Subantarctic Islands) through the collection.

3.4 The Board will also provide the opportunity for Mana Whenua to connect directly with taoka.

3.5 The Board shall serve the community and its development. This can be done by providing vision, leadership and support for the acquisition, care, research, communication, loan and exhibition of the material evidence and related information.

4. TREATY OF WAITANGI – TE TIRITI O WAITANGI

4.1 The Board and the Board Members acknowledge the unique relationship between iwi and the Crown established through the Preamble and Articles of the Treaty of Waitangi, and the Ngāi Tahu Claims Settlement Act 1998, and will be guided by recommendations of the Waitangi Tribunal, or its successor, in any negotiations or discussions between the Board and Mana Whenua.

4.2 The Board acknowledges the special place of the *Herald* (Bunbury) Sheet of the Treaty of Waitangi, signed at Ruapuke Island on 10 June 1840 by Hone Tūhawaiki, Kaikoura Whakatau, Te Matenga Tairaroa; and Thomas Bunbury and Joseph Nias on behalf of the Crown.

4.3 The Board acknowledges the special relationship between themselves and Te Rūnanga o Ngāi Tahu and the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga as intergenerational guardians of Taoka Māori held within the collection. The four Rūnaka/ Rūnanga have

appointed representatives to the Iwi Liaison Komiti which meets quarterly to discuss issues relating to the collections and exhibitions.

5. VESTING OF MUSEUM PROPERTY

All the property and assets of the Southland Museum and Art Gallery Trust Board and its predecessors, including the income arising therefrom and all legacies, monies bequeathed or donated to the Board, shall be vested in the Board and shall be held by the Board in accordance with and subject to the rules or trusts following.

6. POWERS OF BOARD

6.1 The said Board shall have all the powers of a Trust Board under Part II of the "Charitable Trusts Act 1957" (the Act) and the powers in Schedule I of Powers and Discretions annexed and shall take purchase and hold all goods and chattels and personal property whatever now owned by the Board or acquired by gift bequest purchase or exchange for the purpose of the said Museum and Art Gallery and administer the funds in conformity with the provisions of the Act and these Rules.

6.2 The Board shall have full control and discretion as to the governance of the collection and assets of the Southland Museum and Art Gallery and shall manage the affairs and control all the assets and funds of the Trust Board in accordance with the terms of the Act and these Rules and shall have power consistent with the Act.

6.3 The Board shall have the final approval on the collection. They will direct staff to negotiate and receive short term and long term loans of collection items, provided the such loans are consistent and in accordance with the terms of the Act and these Rules.

6.4 The Board shall have the power to contract with the Invercargill City Council or any other local authority or corporate body for the provision of services or management of services in respect to the collection.

7. INITIAL BOARD MEMBERS

7.1 The Initial Board Members as at the date of these Rules are the Chief Executive Officers of the Invercargill City Council, Southland District Council and Gore District Council, ~~namely Clare Valerie Hadley, Cameron Alastair McIntosh and Stephen Francis Parry;~~ and the duly elected representative of the four Rūnaka –Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga, namely Evelyn Anne Cook ("the Initial Board Members").

7.2 The Initial Board Members shall immediately upon the adoption of this Trust Deed, take the necessary steps to establish the Appointments Committee to be established pursuant to clause 8.1, and once the Appointments Committee has been established shall provide such administrative and other support as that Committee may require to enable the appointment of Board Members pursuant to clause 9.

7.3 Once all the Board Members have been appointed pursuant to clause 9 the Initial Board Members shall cease to hold office.

8. APPOINTMENTS COMMITTEE

An appointments committee has been established to acts on behalf of the shareholder Local Territorial Authorities and four Rūnaka of Mīrihiku to undertake the initial appointments, as well as subsequent appointments to the Board.

- 8.1 An Appointments Committee (4) shall be established comprising:
- 8.1.1 the Chief Executive Officer of the Invercargill City Council or their nominee (1);
 - 8.1.2 the Chief Executive Officer of the Southland District Council or their nominee (1);
 - 8.1.3 the Chief Executive Officer of the Gore District Council or their nominee (1);
 - 8.1.4 and a duly elected representative (1) of the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga on behalf of Ngāi Tahu appointed by resolution of the respective Councils of the four Rūnaka;
- 8.2 The functions of the Appointments Committee are:
- 8.2.1 The appointment of Board Members (Clause 9.1.1)
 - 8.2.2 The filling of vacancies in Board Members (Clause 9.9)
 - 8.2.3 The removal of Board Members (Clause 9.1.1)
- 8.3 The Appointments Committee shall meet as and when necessary for the purpose of carrying out its functions.
- 8.4 A meeting of the Appointments Committee may be called by any member of the Committee on 7 days written notice to other members of the Committee.
- 8.5 At each meeting of the Appointments Committee those present shall elect a Chairperson who, in the case of an equality of votes, shall have a casting vote as well as deliberative vote.
- 8.6 Other than as provided in this Deed the Appointments Committee shall determine its own procedures.
- 8.7 At any meeting of the Appointments Committee, any 3 members including the Rūnaka representative shall form a quorum.
- 8.8 Every question before the Appointments Committee shall be decided by a majority of votes, however it is hoped that all matters will be decided by the consensus of members.
- 8.9 The Appointments Committee will seek nominations of persons for consideration as Board Members of the Trust from the public and shall, prior to the appointment process taking place, publicly call for nominations for Board Members of the Trust.
- 8.10 The Appointments Committee shall appoint Board Members from the list of persons nominated and in making any appointment shall take into account the following criteria:
- 8.10.1 Board Members should be interested in and able to promote the objectives of the Trust;
 - 8.10.2 Board Members should be persons known in their communities for their following attributes, which are in no way intended to be listed in order of priority:
 - a. business acumen,
 - b. governance skills,

- c. competence in financial stewardship,
 - d. expertise and knowledge in arts, and/or
 - e. culture and heritage matters;
- 8.10.3 Board Members should be familiar with and have a demonstrated passion and knowledge of an appreciation of arts, culture and heritage issues, education, tourism and regional developmental issues, promotional issues, access to collections and iwi perspective and cultural awareness especially of issues relating to Taoka Māori; or have and be willing to gain;
- 8.10.4 All persons appointed as Board Members shall hold office in accordance with clause 9.5 until the Annual Meeting which takes place at the expiry of any Board Members term of office or immediately after the expiry of the term.
- 8.11 The Appointments Committee may at any time revoke the appointment of a Board Member, excluding the Rūnaka appointed Member.
- 8.12 Board Members appointed at the inaugural meeting of the Appointments Committee will have lots drawn to stagger the rotation of Trustees. One (1) Board member will be appointed for an initial term of 1 year; two (2) for an initial term of 2 years and two (2) for an initial term of 3 years. Board members appointed for the initial term of 1 year and 2 years respectively, may by resolution of the Appointments Committee be eligible to serve a third consecutive term. This does not apply to the Board Members appointed for an initial term of 3 years; nor does it apply to the Board Member appointed by the four Rūnaka.
- 8.13 All appointments of Board Members will be by a unanimous decision of the members of the Appointments Committee
- 8.14 The majority of Board Members must reside within the geographic boundaries of Invercargill City Council, Southland District Council or Gore District Council or have significant connection to three stakeholder Councils and four Rūnaka, unless by agreement of all members of the Appointments Committee that an appointment(s) from outside the defined area is of significant advantage to the Board.
- 8.15 No appointments of Board members will be made of persons who reside outside of New Zealand. This is also applicable to co-opted Board members (See clause 9.1.3).

9. COMPOSITION OF THE BOARD

- 9.1 The Board shall consist of the following members:
- 9.1.1 Five (5) persons appointed by the Appointments Committee. The Appointments Committee may at any time revoke any one or more of the appointments.
- 9.1.2 The four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga will appoint a member of the Board (1) as a representative of the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga, who may at any time revoke such appointment.
- 9.1.3 The Board will have the power to co-opt up to two (2) members to provide additional skills for a fixed period, of not more than twelve (12) months. Such appointments shall

be made with the unanimous support of all Board members. Co-opted Board members will not have voting rights.

- 9.1.4 All Board members and Co-opted Board members will comply with the Code of Conduct.
- 9.2 The Role of the Secretary of the Board will be filled by the holder of the Management Contract.
- 9.3 The appointment of and revocation of a Board member and any successor shall take effect on notification to the Secretary of the Board.
- 9.4 A member of the Board shall ipso facto cease to hold office if he or she:
- 9.4.1 Resigns by notice in writing delivered to the Board; or
- 9.4.2 Dies; or
- 9.4.3 Declines to act; or
- 9.4.4 Is declared bankrupt or becomes insolvent; or
- 9.4.5 Is convicted of a Category 3 or 4 offence (as those terms are defined under the Criminal Procedure Act 2011); or
- 9.4.6 Is a person prohibited from managing companies under Section 382(1) of the Companies Act 1993 (or any Act in substitution); or
- 9.4.7 Is a person who is deemed to be subject to a compulsory treatment order under Part II Mental Health (Compulsory Assessment and Treatment) Act 1992 or any Act in substitution; or
- 9.4.8 Is a person in respect of whom an Order has been made under Section 30 or 31 of the Protection of Personal and Property Rights Act 1988 or any Act in substitution; or
- 9.4.9 Is a person who is subject to an order made under Section 31 of the Charities Act 2005 disqualifying the person from being an officer of a charitable entity.
- 9.4.10 Is absent from four consecutive meetings of the Board without the leave from the Board.
- 9.5 The term of office for Board Members will be three years (3), with a maximum of two (2) terms, at which time following a period of not less than one term (3 years) a former Board Member may resubmit their application to the Appointments Committee.
- 9.6 The term of the appointed Board Member of the four Rūnaka will be three (3) years with the right of further reappointment by the four Rūnaka. There is no time limit on this appointment.
- 9.7 At any time, there shall be no more than 6 nor fewer than 3 Board Members.
- 9.8 At any meeting of the Board, any 3 Board Members shall form a quorum. Co-opted Board members do not count towards the quorum.
- 9.9 If at any time the number of Board Members falls below the minimum number provided for in this clause, the Appointments Committee will procure the number of Board Members to such minimum number as soon as reasonably practical.

- 9.10 Notwithstanding anything to the contrary in this Deed, all acts and decisions of the remaining Board members or Board member in relation to the Trust pending the increase in the number of Board members will be valid and binding.

10. BORROWING POWER

The Board may borrow or raise such sums of money as the Board may think necessary or expedient and may secure the repayment of such sums by way of mortgages sub-mortgages or otherwise on all or any part of the undertaking property or assets of the Board or by bonds debentures or other securities or by bills of exchange promissory notes or other negotiable instruments and such mortgages or other securities may contain such covenants powers and obligations as the Board thinks fit provided that the Board may only give security if not less than seventy five percent (75%) majority of members present and entitled to vote so decide.

If the Board wishes to borrow or raise such sums of money, the Board must seek written approvals from three stakeholder Councils or their successor and the four Rūnaka.

11. ANNUAL AND OTHER MEETINGS

- 11.1 The Financial Year of the Board shall run from the 1st of July to the 30th of June in the following year and accounts for the year then immediately passed shall be taken as soon as may be conveniently possible following each 30th of June.
- 11.2 The Annual General Meeting of the Board shall be held no earlier than the 1st day of September and no later than the 31st day of December in each year on a day to be fixed by the Board of which not less than seven (7) days notice shall be given by the Secretary by notice addressed to each member.
- 11.3 At the Annual General Meeting of the Board a report on the activities of the Board and a report on the collection activities shall be presented to the Meeting together with a duly audited statement of receipts and payments for the financial year then past and a statement in respect of the same financial year of cash assets and liabilities and of any special funds held by the Board.
- 11.4 The Board will, within 12 months of the adoption of these Rules, develop and complete a Statement of Intent to give effect to the purpose and aims of the Board. The Statement of Intent will be submitted to the Councils and to the four Rūnaka in draft form not less than three months prior to the end of the financial year and the Councils and the four Rūnaka shall be invited to submit comments in respect of the Statement of Intent which shall be had regard to by the Board in finalising the Statement of Intent. The Statement of Intent will be reviewed once each year no later than the end of the financial year and the Councils and the four Rūnaka shall be given the opportunity to comment each year in respect of the Board's Statement of Intent.
- 11.5 The Board will also outline its compliance with the Collection Management Policy in the annual report.
- 11.6 The Board shall meet as often as it may deem necessary to transact the business of the Board but so that at least one meeting shall be held during each period of three months in any financial year.
- 11.7 A Special General Meeting may be convened at any time and shall be convened on receipt by the Secretary of a written requisition for such a meeting signed by the Chair or Deputy Chair or by not less than two members.

- 11.8 In respect of any ordinary meeting or Special General Meeting of the Board at least seven days' notice shall be given by the Secretary to members by circular letter of such meeting or meetings and a quorum for each such meeting or for the Annual Meeting shall be four members.
- 11.9 In the event of no quorum being present the meeting shall be adjourned by members present from time to time until a quorum is present.
- 11.10 At any meeting of the Board the Chair or in the Chair's absence the Deputy Chair (if any) shall take the chair. In the event of both the Chair and the Deputy Chair being absent any member present may be chosen as Chair by the members attending the meeting.
- 11.11 The Board and Board Members from time to time may meet electronically;
- i. Board members is present
 - ii. Resolutions are adopted

12. RESOLUTIONS OF THE BOARD

All resolutions submitted to any meeting of the Board unless otherwise specifically provided in this Trust Deed shall be decided by the voice of a majority of the members present and entitled to vote. All voting shall be done by voices or at the request of any voting member present on a show of hands but the voting shall be by ballot if a majority of voting members present shall so decide by resolution. In any event, the Chair shall have a deliberate and if necessary a casting vote.

- 12.1 From time to time a resolution may be circulated to Board members and voted on via email: Such resolutions are to be confirmed at the next meeting of the Board, whether in person or electronically.

13. ROLES OF BOARD MEMBERS

- 13.1 The Board shall comprise the following positions who shall unless otherwise stipulated be appointed at the first meeting of the Board in each financial year:

- 13.1.1 A member of the Board shall be elected as Chair and a member of the Board shall be elected as Deputy Chair, if the Board determines it is necessary.

- 13.1.2 Subject to any contract of engagement which the Board may have with any other party a Secretary shall be appointed. The Secretary of the Board shall be appointed by the holder of the management contract whose duties shall be to give notice of all meetings, to keep minutes and orders of all meetings of the Board and any committees and to perform such other duties as the Board may decide and as are normally incidental to the Office of a Secretary(See clause 9.2).

- 13.1.3 A member of the Board may be elected a Treasurer or the Board may appoint a Treasurer and shall have the custody of the books of account and charge of the funds of the Trust. It shall be the duty of the Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of these rules as to such matters are carried out so far as lies in its powers and to perform such other duties as the Board may decide and as are normally incidental to the Office of Treasurer.

- 13.1.4 The Board may delegate such powers of the Secretary and Treasurer to a duly appointed Administrator as they shall see fit, who shall be responsible to the Secretary

and Treasurer duly appointed and the Board will confirm the Administrator's appointment at each AGM.

- 13.1.5 The Board may appoint a Patron. The appointee shall not be a member of the Board but may be invited to attend public meetings of the Board without the right to vote.

14. COMMON SEAL

The Board shall have a Common Seal which shall be kept in the custody of the Secretary and shall only be affixed to documents pursuant to a resolution of the Board at a meeting of the Board and shall be attested by at least two members of the Board. The Secretary shall keep a register of documents to which all seals are affixed.

15. ALTERATION TO RULES

- 15.1 The Board may, pursuant to a motion decided by a two third majority or more of the total number of the Board members' votes, by supplemental deed make alterations or additions to the terms and provisions of this deed provided that no such alteration or additional shall:
- 15.1.1 Detract from the exclusively charitable nature of the Board or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- 15.1.2 Be made to Clauses 6.1, 16.2.1 and or 19.3 Schedule I Powers 1.1 unless it is first approved in writing by the Department of Inland Revenue.
- 15.2 Every such approved alteration or addition shall be registered as required by the Act or corresponding enactment.

16. GENERAL

- 16.1 Committees of the Board
- 16.1.1 The Board may from time to time appoint committees which may comprise members of the Board and any other suitable person or persons for the purpose of supervising work or works authorised by the Board or making enquiries into any activity or proposed action of the Board. The Board shall determine the extent of the authority of any such committee.
- 16.1.2 Any committee or person appointed with delegated powers by a resolution passed at a meeting of the Board may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.
- 16.1.3 Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust.
- 16.1.4 Every such delegation shall be revocable at will and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.
- 16.1.5 It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a member of the Board.

16.2 Expenses

16.2.1 The Board shall not allow any assets income or profits of or in connection with the Board's property at any time to be distributed between or among or paid to the Board Members.

16.2.2 Board Members, being skilled individuals providing professional services to the Board, will receive an annual remuneration for their services. The Appointments Committee will prepare a policy on remuneration and expense for approval by the Councils and the four Rūnaka. The Annual Remuneration will be set jointly by the Appointments Committee and Regional Heritage Committee in accordance with the remuneration policy and subject always to Clauses 1.1.1 - 1.1.6 of Schedule 1. The Initial Board Members will not be entitled to any remuneration for their services.

16.3 Collection Trust Board Rules

16.3.1 The Board may make amend or rescind rules and guidance not inconsistent with these rules for better attaining the objects of the Trust or any of them and without detracting from the generality of the power conferred in particular:

(a) Prescribing forms of reports and returns to be made by any applicant for the benefits of the Trust or by any agent or servant of the Board.

(b) Providing for any matter not covered or provided for in these rules.

16.4 Liabilities of Board Members

16.4.1 No Board Member shall be liable for any loss not attributable to dishonesty of the Board Member or to the wilful commission by the Board Member of an act known by the Board Member to be in breach of trust or the neglect or default of any solicitor, bank, accountant, auditor, stockbroker, investment adviser or other agent employed in good faith by the Board Member.

16.5 Proceedings

16.5.1 No Board Member shall be bound to take proceedings against a co- Board Member for any breach or alleged breach of trust committed by such co- Board Member.

17. ACCEPTANCE

The Board shall accept for any Museum and Art Gallery purposes sums of money to be devoted to any special object or purpose and such funds shall be invested separately on bank deposit or otherwise.

18. ETHICS

18.1 The Board will be cognisant of the Museums Aotearoa Code of Ethics and Professional Practice.

19. LIQUIDATION OF TRUST

19.1 If, in the opinion of the Board, it shall become no longer possible or feasible to carry out the objects of the Trust then the Board shall consult with three stakeholder Councils and four Rūnaka before passing any resolution to liquidate the Trust.

- 19.2 No resolution dissolving the Trust shall take effect unless it has been passed by a majority of not less than two third of the total number of the members of the Board and not only after three months notice of intention to move such resolution has been given in writing to each Board Member.
- 19.3 Such dissolution shall not take effect unless at a subsequent meeting of the Board called for that purpose (such meeting to be held not earlier than 28 days and not later than 42 days after the date of the meeting declaring such dissolution), such dissolution is confirmed by resolution to that effect carried by a simple majority of those members present and entitled to vote.
- 19.4 Should the Trust be dissolved, then any moneys and property remaining after the due settlement of the affairs of the Trust and the payment of all just debts and claims shall be handed to such or one or more charitable societies, associations, institutes, organisations or corporations as in the sole and absolute opinion of the Board Members has objects similar to those of this Trust for the purposes within Southland, New Zealand and are approved as charitable by the Commissioner of Inland Revenue or in the event that agreement by resolution cannot be obtained, then as directed by the High Court of New Zealand.

20. INTERPRETATIONS AND DEFINITIONS

- 20.1 In and for the purposes of these Rules:
- 20.1.1 "The Board" means the persons appointed for the time being pursuant to Clause 9;
- 20.1.2 "Councils and Stakeholder Councils" means the Invercargill City Council, the Southland District Council and the Gore District Council; or their successor
- 20.1.3 "The four Rūnaka" means Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga;
- 20.1.4 "The Member or Members" means a member of the Board;
- 20.1.5 "Trustee" means and includes a Member and Board Member.
- 20.1.6 "The Trust" means the Trust created under the Trust Deed and including all property vested in the Trust Deed;
- 20.1.7 "The Trust Fund" means the initial capital and all accruals and accretions and all other property for the time being subject in whole or in part to the Trusts and all property into which the same or any part is converted and all income profits benefits and emoluments arising from any and all of the same;
- 20.1.8 "The total number of the Board Members" means the five (5) persons appointed by the Appointments Committee and one (1) person appointed by the four Rūnaka as their representatives
- 20.2 Appointees to the Board should be time limited no more than 12 months, but eligible for reappoint subject to a two third majority of the total number of the Board members.
- 20.3 The singular includes the plural and vice versa the masculine includes the other genders and vice versa and words embracing persons includes bodies corporate.
- 20.4 No account shall be taken of headings for purpose of interpretation or construction.

I/We hereby certify that this is the new Trust Deed of the Southland Museum and Art Gallery Trust Board (Incorporated).

.....
~~Clare Valerie Hadley~~Michael Day – Chief Executive
Invercargill City Council

.....
Cameron Alastair McIntosh – Chief Executive
Southland District Council

.....
Stephen Francis Parry – Chief Executive
Gore District Council

.....
Evelyn Anne Cook – Elected Representative
of the four Rūnaka –Waihōpai Rūnaka; Te
Rūnanga o Awarua; Te Rūnaka o Ōraka
Aparima; Hokonui Rūnanga

SCHEDULE 1

POWERS

- 1.1 To pay apply transfer or distribute, after payment therefrom of all costs charges and expenses of the Trust Board or incidental to the establishment management and administration of the Trust property, the whole or any part of the Trust property to for or towards the furtherance of any of the objects of the Trust as the Trustees in their absolute discretion shall determine provided that it is declared that in the carrying on of any business under this Deed and in the exercise of any power:
- 1.1.1 If authorising the remuneration of trustees no benefit or advantage whether or not convertible into money or any income of any kind shall be afforded to or received gained achieved or derived by any of the persons specified in Paragraphs (i) to (iv) of the second proviso to Section CW42(5) of the Income Tax Act 2007 or any enactment in amendment or in substitution where that person is able by virtue of that capacity as such person specified in any way (whether directly or indirectly) to determine or to materially influence in any way the determination of the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received gained achieved afforded or derived except as specifically exempted by that section.
- 1.1.2 Any income, benefit or advantage shall be applied to the charitable purposes set out in these Rules.
- 1.1.3 No member or person associated with a member of the Trust Board shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
- (a) Professional services to the organisation rendered in the course of business charged at no greater rate than current market rates; or
 - (b) Interest on money lent at no greater rate than current market rates.
 - (c) Or any such income if paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 1.1.4 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 1.1.5 The Trust Board shall be under no obligation to distribute any part of the Trust property in any year.
- 1.1.6 Notwithstanding anything to the contrary contained in this Deed the provisions and effect of this clause shall not be removed from this deed and shall be included and implied into any deed amending, altering or replacing this deed.
- 1.2 In accordance with the provisions of the Charitable Trusts Act 1957, the Board shall be capable of holding real and personal property of whatever nature and wherever situated in New Zealand or elsewhere and of suing and being sued and of doing and suffering all such acts and things as bodies corporate may lawfully do and suffer and shall be entitled to do all such things and exercise all such powers and authorities as it shall consider necessary or desirable in its absolute discretion for the attainment of any of the objects set out in these Rules.

- 1.3 To improve manage develop and maintain or lease let underlet surrender mortgage charge or otherwise deal with and turn to account all or any property real or personal of the Trust or any interest and to erect construct alter renovate and maintain any buildings or chattels and to retain use and occupy or deal with the properties or assets of the Trust or any part for all such purposes and in such manner as the Trustees deem fit.
- 1.4 To expend money as the Trustees shall think fit in the improvement and development of trust assets and otherwise for the benefit of the Trust property.
- 1.5 To sell dispose of or exchange all real and personal property held by them at any time and whether or not such property has been acquired since the date of signing of this Deed, in such manner and subject to such terms and conditions as the Trustees shall in their discretion think fit provided however that the Trustees shall hold all moneys received by them under this power for the purposes of and in accordance with the objects of this Trust,
- 1.6 To receive and take any gift of property real or personal for any of the purposes or objects of the Trust whether subject to any special trust or not but the Trustees may decline and refuse to accept any gift or donation.
- 1.7 To invest the trust fund and the income either alone or in common with any other person or persons in any investment the Trustees believe is prudent.
- 1.8 To lease or take on lease any freehold or leasehold property or interest with or without chattels for such period at such rent on such terms (including at the discretion of the Trustees a compulsory or optional purchasing clause) and subject to such conditions as they think fit and to effect such renewals or surrenders of leases and tenancies as they think fit.
- 1.9 To employ and pay all reasonable expenses any person, firm, company or corporation to do any acts of whatever nature relating to these trusts including the receipt and payment of money without being liable for loss incurred.
- 1.10 To place any property owned by the trust fund (including any bank account) in the name of any agent or nominee for such period or periods or indefinitely as the Trustees in their absolute discretion think fit without being liable for any loss occasioned to the trust funds.
- 1.11 To advance moneys with or without security and with or without interest to such person, persons or corporation on such terms as they think fit.
- 1.12 To pay all costs and expenses and other outgoings as may be incurred in relation to the Trust from time to time reposed in the Board.
- 1.13 To borrow money on bank overdraft or otherwise and upon security by way of mortgage or otherwise and on terms and subject to conditions and for reasons as the Trustees think fit (subject to Rule 6).
- 1.14 To pay any Trustee who may be an Accountant or Solicitor out of the Trust fund for all-business done by them in relation to the Trust fund in like manner as they would have been entitled to charge the Trustees or Trustee if not being a Trustee and the firm had been employed by them to do such business as their Accountant or Solicitor.
- 1.15 To reimburse the Trustees for their expenses in accordance with the provisions of the Fees and Travelling Allowance Act 1951 as if the Trust Board were a statutory Board

within the meaning of that Act or in accordance with any enactment which replaces that Act.

- 1.16 To remunerate for their services those Trustees who are employed by the Trust Board as full time or part-time employees by means of a fair and reasonable salary provided that the quantum of any such remuneration shall be determined solely by a firm of Chartered Accountants selected by the Institute of Chartered Accountants of New Zealand and provided further that no Trustee is associated with the firm of Chartered Accountants so selected so as to be able in any way (whether directly or indirectly) to determine, or to materially influence the determination of the nature or the amount of the remuneration of any Trustee.
- 1.17 To carry on any business of any kind whatever.
- 1.18 Subject to the provisions of the Charitable Trusts Act 1957 to do perform carry out and execute all such incidental or necessary acts or deeds and things as are requisite for or conducive to the attainment of the objects of the Trust.
- 1.19 To appoint a Custodial Trustee or Trustees to act as their Custodial Trustee in respect of investments to be made or properly held to hold on the Trustees' behalf all securities and other documents of title relating to such investments or property. The Custodial Trustee or Trustees appointed shall only act on the direct instructions of the Board and shall hold all investments and property in the name of the Custodial Trustee for the account of the Southland Museum and Art Gallery Trust Board. The appointment of a Custodial Trustee shall be limited to persons or organisations recognised as having the expertise and services to provide Custodial Trustee duties.
2. The objects and powers set out in any clause or sub-clause of this Schedule shall not, except where the context expressly requires, be in any way limited or restricted by reference to, or any inference from, the terms of any other clause or sub-clause. None of the clauses or sub-clauses or the objects specified or the powers conferred shall be deemed, subsidiary or ancillary to any other clause, sub-clause or objects, but the Board shall have the full power to exercise all or any of the objects and powers set out independently, or any other of its objects and powers.
3. The Trustees shall have all power to the fullest extent as the law provides to generally do each and every act both convenient and advantageous and necessarily expedient for the proper carrying out and accomplishment of the objects consistent with this Trust.
4. This deed shall in its interpretation of the objects in these Rules be given its widest possible expression provided that no such interpretation shall alter the charitable nature of the deed pursuant to the Charitable Trusts Act 1957 or any Act in substitution.

SCHEDULE 2

Iwi Liaison Komiti

In 1940 Thomas Spencer was the first elected Rūnaka representative by Takata Whenua and subsequently appointed to the Board. In 1981 a proposed Māori artefact tour of the United States, later called "Te Māori" provided the opportunity for the Board to engage more widely with Takata Whenua. A Māori Liaison Committee was established which enabled staff to be supported in their role. The incumbent iwi representative on the Southland Museum & Art Gallery Trust Board sat ex-officio as a member of the Liaison Committee to provide a conduit between the Committee and the Trust Board.

By the mid-1990's the Komiti formally met with Museum and Art Gallery staff not less than four times per annum to discuss issues relating to the collection and exhibitions, and to provide advice to key staff. The Trust Board were cognisant of the view of the Komiti with regards to Te Ao Marama, outward and inward loans, exhibitions and the review or development of policy.

In 2001 the Iwi Liaison Komiti mandate was reviewed:

- An opportunity to bring more Iwi input into day-to-day decisions by public programme and curatorial staff of the Southland Museum & Art Gallery
- To provide an opportunity to show a greater Māori presence in what our audiences see
- Provide an opportunity for staff training in things Māori
- Provide a window on the Southland Museum and Art Gallery for rūnaka representatives.

In 2003 the Iwi Liaison Komiti and Southland Museum & Art Gallery Trust Board agreed to jointly manage the *Pounamu and Tangiwai Source Collection*, established through the Dart River Collection, as well as donation by Dr Alfred Poole.

The Iwi Liaison Komiti comprises of the following members:

- The four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga will each appoint a member, and alternate, of the Iwi Liaison Komiti (4) as a representative of Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga, who may at any time revoke such appointment.
- The Executive Officers of the four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga are ex-officio members of the Iwi Liaison Komiti
- The Board Member appointed under 9.1.2 is an ex-officio member of the Iwi Liaison Komiti
- The Director, equivalent or nominee is an ex-officio member of the Iwi Liaison Komiti
- The Iwi Liaison Komiti may appoint up to 4 additional ex-officio members of the Iwi Liaison Komiti.

The Iwi Liaison Komiti will meet not less than four times per annum with staff of the Southland Museum and Art Gallery.

Minutes of the Iwi Liaison Komiti will be presented to the Board for their information.

Matters requiring the Board's attention will be presented to the Board in the monthly report closest to the date of the Komiti meeting.

The Iwi Liaison Komiti will meet formally with the Board at least twice per annum.

The Board will be cognisant of the view of the Iwi Liaison Komiti when setting policy, and when required, the Board will seek the opinion of the Iwi Liaison Komiti when undertaking acquisitions or collection rationalisation which directly impact on the Iwi Liaison Komiti.

TRUST DEED

SOUTHLAND MUSEUM AND ART GALLERY TRUST BOARD

(INCORPORATED)

1. NAME

The name shall be the "Southland Museum and Art Gallery Trust Board (Incorporated)" hereinafter called "the Board."

2. REGISTERED OFFICE

The Registered Office of the Board shall be situated at 108 Gala Street, Invercargill.

3. PURPOSE AND AIMS OF THE BOARD

3.1 The enhancement, preservation and maintenance of the collection are the principle responsibilities of the Board.

3.2 Enabling access of the collection for display is also a responsibility of the Board.

3.3 The purpose and aims of the Board shall be to foster, promote and celebrate a sense of connection, understanding and awareness of the importance of the cultural, social and natural history of Murihiku, Southland; Rakiura (Stewart Island); Te Rua o Te Moko (Fiordland); Tini Heke (Snarcs Islands); Motu Ihupuku (Campbell Island); Auckland Islands, Adams Island and Antipodes Island Group – the Subantarctic Islands) through the collection.

3.4 The Board will also provide the opportunity for Mana Whenua to connect directly with taoka.

3.5 The Board shall serve the community and its development. This can be done by providing vision, leadership and support for the acquisition, care, research, communication, loan and exhibition of the material evidence and related information.

4. TREATY OF WAITANGI – TE TIRITI O WAITANGI

4.1 The Board and the Board Members acknowledge the unique relationship between iwi and the Crown established through the Preamble and Articles of the Treaty of Waitangi, and the Ngāi Tahu Claims Settlement Act 1998, and will be guided by recommendations of the Waitangi Tribunal, or its successor, in any negotiations or discussions between the Board and Mana Whenua.

4.2 The Board acknowledges the special place of the *Herald* (Bunbury) Sheet of the Treaty of Waitangi, signed at Ruapuke Island on 10 June 1840 by Hone Tūhawaiki, Kaikoura Whakatau, Te Matenga Tairaroa; and Thomas Bunbury and Joseph Nias on behalf of the Crown.

4.3 The Board acknowledges the special relationship between themselves and Te Rūnanga o Ngāi Tahu and the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga as intergenerational guardians of Taoka Māori held within the collection. The four Rūnaka/ Rūnanga have

appointed representatives to the Iwi Liaison Komiti which meets quarterly to discuss issues relating to the collections and exhibitions.

5. VESTING OF MUSEUM PROPERTY

All the property and assets of the Southland Museum and Art Gallery Trust Board and its predecessors, including the income arising therefrom and all legacies, monies bequeathed or donated to the Board, shall be vested in the Board and shall be held by the Board in accordance with and subject to the rules or trusts following.

6. POWERS OF BOARD

6.1 The said Board shall have all the powers of a Trust Board under Part II of the "Charitable Trusts Act 1957" (the Act) and the powers in Schedule I of Powers and Discretions annexed and shall take purchase and hold all goods and chattels and personal property whatever now owned by the Board or acquired by gift bequest purchase or exchange for the purpose of the said Museum and Art Gallery and administer the funds in conformity with the provisions of the Act and these Rules.

6.2 The Board shall have full control and discretion as to the governance of the collection and assets of the Southland Museum and Art Gallery and shall manage the affairs and control all the assets and funds of the Trust Board in accordance with the terms of the Act and these Rules and shall have power consistent with the Act.

6.3 The Board shall have the final approval on the collection. They will direct staff to negotiate and receive short term and long term loans of collection items, provided the such loans are consistent and in accordance with the terms of the Act and these Rules.

6.4 The Board shall have the power to contract with the Invercargill City Council or any other local authority or corporate body for the provision of services or management of services in respect to the collection.

7. INITIAL BOARD MEMBERS

7.1 The Initial Board Members as at the date of these Rules are the Chief Executive Officers of the Invercargill City Council, Southland District Council and Gore District Council, namely Clare Valerie Hadley, Cameron Alastair McIntosh and Stephen Francis Parry; and the duly elected representative of the four Rūnaka –Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga, namely Evelyn Anne Cook ("the Initial Board Members").

7.2 The Initial Board Members shall immediately upon the adoption of this Trust Deed, take the necessary steps to establish the Appointments Committee to be established pursuant to clause 8.1, and once the Appointments Committee has been established shall provide such administrative and other support as that Committee may require to enable the appointment of Board Members pursuant to clause 9.

7.3 Once all the Board Members have been appointed pursuant to clause 9 the Initial Board Members shall cease to hold office.

8. APPOINTMENTS COMMITTEE

An appointments committee has been established to acts on behalf of the shareholder Local Territorial Authorities and four Rūnaka of Mirihiku to undertake the initial appointments, as well as subsequent appointments to the Board.

- 8.1 An Appointments Committee (4) shall be established comprising:
- 8.1.1 the Chief Executive Officer of the Invercargill City Council or their nominee (1);
- 8.1.2 the Chief Executive Officer of the Southland District Council or their nominee (1);
- 8.1.3 the Chief Executive Officer of the Gore District Council or their nominee (1);
- 8.1.4 and a duly elected representative (1) of the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga on behalf of Ngāi Tahu appointed by resolution of the respective Councils of the four Rūnaka;
- 8.2 The functions of the Appointments Committee are:
- 8.2.1 The appointment of Board Members (Clause 9.1.1)
- 8.2.2 The filling of vacancies in Board Members (Clause 9.9)
- 8.2.3 The removal of Board Members (Clause 9.1.1)
- 8.3 The Appointments Committee shall meet as and when necessary for the purpose of carrying out its functions.
- 8.4 A meeting of the Appointments Committee may be called by any member of the Committee on 7 days written notice to other members of the Committee.
- 8.5 At each meeting of the Appointments Committee those present shall elect a Chairperson who, in the case of an equality of votes, shall have a casting vote as well as deliberative vote.
- 8.6 Other than as provided in this Deed the Appointments Committee shall determine its own procedures.
- 8.7 At any meeting of the Appointments Committee, any 3 members including the Rūnaka representative shall form a quorum.
- 8.8 Every question before the Appointments Committee shall be decided by a majority of votes, however it is hoped that all matters will be decided by the consensus of members.
- 8.9 The Appointments Committee will seek nominations of persons for consideration as Board Members of the Trust from the public and shall, prior to the appointment process taking place, publicly call for nominations for Board Members of the Trust.
- 8.10 The Appointments Committee shall appoint Board Members from the list of persons nominated and in making any appointment shall take into account the following criteria:
- 8.10.1 Board Members should be interested in and able to promote the objectives of the Trust;
- 8.10.2 Board Members should be persons known in their communities for their following attributes, which are in no way intended to be listed in order of priority:
- a. business acumen,
 - b. governance skills,

- c. competence in financial stewardship,
 - d. expertise and knowledge in arts, and/or
 - e. culture and heritage matters;
- 8.10.3 Board Members should be familiar with and have a demonstrated passion and knowledge of an appreciation of arts, culture and heritage issues, education, tourism and regional developmental issues, promotional issues, access to collections and iwi perspective and cultural awareness especially of issues relating to Taoka Māori; or have and be willing to gain;
- 8.10.4 All persons appointed as Board Members shall hold office in accordance with clause 9.5 until the Annual Meeting which takes place at the expiry of any Board Members term of office or immediately after the expiry of the term.
- 8.11 The Appointments Committee may at any time revoke the appointment of a Board Member, excluding the Rūnaka appointed Member.
- 8.12 Board Members appointed at the inaugural meeting of the Appointments Committee will have lots drawn to stagger the rotation of Trustees. One (1) Board member will be appointed for an initial term of 1 year; two (2) for an initial term of 2 years and two (2) for an initial term of 3 years. Board members appointed for the initial term of 1 year and 2 years respectively, may by resolution of the Appointments Committee be eligible to serve a third consecutive term. This does not apply to the Board Members appointed for an initial term of 3 years; nor does it apply to the Board Member appointed by the four Rūnaka.
- 8.13 All appointments of Board Members will be by a unanimous decision of the members of the Appointments Committee
- 8.14 The majority of Board Members must reside within the geographic boundaries of Invercargill City Council, Southland District Council or Gore District Council or have significant connection to three stakeholder Councils and four Rūnaka, unless by agreement of all members of the Appointments Committee that an appointment(s) from outside the defined area is of significant advantage to the Board.
- 8.15 No appointments of Board members will be made of persons who reside outside of New Zealand. This is also applicable to co-opted Board members (See clause 9.1.3).

9. COMPOSITION OF THE BOARD

- 9.1 The Board shall consist of the following members:
- 9.1.1 Five (5) persons appointed by the Appointments Committee. The Appointments Committee may at any time revoke any one or more of the appointments.
- 9.1.2 The four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga will appoint a member of the Board (1) as a representative of the four Rūnaka - Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; Hokonui Rūnanga, who may at any time revoke such appointment.
- 9.1.3 The Board will have the power to co-opt up to two (2) members to provide additional skills for a fixed period, of not more than twelve (12) months. Such appointments shall

be made with the unanimous support of all Board members. Co-opted Board members will not have voting rights.

- 9.1.4 All Board members and Co-opted Board members will comply with the Code of Conduct.
- 9.2 The Role of the Secretary of the Board will be filled by the holder of the Management Contract.
- 9.3 The appointment of and revocation of a Board member and any successor shall take effect on notification to the Secretary of the Board.
- 9.4 A member of the Board shall ipso facto cease to hold office if he or she:
- 9.4.1 Resigns by notice in writing delivered to the Board; or
- 9.4.2 Dies; or
-
- 9.4.3 Declines to act; or
- 9.4.4 Is declared bankrupt or becomes insolvent; or
- 9.4.5 Is convicted of a Category 3 or 4 offence (as those terms are defined under the Criminal Procedure Act 2011); or
- 9.4.6 Is a person prohibited from managing companies under Section 382(1) of the Companies Act 1993 (or any Act in substitution); or
- 9.4.7 Is a person who is deemed to be subject to a compulsory treatment order under Part II Mental Health (Compulsory Assessment and Treatment) Act 1992 or any Act in substitution; or
- 9.4.8 Is a person in respect of whom an Order has been made under Section 30 or 31 of the Protection of Personal and Property Rights Act 1988 or any Act in substitution; or
- 9.4.9 Is a person who is subject to an order made under Section 31 of the Charities Act 2005 disqualifying the person from being an officer of a charitable entity.
- 9.4.10 Is absent from four consecutive meetings of the Board without the leave from the Board.
- 9.5 The term of office for Board Members will be three years (3), with a maximum of two (2) terms, at which time following a period of not less than one term (3 years) a former Board Member may resubmit their application to the Appointments Committee.
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- 9.6 The term of the appointed Board Member of the four Rūnaka will be three (3) years with the right of further reappointment by the four Rūnaka. There is no time limit on this appointment.
- 9.7 At any time, there shall be no more than 6 nor fewer than 3 Board Members.
- 9.8 At any meeting of the Board, any 3 Board Members shall form a quorum. Co-opted Board members do not count towards the quorum.
- 9.9 If at any time the number of Board Members falls below the minimum number provided for in this clause, the Appointments Committee will procure the number of Board Members to such minimum number as soon as reasonably practical.

- 9.10 Notwithstanding anything to the contrary in this Deed, all acts and decisions of the remaining Board members or Board member in relation to the Trust pending the increase in the number of Board members will be valid and binding.

10. BORROWING POWER

The Board may borrow or raise such sums of money as the Board may think necessary or expedient and may secure the repayment of such sums by way of mortgages sub-mortgages or otherwise on all or any part of the undertaking property or assets of the Board or by bonds debentures or other securities or by bills of exchange promissory notes or other negotiable instruments and such mortgages or other securities may contain such covenants powers and obligations as the Board thinks fit provided that the Board may only give security if not less than seventy five percent (75%) majority of members present and entitled to vote so decide.

If the Board wishes to borrow or raise such sums of money, the Board must seek written approvals from three stakeholder Councils or their successor and the four Rūnaka.

11. ANNUAL AND OTHER MEETINGS

- 11.1 The Financial Year of the Board shall run from the 1st of July to the 30th of June in the following year and accounts for the year then immediately passed shall be taken as soon as may be conveniently possible following each 30th of June.
- 11.2 The Annual General Meeting of the Board shall be held no earlier than the 1st day of September and no later than the 31st day of December in each year on a day to be fixed by the Board of which not less than seven (7) days notice shall be given by the Secretary by notice addressed to each member.
- 11.3 At the Annual General Meeting of the Board a report on the activities of the Board and a report on the collection activities shall be presented to the Meeting together with a duly audited statement of receipts and payments for the financial year then past and a statement in respect of the same financial year of cash assets and liabilities and of any special funds held by the Board.
- 11.4 The Board will, within 12 months of the adoption of these Rules, develop and complete a Statement of Intent to give effect to the purpose and aims of the Board. The Statement of Intent will be submitted to the Councils and to the four Rūnaka in draft form not less than three months prior to the end of the financial year and the Councils and the four Rūnaka shall be invited to submit comments in respect of the Statement of Intent which shall be had regard to by the Board in finalising the Statement of Intent. The Statement of Intent will be reviewed once each year no later than the end of the financial year and the Councils and the four Rūnaka shall be given the opportunity to comment each year in respect of the Board's Statement of Intent.
- 11.5 The Board will also outline its compliance with the Collection Management Policy in the annual report.
- 11.6 The Board shall meet as often as it may deem necessary to transact the business of the Board but so that at least one meeting shall be held during each period of three months in any financial year.
- 11.7 A Special General Meeting may be convened at any time and shall be convened on receipt by the Secretary of a written requisition for such a meeting signed by the Chair or Deputy Chair or by not less than two members.

- 11.8 In respect of any ordinary meeting or Special General Meeting of the Board at least seven days' notice shall be given by the Secretary to members by circular letter of such meeting or meetings and a quorum for each such meeting or for the Annual Meeting shall be four members.
- 11.9 In the event of no quorum being present the meeting shall be adjourned by members present from time to time until a quorum is present.
- 11.10 At any meeting of the Board the Chair or in the Chair's absence the Deputy Chair (if any) shall take the chair. In the event of both the Chair and the Deputy Chair being absent any member present may be chosen as Chair by the members attending the meeting.
- 11.11 The Board and Board Members from time to time may meet electronically;
- i. Board members is present
 - ii. Resolutions are adopted

12. RESOLUTIONS OF THE BOARD

All resolutions submitted to any meeting of the Board unless otherwise specifically provided in this Trust Deed shall be decided by the voice of a majority of the members present and entitled to vote. All voting shall be done by voices or at the request of any voting member present on a show of hands but the voting shall be by ballot if a majority of voting members present shall so decide by resolution. In any event, the Chair shall have a deliberate and if necessary a casting vote.

- 12.1 From time to time a resolution may be circulated to Board members and voted on via email: Such resolutions are to be confirmed at the next meeting of the Board, whether in person or electronically.

13. ROLES OF BOARD MEMBERS

- 13.1 The Board shall comprise the following positions who shall unless otherwise stipulated be appointed at the first meeting of the Board in each financial year:

- 13.1.1 A member of the Board shall be elected as Chair and a member of the Board shall be elected as Deputy Chair, if the Board determines it is necessary.

- 13.1.2 Subject to any contract of engagement which the Board may have with any other party a Secretary shall be appointed. The Secretary of the Board shall be appointed by the holder of the management contract whose duties shall be to give notice of all meetings, to keep minutes and orders of all meetings of the Board and any committees and to perform such other duties as the Board may decide and as are normally incidental to the Office of a Secretary(See clause 9.2).

- 13.1.3 A member of the Board may be elected a Treasurer or the Board may appoint a Treasurer and shall have the custody of the books of account and charge of the funds of the Trust. It shall be the duty of the Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of these rules as to such matters are carried out so far as lies in its powers and to perform such other duties as the Board may decide and as are normally incidental to the Office of Treasurer.

- 13.1.4 The Board may delegate such powers of the Secretary and Treasurer to a duly appointed Administrator as they shall see fit, who shall be responsible to the Secretary

and Treasurer duly appointed and the Board will confirm the Administrator's appointment at each AGM.

- 13.1.5 The Board may appoint a Patron. The appointee shall not be a member of the Board but may be invited to attend public meetings of the Board without the right to vote.

14. COMMON SEAL

The Board shall have a Common Seal which shall be kept in the custody of the Secretary and shall only be affixed to documents pursuant to a resolution of the Board at a meeting of the Board and shall be attested by at least two members of the Board. The Secretary shall keep a register of documents to which all seals are affixed.

15. ALTERATION TO RULES

- 15.1 The Board may, pursuant to a motion decided by a two third majority or more of the total number of the Board members' votes, by supplemental deed make alterations or additions to the terms and provisions of this deed provided that no such alteration or additional shall:
- 15.1.1 Detract from the exclusively charitable nature of the Board or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- 15.1.2 Be made to Clauses 6.1, 16.2.1 and or 19.3 Schedule I Powers 1.1 unless it is first approved in writing by the Department of Inland Revenue.
- 15.2 Every such approved alteration or addition shall be registered as required by the Act or corresponding enactment.

16. GENERAL

- 16.1 Committees of the Board
- 16.1.1 The Board may from time to time appoint committees which may comprise members of the Board and any other suitable person or persons for the purpose of supervising work or works authorised by the Board or making enquiries into any activity or proposed action of the Board. The Board shall determine the extent of the authority of any such committee.
- 16.1.2 Any committee or person appointed with delegated powers by a resolution passed at a meeting of the Board may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.
- 16.1.3 Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust.
- 16.1.4 Every such delegation shall be revocable at will and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.
- 16.1.5 It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a member of the Board.

16.2 Expenses

16.2.1 The Board shall not allow any assets income or profits of or in connection with the Board's property at any time to be distributed between or among or paid to the Board Members.

16.2.2 Board Members, being skilled individuals providing professional services to the Board, will receive an annual remuneration for their services. The Appointments Committee will prepare a policy on remuneration and expense for approval by the Councils and the four Rūnaka. The Annual Remuneration will be set jointly by the Appointments Committee and Regional Heritage Committee in accordance with the remuneration policy and subject always to Clauses 1.1.1 - 1.1.6 of Schedule 1. The Initial Board Members will not be entitled to any remuneration for their services.

16.3 Collection Trust Board Rules

16.3.1 The Board may make amend or rescind rules and guidance not inconsistent with these rules for better attaining the objects of the Trust or any of them and without detracting from the generality of the power conferred in particular:

(a) Prescribing forms of reports and returns to be made by any applicant for the benefits of the Trust or by any agent or servant of the Board.

(b) Providing for any matter not covered or provided for in these rules.

16.4 Liabilities of Board Members

16.4.1 No Board Member shall be liable for any loss not attributable to dishonesty of the Board Member or to the wilful commission by the Board Member of an act known by the Board Member to be in breach of trust or the neglect or default of any solicitor, bank, accountant, auditor, stockbroker, investment adviser or other agent employed in good faith by the Board Member.

16.5 Proceedings

16.5.1 No Board Member shall be bound to take proceedings against a co- Board Member for any breach or alleged breach of trust committed by such co- Board Member.

17. ACCEPTANCE

The Board shall accept for any Museum and Art Gallery purposes sums of money to be devoted to any special object or purpose and such funds shall be invested separately on bank deposit or otherwise.

18. ETHICS

18.1 The Board will be cognisant of the Museums Aotearoa Code of Ethics and Professional Practice.

19. LIQUIDATION OF TRUST

19.1 If, in the opinion of the Board, it shall become no longer possible or feasible to carry out the objects of the Trust then the Board shall consult with three stakeholder Councils and four Rūnaka before passing any resolution to liquidate the Trust.

- 19.2 No resolution dissolving the Trust shall take effect unless it has been passed by a majority of not less than two third of the total number of the members of the Board and not only after three months notice of intention to move such resolution has been given in writing to each Board Member.
- 19.3 Such dissolution shall not take effect unless at a subsequent meeting of the Board called for that purpose (such meeting to be held not earlier than 28 days and not later than 42 days after the date of the meeting declaring such dissolution), such dissolution is confirmed by resolution to that effect carried by a simple majority of those members present and entitled to vote.
- 19.4 Should the Trust be dissolved, then any moneys and property remaining after the due settlement of the affairs of the Trust and the payment of all just debts and claims shall be handed to such or one or more charitable societies, associations, institutes, organisations or corporations as in the sole and absolute opinion of the Board Members has objects similar to those of this Trust for the purposes within Southland, New Zealand and are approved as charitable by the Commissioner of Inland Revenue or in the event that agreement by resolution cannot be obtained, then as directed by the High Court of New Zealand.

20. INTERPRETATIONS AND DEFINITIONS

- 20.1 In and for the purposes of these Rules:
- 20.1.1 "The Board" means the persons appointed for the time being pursuant to Clause 9;
- 20.1.2 "Councils and Stakeholder Councils" means the Invercargill City Council, the Southland District Council and the Gore District Council; or their successor
- 20.1.3 "The four Rūnaka" means Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga;
- 20.1.4 "The Member or Members" means a member of the Board;
- 20.1.5 "Trustee" means and includes a Member and Board Member.
- 20.1.6 "The Trust" means the Trust created under the Trust Deed and including all property vested in the Trust Deed;
- 20.1.7 "The Trust Fund" means the initial capital and all accruals and accretions and all other property for the time being subject in whole or in part to the Trusts and all property into which the same or any part is converted and all income profits benefits and emoluments arising from any and all of the same;
- 20.1.8 "The total number of the Board Members" means the five (5) persons appointed by the Appointments Committee and one (1) person appointed by the four Rūnaka as their representatives
- 20.2 Appointees to the Board should be time limited no more than 12 months, but eligible for reappoint subject to a two third majority of the total number of the Board members.
- 20.3 The singular includes the plural and vice versa the masculine includes the other genders and vice versa and words embracing persons includes bodies corporate.
- 20.4 No account shall be taken of headings for purpose of interpretation or construction.

I/We hereby certify that this is the new Trust Deed of the Southland Museum and Art Gallery Trust Board (Incorporated).



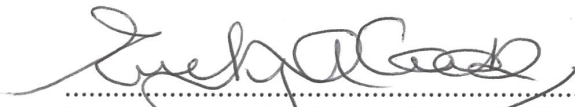
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Clare Valerie Hadley – Chief Executive
Invercargill City Council



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Cameron Alastair McIntosh – Chief Executive
Southland District Council



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Stephen Francis Parry – Chief Executive
Gore District Council



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Evelyn Anne Cook – Elected Representative
of the four Rūnaka – Waihōpai Rūnaka; Te
Rūnanga o Awarua; Te Rūnaka o Ōraka
Aparima; Hokonui Rūnanga

SCHEDULE 1

POWERS

- 1.1 To pay apply transfer or distribute, after payment therefrom of all costs charges and expenses of the Trust Board or incidental to the establishment management and administration of the Trust property, the whole or any part of the Trust property to for or towards the furtherance of any of the objects of the Trust as the Trustees in their absolute discretion shall determine provided that it is declared that in the carrying on of any business under this Deed and in the exercise of any power:
- 1.1.1 If authorising the remuneration of trustees no benefit or advantage whether or not convertible into money or any income of any kind shall be afforded to or received gained achieved or derived by any of the persons specified in Paragraphs (i) to (iv) of the second proviso to Section CW42(5) of the Income Tax Act 2007 or any enactment in amendment or in substitution where that person is able by virtue of that capacity as such person specified in any way (whether directly or indirectly) to determine or to materially influence in any way the determination of the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received gained achieved afforded or derived except as specifically exempted by that section.
- 1.1.2 Any income, benefit or advantage shall be applied to the charitable purposes set out in these Rules.
- 1.1.3 No member or person associated with a member of the Trust Board shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
- (a) Professional services to the organisation rendered in the course of business charged at no greater rate than current market rates; or
 - (b) Interest on money lent at no greater rate than current market rates.
 - (c) Or any such income if paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 1.1.4 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 1.1.5 The Trust Board shall be under no obligation to distribute any part of the Trust property in any year.
- 1.1.6 Notwithstanding anything to the contrary contained in this Deed the provisions and effect of this clause shall not be removed from this deed and shall be included and implied into any deed amending, altering or replacing this deed.
- 1.2 In accordance with the provisions of the Charitable Trusts Act 1957, the Board shall be capable of holding real and personal property of whatever nature and wherever situated in New Zealand or elsewhere and of suing and being sued and of doing and suffering all such acts and things as bodies corporate may lawfully do and suffer and shall be entitled to do all such things and exercise all such powers and authorities as it shall consider necessary or desirable in its absolute discretion for the attainment of any of the objects set out in these Rules.

- 1.3 To improve manage develop and maintain or lease let underlet surrender mortgage charge or otherwise deal with and turn to account all or any property real or personal of the Trust or any interest and to erect construct alter renovate and maintain any buildings or chattels and to retain use and occupy or deal with the properties or assets of the Trust or any part for all such purposes and in such manner as the Trustees deem fit.
- 1.4 To expend money as the Trustees shall think fit in the improvement and development of trust assets and otherwise for the benefit of the Trust property.
- 1.5 To sell dispose of or exchange all real and personal property held by them at any time and whether or not such property has been acquired since the date of signing of this Deed, in such manner and subject to such terms and conditions as the Trustees shall in their discretion think fit provided however that the Trustees shall hold all moneys received by them under this power for the purposes of and in accordance with the objects of this Trust,
- 1.6 To receive and take any gift of property real or personal for any of the purposes or objects of the Trust whether subject to any special trust or not but the Trustees may decline and refuse to accept any gift or donation.
- 1.7 To invest the trust fund and the income either alone or in common with any other person or persons in any investment the Trustees believe is prudent.
- 1.8 To lease or take on lease any freehold or leasehold property or interest with or without chattels for such period at such rent on such terms (including at the discretion of the Trustees a compulsory or optional purchasing clause) and subject to such conditions as they think fit and to effect such renewals or surrenders of leases and tenancies as they think fit.
- 1.9 To employ and pay all reasonable expenses any person, firm, company or corporation to do any acts of whatever nature relating to these trusts including the receipt and payment of money without being liable for loss incurred.
- 1.10 To place any property owned by the trust fund (including any bank account) in the name of any agent or nominee for such period or periods or indefinitely as the Trustees in their absolute discretion think fit without being liable for any loss occasioned to the trust funds.
- 1.11 To advance moneys with or without security and with or without interest to such person, persons or corporation on such terms as they think fit.
- 1.12 To pay all costs and expenses and other outgoings as may be incurred in relation to the Trust from time to time reposed in the Board.
- 1.13 To borrow money on bank overdraft or otherwise and upon security by way of mortgage or otherwise and on terms and subject to conditions and for reasons as the Trustees think fit (subject to Rule 6).
- 1.14 To pay any Trustee who may be an Accountant or Solicitor out of the Trust fund for all-business done by them in relation to the Trust fund in like manner as they would have been entitled to charge the Trustees or Trustee if not being a Trustee and the firm had been employed by them to do such business as their Accountant or Solicitor.
- 1.15 To reimburse the Trustees for their expenses in accordance with the provisions of the Fees and Travelling Allowance Act 1951 as if the Trust Board were a statutory Board

within the meaning of that Act or in accordance with any enactment which replaces that Act.

- 1.16 To remunerate for their services those Trustees who are employed by the Trust Board as full time or part-time employees by means of a fair and reasonable salary provided that the quantum of any such remuneration shall be determined solely by a firm of Chartered Accountants selected by the Institute of Chartered Accountants of New Zealand and provided further that no Trustee is associated with the firm of Chartered Accountants so selected so as to be able in any way (whether directly or indirectly) to determine, or to materially influence the determination of the nature or the amount of the remuneration of any Trustee.
- 1.17 To carry on any business of any kind whatever.
- 1.18 Subject to the provisions of the Charitable Trusts Act 1957 to do perform carry out and execute all such incidental or necessary acts or deeds and things as are requisite for or conducive to the attainment of the objects of the Trust.
- 1.19 To appoint a Custodial Trustee or Trustees to act as their Custodial Trustee in respect of investments to be made or properly held to hold on the Trustees' behalf all securities and other documents of title relating to such investments or property. The Custodial Trustee or Trustees appointed shall only act on the direct instructions of the Board and shall hold all investments and property in the name of the Custodial Trustee for the account of the Southland Museum and Art Gallery Trust Board. The appointment of a Custodial Trustee shall be limited to persons or organisations recognised as having the expertise and services to provide Custodial Trustee duties.
2. The objects and powers set out in any clause or sub-clause of this Schedule shall not, except where the context expressly requires, be in any way limited or restricted by reference to, or any inference from, the terms of any other clause or sub-clause. None of the clauses or sub-clauses or the objects specified or the powers conferred shall be deemed, subsidiary or ancillary to any other clause, sub-clause or objects, but the Board shall have the full power to exercise all or any of the objects and powers set out independently, or any other of its objects and powers.
3. The Trustees shall have all power to the fullest extent as the law provides to generally do each and every act both convenient and advantageous and necessarily expedient for the proper carrying out and accomplishment of the objects consistent with this Trust.
4. This deed shall in its interpretation of the objects in these Rules be given its widest possible expression provided that no such interpretation shall alter the charitable nature of the deed pursuant to the Charitable Trusts Act 1957 or any Act in substitution.

SCHEDULE 2

Iwi Liaison Komiti

In 1940 Thomas Spencer was the first elected Rūnaka representative by Takata Whenua and subsequently appointed to the Board. In 1981 a proposed Māori artefact tour of the United States, later called "Te Māori" provided the opportunity for the Board to engage more widely with Takata Whenua. A Māori Liaison Committee was established which enabled staff to be supported in their role. The incumbent iwi representative on the Southland Museum & Art Gallery Trust Board sat ex-officio as a member of the Liaison Committee to provide a conduit between the Committee and the Trust Board.

By the mid-1990's the Komiti formally met with Museum and Art Gallery staff not less than four times per annum to discuss issues relating to the collection and exhibitions, and to provide advice to key staff. The Trust Board were cognisant of the view of the Komiti with regards to Te Ao Marama, outward and inward loans, exhibitions and the review or development of policy.

In 2001 the Iwi Liaison Komiti mandate was reviewed:

- An opportunity to bring more Iwi input into day-to-day decisions by public programme and curatorial staff of the Southland Museum & Art Gallery
- To provide an opportunity to show a greater Māori presence in what our audiences see
- Provide an opportunity for staff training in things Māori
- Provide a window on the Southland Museum and Art Gallery for rūnaka representatives.

In 2003 the Iwi Liaison Komiti and Southland Museum & Art Gallery Trust Board agreed to jointly manage the *Pounamu and Tangiwai Source Collection*, established through the Dart River Collection, as well as donation by Dr Alfred Poole.

The Iwi Liaison Komiti comprises of the following members:

- The four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga will each appoint a member, and alternate, of the Iwi Liaison Komiti (4) as a representative of Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga, who may at any time revoke such appointment.
- The Executive Officers of the four Rūnaka – Waihōpai Rūnaka; Te Rūnanga o Awarua; Te Rūnaka o Ōraka Aparima; and Hokonui Rūnanga are ex-officio members of the Iwi Liaison Komiti
- The Board Member appointed under 9.1.2 is an ex-officio member of the Iwi Liaison Komiti
- The Director, equivalent or nominee is an ex-officio member of the Iwi Liaison Komiti
- The Iwi Liaison Komiti may appoint up to 4 additional ex-officio members of the Iwi Liaison Komiti.

The Iwi Liaison Komiti will meet not less than four times per annum with staff of the Southland Museum and Art Gallery.

Minutes of the Iwi Liaison Komiti will be presented to the Board for their information.

Matters requiring the Board's attention will be presented to the Board in the monthly report closest to the date of the Komiti meeting.

The Iwi Liaison Komiti will meet formally with the Board at least twice per annum.

The Board will be cognisant of the view of the Iwi Liaison Komiti when setting policy, and when required, the Board will seek the opinion of the Iwi Liaison Komiti when undertaking acquisitions or collection rationalisation which directly impact on the Iwi Liaison Komiti.