



Whanganui Regional Museum
Te Puni Tiaki Taonga o Whanganui

Whanganui Regional Museum Trust CONSTITUTION

**This Constitution was approved by the Trust
Board on 11th June 2026 and replaces the
Constitution settled in 2000/01**

Certified by the Trustees present at their meeting on 11 June 2026

We declare the changes to this Whanganui Regional Museum Trust Constitution followed the processes set out in the earlier version of the Constitution and have been approved at a formal minuted meeting with four members of each house present:

John Beresford Smart:

Signed in the presence of:

FIONA MCNISH

Whetū Fala:

Signed in the presence of:

FIONA MCNISH

Marshall Tangaroa:

Signed in the presence of:

Mr. Tangaroa
MARSHALL TANGAROA
FIONA MCNISH *[Signature]*

Annette Main (ONZM):

Signed in the presence of:

Annette Main
KATHY STEVENSON *[Signature]*

Hinemoa Ranginui-Mansell:

Signed in the presence of:

H. Ranginui Mansell
LYNDSEY CRAIG *Lyndsey Craig*

Robert Benjamin Crabtree Carr:

Signed in the presence of:

Rob Carr
TRISH NUGENT-LYNE *Trish Nugent-Lyne*

Niel (Bill) Ranginui:

Signed in the presence of:

N. Ranginui
LYNDSEY CRAIG *Lyndsey Craig*

Franklin Cornelis Weterman:

Signed in the presence of:

Franklin Weterman
TRISH NUGENT-LYNE *Trish Nugent-Lyne*

Donald Robinson:

Signed in the presence of:

D. Robinson
FIONA MCNISH *[Signature]*

1. Ingoa o te Tiaki - Name of the Trust

The Trust shall be called the Whanganui Regional Museum Trust.

2. Whakamāori - Interpretation

The following words/phrases shall mean:

Mihinare model of governance	The partnership method of governance initially developed and implemented by the New Zealand Anglican Synod.
Collection	Objects of natural or cultural significance held by the Museum, including things from other areas that have some significant relevance or connection to the Whanganui region.
Two cultures development	A process whereby the two Treaty partners develop together in parallel but each at a rate and in a manner appropriate to that group.
Trust	The Trust established by this Deed.
Museum	The Museum buildings, Collection and all the activities carried out by or on behalf of the Trust.
Board of Trustees	The Museum's governing body (previously known as the Joint Council).
Trustees	Members of the Board of Trustees.
Tikanga Māori House	The autonomous tribal collectives of the Patea, Waitotara, Kai Iwi, Whanganui, Whangaehu, Mangawhero, Turakina and Rangitikei Rivers. These tangata whenua groups are those which have traditionally maintained strong whanaungatanga links with one another and have interests in taonga held by the Whanganui Regional Museum.
Tikanga Māori House Representatives Group	The body representing the Tikanga Māori House.
Civic House	The collective group of stakeholders of the Museum.

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Stakeholders	Those people or groups that have a special interest in the Museum greater than that of an ordinary member of the public.
Civic House Representatives Group	The body that represents the Civic House.
House Trustees	The Board of Trustees members appointed by each House being the Tikanga Māori House Trustees and the Civic House Trustees respectively.
Whanganui Region	The region in which the Museum serves and generally includes the southern part of Taranaki, the Rangitikei area and the area to the west of Ruapehu.
Whanganui District Council	The local government authority and elected members of the Whanganui District or any equivalent body.

3. Ngā Mea - Objects

In a partnership of two cultures development, the objects of the Museum shall be the following Charitable Purposes:

- (a) To enhance understanding of the natural and cultural heritage of the Whanganui region and its place in the world;
- (b) To develop and care for the Collection by holding, collecting, preserving, documenting, presenting and managing (or overseeing the management of) objects of natural and cultural significance to the Whanganui region;
- (c) To facilitate the sharing of the stories of Whanganui and its place in the world by providing exhibitions, education, research and advisory programmes; and
- (d) To undertake any other relevant activities that will help achieve the objects of the Museum.

4. Te Kaupapa Ture / Kawenata Whakahaere - Constitutional Principle / Governing Covenant

The principles of partnership and two cultures development arising from Te Tiriti o Waitangi will be fully implemented within the Museum.

Further, the Whanganui Regional Museum acknowledges its role as Tangata Tiaki of all taonga in its care and commits to their protection, preservation, and respectful management in a manner that upholds their mana, integrity, and cultural significance.

The Museum shall give effect to Te Tiriti o Waitangi in all governance and operational matters, recognising rangatiratanga, partnership, good faith, and the active protection of taonga and Māori interests.

Guided by Tupua te Kawa, the Museum recognises that Māori taonga are living expressions of whakapapa, identity, and mana, and remain inseparable from Whanganui iwi and hapū.

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RC

AK

HR

SA

DA

The Museum commits to nurturing enduring relationships with all major stakeholders including Whanganui iwi, hapū, and other iwi and to safeguarding taonga for present and future generations.

No transfer of operations shall override, dilute, bypass or subsume these obligations.

5. Nga Tikanga Whakahaere - Principles of Governance

Governance of the Museum will be conducted in such a way that:

- (a) The principles of partnership and two cultures development will be interpreted in the manner of the Mihinare model of governance;
- (b) The Board of Trustees will respond to stakeholders' needs, interests and views without compromising other principles;
- (c) The strategic direction, goals and objectives pursued by the Board of Trustees are consistent with the values and principles agreed with the community;
- (d) Accessibility to the Collection, programmes and activities is optimised;
- (e) The physical and cultural wellbeing of items in the Collection is maintained and enhanced;
- (f) The rights and interests of owners of items in the Collection shall be recognised;
- (g) International declarations and conventions such as the UNESCO Declaration on the Means of Prohibiting and Preventing the Illicit Import, Export and Transfer of Ownership of Cultural Property (1970), and the Mataatua Declaration of Rights of Indigenous Peoples (1993) will be recognised. The Board of Trustees will be guided by other recognised codes of ethics and professional practice such as the Museums Aotearoa code of Ethics and Professional Practice and the International Council of Museums Code of Ethics; and
- (h) The institution and its purpose are maintained into the future.

6. Poari o te Kaitiakitanga - Board of Trustees

The Trust will be governed by the Board of Trustees and Trustees will be referred to as Board of Trustee members.

6.1 Ngā Kawenga - Responsibilities

- (a) The Board of Trustees will take responsibility for the ongoing development of a vision and its underlying values and principles for the Museum. It will also be responsible for setting goals and determining the rate at which the organisation meets them as it strives to realise the vision.
- (b) The Board of Trustees will be responsible for providing continuity so that the Museum's governance and management is orderly and stable.
- (c) The Board of Trustees will be responsible for ensuring that the physical and cultural wellbeing of the Collection is maintained and enhanced.
- (d) The Board of Trustees will take responsibility for clarifying, affirming and promulgating the Museum's identity.

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6.2 Ngā Mana me ngā Mahi a te Poari Kaitiaki - Powers and Functions of the Board of Trustees

- (a) Trustees will have the power to do all things as they may from time to time deem necessary, desirable or expedient, to fulfil their responsibilities as described in the above paragraph (Section 6.1).
- (b) Without limiting the generality of the preceding paragraph and merely by way of example, Trustees shall carry out the functions and have the powers set out in the Second Schedule to this Deed.
- (c) The Board of Trustees may outsource the operational management of the Museum to the Whanganui District Council, or an alternative suitable organization, to the extent it does not limit the responsibilities of the Board of Trustees nor the intent of the constitution as described in clauses 3, 4 and 5.

6.3 Te mema o te Poari Kaitiaki - Board of Trustees membership

(a) Te tatau o ngā mema o te poari kaitiaki - Number and Appointment of Board of Trustee members

- i. There shall be up to nine Trustees. Four Trustees shall be appointed by the Civic House Representatives Group, according to the rules of that House. Four Trustees shall be appointed by the Tikanga Māori House Representatives Group, according to the rules of that House. One Trustee may be appointed by the Whanganui District Council. There shall be no fewer than two Trustees from each house to ensure a quorum can be reached at meetings.
- ii. The Civic House Representatives Group and the Tikanga Māori House Representatives Group shall each keep in writing a record of the rules governing their membership, and their procedures for selection of Trustees. Any such house rules must be consistent with this Constitution. Copies of the rules shall be given to the Board of Trustees, and the Board shall be notified of any amendments.
- iii. The Board of Trustees may invite the Whanganui District Council to appoint a Trustee to the Board of Trustees; the Trustee will have full voting rights unless the process requires the Trustee to abstain when the initial vote fails and the two houses must vote separately. The Whanganui District Council appointee will not be eligible for the Chair or Deputy Chair roles which are filled by the respective house appointees.
- iv. Members of the Board of Trustees may, by resolution, transfer the right to appoint Trustees from the Civic House Representatives Group and/or Tikanga Māori House Representatives Group to an alternative body that represents the same or similar stakeholders provided that:
 - I. At least three members of each house Trustees are present, and
 - II. The relevant Representatives Group has agreed to the transfer in writing.

(b) Te roa o te tū - Term of office

- i. Except for the Chair, according to clause 6.3. (b)(ii), each Trustee shall hold office for a three-year term, which may be renewed upon expiry for two further terms of up to three years, being nine years in total.

- ii. A Trustee may be elected to hold the position of Chair for a fourth term (i.e. up to 12 years in total), provided all Trustees agree and only for the time that they continue to hold the position of Chair during that term.
- iii. At least two months prior to the expiration of a Trustee's term or on the resignation of any Trustee, the Board of Trustees shall notify that Trustee's House of that fact, and request that the House select a person to fill the upcoming vacancy.

(c) Kua mutu te wā tūnga - Cessation of Office

- i. The appointment of a Trustee shall be terminated if that person: dies; or resigns from office in writing addressed to that member's appointing House and to the remaining Trustees; or is by notice in writing to that Trustee and to the Board of Trustees removed from office by that Trustee's appointing House; becomes of unsound mind, becomes a bankrupt or makes an assignment by way of composition with creditors, is a person to whom an Order under Section 383 of the Companies Act 1993 applies or was prohibited from managing companies under Section 382 or 385 of the Companies Act 1993, or otherwise becomes unfit or unable to act as a Trustee.
- ii. If a Trustee's appointment is terminated under clause 6.3.(c)(i) above, the Board of Trustees shall as soon as practicable notify that Trustee's House, and request that the House select a person to fill the vacancy.
- iii. If a Trustee, in the opinion of remaining Trustees, becomes unsuitable to continue as a Trustee, that person's appointment shall be referred by the Chair back to their appointing House with a direction to replace them as a Trustee.
- iv. If a Trustee is liable to have their appointment referred to their appointing House as in clause 6.3. (c)(iii), that Trustee shall be given not less than 7 days' notice in writing of a meeting of the Board of Trustees to consider such an action or sooner if the Chair considers it is a matter of urgency. The Trustee shall have the right to submit to the Board of Trustees a written explanation of their conduct and shall have the right to appear before the Board of Trustees to state that Trustee's case. After consulting with those Trustees' present, the Chair will make the final decision whether to refer the Trustee back to their appointing house as per clause 6.3.(c)(iii).

(d) Kāore e ranea ngā mema - Insufficient Members

If, either through retirement as in clause 6.3.(b) or cessation of office as in clause 6.3.(c), membership of the Board of Trustees falls below the minimum number required under clause 6.3.(a)(i) (two Trustees from each House), in order to allow for ongoing operations of the Museum, the Trustees remaining shall appoint sufficient persons to be interim Trustees to bring the membership of the Board of Trustees up to but not beyond its minimum number. Interim Trustees shall assume all the roles and responsibilities of a Trustee and their membership shall continue until the new Trustees have been appointed in accordance with Clause 6.3.(a)(i).

6.4 Huinga o te Poari Kaitiaki - Proceedings of the Board of Trustees

The provisions set out in the First Schedule to this Deed govern the proceedings of the Board of Trustees.

6.5 Tikanga Groups - House Trustees

- (a) Each House has its own group of Trustees that may meet separately. In addition, each House Representatives Group may also meet separately to represent their communities and, subject to clause 6.5(b), will operate according to their own tikanga (cultural protocols). In these instances, the House Representatives Groups are advisory to their respective Trustees and the Board.
- (b) Within each House Representatives Group, voting is by majority of members present.
- (c) Either House Representatives Group or House Trustees may bring forward policy proposals or other matters to the Board of Trustees. The Board of Trustees will require that any proposals coming from either group or house, or jointly from both, need to have passed two tests: consistency with the Te Tiriti o Waitangi and adequate consultation between the partners (being with the other House Trustees). The Board of Trustees will retain the final decision-making responsibility.
- (d) Houses may respond to matters put to them by the Board of Trustees. The level of referral to the Houses will be established by the Board of Trustees. In these cases, the Houses may make recommendations or provide advice to the Board of Trustees which will have decision making responsibility.
- (e) In considering any question or issue before it the Board shall recognise the Tikanga Māori House as the authority on matters relating to tikanga, taonga and matauranga Māori.

6.6 Te Tukunga Mana - Delegation of Powers

(a) Te Tukunga Mana ki ngā Komiti - Delegation to committees

The Board of Trustees may delegate to any person or committee, whether or not a member or members of the Board of Trustees, such of the powers of the Board of Trustees as the Board of Trustees may decide, and may stipulate restrictions or rules by, or within which, powers are to be exercised, and may revoke any such delegation, wholly or partly, at any time.

(b) Ngā Komiti-āpiti Honohono - Joint sub-committees

- i. The Board of Trustees may establish a 'joint sub-committee' which shall have Trustees from both houses.
- ii. Where a joint subcommittee has been established by the Board of Trustees, decision-making proceedings of the subcommittee shall operate in the manner of the Board of Trustees as detailed in clause 3 (b) of the First Schedule to this Deed.

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6.11 Te Hui ā-Tau mō ngā Kaitautoko - Annual Stakeholder meeting

At least annually, and at other times the Chair determines, the Board of Trustees may host an open stakeholder meeting to present the Annual Report and plans for the year ahead and the longer-term outlook.

7. Ngā Pūkete - Accounts

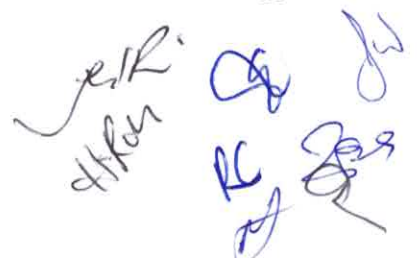
- (a) The Board of Trustees shall cause, or require that, accounting records be kept that correctly record and explain the transactions and affairs of the Museum. The records will enable the true financial state and condition of the Museum to be always ascertained with reasonable accuracy.
- (b) The Board of Trustees may appoint from time to time a chartered accountant (not being a Trustee) to audit the accounts of the Museum.
- (c) Where the Museum has outsourced any function to the Whanganui District Council, or other party, it will agree with that party on the frequency and detail of financial reporting for these activities.
- (d) For activities and interests of the Museum that fall outside any agreement with the Whanganui District Council or other party, the Museum will keep its own accounts.

8. Te Mema o te Whare Taonga - Membership of the Museum

- (a) Any person, or body corporate interested in furthering the objects of the Museum, may become a member on payment of the prescribed subscription. The Board of Trustees may at its discretion decline to accept an application for membership.
- (b) The Board of Trustees may from time-to-time designate classes of members of the Museum, renew and fix the subscription for membership, and renew and set the level of benefits accruing to different membership classes.
- (c) Membership subscription may be a one-off amount or an annual amount, or a combination of a one-off amount and an annual amount as the Board of Trustees may decide.
- (d) Should a complaint arise relating to a member, it shall be considered under the processes outlined in Clause 12.

9. Te Arotake i te Tiriti o te Tarahiti - Review of Trust Deed

- (a) As required under the Charities Amendment Act 2023, the Board of Trustees shall consider the need to review the Constitution including the method of governance of the Museum at three yearly intervals or at any other time it determines. The review may be undertaken by a panel of at least five and no more than seven people, the majority of whom are independent of the Museum. The panel must include persons with expertise in the museum sector, and people with expertise in governance practices. Major stakeholders of the Museum shall be consulted over membership of the panel. If such a comprehensive review is not considered necessary by the Board of Trustees, it may determine a more targeted review



6.7 Te Tika ki te Uru - Right of Access

- (a) At the discretion of the Board of Trustees, any person has the right to speak or make representations to the Board of Trustees on any matter to do with the Museum.
- (b) The Board of Trustees may take discussions in committee as it determines.
- (c) The Board of Trustees may refer any matter to the appropriate House or subcommittee or other committee for further consideration and advice.

6.8 Haepapa - Liability

- (a) No Trustee or former Trustee shall be liable for any loss incurred by the Museum not attributable to that Trustee's dishonesty, willful misconduct or gross negligence, and no Trustee shall be bound to take any proceedings against a co-Trustee or former Trustee for any breach or alleged breach of trust committed by a co-Trustee or former Trustee.
- (b) Each Trustee or former Trustee shall be entitled to a full and complete indemnity from the Trust for any liability that that Trustee or former trustee may incur in any way arising out of or in connection with that Trustee acting or purporting to act as or on behalf of the Trust, provided such liability is not attributable to that Trustee's dishonesty, willful misconduct or gross negligence.

6.9 Ngā Utu ki ngā Mema o te Poari Kaitiaki - Payment to Members of the Board of Trustees

- (a) Trustees may claim actual expenses for costs incurred in carrying out their role such as travel, printing, hosting or similar activities. Such expenses to be declared at the next Board meeting and approved by the Board of Trustees.
- (b) Otherwise, no Trustee or person associated with a Trustee shall derive any income, benefit or advantage from the Trust where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
 - i. Professional services to the Trust rendered in the course of business, charged at no greater than current market rates; or
 - ii. Interest on money lent at no greater than current market rates.

6.10 Ngā Take Whai Painga - Conflict of Interest

If, in the course of the administration of the Museum, it appears to a Trustee that he or she may be in a conflict of interest or potential conflict of interest situation in respect of any matter before the Board of Trustees or any other matter the Chair considers to be a conflict of interest, that Trustee shall immediately notify all Trustees and rule him or herself ineligible to act in any capacity in respect of that matter. If a Trustee has entered a conflict-of-interest situation without declaring the conflict, any other Trustee who is aware of the conflict shall raise the issue for discussion. The Chair shall rule on the conflict and determine the course of action to be taken.

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with a fit for purpose model.

- (b) Any full review by a panel as outlined above shall be based on the following criteria:
- i. effectiveness of the governance structure;
 - ii. degree of harmony;
 - iii. ability to make decisions;
 - iv. effectiveness of day to day management;
 - v. the extent to which policy and strategic planning has developed;
 - vi. effect of change in governance process;
 - vii. acceptance by community/stakeholders;
 - viii. Whanganui District Council satisfaction;
 - ix. the extent to which appropriate stakeholders are engaged;
 - x. Performance monitoring;
 - xi. Risk Management; and
 - xii. any other criteria that the panel considers relevant and appropriate.
- (c) Following its review, the panel shall make such recommendations for change as it sees fit provided that such recommendations must be consistent with the underlying principles of Section 4 and Section 5(b - h).
- (d) If the Board of Trustees is satisfied that during its deliberations the panel consulted with all of the Museum's major stakeholders and adequately took into account their views and that the recommendations of the panel are consistent with the underlying principles of Section 4 and Section 5 (b - h), the Board of Trustees may implement the recommendations of the panel, and make alterations, if any, to the Trust Deed according to the procedure outlined in Section 10 below.
- (e) After a period of no more than six months from the agreement of this Constitution, the governance of the Museum shall be reviewed to ensure its consistency with Te Awa Tupua and Te Tiriti o Waitangi/the Treaty of Waitangi. This review shall consider Te Awa Tupua, Tupua te Kawa, Te Tiriti o Waitangi/the Treaty of Waitangi obligations, Whanganui tikanga, and the governance principles and values reflected within Te Tomokanga ki te Matapihi, including Toitū te Kupu, Toitū te Mana and Toitū te Whenua, along with any other relevant matters raised through consultation. This review is not subject to the requirements of clause 9(a) in relation to the size, expertise or composition of the panel or clause 9(b) in relation to the matters that must be considered.
- (f) If the Board of Trustees determines a more targeted review is appropriate as per clause 9a, it may make changes to the Constitution that are limited to the areas so targeted and are subject to clause 10b and c.

10. Te Whakarerekē i te Tiriti o te Tarahiti - Alteration to Trust Deed

Members of the Board of Trustees may, by resolution, amend or revoke the powers authorities and discretions set out in this Deed provided that:

- (a) The consultative procedure set out in Section 9 has been implemented; and
- (b) At least three members of each tikanga group within the Board of Trustees are present; and
- (c) No change is made which would further limit the liabilities of members of the Board of

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11. Te Whakamutunga - Winding Up

- ## 12. Te Whakawāwā me te Whakawā Whakatau - Mediation and Arbitration

- ### *A Tikanga-Guided Pathway for Restoring Balance and Relationship*

- (c) Where the Hohou te Rongo process outlined above cannot resolve any disputes/issues then such disputes arising out of or relating to this deed may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties.
- (d) Mediation may be initiated by any party writing to another party and identifying the dispute which is being suggested for mediation.
- (e) The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances.
- (f) The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and

Mediators' Institute of New Zealand Inc. to appoint a mediator.

- (g) The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.
- (h) The mediation shall be terminated by-
 - i. The signing of a settlement agreement by the parties; or
 - ii. Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - iii. Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - iv. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- (i) If the mediation should be terminated as provided in 12(e) any dispute or difference arising out of or in connection with this deed, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.
- (j) The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

Te Rārangī Tuatahi – Ngā Whakahaere a te Poari Kaitiaki - First Schedule - Proceedings of the Board of Trustees

1. Chair and Deputy Chair

- (a) Trustees shall elect a Chair to chair meetings and to publicly represent the Board of Trustees. The Chair does not have a casting vote in Board of Trustees decisions. The Chair term will be for a period of three years, confirmed annually by the Board of Trustees, and the role will alternate between houses.
- (b) The Board of Trustees shall elect a Deputy Chair from among members of the alternate house to that of the Chair. In the absence of the Chair, the Deputy chair shall have all of the powers and all of the duties of the Chair.

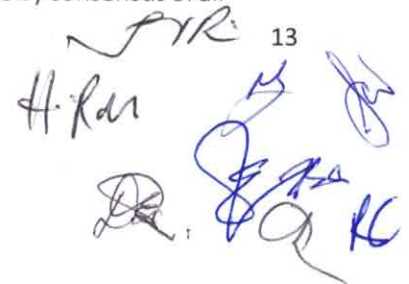
2. Minutes

Minutes of the proceedings meetings of the Board of Trustees shall be recorded. Minutes shall be signed by the Chair of that meeting at which the minutes are confirmed.

3. Board of Trustees Meetings

- (a) Meetings of the Board of Trustees shall be held at such intervals, but not less than quarterly, and shall be convened, adjourned, and, subject to clauses 3(b)-(e) (inclusive) below, otherwise regulated in such manner, as Board of Trustees members think fit.
- (b) Questions arising at any meeting shall be decided in the first instance by consensus of all

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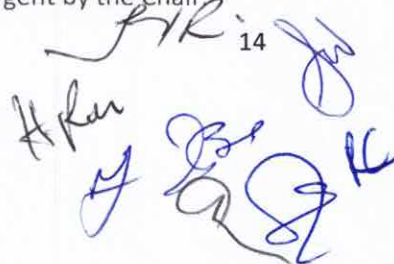
members present. If consensus is not reached, a second vote will be held by each of the house trustees groups who may decide by majority vote of the members present. Following this second round of voting, the decision is decided by agreement of both houses unless either house requests a pause to enable obtaining further advice. In the case of a split house vote, the Chair of that house may cast a deciding vote on their house vote.

- (c) The Chair or a resolution of either house may summon a meeting of the Board of Trustees. At least seven working days' notice shall be given, except under conditions of urgency as detailed in section 4 below, where meetings may be convened at 24 hours' notice. It shall not be necessary to give notice of a meeting of the Board of Trustees to any Trustee for the time being absent from New Zealand.
- (d) The quorum for a Board of Trustees meeting shall be not less than 2 of the Trustees from each house. If a quorum is not achieved, at a meeting the Chair may decide to proceed with the meeting and seek approvals of any decisions by the Trustees present. The minutes and provisional decisions will be sent to all Trustees and approved by return email of those Trustees not present at the meeting. If the provisional decisions are not approved within 3 days of being sent to any Trustee, the Chair may call a special meeting of the Board of Trustees at 7 days' notice to approve the minutes and any decisions within them.
- (e) If any Trustee fails to attend three meetings of the Board of Trustees in succession without an acceptable reason, they may be referred by the Chair to the House Representatives group as per Section 6.3.(c)(iii)
- (f) The contemporaneous linking together of Board of Trustees members by telephone or other electronic means of communication shall constitute a meeting of the Board of Trustees and all the provisions of this Deed as to meetings of the Board of Trustees shall apply so long as the following conditions have been met:
 - i. each Trustee being notified of the meeting and to be linked by electronic
 - ii. communication for the purposes of the meeting;
 - iii. each Trustee taking part in the meeting must be able to communicate with each of the other Trustees taking part during the whole of the meeting;
 - iv. at the commencement of the meeting, each Trustee must acknowledge his or her presence for the purpose of the meeting to all other Trustees taking part;
 - v. a Trustee may not withdraw from the meeting unless they have the consent of the Chair of the meeting, and a Trustee shall be conclusively presumed to have formed part of the quorum at all times during the meeting by electronic communication unless they have previously obtained the express consent of the Chair to withdraw.
- (g) Minutes of the proceedings of any such meeting by electronic communication shall be sufficient evidence of the proceedings, and of the observance of all necessary formalities, if certified to be correct by the Chair of that meeting.

4. Urgency

When a matter seriously affects the safety and security of the employees, the Museum, or items in the Museum's care, resolution of the matter shall be deemed urgent by the Chair

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In these circumstances, the Board of Trustees shall not delay its decision. Further, if a time-bound decision is required and sufficient Trustees do not respond in time, the Chair and Deputy Chair have delegated authority to make the decision and advise the full Board of Trustees subsequently.

Te Rārangī Tuarua – Ngā Mana me ngā Mahi a te Poari Kaitiaki - Second Schedule: Powers and Functions of the Board of Trustees

1. Specific Powers

Consistent with the preceding provisions of this Deed and in addition to the general powers specified within, Trustees shall have the following specific powers:

- (a) To invest the Trust's funds and the income thereof either alone or in common with any other person or persons in any investment authorised by the Trusts Act 2019;
- (b) To lease or take on lease or license any property on such terms and subject to such conditions as they see fit and to accept or affect such surrenders of leases and licenses as they see fit;
- (c) To employ and pay all reasonable expenses of any person, firm, company or corporation (including any Trustee, subject to Section 6.9) to do any acts of whatever nature relating to the Museum including the receipt and payment of money without being liable for loss incurred thereby;
- (d) To borrow money on bank overdraft or otherwise and upon security by way of mortgage or otherwise and on terms and subject to such conditions and for reasons as they see fit;
- (e) To do such other lawful acts and things as are incidental to or otherwise conducive to the attainment of the objects of the Museum and
- (f) To outsource operational management of the Museum including the employment of staff via agreement with the Whanganui District Council or an alternative suitable body.

2. General Functions

By way of example, and in addition to the general functions specified within this Deed, Trustees shall carry out the following functions:

(a) Policy:

the Board of Trustees will set policy in three key areas:

- i. Framework (policies that define the structure and role of the Museum: constitution, direction, values and principles).
- ii. Governance (policies that deal with the Board of Trustees's work; distinguished from the legally binding rules that are part of the constitution in the framework policies above).
- iii. Operational (policies that deal with critical activities of the Museum: financial management, personnel, programmes and activities, advocacy), unless the relevant activities or functions are outsourced via agreement to the Whanganui District Council or

alternative suitable body.

(b) Programmes and Resources

- i. Programme planning: goals and objectives, annual plan (business plan), long range strategic or other plans.
- ii. Resource allocation.
- iii. Evaluation of progress.

(c) Financial and Risk Management

- i. Setting fiscal policy.
- ii. Budget approval (and monitoring financial performance against the budget.)
- iii. Participation in fundraising.
- iv. Annual accounts and appointment of an auditor.
- v. Overseeing management of the Museum's physical assets and management of all risks to the Museum's operation, including risks to the wellbeing of staff and visitors, physical assets and items in the collection.
- vi. Ensuring accountability to external funders.

(d) Personnel Management

- i. Unless otherwise agreed under 2(d)iii below, the Board of Trustees will employ the Director, set and review performance measures, and monitor performance.
- ii. The Director will report to the Board of Trustees and be responsible for the employment of staff.
- iii. If the Trust enters into an agreement with the Whanganui District Council, or other body, to outsource the operational management and activities of the Museum, it shall retain a major role in the appointment and performance management of the Director.
- iv. In this situation, the Director will continue to report to the Board of Trustees for all relevant policy, strategy, curatorial, taonga, tikanga and related matters to ensure it retains oversight and care of the Collection.

(e) Identity

The Board of Trustees will participate in clarifying, affirming and enhancing the Museum's identity. This will include advocating the Museum to the community, including specific funders and stakeholders.

(f) Legal Responsibilities

- i. The Board of Trustees will ensure that the Museum meets all its legal responsibilities.
- ii. This will include monitoring adherence to relevant employment and health and safety legislation, and all other relevant acts unless these responsibilities are outsourced to the Whanganui District Council or other body.

Appendix One

Tāpiritanga Tuatahi – Te Hītori o Te Whare Taonga o Whanganui - History of the Whanganui Regional Museum 1892-1999

Whanganui Regional Museum was founded by Samuel H Drew in 1892 when his private collection was purchased to create the Wanganui Public Museum. Drew held the position of Honorary Director until his death in 1901.

Samuel Drew had established a private museum in Wanganui which, from 1885, was available for public viewing. In 1890 he had offered his collection to the city at less than half the valuation given by Sir James Hector, Director of the Dominion Museum in Wellington.

In May 1893, after much fundraising, a museum was built in what was later named Drews Avenue. The building is still a familiar Wanganui landmark, currently used by the Wanganui Musicians Club.

Drew was in regular contact with the prominent museum people of his day and was very much up-to-date with the scientific and systematic arrangement of his collections. As Honorary Director, Drew continued his life's passion for collecting. In 1899, the Museum was extended. Aviaries, a monkey house and even an emu pen were set up for a few years.

The collections continued to grow under the guidance of Drew's successors, and a larger, more secure building was envisioned. In 1917, Miss Elizabeth Alexander bequeathed a large sum to the city for a Library and Museum. The Alexander Museum, the older part of our present building, was opened 23 April 1928.

The ensuing years covered a wealth of Museum activity, much of the evidence of which remains with us today. Some of these stories are told in exhibitions, even today, of moa excavations; of the fitting out of the waka *Te Mata o Hoturoa* and the creation of the Carnegie models, of the recovery of whales from our beaches and of the giant sunfish.

As the collections grew, the Museum Trustees began once again to discuss plans for an extension to the building. The 1960s was a challenging decade of fundraising and planning as the Museum extension was built. Te Atihaunui-a-Paparangi, the Māori Court, was the focus and several thousand people attended the opening celebrations.

Later in 1968, the Alexander Museum was renamed as the Wanganui Regional Museum. During the 1960s and 70s, a number of Museum groups were established. In 1971, an Education Officer was appointed by the Ministry of Education. Major regional archaeological research projects were undertaken. Sir Charles Fleming was elected the first Patron of the Museum in 1978. That same year, the Museum Archives were recognised as an Official Repository.

As the collections continued to grow, so too did the need for display space and different conservation practices. The 1980s saw the development of the Temporary Exhibition Gallery while a major storage redevelopment programme was launched in 1993 and finished in 1998. As our first century comes to a close, the Whanganui Regional Museum is concentrating on the development of significant new exhibitions, both short and long term.

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Appendix Two

History of the Whanganui Regional Museum Board of Trustees ¹

In 1892 a Declaration of Incorporation under the Public Libraries Powers Act 1875 determined that the planned Museum would be managed by 14 Trustees elected by members of the Museum at an annual meeting. The Trustees were empowered to make by-laws.

¹ Information compiled directly from research by Malcolm Murchie.

Except for the appointment of two Trustees by the Wanganui local authority, a provision introduced in 1928, the procedure of annual election of Trustees has not altered for about a century. Similarly, the number of Trustees has remained a constant fourteen.

At the 1925 Annual General Meeting, a motion that each year the Trustees appoint a native representative on the Board was carried unanimously. A Trustees, H E Bates, a Pakeha who had attended the Māori Mission School at Pōtiki, was the first native representative and E Barns, a Pakeha who had married a Māori woman, was the second. For the next 40 or so years 18 Māori men and one Pakeha man acted as associate Trustees.

From 1937, up to three people at a time had the status of associate Trustees without voting rights. This circumstance continued until 1969 after Māori representatives stated that because Board business was mainly administrative, they could better serve the Museum in an advisory capacity. Positions of Honorary Māori Advisors were created with the status of honorary staff. These positions were discontinued in 1972.

Formulation of a constitution was mooted in 1967 and put into effect through by-laws approved in 1973 (BoT Minutes 17 September 1973).

At the 1974 Annual General Meeting HK Hipango recommended that the Board examine the state of Māori representation. In 1985, following a letter from the Wanganui Kaumatua Council, the Board decided to ask the Kaumatua Council to nominate a person to be considered for appointment to the Board as Māori Advisor under paragraph 12 of the by-laws (BoT Minutes 18 November 1985).

The Board remains today, essentially as it began in 1892.

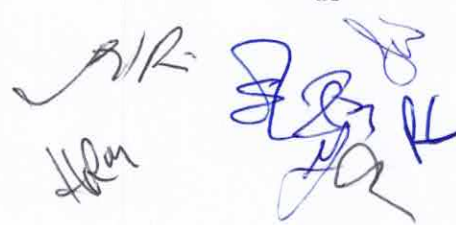
Appendix Three

Tāpiritanga Tuarua – Te Hītori o te Kaupapa Whakahaere - History of the Governance Project

The Museum's present governance system has operated for over 100 years. While it has served the institution well in the past the need for the Museum to have a governance structure that better reflects its modern situation had been recognised for some time.

In 1993 a resolution was passed at the Society's Annual General Meeting calling for an exploration of the Museum's relationship with tangata whenua. During 1995 the Wanganui District Council, in its role as the Museum's primary funder, gave notice of its requirement for a governance and management review. This process was confirmed at the Society's 1995 AGM which authorised the establishment of a working party on governance.

During 1995-96 there was little progress. However, following receipt of a grant from the Trust Bank



Wanganui Community Trust in 1997, a project manager was engaged and working parties were set up.

The Joint Working Party for Governance is made up of the tangata whenua working party, Te Roopu Mahi mo nga Taonga, and the Governance Working Party. The Governance Working Party was established in September 1997 and is made up of representatives of communities of interest as identified by the Museum Board. Te Roopu Mahi mo nga Taonga was established by a hui-a-iwi held at the Museum in April 1998. The working party was mandated by the hui to represent tangata whenua interests through the process of determining a new governance structure for the Museum, and to advance the Mihinare partnership model of governance.

In November 1998 the recommendations of the Joint Working Party on a method of governance for the Museum were endorsed by members of the Museum Society at their AGM. This constitution has been developed to give effect to the recommendations.

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Appendix Four – Governance Model diagram

Tāpiritanga Tuawhā – Tauira Whakahaere me ngā Hoahoa Pōti me te Tautapa Mema

