

**RESTATED AND AMENDED CONSTITUTION  
AWATAHA MARAE KI TE WHENUA ROA Ō KAHU (NORTH SHORE)  
INCORPORATED SOCIETY**

**TE TIRITI WHAKARITE ME TE WHAKATIKA ANŌ AWATAHA MARAE KI TE  
WHENUA ROA Ō KAHU RŌPŪ WHAKAURU**

**PREAMBLE | KUPU WHAKATAKI**

Awataha Marae exists first and foremost as a marae established in the traditions of the Māori people, grounded in tikanga Māori, whakapapa, and the natural law that governs relationships between whenua, tangata, and wairua. The marae, and its people do not derive their existence from statute or incorporation, but from whakapapa, ancestral voyages, occupation, inter-generational responsibility, and the enduring practice of kawa and tikanga.

This Society exists within the framework of New Zealand statutory law; however, the Marae, its people, and its authority arise from tikanga Māori and natural law, which pre-exists and continues independently of the Crown and its institutions. It is a vessel created to navigate statutory systems, not the source of the marae's manamotuhake and tinorangatiratanga.

The history of Tāmaki Makaurau is one of movement, conflict, displacement, protection, and resettlement. Tribal interests have shifted across the whenua over time, including periods of upheaval such as the northern incursions led by Ngāpuhi, which caused widespread displacement throughout the region. In time, Tāmaki was resettled, and on the North Shore communities found refuge and continuity under the protection and influence of rangatira such as Patuone.

Awataha Marae stands as a testament to these changing times. It acknowledges the ancestral landholders of this rohe and respects the mana whenua traditions that precede it. At the same time, Awataha Marae affirms its own identity as a pan-tribal

urban marae, formed through collective effort, service, and continuity of occupation, and through the establishment of its own kaitiakitanga, ahi kā and tūrangawaewae.

The Society asserts the rights and protections guaranteed under Te Tiriti o Waitangi, including the right of Māori communities to organise, govern, and sustain themselves according to tikanga, while engaging with the Crown on their own terms. The marae whenua at 58 Akoranga Drive, Northcote, is held and occupied not merely as a leased site, but as whenua imbued with mauri, responsibility, and inter-generational obligation.

The mauri at Awataha Marae resides within the whenua. All governance, use, development, and occupation of Awataha Marae must therefore uphold that mauri, protect the integrity of the marae, and ensure that Awataha continues to serve as a place of belonging, learning, healing, and unity for present and future generations.

## **GUIDING PRINCIPLES | NGĀ MĀTĀPONO ARATAKI**

In interpreting and applying this Constitution:

This Constitution shall be read in a manner consistent with tikanga Māori, **Te Tiriti o Waitangi**, and the Preamble to this Constitution.

References to the Society, the marae, or the land do not limit or replace the cultural authority that arises from whakapapa, tikanga, and lived practice.

The Incorporated Society exists as a legal interface with the Crown and its agencies and does not diminish the mana, identity, or cultural authority of Awataha Marae or its people.

### **Te Tiriti Safeguard**

All decisions affecting land, governance, or taonga shall be made having explicit regard to Te Tiriti o Waitangi, its principles, and relevant jurisprudence recognising Māori customary interests.

## **NAME | INGOA**

The name of the society is Awataha Marae Ki Te Whenua Roa Ō Kahu (North Shore) Incorporated (in this Constitution referred to as the ‘Society’).

## **CHARITABLE STATUS | TŪĀHUATANGA ATAWHAI**

The Society may apply to be registered as a charitable entity under the Charities Act 2005.

## **DEFINITIONS | NGĀ KUPU WHAKAMĀRAMA**

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

1. ‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
2. ‘Annual General Meeting’ means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.
3. ‘Chairperson’ means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
4. ‘Constitution’ means the rules in this document.
5. ‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
6. “Governing Board” means the Society’s Governing Body.
7. ‘Interested Member’ means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
8. ‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
9. ‘Matter’ means; the Society’s performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

10. 'Member' means any person who is at least 16 years of age who is admitted to full or provisional membership of the Society and who has consented to become a Member of the Society.
11. 'Notice' to Members includes any notice given by email, post, or courier.
12. 'Officer' means a natural person who is:
  13. a member of the Governing Board, or
  14. occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.
15. 'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.
16. 'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.
17. 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
18. 'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following ; a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## **PURPOSES | NGĀ KAUPAPA**

The purposes of the Society are to be carried out in recognition that Awataha Marae is a pan-tribal urban marae formed through continuity of occupation, service, and community responsibility, while acknowledging the mana of ancestral landholders within the wider rohe. Nothing in the purposes of the Society is intended to deny or diminish Te Whenua Roa Ō Kahu mana whenua traditions or rights.

Awataha Marae stands as a living urban papakāinga dedicated to cultural revitalisation, social innovation, and inter-generational empowerment. Serving Māori and non Māori communities of Tāmaki Makaurau, Awataha Marae is both a place of ancestral continuity and contemporary action.

### **Charitable Purpose and Trading Limitation**

The Society is established exclusively for charitable purposes.

Any commercial, trading, investment, housing, leasing, or income-generating activity undertaken by the Society shall be subordinate to and carried out solely in furtherance

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of those charitable purposes, and shall not constitute an independent or primary purpose of the Society.

No part of the income or property of the Society shall be paid or transferred, directly or indirectly, by way of private pecuniary profit to any Member, Officer, or associated person, except for payments made in good faith for services actually rendered or expenses properly incurred.

All surplus funds shall be applied exclusively to the charitable purposes of the Society.

### **Charitable Purposes**

The Society is established and maintained exclusively for the following purposes within New Zealand (including any purposes ancillary to those purposes), namely;

1. Promoting and improving the spiritual understanding and the well being of the geographical area defined as the North Shore of Auckland and wider Auckland area by;
2. Advancing the teaching and practicing of tikanga and Te Ao Māori. The activity of the Society will express the Māori concepts of tinana (body), hinengaro (mind), wairua (spirit) whanau (kinship) Manaakitanga (hospitality) Kaitiakitanga (environmental protection) To have hui, tangi, weddings, celebrations.
3. To promote the construction, establishment and maintenance of a pan-tribal Marae and ancillary buildings at Akoranga Drive, Northcote for the benefit of Māori living in the North Shore of Auckland and wider Auckland region. Also to host Manuhiri.
4. To manage and hire the facilities situated on the land and ensure their use is respectful to the cultural aspects of Awataha tikanga and kawa.
5. Promoting, advancing and advocating for urban Māori issues and the rights afforded by the Te Tiriti o Waitangi (Treaty of Waitangi).
6. Promoting and developing the Marae lands and assets in a manner that creates Tino rangatiratanga or self-sustainability. Including trade, tourism, housing and investment.
7. Providing services and facilities for the alleviation of poverty, advancement of education of Māori and the provision of support and resources to needy people, institutions or charities.
8. Advancing and promoting among Māori and people of other cultures education in connection with Māori language and culture.

9. Organising educational opportunities for Māori and to provide support for institutions suited to the particular needs of Māori.
10. Provide scholarships and other assistance for Māori to attend schools, universities, technical institutes and other educational and training institutions.
11. Providing for and encouraging, promoting and developing healthcare including Māori healing.
12. To provide a centre for employment, technology, creativity, recreational, social, reo, culture, educational and spiritual activities that advance the welfare of Māori.
13. To provide a safe environment and user-friendly atmosphere at Awataha Marae for the benefit of the general public and manuhiri of all ages and cultures.
14. To carry out any other charitable purposes beneficial to Māori and to non-Māori which may seem to the Governing Board to be conveniently carried out in connection with the above objects and calculated to advance any of the above objects.
15. The Society shall be empowered to carry out any one or more of the objects independently of any other object.

#### **KAWA OF THE MARAE | NGA KAWA O TE MARAE**

Awataha Marae follows Te Tau utuutu or Tainui kawa. Te Hau Kāinga o Awataha Marae are the primary keepers of the Kawa and tikanga practices.

#### **TIKANGA OF THE MARAE | NGA TIKANGA O TE MARAE**

Ko te tikanga te pou here o te marae, he mea tuku iho, he mea manaaki, he mea arahi i te iwi, i te manuhiri, i ngā whakatipuranga.

(Our tikanga is the binding pillar of our marae, an ancestral treasure, a source of hospitality, and a guiding principle for our people, visitors, and future generations.)

As a marae based on Tainui kawa and rooted in the kaitiakitanga of our tīpuna, our tikanga reflects whanaungatanga (relationships), manaakitanga (hospitality), and wairuatanga (spirituality).

#### **MANA WHENUA | NGA MANA WHENUA Ō TE WHENUA ROA Ō KAHU**

Te Kawerau A Maki, Ngati Manuhiri, Ngati Pāoa are recognized by the society as Mana whenua o Te Whenua Roa Ō Kahu (North Shore) Te Hau kainga O Awataha Marae hold ahi kā and mana over Awataha Marae. The society acknowledge other Iwi may have claims in the rohe.

### **THE PEOPLE OF AWATAHA | TE HAU KAINGA O AWATAHA**

Te Hau Kāinga is recognised as holding enduring responsibilities in relation to tikanga, kawa, and the protection of the mauri that resides within the whenua. The Governing Body must engage with Te Hau Kāinga in good faith on matters that materially affect:

1. Tikanga or kawa;
2. The use, development, or protection of the marae whenua;
3. The mauri of the marae;
4. The integrity and continuity of the marae as a place of cultural practice and community belonging.

### **DEFINITION | TE WHAKAMĀRAMA O TE HAU KĀINGA O AWATAHA**

For the purposes of this Constitution, Te Hau Kāinga refers to the core people of Awataha Marae who uphold and sustain the marae through continuous presence, service, and responsibility, in accordance with tikanga Māori.

Te Hau Kāinga are the ahi kā of the marae ; the people who keep the home fires burning. In a contemporary urban marae context, Te Hau Kāinga includes those individuals who:

Reside on the marae, or are present on the marae on a regular and sustained basis; and Actively serve the marae on a daily or ongoing basis, including but not limited to:

1. hosting and caring for manuhiri;
2. preparing and serving kai;
3. cleaning, maintaining, and caring for marae facilities;
4. supporting tangihanga, hui, wānanga, and cultural events;
5. upholding tikanga, kawa, and marae protocols in practice; and

Carry collective responsibility for the wellbeing, operation, and cultural integrity of Awataha Marae.

Te Hau Kāinga represents the living heart of the marae, formed through commitment, contribution, and continuity, rather than status or title alone. This commitment to **active participation** is encouraged and reflected in conditions of membership to the society.

Te Hau Kāinga derives its authority from tikanga Māori, ahi kā, whakapapa, and continuous service to Awataha Marae.

The Governing Board formally recognises Te Hau Kāinga in accordance with tikanga Māori processes and in consultation with existing Hau Kāinga. Hau Kāinga must be Members of the Society.

#### **WAI 187 RECOGNITION | TE WHAKAAETANGA O WAI 187**

Te Hau Kāinga also includes, and gives particular recognition to:

The original claimants of the Wai 187 claim lodged with the Waitangi Tribunal; and  
The descendants of those claimants, where they continue to uphold ahi kā, service, and responsibility to the marae.

#### **ANCESTRAL POU AND MAURI | POU WHENUA ME TE MAURI**

E tū ana ngā pou e toru ki Awataha Marae, hei tohu whakamaharatanga, hei pou here tangata e hono ai ngā iwi, ngā hapū, me ngā whakatipuranga e haere ake nei.

(The three pouwhenua stand at Awataha Marae, serving as symbols of remembrance, as binding pillars that connect tribes, subtribes, and the generations to come.)

Ko te pou o Te Kawerau ā Maki – The people of the western forests, the ancient mana whenua of this rohe. Their presence reminds us of the first kaitiaki of these lands.

Ko te pou o Ngāti Pāoa – The people of Tikapa Moana, who traveled these waters and left their legacy upon the whenua of Tāmaki.

Ko te pou o Ngāti Whātua ki Ōrākei – The people of the Auckland isthmus, who continue to lead with manaakitanga to all in Tamaki.

Ko mātou o Awataha te kaitiaki o ēnei pouwhenua, te kaitiaki o te mauri i whakatakotohia i te whakatūnga o tēnei marae, o tēnei whareniui.

(We, the people of Awataha, are the guardians of these pouwhenua, the guardians of the life force laid down during the establishment of this marae, of this ancestral house.)

When the mauri was laid in 1991, it was done so with the intention that Awataha Marae would stand as a beacon for all iwi, all waka, all tauiwi who come seeking connection, learning, and belonging.

The mauri remains strong through the efforts of Te Hau kainga to protect and uphold the mana of this place of Awataha Marae.

### **MĀORI KING/QUEEN | KINGITANGA**

Awataha Marae acknowledges and upholds the mana of the Kiingitanga, a movement that unites Māori under the principles of rangatiratanga, kotahitanga, and mana motuhake. In alignment with our Tainui Kawa and the Mana whenua o te whenua roa Ō Kahu.

### **LAND AND PROPERTY | TE WHENUA ME NGĀ RAWA**

#### **Relationship with the Crown, LINZ, and Statutory Instruments**

The Society occupies and manages the marae whenua as kaitiaki, exercising responsibilities arising from tikanga Māori, ahi kā, and inter-generational stewardship. The legal form of any lease, licence, or statutory instrument held by the Society reflects engagement with the laws of the Crown and does not define or limit the cultural, spiritual, or ancestral relationship between the people of Awataha and the whenua.

The marae whenua at 58 Akoranga Drive, Northcote, is held and occupied not merely as a leased site, but as whenua imbued with mauri, responsibility, and obligation. All decisions relating to the use, development, occupation, or management of the land and associated assets must uphold the mauri that resides within the whenua and be consistent with tikanga Māori.

In exercising its responsibilities in relation to the marae whenua, the Society manages and maintains its relationship with the Crown and its administering agents, including Land Information New Zealand (LINZ), in a manner consistent with tikanga Māori and Te Tiriti o Waitangi.

Engagement with the Crown occurs on the basis of rights and protections guaranteed under Te Tiriti o Waitangi, and not solely through the mechanisms of lease administration.

LINZ is recognised as an administering agent of the Crown and does not exercise governance, membership, or tikanga authority over the Society or the marae.

### **Lease Interpretation**

Any lease, licence, or statutory instrument relating to the marae whenua shall be interpreted consistently with the kaupapa of kaitiakitanga, tino rangatiratanga, and the preservation of the marae as a cultural taonga. No interpretation shall prevail that undermines tikanga, kawa, or the autonomy of Te Hau Kāinga to make decisions regarding these matters.

Nothing in this Constitution limits the Society's obligation to comply with legally binding lease terms or statutory requirements.

Where discretion exists, that discretion shall be exercised consistently with tikanga Māori, Te Tiriti o Waitangi, and the kaupapa of kaitiakitanga.

## **GOVERNANCE AND MANAGEMENT | TE WHAKARITENGA WHAKAHAERE**

### **Cultural Authority and Governance**

The governance of the Society is exercised in recognition that cultural authority is derived from tikanga Māori, whakapapa, and lived responsibility, and is not created by incorporation alone. The governance structures established under this Constitution exist to support, protect, and give practical effect to that authority within the framework of Crown law.

Governance authority exercised under this Constitution shall not be interpreted as superseding or replacing cultural authority derived from tikanga Māori, whakapapa, or the lived responsibilities of Te Hau Kāinga.

The Governing Body is responsible for the strategic, legal, and operational oversight of the Society, including compliance with statutory obligations, financial stewardship, and engagement with external agencies. In carrying out these responsibilities, the Governing Body must act in a manner consistent with the Preamble, the Guiding Principles, and the purposes of the Society.

### **Protection from External Coercion**

No external agency, authority, or third party may compel the Society to alter its membership, governance structure, tikanga, or kaupapa except where required by law and only to the minimum extent necessary.

### **ACTS AND REGULATIONS | NGĀ TURE ME NGĀ TURE TĀPIRI**

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### **RESTRICTIONS ON SOCIETY POWERS | NGĀ HERE O NGĀ MANA O TE RŌPŪ**

The Society must not be carried on for the private pecuniary profit of any of its members.

### **REGISTERD OFFICE | TE TARI RĒHITA**

The registered office of the Society shall be at such place in New Zealand as the Governing Board from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

### **CONTACT PERSON | TE TANGATA WHAKAPĀ**

The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. The Society's contact person must be at least 18

years of age, and a citizen of New Zealand. A contact person can be appointed by the Governing Board.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address, and a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

## **MEMBERSHIP | NGA MEMA**

### **Minimum number of Members - Ngā Hui Whānui**

The Society shall maintain the minimum number of Members required by the Act.

### **Membership**

Any individual who is at least 16 years of age or body corporate who is in agreement with the objects of the Society may apply to be a member of the Society.

### **Provisional Membership**

In recognizing the diverse ways our community interacts with the Society, we have introduced a flexible provisional membership. This category allows individuals who benefit from our services to remain engaged **without** the obligations of full membership.

This ensures that provisional members have a recognized status and a way to be represented in decision-making without the need for immediate full membership. It also clarifies the path for those who do eventually want to become full members.

Every person who successfully applies for membership will first become a Provisional Member of the Society. Provisional Members are entitled to access events and services as determined by the Governing Board. Provisional Members have no voting rights at an Annual General Meeting or Special General Meeting and are not eligible for leadership roles.

### **Provisional Membership Status:**

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Individuals who are registered in the societies data bases of services, may choose to become provisional members. Provisional members do not have voting rights and are not entitled to vote at a General Meeting but may continue to access and benefit from marae programs and services.

### **Collective Representation of Provisional Members**

Provisional Members may, through hui, forums, surveys, or other consultation processes approved by the Governing Board, express a collective position on matters affecting marae services or programmes.

That collective position may be formally recorded by the Society and tabled for consideration by the Governing Board or Members.

Any such collective representation is held by the Society as an institution, is non-binding, and does not constitute a vote or proxy vote under the Incorporated Societies Act 2022.

### **Pathway to Full Membership:**

Provisional members who wish to transition to full membership may do so by completing the required 120 hours of community service and meeting all other criteria as set out in this constitution.

### **Full Membership**

Every person who has been a Provisional Member or a Trial Member for 2 years may apply for Full Membership. To be eligible for Full Membership an applicant must complete a minimum of 120 hours of service and/or practical work at the Marae and must agree with the objects of the Society. A Full Member has the right to vote at an Annual General Meeting or Special General Meeting.

Any person who at the time this updated constitution is adopted who has been a member of the Society will automatically become a Full Member of the Society.

### **Life Membership**

The Governing Board may also nominate an individual to be a Life Member because of services to the Society. A Life Member is appointed by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Full Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

### **Honorary Membership**

The Governing Board may also nominate an individual to be an Honorary Member because of services to the Society or in an associated field. An Honorary Member is appointed by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

### **Becoming a member: Consent**

Every applicant for membership must consent in writing to becoming a Member.

### **Becoming a member: Process**

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Governing Board regarding an application for membership and will become a Member on acceptance of that application by the Governing Board. The Governing Board may accept or decline an application for membership acting reasonably, in good faith, and consistently with this Constitution, tikanga Māori, and the purposes of the Society. In general applications should not be declined unless accepting that application would give rise to a clear risk of harm to other members or to the Society. The Governing Board must advise the applicant of its decision.

The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

### **Members' Obligations and Rights**

Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

A Member is only entitled to exercise the rights of membership if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

Any Member that is a body corporate shall provide the Governing Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

The Governing Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

### **Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within six weeks of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) be suspended

### **Ceasing to be a member**

A Member ceases to be a Member;

1. by resignation from that Member's class of membership by written notice signed by that Member to the Governing Board, or
2. on termination of a Member's membership following a dispute resolution process under this Constitution, or
3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

4. by resolution of the Governing Board where the Member has failed to pay a subscription, levy or other amount due to the Society within 6 calendar months of the due date for payment.
5. In the opinion of the Committee the Member has brought the Society into disrepute.
6. with effect from (as applicable);
7. the date of receipt of the Member's notice of resignation by the Governing Board (or any subsequent date stated in the notice of resignation), or
8. the date of termination of the Member's membership under this Constitution, or
9. the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
10. the date specified in a resolution of the Governing Board and when a Member's membership has been terminated the Governing Board shall promptly notify the former Member in writing.

#### **Obligations once membership has ceased**

A Member who has ceased to be a Member under this Constitution;

1. remains liable to pay all subscriptions and other fees to the Society's next balance date,
2. shall cease to hold himself or herself out as a Member of the Society, and
3. shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals).
4. shall cease to be entitled to any of the rights of a Society Member.

#### **Becoming a member again**

Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Governing Board.

But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Governing Board.

#### **Membership Integrity**

Admission of Members shall be determined solely in accordance with this Constitution and tikanga Māori. Forced dilution of membership or governance through external

pressure is expressly prohibited.

## **GENERAL MEETINGS | NGĀ HUI WHĀNUI**

### **Procedures for all general meetings**

The Governing Board shall give all Members at least 10 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Only financial Members may attend, speak and vote at General Meetings;

1. in person, or
2. by official proxy form, written or electronic and Chair validated, in favour of some individual entitled to be present at the meeting and received by, or handed to, the Governing Board before the commencement of the General Meeting, or
3. through the authorised representative of a body corporate as notified to the Committee, and
4. no other proxy voting shall be permitted.

No General Meeting may be held unless 50 eligible financial members or 10 percent of eligible financial Members (whichever is less) attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, or by remote ballot electronic or written, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot electronic or written.

Any decisions made when a quorum is not present are not valid.

The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

All General Meetings shall be chaired by the Chairperson.

Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a General Meeting may with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and

In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

The Governing Body may propose motions for the Society to vote on ('Governing Body Motions'), which shall be notified to Members with the notice of the General Meeting.

Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or the Governing Body at least 14 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Secretary or the Governing Body before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

### **Minutes**

The Society must keep minutes of all General Meetings.

### **Annual General Meetings: when they will be held**

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Governing Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The Annual General Meeting must be held no later than the earlier of 6 months after the balance date of the Society or 15 months after the previous annual meeting.

### **Annual General Meetings: business**

The business of an Annual General Meeting shall be to;

1. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
2. adopt the annual report on the operations and affairs of the Society,
3. adopt the Committee's report on the finances of the Society, and the annual financial statements,
4. set any subscriptions for the current financial year,
5. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
6. consider any general business.

The Committee must, at each Annual General Meeting, present the following information;

1. an annual report on the operation and affairs of the Society during the most recently completed accounting period,

2. the annual financial statements for that period, and
3. notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### **Special General Meetings**

Special General Meetings may be called at any time by the Committee by resolution.

The Committee must call a Special General Meeting if it receives a written request signed by at least 40 percent of Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

## **GOVERNING BODY | TE RŌPŪ WHAKAHAERE**

### **Composition**

The Governing Body will consist of at least 3 Officers and a maximum of seven.

A majority of the Officers on the Committee must be either:

- Members of the Society, or
- representatives of bodies corporate that are Members of the Society.

### **Functions of the Governing Body**

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in

accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **Powers of the governing body**

The Governing Body has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **Governance Authority**

The governance, management, and strategic direction of the Society is vested in the Governing Board (“the Board”), which shall act in accordance with:

1. this Constitution,
2. tikanga Māori and kawa of Awataha Marae,
3. the Incorporated Societies Act 2022, and
4. the purposes and kaupapa of the Society.

Except where powers are expressly reserved to the Members in General Meeting or to the Hau Kāinga under this Constitution, the Board may exercise all powers of the Society.

The Board is accountable to the Members and the Hau Kāinga and must act honestly, in good faith, and in the best interests of the Society as a whole.

### **General Powers of the Board**

Without limiting its general authority, the Board may:

1. determine the strategic direction, policies, and priorities of the Society;
2. carry out, promote, and advance the objects and kaupapa of the Society;
3. make, amend, and revoke policies, codes, and procedures consistent with this Constitution;
4. delegate any of its powers or functions to officers, committees, staff, or agents, subject to any conditions it determines.

## **Power to Enter Contracts and Appoint Agents**

The Board may, on behalf of the Society:

1. enter into contracts, deeds, memoranda of understanding, funding agreements, leases, licences, and other legal instruments;
2. apply for, receive, and administer grants, donations, sponsorships, and other funding;
3. establish partnerships, joint ventures, or collaborative arrangements consistent with the Society's kaupapa.

The Board may appoint, employ, suspend, or dismiss:

1. employees,
  2. contractors,
  3. advisors,
  4. agents,
  5. or other service providers,
- and determine their roles, remuneration, and terms of engagement.

## **Property and Asset Management**

Subject to this Constitution, the Board may:

1. acquire, hold, lease, license, manage, insure, improve, or dispose of property and assets of the Society;
2. manage all real and personal property of the Society for the purposes of advancing its objects.

## **Business**

The Board may carry on business on behalf of the Society provided the business activity aligns with the objects of the Society.

## **Protected Assets**

Notwithstanding the clause above, the Board must not, without prior written approval of the Hau Kāinga and confirmation by Special General Meeting:

1. sell, transfer, mortgage, or otherwise encumber marae land;
2. dispose of or permanently alienate taonga, wāhi tapu, or culturally significant assets;
3. enter into any long-term lease or arrangement that materially affects the mana, use, or control of Awataha Marae.

### **Asset & Mauri Protection**

No disposal, encumbrance, or material alteration of marae land, buildings, or taonga shall occur without the informed consent of Te Hau Kāinga and resolution of Members.

### **Financial Powers**

The Board may:

1. open and operate bank accounts in the name of the Society;
2. receive, manage, invest, and apply funds of the Society in accordance with its objects;
3. approve expenditure and financial commitments.

The Board may borrow money or give financial guarantees **only**:

1. in accordance with a Board-approved financial policy; and
2. provided that no security is given over marae land or taonga without Hau Kāinga approval and confirmation by Special General Meeting.

The Board must ensure proper accounting records are kept and that financial reporting complies with legal requirements.

### **Incidental and Ancillary Powers**

The Board may do all things incidental or conducive to the attainment of the objects of the Society, including any lawful act that:

1. supports the wellbeing, development, and sustainability of Awataha Marae;
2. protects the mana, tikanga, and kaupapa of the Society;
3. enables effective administration and operation of the Society.

## **Reserved Matters**

Notwithstanding any other provision of this Constitution, the Board must not act without the approval required below in respect of any **Reserved Matter**:

- 1: alteration of the objects, kaupapa, or identity of the Society;
- 2: disposal of all or a substantial portion of the Society's assets;
- 3: winding up or dissolution of the Society;
- 4: any transaction or obligation that materially risks the long-term viability of the Society;
- 5: any matter expressly reserved to the Members or Hau Kāinga under this Constitution.

## **Relationship with Hau Kāinga**

The Board acknowledges the Hau Kāinga as the ahi kā and cultural authority of Awataha Marae.

In exercising its powers, the Board must:

1. uphold tikanga Māori,
2. act consistently with the kawa of the marae,
3. respect decisions of the Hau Kāinga on matters of whenua, taonga, and marae identity.

Where there is conflict between operational efficiency and tikanga or mana of the marae, tikanga and mana must be taken into account by the Governing Board and the Hau Kāinga must be consulted.

## **Limitation on Personal Benefit**

The Board must ensure that no member of the Society derives private pecuniary gain from their position, except as expressly permitted under this Constitution and the Incorporated Societies Act 2022.

In particular no member of the Board or any person associated with that member may participate in or materially influence any decision made by the Board in respect of the payment to or on behalf of that member (or to any person associated with that member) of any income, benefit or advantage and any such income or benefit shall be

reasonable and comparable to that which would be paid or supplied in an arm's-length transaction.

All decisions must be made in the best interests of the Society and not for personal advantage.

## **Financial Delegations and Authority**

### **Delegation of Financial Authority**

The Governing Board may delegate financial and operational authority to:

1. the Chief Executive Officer / Tumuwhakarae,
2. senior managers,
3. or other officers of the Society,  
in accordance with a written Financial Delegations Policy approved by the Board.

Delegations may include authority to:

1. approve expenditure;
2. enter into contracts;
3. approve payments;
4. manage suppliers and service providers;
5. incur liabilities in the ordinary course of operations.

Any delegation must:

1. be in writing;
2. specify monetary limits;
3. be consistent with the approved annual budget;
4. be subject to ongoing Board oversight and review.

### **Operational Expenditure**

The Chief Executive Officer / Tumuwhakarae is authorised to approve and make payments for **ordinary operational expenditure** incurred in the day-to-day running of the marae, including but not limited to:

1. catering and food supplies;
2. utilities and services;
3. maintenance and cleaning;
4. event and booking-related costs;
5. staff and contractor expenses.

Board approval is **not required** for operational expenditure that:

1. is provided for in the approved budget; and
2. falls within the applicable financial delegation limits.

### **Expenditure Outside Delegation**

Board approval is required for:

1. expenditure not provided for in the approved budget;
2. expenditure exceeding delegated authority limits;
3. capital expenditure above thresholds set by the Board;
4. transactions involving protected assets.

In urgent circumstances, the Chief Executive Officer / Tumuwakarae may approve expenditure outside delegated limits where delay would materially harm the Society, provided that:

1. the Chair is notified as soon as practicable; and
2. the expenditure is reported to the Board at its next meeting.

### **Sub-committees**

The Governing Body may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Governing Body;

1. the quorum of every sub-committee is half the members of the sub-committee but not less than 2,

2. no sub-committee shall have power to co-opt additional members,
3. a sub-committee must not commit the Society to any financial expenditure without express authority from the Governing Body, and
4. a sub-committee must not further delegate any of its powers.

### **General matters: Proceedings**

The Governing Body and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next meeting.

Other than as prescribed by the Act or this Constitution, the Governing Body or any sub-committee may regulate its proceedings as it thinks fit.

### **GOVERNING BODY MEETINGS**

#### **Procedure**

The quorum for Governing Body meetings is at least half the number of members of the Governing Body..

A meeting of the Governing Body may be held either;

1. by a number of the members of the Governing Body who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Governing Body participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Governing Body is passed at any meeting of the Governing Body if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Governing Body shall have one vote.

The members of the Governing Body shall elect one of their number as chairperson of the Governing Body. If at a meeting of the Governing Body, the chairperson is not present, the members of the Governing Body present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Governing Body.

Except as otherwise provided in this Constitution, the Governing Body may regulate its own procedure.

### **Frequency**

The Governing Body shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

The Secretary, or other Governing Body member nominated by the Governing Body, shall give to all Governing Body members not less than 5 Working Days' notice of Governing Body meetings, but in cases of urgency a shorter period of notice shall suffice.

### **OFFICERS | NGĀ ĀPIHA**

#### **Qualifications of officers**

Every Officer must be a natural person who ;

1. has consented in writing to be an officer of the Society, and
2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely ;

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years ;
6. an offence under subpart 6 of Part 4 of the Act
7. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)

8. an offence under section 143B of the Tax Administration Act 1994
9. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
10. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
11. a person subject to:
12. a banning order under subpart 7 of Part 4 of the Act, or
13. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
14. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
15. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
16. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must ;

1. consent in writing to be an Officer, and
2. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

Appointments are not subject to term limits.

### **Officers' duties**

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of the Society,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities

would exercise in the same circumstances taking into account, but without limitation:

- the nature of the Society,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
  6. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

#### **Election or appointment of officers**

The election of Officers shall be conducted as follows.

1. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Governing Body (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 15 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Governing Body (excluding those in respect of whom the votes are tied).

4. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
6. In addition to Officers elected under the foregoing provisions of this rule, the Governing Body may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Governing Body any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

### **Term**

From 1 January 2026 onwards the term of office for all Officers elected to the Committee shall be 4 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

### **Removal of officers**

An Officer shall be removed as an Officer by resolution of the Governing Body or the Society where in the opinion of the Governing Body or the Society ;

1. The Officer elected to the Committee has been absent from more than three committee meetings without leave of absence from the Governing Body.
2. The Officer has brought the Society into disrepute.
3. The Officer has failed to disclose a conflict of interest.
4. The Governing Body passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Governing Body or Society.

### **Ceasing to hold office**

An Officer ceases to hold office when they resign (by notice in writing to the Governing Body), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Governing Body all books, papers and other property of the Society held by such former Officer.

### **Conflicts of interest**

An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);

1. to the Governing Body and or sub-committee, and
2. in an Interests Register kept by the Governing Body.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer or member of a sub-committee who is an Interested Member regarding a Matter;

1. must not vote or take part in the decision of the Governing Body and/or sub-committee relating to the Matter unless all members of the Governing Body who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Governing Body who are not interested in the Matter consent; but
3. may take part in any discussion of the Governing Body and/or sub-committee relating to the Matter and be present at the time of the decision of the Governing Body and/or sub-committee (unless the Governing Body and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Governing Body shall consider and determine the Matter.

## **RECORDS | NGĀ RĒKOATA**

### **Register of Members**

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include ;

1. Their name, and
2. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
3. Their contact details, including ;
4. A physical address or an electronic address, and
5. A telephone number.

The register will also include each Member's ;

1. postal address
2. email address (if any)
3. occupation
4. whether the Member is financial or unfinancial

Every current Member shall promptly advise the Society of any change of the Member's contact details.

The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:

1. The former Member's name, and
2. The date the former Member ceased to be a Member.

## Interests Register

The Governing Body shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

Access to information for members

A Member may at any time make a written request to the Society for information held by the Society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request ;

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if ;

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or

7. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **FINANCES | NGĀ PŪTEA**

Control and management

The funds and property of the Society shall be;

1. controlled, invested and disposed of by the Governing Body, subject to this Constitution, and
2. devoted solely to the promotion of the purposes of the Society.

The Governing Body shall maintain bank accounts in the name of the Society.

All money received on account of the Society shall be banked within five Working Days of receipt.

All accounts paid or for payment shall be submitted to the Governing Body for approval of payment.

The Governing Body must ensure that there are kept at all times accounting records that;

1. correctly record the transactions of the Society, and
2. allow the Society to produce financial statements that comply with the requirements of the Act, and

3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

Where the Society's annual operating expenditure is less than \$1,000,000, the Society is not required to undertake a full audit unless required by law or funders.

The Governing Body may arrange a financial review or independent examination of accounts.

Where expenditure exceeds statutory thresholds, the Society will comply with audit or review requirements under the Incorporated Societies Act 2022.

The Governing Body must establish and maintain a satisfactory system of control of the Society's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

#### **Balance date**

The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

#### **DISPUTE RESOLUTION**

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons;

1. 2 or more Members
2. 1 or more Members and the Society
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Society
6. 1 or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations;

1. a Member or an Officer has engaged in misconduct
2. a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
3. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Governing Body (or a complaints subcommittee) a notice in writing that;

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that;

1. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

All Members (including the Governing Body) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Governing Body, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation,

arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **How a complaint is made**

1. A Member or an Officer may make a complaint by giving to the Governing Body (or a complaints subcommittee) a notice in writing that;
2. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
3. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
4. sets out any other information reasonably required by the Society.

The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that;

- a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b. sets out the allegation to which the dispute relates.

The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

### **Person who makes complaint has right to be heard**

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

If the Society makes a complaint;

1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
2. an Officer may exercise that right on behalf of the Society.

Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if;

1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
3. an oral hearing (if any) is held before the decision maker; and
4. the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent');
2. has engaged in misconduct; or
3. has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
4. has damaged the rights or interests of a Member or the rights or interests of Members generally.
5. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
6. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if;

1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

### **Investigating and determining dispute**

1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

### **Society may decide not to proceed further with complaint**

Despite the ‘Investigating and determining dispute’ rule above, the Society may decide not to proceed further with a complaint if;

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  3. that a Member or an Officer has engaged in material misconduct;
  4. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society’s Constitution or bylaws or the Act;
  5. that a Member’s rights or interests or Members’ rights or interests generally have been materially damaged;
  6. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  7. the person who makes the complaint has an insignificant interest in the matter; or
  8. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  9. there has been an undue delay in making the complaint.

### **Society may refer complaint**

The Society may refer a complaint to:

1. a subcommittee or an external person to investigate and report; or
2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation).

### **Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Governing Body or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be;

1. impartial; or
2. able to consider the matter without a predetermined view.

## **LIQUIDATION AND REMOVAL FROM THE REGISTER**

### **Resolving to put society into liquidation**

The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Governing Body shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

The Governing Body shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

### **Resolving to apply for removal from the register**

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Governing Body shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The Governing Body shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

### **Surplus assets**

If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or

transferred to another not-for-profit entity with similar purposes to the Society and the Society nominates Te Whānau O Awataha Charitable Trust for that purpose.

## **ALTERATIONS TO THE CONSTITUTION**

### **Amending this constitution**

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 75 per cent of eligible Members and given in writing to the Governing Body at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 20 Working Days before the General Meeting at which any amendment is to be considered the Governing Body shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Governing Body has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

## **OTHER**

### **Common seal**

The Society will have a common seal that must be kept in the custody of;

the Chairperson

The common seal may be affixed to any document:

1. by resolution of the Governing Body, and must be countersigned by 2 Officers or
2. by such other means as the Governing Body may resolve from time to time.

### **Transitional & Compliance Provisions**

All existing members shall automatically transition to Full Membership. This Constitution complies with the Incorporated Societies Act 2022 and Charities Act 2005 and supersedes all previous constitutions once registered.

### **Bylaws**

The Governing Body from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

**END**