

Ngā Hapū o Ōtaki Incorporated

Ngā Tikanga Rules

Dated: February 2024

Table of Contents

Background	3
1 Interpretation	3
2 Ingoa - Name	5
3 Te Tari - Registered office	6
4 Ngā Whāinga - Objects	6
5 Mematanga - Membership	8
6 Structure and Powers of the Society	10
7 Hui ā tau - General Meetings	14
8 Ngā Herenga me ngā Mana o te Tiamana - Duties and Powers of the Chair.....	17
9 Te Whakahaere Rawa - Control of Property	18
10 Herenga Whakahaere Pūtea - Financial Accountabilities	19
11 Ngā Herenga - Liability of Board Members	19
12 He Ārai Utu - Indemnity	19
13 Ngā Whāinga Tukituki - Conflicts of interest.....	20
14 Te Whakatau Raruraru - Dispute Resolution Process	22
15 Ngā Tīnīhanga - Amendment of Rules	23
16 Te Whakaoti - Winding Up and Dissolution	24
17 He Tohutohu - Common Seal	24
18 Te Ture - Governing law	24
Schedule 1 Specific Powers of the Board.....	25
Schedule 2 Proceedings of the Board	28
Schedule 3 Membership	33
Schedule 4 Election of Board Members	35
Schedule 5 Hohou i te Rongo	37

Background

The five hapū of Ngāti Raukawa ki te Tonga that reside in and around Ōtaki are Ngāti Pare, Ngāti Koroki, Ngāti Kapu, Ngāti Maiotaki and Ngāti Huia ki Katihiku ('Ngā Hapū o Ōtaki').

In 1998, Ngā Hapū o Ōtaki came together to express and exercise their rights as kaitiaki over the Ōtaki river.

The relationship between Ngā Hapū o Ōtaki has endured, and Ngā Hapū o Ōtaki wish to maintain their common bonds of whakapapa and whanaungatanga.

On 31 July 2022, members of the collective Ngā Hapū o Ōtaki passed a resolution to form an incorporated society by the name of 'Ngā Hapū o Ōtaki Incorporated' (the **Society**) to act as a representative body for their collective interests.

These Rules sets out the functions and purposes, and provides for the control, governance, and operations of the Society.

1 Interpretation

1.1 Definitions

In these Rules, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

'**Act**' means the Incorporated Societies Act 2022, or any legislation that replaces the Incorporated Societies Act 2022.

'**Annual General Meeting**' means the annual meeting as provided for in Rule 7.1 ('Requirement to hold Annual General Meeting').

'**Associate Member**' means a person or entity that is appointed as an associate member in accordance with Rule 5.3 ('Associate Members').

'**Balance Date**' means 30 June or any other date that the Board by resolution adopts.

'**Chairperson**' means that Board Member appointed as chairperson in accordance with Rule 8.1 ('Appointments').

'**Charitable Purposes**' means every purpose within New Zealand which in accordance with the laws of New Zealand for the time being is charitable, whether such purpose involves the relief of poverty, the advancement of education or

religion, or any other object or purpose that is charitable within the laws of New Zealand.

'Board' means the Board Members, acting collectively.

'Board Members' means the Board members of the Society from time to time.

'Financial Statements' means the financial statements prepared in accordance with Generally Accepted Accounting Principles ('GAAP'), or otherwise in accordance with any relevant and acceptable standards required by law for the purposes of Rule 10.1 ('Financial statement to be prepared').

'Financial Year' means any year or accounting period ending on the Balance Date.

'Founding Board Members' means the Board Members appointed at the date of incorporation.

'Initial Board Members' means the Board Members appointed at the first election within 8 months of incorporation.

Mema / Member means Members, Associate Members and any other person or entity accepted by the Board as meeting the criteria set out in Schedule 3 Membership').

Registered Member means Members, Associate Members and any other person or entity accepted by the Board as meeting the criteria set out in Schedule 3 Membership') and recorded in the Membership Register.

Rēhita Mema / Membership Registers means the registers provided for in Rule 5.5 ('Register of Members').

'Ngā Hapū o Ōtaki' means the collective of the five hapū of Ngāti Raukawa that reside within the Ōtaki rohe (area) being Ngāti Koroki, Ngāti Maiōtaki, Ngāti Huia ki Katihiku, Ngāti Pare and Ngāti Kapu.

Rawa / Property means all property (whether real or personal) and includes choses in action, rights, interests, and money.

'Rules' means these Rules and includes any amendments to these Rules made in accordance with Rule 15 ('Ngā Tinihanga - Amendments of Rules') or as amended in any other manner permitted by law.

'Special Resolution' means a resolution passed by at least 75% of the Board Members of the Society.

'Society' means Ngā Hapū o Ōtaki Incorporated governed in accordance with these Rules and the Act.

'Working Day' means the days Monday through Friday exclusive of any public holiday and excluding 24 December to 2 January (inclusive).

Kaupapa means the principle/s and value/s that Ngā Hapū o Ōtaki uphold and seeks to express.

Tikanga means the customary laws, rules and, or practices.

1.2 **General construction**

- a In interpreting these Rules, the following must be applied unless the context otherwise requires:
 - i headings within the Rules are for reference only and are not an aid in interpretation;
 - ii references to statutory provisions will be construed as references to those provisions as they may be amended or re-enacted or as their application is modified by other provisions from time to time;
 - iii references to documents will be construed as references to those documents as they may be amended from time to time;
 - iv references to Rules means these Rules;
 - v references to currency are to New Zealand currency;
 - vi all periods of time include the day on which the period commences and the day on which the period ends;
 - vii words importing the plural include the singular and vice versa and words importing gender import all genders;
 - viii any reference to a **'law'** includes common or customary law and any constitution, decree, judgment, legislation, order, ordinance, regulation, status, treaty, or other legislative measure, in each case of any relevant jurisdiction (and **'lawful'** and **'unlawful'** shall be construed accordingly); and
 - ix the words and expressions defined are indicated by capital letters for convenience. The absence of a capital letter shall not alone imply that the word or expression is used with a meaning different from that given by its definition.

2 **Ingoa - Name**

- 2.1 The name of the Society is 'Ngā Hapū o Ōtaki Incorporated' and shall be known as the Society throughout these Rules.

3 Te Tari - Registered office

3.1 The registered office of the Society is 88 Mill Road, Ōtaki, 5512.

4 Ngā Whāinga - Objects

4.1 Te Whāinga Matua - Principal object

The purposes for which the Society is established is to receive, hold, manage and administer the assets of the Society for every Charitable Purpose that is beneficial to the members of Ngā Hapū o Ōtaki generally, whether it relates to the relief of poverty, the advancement of education or religion, improvement of health and socio-economic status or any other matter beneficial to the community of Ngā Hapū o Ōtaki and all the members of Ngā Hapū o Ōtaki, irrespective of where those members reside.

4.2 Incidental objects

Incidental to and to give effect to the objects in Rule 4.1 ('Te Whāinga Matua – Principal Object'), additional purposes and activities include, subject to Rule 4.4 ('No non-charitable objects):

- a To promote, advance and foster unity, support, and cooperation amongst the members of the Society, for the avoidance of doubt, being the members of the five Ōtaki hapū of Ngāti Pare, Ngāti Koroki, Ngāti Kapu, Ngāti Maiotaki and Ngāti Huia ki Katihiku.
- b To act as the representative body for the members of the Society.
- c To protect, preserve and revitalise Te Taiao.
- d To promote, preserve, encourage, and uphold Kaupapa and tikanga amongst the Members, and have regard to Kaupapa and tikanga in all practices and proceedings of the Society.
- e To foster and promote amongst Members and their whānau:
 - i wairuatanga, kotahitanga, whanaungatanga - spiritual values, unity, support, and cooperation;
 - ii recognition of tikanga Māori, te reo Māori, whakapapa, pukengatanga, ūkaipōtanga - traditional customs and values; and
 - iii kaitiakitanga, manaakitanga, rangatiratanga - physical, social, and economic well-being and advancement.
- f To support Members to strengthen their taha tinana, taha hinengaro, taha wairua, and taha whānau, and to achieve their full potential.

- g To support Members and their whānau through hardship, offering them services that can be of assistance and by linking whānau with additional support services and community.
- h To design policies which will ensure that members and their whanau are supported and enabled to engage in various kaupapa in a way that upholds their tino rangatiratanga and fosters mana enhancing collaboration.

4.3 **General**

To carry on any other objects which are capable of being carried on in connection with the above objects or which may directly or indirectly achieve those objects, at the discretion of the Society.

4.4 **No non-charitable objects**

The objects of the Society shall not include or extend to any matter or thing that is or shall be held or determined to be non-charitable within the laws of Aotearoa, New Zealand.

4.5 **Ngā Kaupapa tuku Iho - Guiding principles**

The Society, in furtherance of the objects set out in Rule 4.1 ('Te Whāinga Matua – Principal object') and Rule 4.2 ('Incidental objects'), shall be guided by tikanga Māori. Its own laws, morals, and ethics shall be the first and main point of reference for our behaviour and decision making.

The Society seeks to express tikanga Māori in accordance with the following Kaupapa:

- a Wairuatanga – practices to nurture the wairua including the wairua connection to our tupuna and our environment.
- b Kotahitanga – unity of purpose and working together, opportunities for everyone to be involved.
- c Whanaungatanga - spiritual values, unity, support, and cooperation.
- d Whakapapa - recognising our origins and the importance of our whakapapa relationships with each other and our wider environment.
- e Pukengatanga – activities to foster development of knowledge and skills.
- f Ūkaipōtanga – nurturing our tūrangawaewae and the sense of belonging.
- g Kaitiakitanga - the importance of protecting and nurturing our taonga.
- h Manaakitanga behaving with awareness, care, and acknowledgement of mana.
- i Rangatiratanga – self-determination, that we will make decisions on matters of importance to our hapū.

j Te reo Māori – he taonga te reo!

5 Mematanga - Membership

5.1 Determination of membership

The Board shall have, in its exclusive discretion, the power to admit to or remove from the Members Register, any person or entity as a Registered Member or a Registered Associate Member of the Society, or any such other class of Registered membership that the Board shall create from time to time in accordance with this Rule 5.1 ('Determination of Membership').

When exercising its power to admit to or remove from the Members Register, any person as a Registered Member or a Registered Associate Member of the Society, the Board will consult with the affiliated Hapū of the person and will be bound by the decision of that Hapū.

5.2 Registration of members

A person or entity shall be eligible to be a Registered Member and be entered into the Membership Register of the Society if, in the Board's opinion, that person has completed an application for registration in such form as the Board requires, and the Board is satisfied that the person meets the membership criteria in Schedule 3 Membership'). For the avoidance of doubt:

- a any person that has whakapapa to one of the five hapū of Ngā Hapū o Ōtāki is eligible to become a Registered Member of the Society as stated in Schedule 3 Membership'); and
- b registration as a member of the Society is not determinative of a person's connection to the collective group known as Ngā Hapū o Ōtāki.

Any person applying to be a Registered Member must:

- c complete a registration form, as provided by the Society from time to time including confirming that the person consents to being a Registered Member;
- d indicate on the registration form the chosen affiliation to one of the five hapū of Ngā Hapū o Ōtāki for the purposes of voting at elections; and
- e provide any additional information that the Board requests.

A Registered Member shall, in accordance with Rule 6.7 ('Appointment of Board Members'), be entitled to cast up to two votes to appoint representatives to the Board.

5.3 **Associate Members**

A person or entity shall be eligible to be appointed as a Registered Associate Member of the Society if, in the Board's opinion, that person or entity has objects that are aligned with the Society or is otherwise supportive of the objects of the Society. For the avoidance of doubt, a Registered Associate Member is not entitled to cast a vote to appoint a representative to the Board.

5.4 **Further classes of Registered membership**

The Board may from time to time create further classes of Registered membership and stipulate the criteria for admission to such classes of Registered membership. The Board may also disestablish classes of Registered membership (other than the Member class). Upon any such disestablishment, a Registered member of that disestablished class shall cease to be a Registered member of the Society.

5.5 **Register of Members**

The Society shall keep a Membership Register of Registered Members, Registered Associate Members, and any other classes of Registered membership, which shall contain the names, the postal and email addresses and telephone numbers of all Registered Members, Registered Associate Members or other classes of Registered members, and the dates at which they became Registered members.

If a Registered Member's contact details change, that Member shall give the new postal or email address or telephone number to the Society and such other details as the Board requires.

5.6 **Cessation of Registered Membership**

Any Registered Member may ask to be removed from the register by giving written notice to the office of the Society. Registered Members may also be removed from the register in the following way:

- a If, for any reason whatsoever, the Board is of the view that a Registered Member is:
 - i breaching the Rules;
 - ii commits misconduct or causes disrepute to the Society;
 - iii is in an actual or perceived conflict of interest that cannot be managed in way that the Board considers appropriate; or
 - iv is otherwise acting in a manner inconsistent with the purposes of the Society.

Then the Board may give written notice of this to the Registered Member (**Removal Notice**).

- b The Removal Notice must:
 - i provide details regarding the reasons for the issue of the Removal Notice;
 - ii state what the Registered Member must do in order to remedy the situation or give written reasons why the Board should not terminate Membership of the relevant Member; and
 - iii state that if within 14 days of the Registered Member receiving the Removal Notice, the Board is not satisfied, then the Board may remove the member from the register.
- c At least 14 days after the Member received the Removal Notice, the Board may by Special Resolution, remove the Registered Member from the register by giving the Member written notice which will take immediate effect. The Board's decision shall be final.

5.7 **Obligations of Members**

All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society, any Hapū of Ngā Hapū o Ōtaki or Ngāti Raukawa ki te Tonga into disrepute.

6 Structure and Powers of the Society

6.1 **The structure of the Society**

The Society shall be managed by the Board.

The Board may appoint from time to time a General Manager or Executive Director of the Society and delegate such authorities as required by the Board pursuant to clause 5.1 of Schedule 2 ('Board Members may Delegate'). For the avoidance of doubt, an Executive Director is not a Board Member.

6.2 **General power**

The Society shall have the power to do all things in furtherance of the objects set out in Rule 4 ('Ngā Whāinga – Objects') in accordance with these Rules.

6.3 **Specific powers**

Without limiting the general power in Rule 6.2 ('General power') the Society shall also have the specific powers set out in Schedule 1 ('Specific Powers of the Society').

6.4 **Board Members**

The Board shall comprise of:

- a No less than 5 Board Members, and
- b No more than:
 - i 10 Board Members appointed at any given time, or
 - ii 11 Board Members if the Board appoints an Independent Chair in accordance with Rule 8.1 ('Appointments').

6.5 **Appointment of Initial Board Members**

Upon incorporation the initial board members of the Society shall be:

- a Ngāti Pare – Tanira Cooper
- b Ngāti Koroki – Matiu Rikhana
- c Ngāti Maiotaki – Barbara Rudd
- d Ngāti Kapu – Heitia Raareti
- e Ngāti Huia ki Katihiku – Oriwia Mason

The Initial Board Members shall hold office until the first election. Within eight months of incorporation, the Initial Board Members shall arrange the first election and seek nominations for Board members from the five hapū of Ngā Hapū o Ōtāki. The Initial Board Members shall then call a Special General Meeting where the replacement Board Members shall be appointed.

Following the first election, the Board Members shall be those persons appointed as Board Members from time to time in accordance with Rule 6.7 ('Appointment of Board Members').

6.6 **Term of office**

Except for the Initial Board Members appointed upon incorporation, the Board Members shall hold office for a term of three years.

6.7 **Appointment of Board Members**

The appointment of Board Members must take place once every three years in accordance with the provisions outlined in Schedule 4 ('Election of Board Members'), provided that the election of Board Members for each of the five hapū shall not take place any later than seven days before the relevant Annual General Meeting.

The Society must call for the nominations of Board Members by public notification no later than 40 working days prior to an Annual General Meeting or Special General Meeting at which an appointment of Board Members will be held.

The nominations of Board Members by the five hapū shall be received by the Society and the eligibility of the Board Members confirmed at the next Annual General Meeting or Special General Meeting at which the appointment of Board Members will be held in accordance with Rule 7 ('Hui a Tau – General Meetings'), subject to all Board Members meeting the criteria set out in Rule 6.9 ('Appointment criteria').

6.8 Eligibility of retiring Board Members

Board Members retiring from office shall be eligible for re-election.

6.9 Appointment criteria

A Board Member must not:

- a be bankrupt, or have in the previous five years been adjudged bankrupt;
- b be or have been disqualified from being a director of a company registered under the Companies Act 1955 or the Companies Act 1993;
- c be or ever been removed as a trustee of a trust by order of Court on the grounds of breach of trust, lack of competence or failure to carry out the duties of a trustee satisfactorily;
- d be physically or mentally incapacitated to the extent that he or she is unable to perform the duties of a Board Member;
- e be subject to a property order made under section 30 or 31 of the Protection of Personal Property Rights Act 1988; and
- f be or have been disqualified from being an officer pursuant to section 47(3) of the Act and provide written certification of the same.

An Employee of the Society is eligible to be nominated as a candidate for election as a Board Member but is not eligible to be appointed as a Board Member until they cease employment with the Society.

6.10 Effective date of appointment or removal

Any appointment or removal of a Board Member in accordance with Rule 6.7 ('Appointment of Board Members') will take immediate effect from the date of the Annual General Meeting.

6.11 Termination of office of Board Member

A Board Member shall cease to hold office if he or she:

- a is removed by resolution of his or her affiliated Hapū for voting purposes;
- b at any time ceases to fulfil the requirements set out in Rule 6.10 ('Appointment Criteria');
- c retires from office by giving written notice to the Board Members;
- d refuses to act;
- e is absent without leave from three consecutive ordinary meetings of the Board without good reason or without the permission of the Chair of the Board;
- f is removed by the Registered Members at a General Meeting; or
- g dies.

6.12 **Casual Vacancy**

If the position of any Board Member becomes vacant between Annual General Meetings, the relevant body of the affiliated Hapū that appointed the Board Member before vacating the position, may appoint another Member to fill that vacancy for the balance of the vacant Board Member's term until the next Annual General Meeting.

6.13 **Obligation to advise Hapū**

The Board shall:

- a advise the relevant body of the affiliated Hapū immediately on a casual vacancy arising from the cessation of a Board Member holding office;
- b advise the relevant body of the affiliated Hapū that the Board has appointed a replacement Board Member; and
- c Provide reasonable assistance to the relevant body of the affiliated Hapū in order to call for a nomination of a replacement Board Member.

6.14 **Proceedings of Board Members**

Except as otherwise provided in these Rules, the proceedings and other affairs of the Board shall be conducted in accordance with Schedule 2 ('Proceedings of Board Members').

6.15 **Board Members' expenses**

Each Board Member shall be entitled to be reimbursed for any expenses or outgoings reasonably and properly incurred in the business of the Society, subject to obtaining the prior approval of the Board.

6.16 **Board Members' remuneration**

Each Board Member shall be, if approved by the Board by a Special Resolution, entitled to remuneration at a level determined by the Board Members provided the remuneration is reasonable having regard to the activities of the Society and the role of Board Members.

7 Hui ā tau - General Meetings

7.1 **Requirement to hold Annual General Meeting**

The Board shall no later than 5 months after each Balance Date, hold an Annual General Meeting.

7.2 **Business**

At an Annual General Meeting, the Board shall:

- a present the annual report of the Society;
- b present the financial statements certified by the Society as true and correct, and

other business to be conducted at the Annual General Meeting shall include:

- c any other notified business;
- d any resolution, notice of which shall have been given in writing to the General Manager or Executive Director at least 14 days before the date of the meeting; and
- e any general business raised at that meeting and accepted for discussion by the Chairperson pursuant to Rule 7.6 ('Annual General Meeting not limited to notified business').

7.3 **Notice of Annual General Meeting:**

The Board shall give not less than 21 days' notice of the holding of the Annual General Meeting, such notice to be sent by postal or electronic means to all Registered Members.

7.4 **Notice of the Annual General meeting shall contain:**

- a the date, time, and venue of the Annual General Meeting;
- b an agenda of matters to be discussed, and a summary of resolutions to be put at the meeting; and

- c details of where copies of any information to be laid before the meeting, including full resolutions to be put, may be inspected, or obtained.

7.5 Notice of Special General Meetings

In addition to the Annual General Meeting, the Board shall convene a Special General Meeting on the written request of:

- a the Chairperson and Deputy Chairperson and the majority of Board Members;
- b four of the five hapū, by way of written request of the representative Board Members; or
- c 50 percent of all Registered Members.

Notice of such a meeting shall be given in the same manner as for a notice of the Annual General Meeting and those requesting the meeting shall be required to provide a statement to the Board setting out the purposes for which the meeting has been requested and the specific agenda items proposed for such a meeting. The Board shall not be required to give notice calling the meeting until such a statement with agenda items has been received.

7.6 Annual General Meeting not limited to notified business

At the discretion of the Chairperson, any general business raised at the designated time for general business at any Annual General Meeting may be transacted in addition to the business expressly referred to in the notice calling that meeting.

7.7 Special General Meeting limited to notified business

No business shall be transacted at any Special General Meeting other than the business expressly referred to in the notice calling that meeting.

7.8 Invalidation

The accidental omission to give notice to, or a failure to receive notice of a General Meeting by a Member, does not invalidate the proceedings at that meeting.

7.9 Deficiency of notice

A deficiency or irregularity in a notice of any General Meeting will not invalidate anything done at the meeting if:

- a the deficiency or irregularity is not material; and
- b the Members who attend the meeting agree to waive the deficiency or irregularity.

7.10 **Quorum**

The quorum required for any General Meeting shall be no less than 10 percent of the Members represented at the General Meeting.

7.11 **Chairing of meetings**

The Chairperson for the time being will be the chairperson of any General Meeting and will preside over and have control over the meeting, except if:

- a the Chairperson is not present at the time appointed for holding a meeting, then the Deputy Chairperson shall be the chairperson; or
- b neither the Chairperson nor Deputy Chairperson are present at the time appointed for holding a meeting, then the Board Members present shall elect one of their number to substitute as the chairperson for that meeting.

7.12 **Voting**

To the extent that a vote is sought or required at any General Meeting, and unless stated otherwise in these Rules, any decisions arising at any general meeting shall, in the first instance, be attempted to be resolved by consensus. Should consensus not be possible, decisions will be decided by a majority of votes. Every Registered Member shall have one vote. Voting at General Meetings may be by voice or a show of hands and shall be passed by majority of those present and entitled to vote. If at least five (5) Members demand a ballot on a resolution before the vote, voting must be undertaken by secret ballot.

7.13 **Adjourned meetings**

If after one hour of the time appointed for a General Meeting, a quorum is not present, the meeting will stand adjourned to be re-convened at least seven days after the date of the meeting. On that later day, the meeting will be held again. The Board must issue written notice to Members of the day, time and place of the reconvened meeting, such notice to be published at least seven days prior to the meeting. If a quorum is not present within one hour from the time appointed for that adjourned meeting, the Members present will constitute a quorum.

7.14 **Minutes**

The Board shall ensure a proper record is kept in a minute book of all decisions taken and business transacted at every General Meeting. Any minute of the proceedings of a General Meeting which is purported to be signed by the chairperson at that meeting shall be evidence of those proceedings. Where minutes of a General Meeting have been made in accordance with this Rule then, until the

contrary is proven, the meeting shall be deemed to have been properly convened and its proceedings to have been conducted properly.

7.15 **Meetings conducted via technology**

The Board may decide to enable Members to attend any General Meeting (including Annual General Meetings) via technology, including via video conference or otherwise. For the avoidance of doubt, any Members attending via technology, may vote and shall be counted for the purposes of the quorum.

8 Ngā Herenga me ngā Mana o te Tiamana - Duties and Powers of the Chair

8.1 **Appointments**

The Board:

- a may, if it so wishes, appoint an independent Chairperson, or alternatively elect one of their number to act as Chairperson; and
- b elect one of their number as Deputy Chairperson.

8.2 **Termination of office**

The Chairperson, or Deputy Chairperson as the case may be, will cease to hold office if they:

- a resign from that office;
- b cease to be a Board Member; or
- c is removed from that office by the remaining Board Members passing an ordinary resolution of no confidence.

8.3 **Chairperson**

The Chairperson shall have the following duties and powers:

- a **Supervision:** To supervise the business and affairs of the Society including:
 - i to attend and preside over the meetings of the Society, to keep order, to conduct the business and to decide all points of order; and
 - ii to obey all such lawful instructions, and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of the Society or the Board or by the Act or these Rules.
- b **General power:** To do and perform such other lawful duties as may usually pertain to the office of Chairperson.

- c **Powers at a meeting:** When presiding at a meeting, the Chairperson shall have power:
 - i to decide the order of business, to put motions and to declare the result of the voting;
 - ii to order the removal from a meeting of any person obstructing the business of the meeting or behaving in a disorderly manner, or of any person not entitled to be present;
 - iii by a resolution of the meeting or in the absence of a quorum, to adjourn a meeting or to declare a meeting closed;
 - iv if a meeting is unruly, to adjourn or declare the meeting closed; and
 - v generally, to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity including any other power or duty referred to in these Rules.

For the avoidance of doubt, the Chairperson is not entitled to exercise a vote.

8.4 **Deputy Chairperson**

It is the duty of the Deputy Chairperson to assist the Chairperson in carrying out the duties. In the absence of the Chairperson, the Deputy Chairperson exercises all the powers and shall perform all the duties of the Chairperson subject to the powers and responsibilities of a Chairperson as set out in this Constitution.

9 Te Whakahaere Rawa - Control of Property

9.1 **Control of funds**

All funds received by or on behalf of the Society shall be paid into its account in a bank nominated by the Board. Two Board Members and the Chairperson must be signatories to any such bank account in the Society's name.

9.2 **Income and property**

The income and property of the Society shall be applied solely to further the objects of the Society and no portion shall be paid or transferred directly or indirectly by way of dividends, bonuses, or profit to individual Members. This shall not preclude any payment to a member for services rendered or for goods supplied or by way of reimbursement for any travelling and other expenses properly incurred in connection with the Society.

10 Herenga Whakahaere Pūtea - Financial Accountabilities

10.1 Financial statements to be prepared

Every year a financial statement shall be prepared showing all the receipts and expenditure of the Society since the preceding statement, and a general statement of the funds, effects, liabilities, and assets of the Society. The statements shall be:

- a certified by the Board as a true and correct record; and
- b presented to the Annual General Meeting.

The financial statements are to be delivered to the Registrar in accordance with the provisions of the Act.

11 Ngā Herenga - Liability of Board Members

11.1 Liability

A Board Member shall only be liable for losses attributable to his or her dishonesty or to his or her wilful commission or omission of an act which he or she knows or should have known to be a breach of these Rules.

12 He Ārai Utu - Indemnity

12.1 Board Members indemnified

Any Board Member, officer, or employee of the Society shall be indemnified, and have their insurance costs met out of the Society's funds, against all losses and expenses incurred by them in carrying out their duties or in defending any proceedings issued because of his or her actions in relation to the Society:

- a where those proceedings do not arise out of any failure by the Board Member, officer, or employee to observe these Rules; and
- b he or she was acting in good faith in a manner that he or she believed to be in the best interests of the Society with the object of fulfilling the objects of the Society.

For the avoidance of doubt, the indemnity granted by this Rule shall not apply where a Board Member, officer, or employee of the Society has incurred liability as a result of his or her dishonesty, wilful misconduct, or gross negligence.

13 Ngā Whāinga Tukituki - Conflicts of interest

13.1 Disclosure of Interest

Any Board Member who is, or may be in any other capacity whatsoever interested or concerned directly or indirectly, on a pecuniary basis or otherwise, in any property or undertaking in which the Society is or may be in any way concerned or involved, shall:

- a disclose the nature and extent of their interest to the other Board Members, as soon as practicable after becoming aware of such interests;
- b not take part in any deliberations or decisions at a meeting of Board Members concerning any matter in which that Board Member is or may be interested, and shall absent himself or herself for sufficient time to enable the remaining Board Members to discuss the matter;
- c voluntarily abstain from voting on the matter with which he or she is interested, and absent himself or herself from the meeting during the vote, lest his or her presence unduly influence the voting process (or be seen to do so); and
- d be disregarded for the purpose of forming a quorum for any such deliberation or decision.

13.2 Waiving certain conflict requirements

The Chairperson may waive the requirement in Rules 13.1b and 13.1c ('Disclosure of Interest') where:

- a the Board Member's affiliation to a Hapū is the sole reason for that Board Member being in a conflict of interest; or
- b acting reasonably, that the conflict is so remote that Rules 13.1b and 13.1c ('Disclosure of Interest') need not apply in the circumstances.

13.3 Definition of Interest

A Board Member will be interested in a matter if he or she:

- a is a party to, or will derive a material financial benefit from, that matter;
- b has a material financial interest in another party to the matter;
- c is a director, officer, trustee, or board member of another party to, or person who will or may derive a material financial benefit from, the matter, not being a party that is wholly owned by the Society;
- d is the parent, child or spouse (being a partner in a marriage or civil union or couple living together in the nature of marriage, where nature of marriage means a relationship which would satisfy the definition of de facto relationship

within the meaning of section 2D of the Property (Relationships) Act 1976) of another party to, or person who will or may derive a material benefit from, the matter; or

e is otherwise directly or indirectly interested in the matter.

If a Board Member is in doubt as to whether or not a particular interest or course of action represents an interest in respect of this Rule 13 ('Ngā Whāinga Tukituki – Conflicts of Interest'), then the Board Member must, as a matter of best practice, disclose that interest.

13.4 Interest register

All Board Members shall ensure that:

- a a disclosure of interest by a Board Member shall be recorded in the minute book of the Society;
- b immediately following his or her appointment as a Board Member, each member must enter into the minute book and must disclose in writing to the others, any interest which meets the definition of an interest as set out in Rule 13.3 ('Definition of Interest'); and
- c at any time after his or her appointment, enter into the minute book and disclose to the next meeting of Board Members, any interest of which that Board Member becomes aware that meets the definition of an interest, as set out in Rule 13.3 ('Definition of Interest').

13.5 Dealings with interested Board Members

An interested Board Member shall not take part in any deliberation or vote in respect of any matter in which that Board Member is interested, nor shall the Board Member be counted for the purposes of forming a quorum in any meeting to consider such a matter.

13.6 Continuing material conflict of interest

A Board Member who is regarded as having a continuing material conflict of interest that cannot be resolved to the satisfaction of a majority of the Board Members must resign as a Board Member, particularly where the continuing material conflict of interest prejudices the Board Member's ability to contribute fully to the deliberations and decisions of the Board Members.

13.7 **No private pecuniary profit with exceptions**

No private pecuniary profit may be made by any person from the Society, except that:

- a any Board Member may receive full reimbursement for all expenses properly incurred by that Board Member in connection with the affairs of the Society;
- b the Society may pay reasonable remuneration to any Board Member, officer, or employee of the Society in return for services actually rendered to the Society (including the provision of services as Board Member)
- c any Board Member may be paid all usual professional, business, or trade charges for services rendered, time expended, and all acts done by that Board Member or by any entity of which that Board Member is a partner, member, employee, or associate in connection with the affairs of the Society; and
- d any Board Member may retain any reimbursement, remuneration, or charges properly payable to that Board Member by any entity with which the Society may be in any way concerned or involved, and for which that Board Member has acted in any capacity whatsoever, notwithstanding that the Board Member's connection with that entity is in any way attributable to that Board Member's connection with the Society, provided that:
 - i before any such reimbursement may be regarded as properly incurred, or any such remuneration may be regarded as reasonable or properly payable, or any such charges may be regarded as usual, the amount of that reimbursement, remuneration or charge must have been approved as such by a resolution of Board Members; and
 - ii the Board Members must disclose at the next Annual General Meeting:
 - A. the amount received by each Board Member or any such firm or entity;
 - B. the nature of the reimbursement and the nature and extent of the services rendered, or time expended; and
 - C. the method of calculation of the reimbursement, remuneration, or charge.

14 Te Whakatau Raruraru - Dispute Resolution Process

14.1 **Disputes**

In the event that a dispute arises in relation to any aspect of the Society, it shall be referred in the first instance to the Board by notice in writing. The Board shall acknowledge receipt in writing within 14 days of the date of receipt of the notice

and will initiate the Hohou i te Rongo process set out in Schedule 5 (Hohou i te Rongo'). Where there is a dispute, efforts must be made in the first instance to resolve the dispute in accordance with tikanga, kanohi ki te kanohi (face to face).

If a resolution cannot be reached after completion of the Hohou i te Rongo process, the Board may pursue any further legal remedy that might otherwise be available, including but not limited to, convening a Disputes Committee to facilitate and make findings and recommendations to the Board on a dispute referred to it.

15 Ngā Tīnhanga - Amendment of Rules

15.1 Amendment to Rules

Subject to the provisions of the Act, these Rules may be amended, rescinded, or added to by a resolution passed by no less than two thirds of the Registered Members present at a General Meeting of the Society.

15.2 Notice of proposed amendment to be given to Executive Director / General Manager

Notice in writing of a proposed amendment of any Rule, and the text of any such proposed amendment shall be delivered to the Executive Director/General Manager at least 14 days prior to the matter being discussed at a General Meeting.

15.3 Executive Director/General Manager to give the Society notice

Where the Executive Director/General Manager has received notice in writing in accordance with these Rules of a proposed amendment, the Executive Director/General Manager shall include the proposed amendment in the written notice of business not less than seven days prior to the meeting at which the proposed amendment will be considered.

15.4 Limitations

No amendment to these Rules shall be made which is inconsistent with the purposes of the Society.

15.5 Effect

When an amendment to a Rule is approved in accordance with these Rules, it will not take effect until the Executive Director/General Manager has filed the change with the Registrar.

16 Te Whakaoti - Winding Up and Dissolution

16.1 Voluntary winding up

Subject to the Act, the Society may be wound up voluntarily if the Society, at a General Meeting of its members, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called for that purpose and held at least 30 days after the date on which the resolution to be confirmed was passed.

16.2 Disposal of surplus assets

On the liquidation of the Society, or on its dissolution by the Registrar, if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

16.3 No individual shall profit

No individual member or members of the Society shall profit by the liquidation or dissolution of the Society.

17 He Tohutohu - Common Seal

17.1 Society shall provide common seal

The Society shall provide a common seal which shall be in the custody of the Executive Director / General Manager.

17.2 Resolution required before seal affixed

The seal shall not be affixed to any instrument except pursuant to a resolution of the Board and in the presence of two Board Members.

18 Te Ture - Governing law

These Rules are governed by and construed in accordance with the laws of New Zealand.

Schedule 1 Specific Powers of the Board

- 1.1 Without limiting Rule 6.2 ('General Power') of these Rules, and subject to any legal obligations, restrictions, or encumbrances upon the assets of the Society, the Board shall have the following specific powers:
- a **Make grants:** Make grants, scholarships or koha to any person or organisation;
 - b **Purchase property:** Purchase or otherwise acquire (by gift, devise, bequest, or any other means) or otherwise take or lease any property, rights, privileges, at such price and on such terms and conditions as the Society may think fit;
 - c **Pay for property:** Pay for property, rights, privileges and things, and any services rendered to the Society;
 - d **Manage property and assets:** Receive, sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property assets and rights of the Society;
 - e **Mortgages and purchases:** Take or hold mortgages liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others;
 - f **Negotiate and contract:** Enter into any negotiations, agreements, joint ventures, or contracts, preliminary, conditional, or final, which the Society is empowered to enter into and give effect to, modify, vary or rescind them;
 - g **Arrangements:** Enter into any arrangements with any person that may seem conducive to the Society's objects, and to obtain from any such person any rights, privileges, and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - h **Construction and maintenance:** Construct, improve, maintain, develop, manage, or control any buildings, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Society and to contribute to, subsidise or otherwise assist or take part in the construction, improvements, maintenance, development, working, management, carrying out or control thereof;
 - i **Borrowing:** Raise or borrow money in such manner and upon such security (if any) as the Society shall think fit;
 - j **Investment of funds:** Invest and deal with the moneys of the Society not immediately required upon such securities or otherwise in such manner as may

from time to time be determined by the Society and from time to time to vary such investment or realise the amount invested therein;

- k **Guarantees:** Guarantee the payment or performance of any debts, contracts, incurred on behalf of the Society or become surety for any person, firm or company acting on the instructions of the Society;
- l **Indemnities:** Give indemnities to any officer or other person whether a Member of the Society or not who has undertaken or is about to undertake any liability on behalf of or for the benefit of, and to secure such officer or other person against loss;
- m **Licences:** Obtain all licences, powers, and authorities necessary to carry out any of the objects of the Society;
- n **Appointment of custodian:** Appoint any person, to acquire, accept and hold in trust for the Society any property or assets belonging to the Society or in which it may be interested or which it may desire to acquire or control, and for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such custodian;
- o **Agents and attorney:** Appoint agents and attorneys (under Powers of Attorney) for the Society in New Zealand and elsewhere, with such powers (including the power to sub-delegate) as may be thought fit;
- p **Employees of the Society:** Employ members, its officers and/or any other persons on a full or part-time basis and to remunerate them, and generally employ them and to terminate such employment in accordance with established procedures, provided that this Clause shall not terminate any contractual agreements at present in force between the Society and its employees or officers;
- q **Remuneration:** Remunerate any person for services rendered or to be rendered, in or about the organisation formation or promotion of the Society or the conduct of its objects;
- r **Expenses:** Apply the funds of the Society in the manner as set out in the Rules and for the following purposes:
 - i in payment of all expenses and emoluments incidental to the carrying out of the objects of the Society or any of them including any authorised honorarium; and
 - ii the travelling expenses and other allowances for delegates, representatives, members, and officers of the Society otherwise assist or take part in the construction, improvements, maintenance, development, working, management, carrying out or control thereof;

- s **Income and liabilities:** to accumulate the income of the Society and to apply or set aside any part of the assets of the Society towards the payment of any liabilities or obligations incurred by the Society or falling due in the future;
- t **Appointment:** in relation to any other body (whether incorporated or unincorporated) or chose in action or fund, to:
 - i appoint directors, Board Members, decision-makers, controllers, officers, or employees of it;
 - ii consent to any reorganisation or reconstruction of it, or dealing with it, and any increase or reductions of the capital of it; and
 - iii provide out of the assets of the Society for it whether by advances, loans, deposits, grants, contributions or otherwise (with or without security) or by taking further securities in it;
- u **Bank account:** to open and maintain a bank account or bank accounts and to decide who will be the signatories to that account or accounts;
- v **Advice:** to act upon any opinion or advice or information obtained by the Society; and
- w **Legal proceedings:** to commence and carry on or defend, and to abandon or compromise, any legal proceedings whatsoever by or against the Society or its officers and otherwise concerning the affairs of the Society.

Schedule 2 Proceedings of the Board

1 Responsibilities of the Board

1.1 Strategic governance

The Board must exercise strategic governance over:

- a its assets and any other of its entities; and
- b the process to examine and approve long term plans and annual plans that set out:
 - i the key strategies for the use and development of the assets of the Society; and
 - ii the expected financial return of those assets.

1.2 Obligations in exercising strategic governance

In exercising its strategic governance, the Board shall:

- a prepare and maintain a Strategic Plan that sets out the strategic priorities for the Society, and other Entities, which includes aspirational targets and measurable goals towards those targets; and
- b ensure that the Society is in regular consultation with all whanau of the five hapū of Ōtaki being Ngāti Pare, Ngāti Koroki Ngāti Kapu Ngāti Maiotaki Ngāti Huia.

1.3 Appointment of an Executive Director

The Board shall appoint a person to the position of Executive Director / General Manager of the Society. The Executive Director shall have authority for the operation and management of the Society and its assets. Members of the Board may not be appointed as Executive Director.

1.4 Role of the Executive Director

The Executive Director may from time to time:

- a appoint, remunerate, and dismiss officers, contractors, or employees of the Society in accordance with any Policy and Procedures of the Society;
- b appoint an incorporated or unincorporated entity, or suitably qualified individuals to provide services to the Society; and
- c ensure the Board has all necessary secretarial and administrative support to undertake its functions.

2 Regulate Meetings

- 2.1 The Board Members shall meet together in person or, at the discretion of the Board Members on a quarterly basis at a minimum but otherwise on a case by case basis, by electronic means including by teleconference, videoconference or phone, for the

dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit except that the preference is that such meetings take place kanohi ki te kanohi.

3 Notice of meeting

3.1 Notice to Board members

Notice of every meeting shall be either:

- a given verbally;
- b hand-delivered in writing; or
- c sent by postal or electronic means;

to each Board Member at least seven days before the date of the meeting unless all Board Members agree otherwise. However, it shall not be necessary to give notice of a meeting of Board Members to any Board members for the time being absent from New Zealand unless that Board Member has provided details for where he or she may be contacted while overseas. No notice shall be required for adjourned meetings except to those Board Members who were not present when the meeting was adjourned.

3.2 Content of notice

Every notice of a meeting shall provide the place, date and time of the meeting, and the subject-matter of the meeting.

3.3 Waiver of notice

The requirement for notice of a meeting may be waived if all the Board Members who are at the time entitled to receive notice of a meeting give their consent (oral or in writing) to such a waiver prior to or at the meeting.

4 Quorum

4.1 General quorum requirements

A quorum shall be constituted at meetings of the Board Members if:

- a at least half of the current Board Members are present; and
- b four of the five hapū are represented unless it is the case that only one representative Board Members from each Hapū are currently appointed, then this Clause 4.1.b ('General quorum requirements') does not apply.

4.2 **Decisions by majority vote**

Unless stated otherwise in these Rules, any question arising at any meeting of the Board Members shall, in the first instance, be attempted to be resolved by consensus. Should consensus not be possible, questions will be decided by a majority of votes of hapū at the meeting.

4.3 **Vacancies**

The Board Members may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below five (5) Board Members, the continuing Board Member(s) may act only for the purpose of advising of the vacancy or vacancies and taking the steps necessary to procure the appointment of new Board Members to fill the vacancy or vacancies, and for no other purpose.

4.4 **Defects in appointment**

All acts done by any meeting of the Board Members or of any Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Board Member or person co-opted to any Board, or that they were disqualified, be valid as if every such person had been duly appointed and was qualified to act.

5 **Delegation by Board Members**

5.1 **Board Members may delegate**

The Board Members may from time to time as they think expedient for carrying out any of the objects of the Society delegate any one or more of their powers under these Rules to a sub-Board, Board Member, Executive Director / General Manager or any other person provided that the board may not delegate strategic governance. Any sub-Board established to exercise powers under these Rules may include at least one Board Member and must report regularly to the Board Members on the operations and decisions of the sub-Board.

5.2 **Board members to remain responsible**

Notwithstanding the delegation by the Board Members of any of their powers under Clause 5.1 ('Board members may delegate') of this Schedule, the Board Members shall remain responsible for the exercise of that power by the delegate as if the Board Members had exercised the power themselves, unless the Board Members:

- a believed on reasonable grounds when making the delegation that the delegate would exercise the power in accordance with the provisions of these Rules and

the duties owed by the Board Members in the exercise of their office under these Rules; and

- b have monitored, by means of reasonable methods that they have followed, the exercise of the power by the delegate.

5.3 **Regulation of procedure by subcommittee**

Subject to the provisions of these Rules, any subcommittee established by the Board may:

- a with the prior approval of the Board Members, co-opt any person to be a member of that subcommittee; and
- b otherwise regulate its meetings as it sees fit.

6 **Written resolutions in lieu of meeting**

6.1 **Written resolutions**

A written resolution signed by all the Board Members or by all the members of a subcommittee shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Board Members or of that subcommittee (as the case may be). Such a resolution may comprise several duplicated documents, each signed by one or more of the Board Members or members of the subcommittee (as the case may be).

7 **Minutes**

7.1 **Minutes to be kept**

The Board Members shall keep a proper record in a minute book of all decisions taken and business transacted at every meeting of the Board.

7.2 **Minutes to be evidence of proceedings**

Any minute of the proceedings at a meeting which is purported to be signed by the Chairperson of that meeting shall be evidence of those proceedings.

7.3 **Minutes to be evidence of proper conduct**

Where minutes of the proceedings at a meeting of the Board Members have been made in accordance with the provisions of this Clause then, until the contrary is proved, the meeting shall be deemed to have been properly convened and its proceedings to have been properly conducted.

8 **Form of contracts**

8.1 **Contracts**

A contract shall, if made by the Society, be in writing signed under the name of the Society by a person acting with the express or implied authority of the Board.

8.2 Contracts pursuant to resolution

Notwithstanding anything to the contrary in Clause 8 ('Form of contracts') of this Schedule, no contract made by or on behalf of the Society shall be invalid by reason only that it is not made in the manner provided by this Clause if it was made pursuant to a resolution of the Board members.

Schedule 3 Membership

1.1 Membership eligibility

A person who is eligible to be registered as a member of the Society shall be those persons who are:

- a a descendant of a tūpuna that is affiliated to one of the five hapū of Ōtaki, being:
 - i Ngāti Kapu;
 - ii Ngāti Pare;
 - iii Ngāti Maiotaki;
 - iv Ngāti Koroki; and
 - v Ngāti Huia ki Katihiku; or
- b are nonetheless eligible to be appointed as a Member as:
 - i a whāngai of any such person referred to in clause 1.1.a, or their descendant;
 - ii A current spouse of any person referred to in clauses 1.1.a or 1.1.b.i; or
 - iii A parent or legal guardian of any person referred to in clauses 1.1.a or 1.1.b.i.
- c To avoid doubt, it shall not be necessary in order to be considered an uri of Ngā Hapū o Ōtaki to be registered in accordance with Rule 5.2 ('Registration of members').

1.2 Board bound by Hapū decision on eligibility

In making a determination on eligibility in accordance with clause 1.1a and 1.1b of this Schedule, the Board:

- a must notify the relevant Hapū of any applications for membership received, where the applicant has indicated an affiliation with that Hapū; and
- b shall be bound by the decision of the relevant Hapū on:
 - i whether the applicant is a descendant of a tūpuna affiliated with the relevant Hapū;
 - ii whether a whāngai or descendant of a whāngai of the relevant Hapū is eligible for membership and whether the applicant is a whāngai or descendant of a whāngai, according to the tikanga of the relevant Hapū;
 - iii whether a current spouse of any person who is a descendant, or whāngai of a tūpuna affiliated with the relevant Hapū is eligible for membership and whether the applicant is a current spouse of such a person, according to the tikanga of the relevant Hapū; and

- iv whether a parent or legal guardian of any person who is a descendant, or whāngai of a tūpuna affiliated with the relevant Hapū is eligible for membership and whether the applicant is a parent or legal guardian of such a person, according to the tikanga of the relevant Hapū.

1.3 **Eligibility disputes**

Disputes as to the eligibility of a potential Member must be notified to the Board and the relevant Hapū.

The Board must then facilitate a process with the relevant Hapū in a manner that applies the principles contained at Rule 4.5 ('Ngā Kaupapa Tuku Iho – Guiding Principles') to resolve the dispute. The final determination as to the eligibility of the Member shall be made by the Board, provided that the Board shall be bound by any decision of the relevant Hapū on the dispute.

Schedule 4 Election of Board Members

1 Election process

1.1 General principles

The Registered Members of each hapū of Ngā Hapū o Ōtaki, from the date of the first election of Initial Board Members, must ensure that upon receiving notice from the Society to call for hapū nominations of Board Members, an Election of Board Members for each Hapū takes place, provided that an Election shall not take place any later than seven days before the relevant Annual General Meeting.

1.2 Calling for nominations

The relevant representative body for each Hapū, shall give notice calling for nominations for Board member positions for each Hapū at least 30 Working Days prior to the date of the vote for the election of Board Members of the Hapū. Such notice shall specify:

- a the method of making nominations;
- b the latest date by which nominations must be made and lodged with the Hapū or such other person as the notice directs;
- c the eligibility requirements for nominations set out in Rule 6.10 ('Appointment criteria'), and
- d the date, time, and place where the Election will be held.

1.3 Nominations to be in writing

The nomination of a candidate for election as a Board member shall be in writing on the form approved by the Board from time to time and signed by not less than five Members from the Hapū for which the candidate is nominated.

1.4 Candidate may only be nominated for their selected Hapū

A candidate may only be nominated for election as a Board Member for the Hapū selected by the candidate for voting purposes as recorded on the Members Register.

A candidate shall not be eligible to be a nominee where a candidate has within three years been a nominee for a Hapū other than the Hapū indicated on the nomination form.

1.5 **Mode of voting at elections**

Voting at all Elections shall be determined by the relevant representative body for each Hapū and may be by way of show of hands by attendance at an election meeting of the Hapū or by casting a ballot.

1.6 **Hapū**

Each Member may vote for up to two candidates nominated as a Board Member from their selected Hapū for voting purposes.

There will be two Board Members elected from each Hapū.

1.7 **Candidates with most votes elected**

The successful candidates for each Hapū shall be the candidates who receives the most validly cast votes from the Members belonging to that Hapū.

1.8 **Appointment to the Board**

The Registered Members of the Hapū must notify the Society of the candidates to be appointed at the next relevant Annual General Meeting or Special General Meeting as the case may be, at least seven working days prior to that meeting. At the relevant Annual General Meeting or Special General Meeting, the current Board Members shall confirm the eligibility of the candidates and formally appoint the replacement Board Members.

Schedule 5 Hohou i te Rongo

1 Tikanga Māori and guiding principles

- 1.1 Hohou i te Rongo is a tikanga Māori based approach to dispute resolution, requires but is not limited to, acknowledging mamae (hurt / grievance), taking responsibility for actions, understanding particular viewpoints, and finding a way forward.
- 1.2 In the event of any dispute under Rule 14 ('Te Whakatau Raruraru – Dispute Resolution Process'), the resolution of that dispute, whether by negotiation, mediation or arbitration will be conducted in accordance with the process that is set out below.
- 1.3 This process is intended to facilitate resolution of any dispute in accordance with tikanga Māori and its principles, including but not limited to:
 - a acting in a manner that puts first the whanaungatanga and kotahitanga; obligations and responsibilities that the parties have to one another;
 - b showing manaaki to all parties to the dispute throughout the process;
 - c protecting the mana of all parties involved in the dispute;
 - d acknowledging the utu that is required to reach a state of each; and
 - e following a process that is tika and pono.

2 Negotiation

- 2.1 The person or entity that has the dispute will promptly give full written particulars of the dispute to the other party (the '**Dispute Notice**').
- 2.2 The parties will promptly meet kanohi ki te kanohi (face-to-face), in a manner that is to be facilitated by the Board or a representative appointed by the Board, and in good faith try to resolve the dispute.
- 2.3 If the dispute is not resolved within 14 days of the Dispute Notice being given (or any longer period agreed to by the parties) the dispute will be referred to mediation by either Party giving written notice of referral to mediation to the other party (the '**Mediation Notice**').

3 Mediation

- 3.1 The mediation will be conducted by a mediator appointed by agreement of the parties.
- 3.2 If within 14 days of the Mediation Notice being issued the Parties fail to agree on the mediator. The mediator will be appointed by the President of the Arbitrators and Mediators Institute of New Zealand, and must be an experienced practitioner of tikanga Māori, who is independent from the parties.

- 3.3 The mediation will commence within five days of the mediator being appointed (or on such later date as agreed between the parties and the mediator).
- 3.4 The mediator will determine the process for mediation but must apply the principles of tikanga specified at Clause 1.3 of this Schedule.