

## **RULES**

26 May 2009

# Table of Contents

1. Name.....	1
2. Registered Office.....	1
3. Kaupapa [objects] .....	2
3.1    Kaupapa .....	2
3.2    Objects .....	2
a. Whakamarama.....	2
b. Whakawhānaungatanga .....	2
c. Mahi Tahi.....	3
d. Whakamana .....	4
e. Whakahaere Kaupapa .....	4
4.    Komiti Whakahaere - <i>Governing Committee</i> .....	5
4.1    Komiti Composition.....	5
4.2    Komiti Membership .....	5
4.3    Number of Komiti Members .....	5
4.4    Appointment of Komiti Members.....	5
4.5    Cessation of Komiti Membership.....	6
a.    Cessation .....	6
b.    Return of property .....	6
4.6    Nomination of Komiti Members .....	6
a.    Office Holding Rights.....	6
b.    Nomination Process .....	6
c.    Vacancy between meetings. ....	6
d.    Vacant by absenteeism .....	6
4.7    Role of the Komiti .....	7
a.    Komiti Role .....	7
b.    Komiti Powers .....	7
c.    Decisions Binding .....	7
4.8    Officers and Staff .....	7
a.    General.....	7
ELECTED OFFICERS .....	7
b.    Kaumatua .....	7
c.    Kaihautu / Chairperson .....	8

d.	Kaitiriwa / Deputy Chairperson.....	8
	APPOINTED OFFICERS .....	8
e.	Kaituhi / Secretary .....	8
f.	Kaitiaki Pūtea / Treasurer .....	8
	KAITAUTOKO / HONORARY OFFICERS .....	9
	OTHER OFFICERS .....	9
4.9	Contracts with Officers .....	9
4.10	Remuneration and Expenses .....	9
a.	Reimbursement of expenses .....	9
b.	Payment for services rendered.....	9
c.	Disclosure of Member or Officer Remuneration .....	10
4.11	Declaration & Assessment of Interests.....	10
a.	Definition of Interested Members, Komiti members and Directors.....	10
b.	Declaration of Interest .....	10
c.	Assessment of Interest by Komiti .....	10
d.	Recording of Interest .....	11
4.12	Komiti member liability.....	11
4.13	Indemnity & Insurance.....	11
a.	For Komiti Members, Officers and Employees .....	11
b.	Record of Decisions.....	11
4.14	Rōpu (sub-committees) of Te Komiti Whakahaere.....	11
a.	Establishment.....	11
b.	Terms .....	12
c.	Chairperson.....	12
d.	Meetings .....	12
4.15	Tari-a-iwi National Secretariat.....	12
5.	Membership.....	13
5.1	General.....	13
5.2	National Register.....	13
a.	Register .....	13
b.	Access to Register .....	13
c.	Changes to Register .....	13
5.3	Groupings.....	13
a.	By Sector .....	13

b.	By Region .....	13
5.4	Classes of Membership .....	14
a.	Kaumatua: .....	14
b.	Pae Matua : .....	14
e.	Pae Tahī: .....	14
f.	Kaupapa Whānau: .....	14
5.5	Admission of Members .....	15
a.	Joining the Society: .....	15
b.	Applicant interview: .....	15
c.	Discretion of Komiti: .....	15
5.6	Cessation of membership .....	15
a.	Resignation: .....	15
b.	Striking Off .....	15
c.	Termination: .....	15
d.	Effect of Resignation, Striking-off or Termination: .....	16
e.	Reinstatement.....	17
5.7	Obligations of members.....	17
a.	Promote the Kaupapa of the Society .....	17
b.	Payment of Fees.....	17
5.8	Certification / Appellation.....	17
5.9	Membership Fees, Subscriptions and Levies .....	17
a.	Setting of Fees and Subscriptions .....	17
b.	Annual Basis .....	17
c.	Pro Rata Basis.....	18
d.	Levies.....	18
e.	Non-payment .....	18
6.	Society to Establish Company .....	19
6.1	Establishment of Company .....	19
6.2	Ownership and Control of the Company .....	19
6.3	The Company .....	19
6.4	Society to Monitor .....	19
6.5	Assets Held for Society.....	19
6.6	Directors Responsible .....	19
6.7	Directors Remuneration.....	19

6.8	Appointment of Directors .....	19
6.9	Application of Income .....	20
	a. Company to remit funds to Society .....	20
	b. Society may apply income .....	20
6.8	Company Charter .....	20
7.	Meetings .....	21
7.1	Society Meetings.....	21
7.2	Hui-a-kaupapa <i>Special General Meeting</i> .....	21
7.3	Hui-a-tau <i>Annual General Meeting</i> .....	21
7.4	Rules of Society Meetings .....	21
	a. Notice.....	21
	b. Right to attend and vote .....	21
	c. Quorum .....	21
	d. Chairing of Meetings .....	22
	e. Motions at Society Meetings .....	22
	f. Voting on Motions .....	22
	g. Voting on Elections .....	22
7.5	Komiti Meetings.....	22
	a. Quorum.....	22
	b. Frequency & Location .....	22
	c. Notice of Meeting .....	22
	d. Chairing Meetings .....	23
	e. Voting by Consensus Decision Making .....	23
	f. Meeting Regulations .....	23
	g. Kaihautu and Kaitiriwa .....	23
	h. Minutes .....	23
	k. Resolutions.....	23
8.	Management of the Society.....	24
8.1	Financial Year .....	24
8.2	Plans.....	24
	a. Komiti to prepare Annual Plan.....	24
	b. Komiti to prepare 5 year strategic plan .....	24
	c. Society's Approval Required .....	24
8.3	Altering the Rules.....	24

a.	Society may alter rules.....	24
b.	Motion to alter rules.....	24
c.	Notice to Registrar .....	24
8.4	Use of Money and Other Assets .....	25
8.5	Monies for Activities of the Society .....	25
8.6	Monies as Society Property .....	25
8.7	Control of Monies and Expenditure.....	25
a.	Cheques.....	25
b.	Kaitiaki Pūtea Responsibility .....	25
c.	Control and disposal of monies .....	26
8.8	Appointing an Auditor.....	26
8.9	Property .....	26
a.	Acquisition .....	26
b.	Disposal.....	26
8.10	Common Seal .....	26
8.11	Contracts.....	26
8.12	Dispute or Complaint .....	26
a.	Dispute .....	26
b.	Complaint.....	27
c.	Fair Hearing.....	27
d.	Appeal .....	27
8.13	Winding Up .....	27
a.	Wind up, dissolve or liquidate .....	27
b.	Upon Wind-up.....	28
9.	Definitions and interpretation .....	29
9.1	Defined Terms.....	29
9.2	Interpretation.....	30
a.	Accounting Terms .....	30
b.	Use of Capital Letters and Headings .....	30
c.	General.....	30

## **1. Name**

- 1.1 The name of the Society is Ngā Aho Incorporated (“the Society”)
- 1.2 The Society is constituted by resolution dated 26 May 2009.

## **2. Registered Office**

- 2.1 The Registered office of the Society shall be at a place determined by Council and registered with the Registrar of Incorporated Societies.

## 3. Kaupapa [objects]

### 3.1 Kaupapa

#### Designing Māori Futures

The Society will promote and facilitate the development, articulation and application of Māori design skills to enable Māori to envisage, design and achieve desired futures.

### 3.2 Objects

The principle objects of the society are:

#### a. Whakamarama

**Object:** To raise awareness and increase knowledge, amongst members and their communities of interest, in respect to Māori issues, aspirations, methods, practices and knowledge in the Society's fields of interest.

*This may be achieved by:*

- *Sharing information through facilitating communications between members, and between members and their communities of interest.*
- *Contributing to the development and delivery of relevant education from a kaupapa Māori base.*
- *Providing or facilitating access to mentoring and/or professional development support and opportunities for members, particularly young members.*
- *Initiating, facilitating and / or carrying out research and practice which advances kaupapa Māori knowledge in relevant domains.*
- *Developing, contributing to, and maintaining a database of, relevant publications and resources.*
- *Developing and/or facilitating conferences / symposium / wānanga on topics relevant to members and their communities of interest.*

#### b. Whakawhānaungatanga

**Object:** To foster the development of productive relationships and networks between members and between members and their communities of interest.



*This may be achieved by:*

- *Putting on social and informal events for members and the public to foster interaction and networking.*
- *Notifying members of relevant national / regional events and activities and encouraging their participation.*
- *Providing the means for members and their communities of interest to contact and communicate with one another.*
- *Developing global relationships with indigenous communities with similar objects.*
- *Seeking, developing and maintaining relationships with relevant allied individuals, professional bodies and communities of interest to advance the objects of the society and shared interests.*

### **c. Mahi Tahī**

**Object:** To foster and facilitate collaboration between members and between members and their communities of interest.

*This may be achieved by:*

- *Providing the means for members and their communities of interest to connect with one another and seek each others involvement in projects, activities or other collaborative opportunities.*
- *Actively identifying and notifying members of collaborative opportunities such as contracts, tenders, enterprise development opportunities etc.*
- *Facilitating procurement processes to enable members and their communities of interest to secure collaborative opportunities, such as Registration of Interest, Request for Proposal / Tenders etc.*
- *To set up or take shares in any company, or to promote any company, joint venture or co-operative enterprise, which is calculated to benefit members either directly or indirectly.*

#### d. Whakamana

**Object:** To increase the Profile and Standing of members and their communities of interest – particularly iwi and hapū.

*This may be achieved by:*

- *Promoting the development and articulation of iwi / hapū identity in our cultural landscape and national design vernacular.*
- *Assisting members and their communities of interest to identify and achieve their development aspirations.*
- *Developing, maintaining and promoting a register of members and facilitating professional engagement.*
- *Developing, maintaining and promoting competency brands and / or other quality assurance measures or standards that recognise members achievements in the articulation of culture.*
- *Developing and regulating culturally appropriate professional ethics, standards and/or practice guidelines.*
- *Becoming and maintaining a position as the Māori organisation of first choice for all matters relating to the Society's Interests.*
- *Promoting the interests of the Society and its communities of interest to Central and Local Government and other bodies and to make representations or submissions on relevant matters of law, legislation, strategy, plans or policies.*

#### e. Whakahaere Kaupapa

**Object:** To do anything necessary or helpful to the above purposes.

## **4. Komiti Whakahaere - Governing Committee**

### **4.1 Komiti Composition**

The Society shall have a managing Komiti Whakahaere (“the Komiti”), comprising:

Elected Officers:

- a. Kaumatua;
- b. Kaihautu / Chairperson;
- c. Kaitiriwa / Deputy Chairperson (optional)

Appointed Officers:

- d. Kaituhi / The Secretary;
- e. Kaitiaki Pūtea / The Treasurer;
- f. Kaitautoko / Honorary Officers;
- g. Other – as determined by the membership.

### **4.2 Komiti Membership**

Only members of the society may be Elected Officers of the Komiti.

Komiti membership may be restricted to any such categories of membership as the society shall decide and define by regulation.

### **4.3 Number of Komiti Members**

There shall be a minimum of three, and not more than nine, Komiti Members.

### **4.4 Appointment of Komiti Members**

At a Hui a Tau (annual meeting) the members may decide by hui consensus:

- a. How large the Komiti will be;
- b. Who shall hold the position of Kaumatua, Kaihautu and Kaitiriwa if any;
- c. Any other Komiti appointments;
- d. Whether any Komiti Member may hold more than one position;
- e. How long each person will be a Komiti Member (the ‘Term’).

The process and any requirements of Appointment of Komiti Members based on the above terms may be decided by the Society and defined in regulations.

## 4.5 Cessation of Komiti Membership

### a. Cessation

Persons cease to be Komiti members when:

1. They resign by giving written notice
2. They are removed by consensus at a Society Hui-a-tau or Hui-a-kaupapa.
3. Their 'Term' expires.

### b. Return of property

If a person ceases to be a Komiti member, that person must within one month give to the Komiti all Society Documents and Property.

## 4.6 Nomination of Komiti Members

### a. Office Holding Rights

Any nominee for Komiti must have 'Office Holding' rights, as determined by class of membership, to qualify for appointment and upon election becomes an "Officer" of the Society.

### b. Nomination Process

Nominations for "Elected Officers" of the Komiti shall be called for at least 14 days before a Hui a Tau, as well as at a Hui a Tau. Each candidate shall be proposed and seconded by members and such nominations can be submitted to the Secretary in writing or by email if prior to hui a tau, or provided verbally at hui a tau.

### c. Vacancy between meetings.

If the position of any Komiti member becomes vacant between Society meetings, the Komiti shall appoint another Komiti member to fill that vacancy until the next Society Meeting.

### d. Vacant by absenteeism

If any Komiti member is absent from three consecutive meetings without leave of absence the Komiti may declare that person's position to be vacant by a majority vote.

## 4.7 Role of the Komiti

### a. Komiti Role

Subject to the rules of the Society (the “Rules”), the role of the Komiti is to:

- Administer, manage and control the Society;
- Carry out the Kaupapa of the Society, and use money or other assets to do that;
- Manage the Society’s bank accounts;
- Ensure that all members follow the Rules;
- Decide how a person becomes a member, and how a person stops being a member;
- Decide the time and date for meetings and set the agenda for Meetings;
- Decide the procedures for dealing with complaints;
- Set membership fees, including subscriptions and levies;
- Make regulations in respect to the above and that outline how the rules of the Society will be carried out.

### b. Komiti Powers

The Komiti has all the powers of the Society, unless the Komiti’s power is limited by these rules, or by a majority decision or regulations of the Society.

### c. Decisions Binding

Decisions of the Komiti bind the Society, unless the Komiti’s power is limited by these rules, or by a majority decision or regulations of the Society.

## 4.8 Officers and Staff

### a. General

The control and conduct of the Society’s formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers as set out in these Rules.

### ELECTED OFFICERS

The “Elected Officers” of the Institute shall be:

### b. Kaumatua

The Kaumatua role is to:

- Provide cultural leadership to the Komiti and Society Members;
- Uphold and demonstrate the mana of the Komiti, Society and it’s Communities of interest, particularly iwi, hapū and whānau;
- Support the Kaihautu and other Komiti members in their external relations with Society partners and Communities of interest;
- Act as a key spokesperson for the Society along with the Kaihautu;
- Act as a role model and mentor for Society members;

**c. Kaihautu / Chairperson**

The Kaihautu's role is to:

- Ensure that the rules are followed;
- Convene Meetings;
- Chair Meetings;
- Oversee the operation of the Society;
- Give a report on the operation of the Society at each Annual General Meeting;
- Act as a key spokesperson for the Society along with the Kaumatua.
- Advise the Registrar of Incorporated Societies of any alteration to the rules.

**d. Kaitiriwa / Deputy Chairperson**

The Society may elect a Kaitiriwa / Deputy Chairperson, whose role is to:

- Deputise for the Kaihautu in the event the Kaihautu is absent from any Komiti meetings, or is temporarily incapacitated.
- Support the Kaihautu in carrying out their function.
- Upon the resigning, striking-off, or termination of membership, of the Kaihautu, assume the position of Kaihautu until a new Kaihautu is elected at a Society Meeting.

**APPOINTED OFFICERS**

Appointed Officers of the Society shall be:

**e. Kaituhi / Secretary**

Komiti shall appoint a Kaituhi of the Society. The Kaituhi may be a member of the Society but does not have to be a member of the Komiti.

The Kaituhi / Secretary role is to:

- Record the minutes of meetings;
- Keep the register of members;
- Hold the Society's records, documents and books;
- Receive and reply to correspondence as required by the Komiti;
- Retain the Common Seal of the Society

**f. Kaitiaki Pūtea / Treasurer**

Komiti shall appoint a Kaitiaki Pūtea of the Society. The Kaitiaki Pūtea is not required to be a member of the Society or Komiti member.

The Kaitiaki Pūtea / Treasurer role is to:

- Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;

- Keep a true and accurate record of the Society’s account book, so that the Society’s financial position can be clearly understood at any point in time;
- Give a financial report and statement of accounts (including and Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if a 75% majority of the Komiti or Society decides this in a meeting;
- Forward the Annual Financial Statements for the Society to the Registrar of Incorporated Societies upon approval by the members at an Annual General Meeting.

## **KAITAUTOKO / HONORARY OFFICERS**

The Komiti Whakahaere may appoint Kaitautoko / Honorary Officers of the Society.

Kaitautoko are not required to be members of the Society and will be determined by Komiti, these may include:

- Honorary Auditor: To audit the Institute’s Annual Accounts as required by law.
- Honorary Solicitor: To advise on legal matters.

## **OTHER OFFICERS**

The Komiti may appoint other Officers of the Society for specific purposes as determined by member vote at Hui a Tau.

### **4.9 Contracts with Officers**

Provided it is in the category of permitted interests in accordance with section 5 of the Incorporate Societies Act 1908, no office bearer or member of the Komiti shall be disqualified from office by contracting with the Society, providing any interests are declared prior to contracting.

### **4.10 Remuneration and Expenses**

No private pecuniary profit may be made by any Member or Officer of the Society, except that:

#### **a. Reimbursement of expenses**

Any Member or Officer of the Society may receive full reimbursement on a cost-recovery basis for all expenses properly incurred by that Member or Officer in connection with the affairs of the Society, subject in every case to Komiti’s prior approval to incur such expenses.

#### **b. Payment for services rendered**

The Society may pay reasonable remuneration to a Member, Office Holder or Servant of the Society in return for services actually rendered to the Society at similar rates to those charged at arms

length and in accordance with prevailing commercial terms on which the Society would deal with third persons not associated with the Society.

**c. Disclosure of Member or Officer Remuneration**

The Society shall show the amount of any remuneration paid to, or fees charged by, any Member or Officer of the Society, in its financial reports.

## **4.11 Declaration & Assessment of Interests**

**a. Definition of Interested Members, Komiti members and Directors**

Members, Komiti members or Directors (where applicable to any Company established under these Rules) will be deemed Interested in a transaction or decision of the Society where they:

- are party to, or will derive a material benefit from any transaction or decision, or;
- has a material financial interest in another party to the transaction or decision, or;
- is a Director, officer, or trustee of another party, or person, who will or may derive material benefit from the transaction or decision, not being a party that is wholly owned or controlled by the Society; or
- is the parent, child, partner, or spouse of another party to, or person who will or may derive benefit material from the transaction or decision; or
- is otherwise directly or indirectly materially interested in the transaction.

**b. Declaration of Interest**

Members, Komiti members or Directors (where applicable to any Company established under these Rules) must forthwith after becoming aware of the fact he, she, it, or another member, is interested in any actual or proposed transaction or decision of the Society, or any Company of the Society, Declare at the first available meeting of the Society, Komiti or Company the nature of such interest, including the estimated quantity of such interest should it be financial.

**c. Assessment of Interest by Komiti**

Upon notice of Interest at a Komiti, Society or Company meeting the Komiti shall confer and determine by majority vote whether:

- The Declared Interest is actual and presents a significant Conflict of Interest, in which case the Member, Komiti member or Director is to be stood down from involvement in any relevant decision or transaction, or such other course of action as determined by the Komiti; or
- The declared Interest does not present a Conflict of Interest in the view of the Komiti and involvement of the Member, Komiti member or Director in any relevant decision or transaction is acceptable or acceptable upon such conditions as the Komiti may determine.



#### **d. Recording of Interest**

The Declaration and Assessment of Interest shall be recorded in the minute book of the Komiti, Society or Company.

### **4.12 Komiti member liability**

A Komiti 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 they know to be a breach of the Rules or Law. No Komiti member shall be bound to take, or be liable for failing to take, any proceedings against another Komiti member for any such breach or alleged breach.

### **4.13 Indemnity & Insurance**

#### **a. For Komiti Members, Officers and Employees**

The Society may, but is not obliged to, indemnify a Komiti member, Officer or Employee of the Society in respect of:

- liability to any person other than the Society for any act or omission in his or her capacity as a Komiti member, Officer or Employee
- costs incurred by that Komiti member, Officer or Employee in defending or settling any claim or proceeding relating to such liability, not being criminal liability or liability for any breach of any duty owed to the Society and the Society may ensure Komiti member, Officers or Employees against such liability and pay the premiums thereon or may contribute towards the cost of insurance against those risks effected by the Komiti member, Officer or Employee.

#### **b. Record of Decisions**

All decisions made under this clause to give or approve indemnities or effect insurance or contribute towards insurance costs shall be recorded in the minutes of such meeting where the decision is made.

### **4.14 Rōpu (sub-committees) of Te Komiti Whakahaere**

#### **a. Establishment**

The Komiti or Society at any meeting may at its discretion, by 75% majority vote, determine to establish a Rōpu for any purpose aligned with the Kaupapa, Objects and function of the Society.

Such Rōpu may include:

- Special Projects / Events
- Finance and Audit
- Communications and Promotions

- Policy & Research
- Regional
- Sectorial / Vocational
- Education
- Other as deemed by the Komiti.

#### **b. Terms**

Upon establishment of any Rōpu it's Terms shall be written and confirmed by ordinary resolution of the Komiti. Such Terms shall set out:

- The Purpose of the Rōpu
- The Tenure of the Rōpu (Permanent or Temporary) including any expiry date or clauses.
- The membership of the Rōpu, including identification of a Chairperson.
- Any authority of the Rōpu, including financial
- Any reporting requirements.

#### **c. Chairperson**

The Chairperson of any Rōpu shall be nominated by the Rōpu and confirmed by ordinary resolution of the Komiti.

#### **d. Meetings**

Meetings of any Rōpu of Te Komiti shall be conducted in accord with the Rules of the Society.

### **4.15 Tari-a-iwi National Secretariat**

The Komiti may establish and maintain a Tari-a-iwi to carry out the operational functions of the Society and manage it's compliance, legal and administrative affairs in accordance with directions as set out by Komiti.

## 5. Membership

### 5.1 General

The Society seeks to maintain and encourage open membership based on demonstrable alignment with the Kaupapa and Objects of the Society.

### 5.2 National Register

#### a. Register

The Kaituhi, or such other Komiti members or officers as the Komiti may direct, shall keep a national register of all members listing their names, provided contact details, classes of membership, sector categories, rohe, iwi and the date at which they became a member.

#### b. Access to Register

Access to information as recorded in the national register shall be available by application subject to the provisions of the Privacy Act 1993 and, as regulations may prescribe, to all persons involved in the Society and it's Communities of Interest.

#### c. Changes to Register

If a members address, telephone number, or other details contained on the register, changes, that member must provide the new information to the secretary or other nominated member of Komiti or office holder.

### 5.3 Groupings

#### a. By Sector

Members shall identify, and be identifiable by, such professional sector / vocations as determined by the Society at a General Meeting.

#### b. By Region

Members shall identify, and be identifiable by, such regions as may be determined by members at a Society meeting, and in respect to such regions shall identify and be identifiable as:

- Resident within.
- Whakapapa to.

## 5.4 Classes of Membership

### a. Kaumatua:

A mature member of significant mana, as recognised by the members, who has demonstrated leadership in accord with the kaupapa and objects of the society.

Sponsor:	Nomination by any member at Hui-a-tau
Acceptance:	By consensus decision at Hui-a-tau
Fees:	No fee
Rights:	Voting / Office holding / speaking / participation.

### b. Pae Matua :

Any Māori member with widely recognised professional standing and credentials with substantial demonstrable experience consistent with the kaupapa and objects of the Society.

Sponsor:	Nomination to Komiti by any Pae Matua member or by any iwi / hapū organisation.
Evidence:	Whakapapa / Portfolio / Curriculum Vitae, Referees, Client / Iwi / Hapū attestation, professional credentials - certifications.
Acceptance:	By Komiti, or nominated appointment Rōpu.
Appellation:	PMNA (Pae Matua / Professional Member - Ngā Aho)
Fees:	Pay Pae Matua Membership Fee.
Rights:	Voting / Office holding / speaking / participation.

### e. Pae Tahi:

Any Māori member with skills and experience within the Society's sector interests, who has not applied or been nominated for Pae Matua membership, or whom does not yet meet the requirements of Pae Matua membership.

Associate members may be identified as: Practitioner, Graduate or Student.

Sponsor:	Any professional member or by any iwi / hapū mandated organisation.
Acceptance:	By Komiti
Evidence:	Whakapapa / Portfolio / Curriculum Vitae.
Appellation:	NIL
Fees:	Pay Pae Tahi Membership Fee (by category)
Rights:	Voting / speaking / participation – no office holding.

### f. Kaupapa Whānau:

Any company, organisation or individual whose purpose, function or practice is aligned with, and supports the fulfilment of, the Kaupapa and objects of the society who does not meet the membership criterion as Pae Tahi or Pae Matua.

Sponsor:	Any professional member
Acceptance:	By Hui-a-tau
Appellation:	None
Fees:	Kaupapa Whānau Member Fee. (as set by Komiti)
Rights:	Speaking / Participation - no voting of office holding.

## 5.5 Admission of Members

### a. Joining the Society:

To become a member of the Society, a person, or organisation (“the Applicant”) must:

- Be able to demonstrate commitment to the Kaupapa and Objects of the Society;
- Complete an application form;
- Supply any other information the Komiti requires;
- Pay any fees required for membership.

### b. Applicant interview:

The Komiti, at its discretion, may request an interview with any candidate when it considers the membership application.

### c. Discretion of Komiti:

The Komiti shall have complete discretion when it decides whether or not to let the applicant become a member of any class of membership (except for Kaumatua – as determined by hui-a-tau). The Komiti shall advise the applicant of its decision, and that decision shall be final. A declined applicant has the right to reapply at a later date.

## 5.6 Cessation of membership

### a. Resignation:

Any member may resign by giving written notice to the Kaituhi / secretary or other Komiti member. Such resignation will take effect immediately in the case of non fee-paying members, or upon expiry of such period as covered by any membership fee.

### b. Striking Off

The Komiti may strike-off any member from the register of members whose subscription is in arrears for six months or more.

Any Member so struck-off the register of members shall be liable to pay all subscriptions, fees, levies or other sums that shall have fallen due prior to being struck-off.

### c. Termination:

A member may have their membership terminated in the following way:

1. If, for any reason whatsoever, the Komiti is of the view that a member is breaching the Rules or acting in a manner inconsistent with the Kaupapa and Objects of the Society, the Komiti may give written notice of this to the member (“the Komiti Notice”) the Komiti Notice must:
  - Explain how the member is breaching the Rules or acting in a manner inconsistent with the Kaupapa and Objects of the Society;
  - State what the Member must do to remedy the situation; or state that the Member must write to, or meet with, the Komiti, giving reasons why the Komiti should not terminate the Member’s Membership;

- State that if the Komiti terminates the Member’s Membership, the Member may appeal to the Society.
2. 14 days after the member received the Komiti Notice, the Komiti may in its absolute discretion by majority vote terminate the Member’s Membership by given the member written notice (“Termination Notice”), which takes effect immediately. The Termination Notice must state that the member may appeal to the Society at the next meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of receipt of the Termination Notice.
  3. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (the “Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that that the Society Member’s have had sufficient time to consider the Member’s Explanation, the Member may defer their right to be heard until the following Society Meeting.
  4. When the Member is heard at a Society Meeting, the Society may question the member and the Komiti Members.
  5. The Society shall then by hui consensus decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.
  6. In respect to the above Rules of Termination Notices are to be delivered by hand and discussed kanohi ki kanohi – face to face , where practicable.
  7. The Member may elect to be represented or supported by another Member, Kaumatua or whānau member/s to speak on their behalf or in their favour.

**d. Effect of Resignation, Striking-off or Termination:**

Members loose the right to continue to use any practicing certificate or appellation awarded by the Society on resignation, being struck-off, or termination of membership.

Former Members shall destroy or remove from signage, stationery, business cards or other promotional materials (including websites), any reference to their membership, including any practicing certificate or appellation they may have held.

The Komiti may direct any Member to comply with this clause in writing and in the case of failure by the Member to comply with such direction may seek to enforce this clause and in doing say the member shall be responsible for all costs incurred in enforcing the same.

#### **e. Reinstatement**

Any member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's Membership was Struck-off or Terminated by the Komiti or Society, the Applicant shall not be readmitted without a consensus decision at a Society hui-a-tau or hui-a-kaupapa.

### **5.7 Obligations of members**

#### **a. Promote the Kaupapa of the Society**

All Members and Komiti Members shall promote the Kaupapa and Objects of the Society and shall do nothing to bring the Society into disrepute.

#### **b. Payment of Fees**

Members are liable for the payment of any such fees, levies or subscriptions as set by the Society to gain and retain Membership. Failure to pay such fees may result in being struck-off in accord with the Termination clause of these Rules.

### **5.8 Certification / Appellation**

The Society may issue Practicing Certificates or permit the use of Appellations to recognise the Professional Standing and membership classes.

The basis for awarding such certificates or appellations will be determined by the Society and written as Society Regulation.

If such certificates or appellations are issued members must not by display, use, or reference to the certificate or appellation, mislead anyone as to their status and, in particular, as to whether they are a current member unless fees have been paid.

### **5.9 Membership Fees, Subscriptions and Levies**

#### **a. Setting of Fees and Subscriptions**

The Society shall decide by majority vote at a Society Meeting:

- What a member must pay to join the Society ("Joining Fee"); and
- What a member must pay in order to stay a Member ("Subscription") and how often this must be paid.

#### **b. Annual Basis**

Fees will be charged annually, based on a calendar year from 1 July to 31 June.

**c. Pro Rata Basis**

When a new Member Joins the Society they will be liable for paying the first years fee on a pro rata basis from the month in which their Membership is accepted to the end of the calendar year. (based on a division of 12)

**d. Levies**

The Komiti may by majority vote impose a levy or levies on members up to a maximum total of \$20.00 in any one financial year.

**e. Non-payment**

If any Member does not pay a Subscription or Levy by due date set by the Komiti or the Society, the Member shall have a further period of one calendar month to pay the Subscription or Levy .

After that calendar month period, the member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all arrears are paid, and the Members membership shall be suspended until all arrears are paid in full.

After six months non-payment of arrears the Member may be struck-off in accord with these Rules.



## **6. Society to Establish Company**

### **6.1 Establishment of Company**

The Society may, by resolution passed by a 75% majority of members at a hui-a-tau or special meeting, receive, control and supervise the use of any of its funds or assets to establish and oversee the operations of one or more companies.

### **6.2 Ownership and Control of the Company**

The company shall be 100% owned and controlled by the Society.

### **6.3 The Company**

In the event that the Society decides to establish any Company, the Company shall as its objective and sole purpose manage the assets of the Society that are of a Commercial nature on a profitable and prudent basis in the furtherance of the Society's Kaupapa and Objects.

### **6.4 Society to Monitor**

The Society through the Komiti will be responsible for overseeing the activities of the Company and will exercise the Society's ownership in such a way to ensure the Company fulfils the Society's Kaupapa and Objects.

### **6.5 Assets Held for Society**

All assets held and income derived by the Company shall be held and derived for and on behalf of the Society as Shareholder.

### **6.6 Directors Responsible**

For the avoidance of doubt, and except as expressly specified by these Rules, the Company shall be Governed by its Board of Directors and the role and rights of the Society shall be limited to that of Shareholder as defined by the Companies Act 1993.

### **6.7 Directors Remuneration**

The Komiti (on behalf of the Shareholders) shall determine the remuneration payable to any Company Director. Such remuneration shall be no more than fair market remuneration as certified by the Society's Auditor.

### **6.8 Appointment of Directors**

The Directors of the Company shall be appointed and removed by the Society in accord with the Company's Charter.

There shall be no fewer than three and no more than seven Directors of the Company, a majority of whom must be Officers of the Society.

## **6.9 Application of Income**

### **a. Company to remit funds to Society**

The Company shall in each income year remit to the Society so much of the surplus income derived by the Company as is agreed between the Company and Komiti on behalf of the Society (The Shareholder) having regard to:

- The desirability of retaining and reinvesting income to meet the Company's purposes; and
- The projected operating requirements of the company set out in its annual business plan; and
- The responsibilities and duties of the Directors as set out in the Companies Act 1993.

### **b. Society may apply income**

Subject to any other requirements in these Rules, the Society may apply any funds remitted from the Company in any income year as the Society thinks fit, for or towards the Society's Kaupapa and Objects.

## **6.8 Company Charter**

Any Company established by the Society shall ensure its Charter is written in alignment with the Rules of the Society where relevant and practicable.

The Charter of any such Company shall be subject to approval by the Komiti Whakahaere.

## 7. Meetings

### 7.1 Society Meetings

A meeting is either a Hui-a-Tau ( Annual General Meeting) or a Hui-a-kaupapa (Special General Meeting).

### 7.2 Hui-a-kaupapa *Special General Meeting*

Hui-a-kaupapa may be called by the Komiti, or by members if the Secretary receives a written request signed by at least 25% of the members to do so.

### 7.3 Hui-a-tau *Annual General Meeting*

The Hui-a-tau (“AGM”) shall be held once every year and shall fall between 1 July and 31 October. The Komiti shall determine when and where such shall be held.

The business of an AGM shall be:

- Any minutes of the previous meeting and matters arising;
- The Kaihautu’s report on the business of the Society;
- The Treasurer’s report on the finances of the Society, and the Statement of Accounts;
- Election of Officers;
- Motions to be Considered;
- General Business;
- Approvals of plans for the balance of the current and next calendar year;
- Any Changes to the Rules of the Society.

### 7.4 Rules of Society Meetings

#### a. Notice

The Kaituhi or Komiti shall give members at least 14 days written notice of:

- The business to be conducted at a Society meeting;
- A copy of the Annual Report and Statement of Accounts if the Meeting is an AGM;
- A list of Nominees for Election of Officers as required and information of those nominees as has been provided (not exceeding one side of an A4 page per nominee);
- Notice of any motions and the Komiti’s recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and it’s business will not be invalidated simply because one or more Members did not receive the notice.

#### b. Right to attend and vote

All members may attend and/or vote at Society meetings in accord with their membership class.

#### c. Quorum

No Society Meeting shall be held unless at least 15 members attend.

#### **d. Chairing of Meetings**

All Society Meetings shall be chaired by the Kaihautu. If the Kaihautu is absent the Kaitiriwa shall chair the Society Meeting. If the Kaitiriwa is also absent, the meeting shall be chaired by the Kaituhi. If the Kaituhi is also absent the Society may elect another Komiti member to chair the meeting.

#### **e. Motions at Society Meetings**

Any member may put a motion forward to any Society hui.

If the member is unable to attend the hui they must submit the motion in writing to the Kaituhi or Kaihautu at least 14 days prior to the hui.

Members may also put forward a motion at the hui.

#### **f. Voting on Motions**

Voting on any given motion will be by hui consensus in accord with tikanga. If consensus cannot be gained then the motion may be deferred to a subsequent Society meeting at the direction of the Kaihautu and/or Kaumatua.

#### **g. Voting on Elections**

Voting for Komiti and other Officers will be by hui consensus at a Society hui. Votes may be submitted by members in writing or electronically if they are unable to attend the hui in person, or by nomination of a member to act on their behalf by way of proxy, and such votes will be considered when seeking to reach consensus.

### **7.5 Komiti Meetings**

#### **a. Quorum**

No meeting may be held unless more than half the Komiti Members Attend.

#### **b. Frequency & Location**

The Komiti shall, where costs permit, endeavour to meet in person no less than once every 3 months.

Where a meeting in person is not feasible then a meeting may be held by means of audio or visual conferencing facilities.

#### **c. Notice of Meeting**

Any two Komiti members may at any time by notice in writing to the Komiti summon a meeting of Komiti and the Komiti shall take such steps as necessary to convene such meetings.

Written Notice of every meeting shall be delivered at least seven days before the date of meeting by each Komiti members preferred method of delivery.

No notice shall be required for adjourned meetings except to those Komiti members who were not present when the meeting was adjourned.

Every Notice shall state the date, time, place and purpose of the meeting.

#### **d. Chairing Meetings**

All Komiti Meetings shall be chaired by the Kaihautu. If the Kaihautu is absent the Kaitiriwa shall chair the Komiti Meeting. If the Kaitiriwa is also absent, the Meeting shall be chaired by the Kaumatua. If the kaumatua is absent the meeting shall be chaired by the Kaituhi. If the Kaituhi is also absent the Komiti may select another Komiti member to chair the meeting. However should such a situation occur it is unlikely the Komiti will have a quorum.

#### **e. Voting by Consensus Decision Making**

Decisions of the Komiti shall be by consensus, where consensus cannot be reached the matter may be referred to a Society meeting to gain member consensus, or deferred to a subsequent Komiti meeting as determined by the Kaihautu and/or Kaumatua.

#### **f. Meeting Regulations**

Subject to these rules the Komiti may regulate it's own meetings.

#### **g. Kaihautu and Kaitiriwa**

At the first meeting of the Komiti following it's establishment, Komiti members shall appoint an interim Kaihautu and may appoint an interim Kaumatua and Kaitiriwa until such time as elections are held at a Society Meeting.

The Kaihautu (or Kaumatua, or Kaitiriwa) will cease to hold office in the event that he or she resigns from that office, ceases to be a Komiti member, is removed from office by the Komiti passing a resolution of no confidence in him or her, or in the event that the Komiti resolve that another person become the Kaihautu (or Kaumatua or Kaitiriwa). In the event that the Kaihautu (or Kaumatua or Kaitiriwa) ceases to hold that office then an interim officer can be appointed by the Komiti until a further election shall be held for the position at a Society Meeting.

#### **h. Minutes**

The Komiti and it's Rōpu (if any) shall keep a proper record in a minute book of all decisions taken and business transacted at every meeting of the Komiti or it's Rōpu.

Any minutes of the proceedings at a meeting, which is purported to be signed by the Kaihautu at that meeting, shall be evidence of those proceedings.

Where minutes of the proceedings at a meeting of the Komiti or Rōpu have been made in accordance with the provisions of this rule then, until the contrary is provided, the meeting shall be deemed to have been properly convened and it's proceedings to have been properly conducted.

#### **k. Resolutions**

A written resolution signed by all the Komiti members or Rōpu members shall be as effective for all purposes as a resolution passed at a properly conducted meeting of the Komiti or Rōpu (as the case may be).

A written resolution by electronic mail signed (either by electronic signature or typing of their name) and dated by all Komiti members shall be as effective for all purposes as a resolution passed at a properly convened meeting, providing such is ratified at the next convened meeting.

## **8. Management of the Society**

### **8.1 Financial Year**

The financial year of the Society begins on 1<sup>st</sup> July every year and ends on 31<sup>st</sup> June of the next year

### **8.2 Plans**

#### **a. Komiti to prepare Annual Plan**

The Komiti shall prepare, no later than one month prior to the commencement of each financial year, an annual plan which specifies:

- The Society's strategy for that year in respect to how it will fulfil the Society's Kaupapa and 5 year Strategic Plan;
- The nature and scope of activities proposed for that year;
- Performance Targets by which performance of the Society may be judged;
- Projected Income and Expenditure for the year;
- Asset Management and Capital Expenditure Plan

#### **b. Komiti to prepare 5 year strategic plan**

The Komiti shall prepare a 5 year strategic plan that sets out a high level strategy describing how the Society will fulfil its Kaupapa and will fall on calendar years ending in '00' and '05' e.g. 2010, then 2015.

Such a plan will be reviewed by Komiti at its discretion on an annual basis before preparation of the Annual Plan. Such revisions will be noted in an amended version of the Strategy.

#### **c. Society's Approval Required**

The 5 year strategic plan and any revisions, along with the Annual Plan must be approved by the Society in respect to alignment with the Society's Kaupapa, however the detail of the plan and any subsequent detail planning is the absolute discretion of the Komiti.

### **8.3 Altering the Rules**

#### **a. Society may alter rules**

The Society may alter or replace these Rules at a Society Meeting by an ordinary resolution based on hui consensus to adopt such alterations.

#### **b. Motion to alter rules**

Any proposed motion to alter or replace these Rules shall be accompanied by an explanation of the rationale for the proposal.

#### **c. Notice to Registrar**

When a Rule change is approved by a Society Meeting the Komiti shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No rule change shall take effect until this is done.

## 8.4 Use of Money and Other Assets

The Society may only use money and other assets if:

- It is for a purpose of the Society;
- It is not for the sole personal or individual benefit of any Member; and
- That use has been approved by either the Komiti or by resolution of a Society meeting.

## 8.5 Monies for Activities of the Society

The Komiti shall be responsible for ensuring the Society has monies necessary for the conduct of the Society. The Komiti shall have the power to decide in what form and how such monies are to be raised, including through the Komiti's discretion:

- Levying any charges or fees on members to be raised by subscription after approval of a Society Meeting;
- Examination (if relevant) and Application Fees if relevant;
- Accepting capital advances from members such as loans, debentures or donations;
- Accepting gifts, donations, sponsorships or loans from third parties;
- Renting, leasing or hiring any real or personal property of the Society;
- Sale of goods and services, such as lectures, seminars, conferences, events and like activities;
- Procurement of Government or Private funding to advance the Society's Kaupapa, Objects or Strategic initiatives;
- Or any other activity by which the Society's Kaupapa and objects is furthered

## 8.6 Monies as Society Property

All monies, being property of the Society, shall be lodged to the credit of the Institute in any of its bank accounts as approved by Komiti.

Monies provided on any conditional basis will be managed in accord with such conditions of acceptance.

## 8.7 Control of Monies and Expenditure

### a. Cheques

Any payment made by the Society above \$20 must be by cheque or electronic deposit.

All cheques must be signed by the Kaihautu, or where they are not available a nominated signatory on their behalf, and must be countersigned by one other Komiti member.

### b. Kaitiaki Pūtea Responsibility

The Kaitiaki Pūtea / Treasurer shall control and be responsible for keeping records of:

- All financial transactions.
- Necessary Statutory Records relating to the financial transactions of the Society as required by Law;
- The Authorities for any officer to act as signatory on any financial instrument of the Society, including Bank Authorities;
- Any records required for audit

- All audit and financial reports, statutory or otherwise.

### **c. Control and disposal of monies**

The Society shall have the power to control and dispose of its monies in whatever manner the Komiti may decide, including:

- Borrowing or raising money;
- Investing surplus monies;
- Make disbursements where such will further the Kaupapa or objects of the Society;
- Pay salaries, wages or fees incurred by the Society;
- Pay instalments, rents or other such payments on Society Acquisitions;
- Allocate money to operate any activity, secretariat or Rōpu of the Society.
- Other such transactions as decided by Komiti

## **8.8 Appointing an Auditor**

At a Hui-a-tau, the Society may by resolution appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason the Komiti at its discretion may appoint an alternate Auditor.

## **8.9 Property**

### **a. Acquisition**

The Society shall have the powers to acquire any real or personal property in whatever manner the Komiti shall determine in accord with its Kaupapa and Plans.

### **b. Disposal**

The Komiti shall dispose of the Society’s property in such manner as to ensure that it does so to best satisfy the Kaupapa and Objects of the Society.

## **8.10 Common Seal**

The Common Seal of the Society shall be under control of the Secretary and shall not be affixed to any document except by order of Komiti and in the presence of two Komiti members.

## **8.11 Contracts**

Any contracts shall be in writing under the Common Seal of the Society unless by resolution of a full Komiti meeting. The Kaihautu or any member of Komiti is authorised to sign any contract as witnessed by at least one other Komiti member.

## **8.12 Dispute or Complaint**

### **a. Dispute**

Any dispute between Members and/or Members of Komiti or Officers shall:

- In the first instance be addressed between effected parties, then failing resolution;



- Be communicated in writing to the Kaihautu who will try to resolve the matter with the effected persons, then failing resolution;
- Be brought before Komiti who may settle the matter itself or establish a grievance Rōpu to deal with the complaint , and failing resolution a serious dispute may;
- Be referred to independent mediation for resolution, the outcomes of which will be final and binding upon effected parties.

#### **b. Complaint**

A complaint against a Member and/or Member of Komiti or Officer shall:

- First be communicated in writing to the Kaihautu who will try to resolve the matter with the effected persons, then failing resolution;
- Be brought before Komiti who may settle the matter itself or establish a grievance Rōpu to deal with the complaint.

#### **c. Fair Hearing**

The Komiti or any Grievance Rōpu shall, throughout any enquiry pertaining to a registered complaint or dispute, observe the values and mana of the Society and observe the principles of natural justice and in particular:

- must ensure details of the dispute or complaint are promptly made available to effected parties; and
- must provide at least 14 days notice of any hearing of the dispute or complaint; and
- allow effected parties to bring a support person or nominate a representative to present on their behalf; and
- provide written notice to effected parties of the outcome of any hearing;
- take such action as appropriate in accord with the outcomes of such a hearing, which may include disciplinary action.

#### **d. Appeal**

Effected parties may, within 7 days after receiving notification of any decision made, appeal such decision in writing to Komiti, if they believe there are reasonable grounds for such an appeal in accord with principles of natural justice.

In considering an appeal the Komiti will determine whether the decision shall stand, be re-heard, or modified along with any actions taken in accord with such outcome, considering whether the basis of the appeal is based on reasonable grounds in accord with principles of natural justice.

The outcomes of considering such an appeal will be final.

### **8.13 Winding Up**

#### **a. Wind up, dissolve or liquidate**

The Society shall be wound up or dissolved by special resolution, or liquidated, only if it has become impossible, impracticable or inexpedient to carry out the Society's Kaupapa or Objects.

## **b. Upon Wind-up**

If the Society is Wound Up:

- The Society's debts, costs and liabilities shall be paid;
- Surplus money and other assets may be disposed of;
  - by special resolution; or
  - according to the provisions in the Incorporated Societies Act 1908;
  - by distribution to Members or an organisation of similar purpose as determined by special resolution.

## 9. Definitions and interpretation

### 9.1 Defined Terms

In these Rules, unless context otherwise requires;

“**Member**” means any member of the Society as defined in section 5.

“**Appellation**” means the abbreviation letters signifying the professional standing as defined by class of membership in accord with these Rules, which the member may use after his or her name on any document.

“**Practicing Certificate**” means any printed certificate issued to a member by the Society for display purposes identifying the Members class and period of membership.

“**Komiti**” means the elected and appointed officers of the Society to Te Komiti Whakahaere in accord with section 4.

“**Officer**” means a person having a defined role pursuant to these rules as a member of the Komiti or having a defined administrative or advisory role with the Society.

“**Kaihautu**” means the Kaihautu as elected by Members, or a member of Komiti acting in the capacity of Kaihautu in accord with these Rules.

“**Society**” means the Incorporated Society to which these Rules apply.

“**Rules**” means the Rules as set out in this document.

“**Voting**” means in the context of member rights the right of members at any meeting to vote on any resolution or motion in accord with voting rights assigned to their class of membership.

“**Speaking**” means within the context of member rights the right to speak at meetings of members with standing orders.

“**Rights**” means in the context of members a members defined rights as set out in these rules and otherwise at law.

“**Special Resolution**” means a resolution of members passed by 75% of members attending or voting by proxy at a meeting of members.

## 9.2 Interpretation

### a. Accounting Terms

Unless otherwise expressly defined in these Rules, expressions or descriptions used in the rules in respect to accounting or reporting functions shall, where not prescribed by law, bear the meaning ascribed to those terms generally accepted in Accounting practice in New Zealand.

### b. Use of Capital Letters and Headings

Use of Capital Letters and Headings in these Rules is intended for convenience only and shall not affect the interpretation of the Rules.

### c. General

Unless the context otherwise requires:

- Words importing the single include the plural and vice versa
- Words importing one gender include the other gender
- Reference to persons, may include other legal forms of entity
- Reference to a statute shall be deemed to reference that statute as amended, re-enacted or substituted from time to time
- Reference to a rule or clause, shall be to a rule or clause of this document.
- Any schedules to this deed, including any regulations adopted by the Society, shall form part of these Rules
- References to a Company, refer to a company incorporated pursuant to the Companies Act 1993