

# Incorporated Society Rules Statutory Declaration



\*10049256755\*

Ministry of Economic  
Development



Manatū Ōhanga

The Incorporated Societies Act 1908 (Sections 7 and 21)  
This form is available online at [www.societies.med.govt.nz](http://www.societies.med.govt.nz)

Use this form when submitting an application to incorporate a society OR when a society files an alteration to its rules.

Name of  
Society

NGATI HINEURU INCORPORATED

Society  
Number

613059

I, Tania Marama Petrus Hopmans (name of person making declaration)  
of Kensington Swan, 89 The Terrace, Wellington (residential address)

do solemnly and sincerely declare that:

1. I am ~~a member of~~  solicitor to (delete one) the above society, and
2. The attached rules ~~alteration to the rules (delete one)~~  comply with section 6 of the Incorporated Societies Act 1908 (see below for list of criteria), and  
~~Either this form applies to applications to incorporate a society or when (if not applicable)~~
3. ~~The majority of members of the society consent to this application for incorporation~~   
~~Or this form applies to an alteration to the existing rules of an incorporated society (delete if not applicable)~~
4. The alteration to the rules has been made in accordance with the rules of the society

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957.

Declared at Wellington (place)

this 15th (day) name of ~~society member~~  solicitor Tania Hopmans  
day of August (month) Signature of ~~society member~~  solicitor T. Hopmans  
20 05 (year)

before me: JOSEY LANG Solicitor ~~Justice of the Peace~~  or a person authorised to take a Statutory Declaration (delete as applicable)

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- i The name of the society (ending with the word Incorporated)
- i The objects for which the society is established
- i How people become members of the society and stop being members of the society
- i How meetings of the society will be called and held and how voting will take place
- i How officers of the society will be appointed
- i How the society's funds will be controlled and invested
- i The powers (if any) that the society has to borrow money
- i How any property of the society will be distributed in the event of the society being wound up, and
- i How the rules of the society can be altered.

**P# 27**

17 AUG 2005

Completed by

Name and postal address

Tania Hopmans  
Kensington Swan  
89 The Terrace  
PO Box 10248  
Wellington

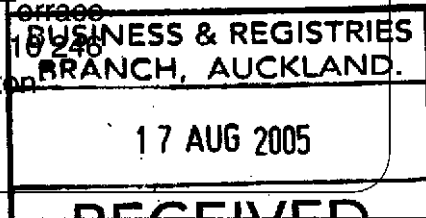
Other details

Telephone 04 915 0801

Email

Post to

Registrar of Incorporated Societies  
Ministry of Economic Development  
Private Bag 92061  
Auckland Mail Centre 1020





# Ngati Hineuru Iwi Incorporated

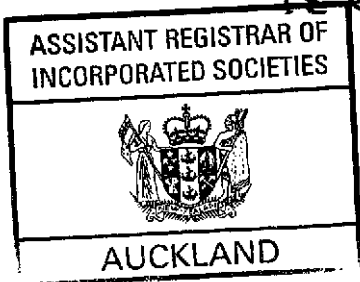
## Constitution and Rules

*Signed & initialed by 3 members  
of the Society:*

JOYCE EPARAIMA

HINE CAMPBELL

TE REO PUNA SPOONER



KensingtonSwan<sup>\*</sup>  
LAWYERS  
Solicitors  
Wellington & Auckland

*J. Eparaima  
H. Campbell  
W. Teo Puna Spooner*

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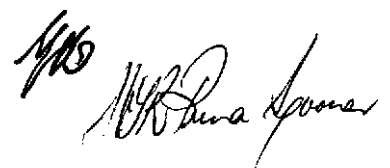
## **Ngati Hineuru**

**Ko Titiokura te Maunga  
Ko Mohaka te Awa  
Ko Ngati Hineuru te Iwi  
Ko Te Rangihiroa te Tangata  
Ko Mataatua te Waka**

A defining event in our history was the illegal and unjustified confiscation (raupatu) of our iwi lands by the Crown in 1867, using its powers under the New Zealand Settlements Act 1863 and the attack, murder and imprisonment of our tipuna by the Crown.

Since this time we have continued to assert our mana and rangatiratanga over our lands. We have done this by means of petition both to the British and New Zealand governments, litigation in the Courts and by bringing claims to the Waitangi Tribunal.

It is intended that Ngati Hineuru Iwi Incorporated will have the responsibility for moving towards a final settlement of this long-standing grievance and continue to look after the social, cultural and economic welfare of Ngati Hineuru.



# Ngati Hineuru Iwi Incorporated

## 1 Name

- 1.1 The name of the Society is Ngati Hineuru Iwi Incorporated.

## 2 Background

- 2.1 In 1994 the Society was established by members of Ngati Hineuru to represent, manage, promote, foster, assist and develop the affairs and interests of Ngati Hineuru. A brief history of Ngati Hineuru is set out in the Appendix to these Rules.

## 3 Guiding Principles and Objects

- 3.1 The Society will be guided in the fulfilment of its objectives by the following principles.

- a. **Tino rangatiratanga:** Ngati Hineuru shall determine its own future and govern its own development over its whenua, ancestral lands, estates, ngahere, forests, fisheries and other taonga.
- b. **Kaitiaki:** Ngati Hineuru is the guardian and trustee for all things and matters pertaining to its cultural, social, economic and political development and further over its traditionally recognised responsibilities; including maunga, urupa, wahi tapu, ngahere, nga mokomoko o te wao nui a Tane, moana, awa, roto, taonga, kohatu, fisheries and papakainga.
- c. **Mana:** The mana of Ngati Hineuru resides through its kaumatua with Ngati Hineuru and its people.
- d. **Tikanga:** The tikanga of Ngati Hineuru is to be upheld.
- e. **Mana whenua:** Ngati Hineuru as tangata whenua, asserts mana whenua over all the lands, ngahere and nga taonga tuku iho within its traditional boundaries.
- f. **Mana moana:** Ngati Hineuru as tangata whenua, asserts mana moana over all the mahinga kai, awa, roto and other waterways within its traditional boundaries.
- g. **Kaumatua:** "Kia mau ki au Mātua". The mana of our kuia, koroua and pakeke, keepers of the mauri or life force of our ancient knowledge, values and practices, are regarded as a gift mai Ihoa.
- h. **Whanaungatanga:** Is the binding link of our immediate and extended whanau, which makes up our tribe, Ngati Hineuru. Taonga tuku iho mai rāno. Whakapapa is the basis for unity and Ngati Hineuru recognises its close and historical relationship with other iwi and hapu.

Ngati Hineuru also acknowledges the special arrangements that it has had with neighbouring hapu for example, in relation to the collection of kai.. These arrangements were ones of mutual respect, goodwill and reciprocity, and were

based on the close whanaungatanga links between Ngati Hineuru and those hapu.

3.2 The Society is established for the following objects:

- a. **Representation:** To be the voice and representative body for Ngati Hineuru.
- b. **Co-operation:** To promote and foster spiritual values, unity, support and co-operation amongst Ngati Hineuru generally.
- c. **Tikanga:** To promote and encourage amongst Ngati Hineuru the recognition of its traditional customs and values and to have regard to its custom in all practices and proceedings of the Society.
- d. **Social:** To promote the advancement of Ngati Hineuru in the following areas:
  - i. culture;
  - ii. education;
  - iii. employment;
  - iv. economics (including housing and finance);
  - v. politics;
  - vi. recreation;
  - vii. health;
  - viii. Treaty of Waitangi claims and negotiations with the Crown; and
  - ix. any other area related to its well-being.
- e. **Economics:** To advance and secure the economic well-being and business of Ngati Hineuru, including:
  - i. to participate in central and local government policy and practice in the rohe and general environs of Ngati Hineuru;
  - ii. to ensure that any assets of Ngati Hineuru are protected and well managed for future generations;
  - iii. to hold and manage any fisheries, forestry or other assets which are allocated to Ngati Hineuru as a result of Treaty settlements or otherwise;
  - iv. to receive funds or other assets transferred from the Crown or other bodies for the benefit of Ngati Hineuru; and
  - v. to promote and enter arrangements for the betterment of Ngati Hineuru, including to form any body including a corporation to effectively manage such arrangements.

  Trustees

- f. **General:** To carry on any other objects which seem to the Board capable of being carried on in connection with the above objects or which may directly or indirectly achieve those objects.

#### 4 **Interpretation**

- 4.1 **Interpretation:** In the interpretation of these Rules, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908;

“**Board**” means the Board of Ngati Hineuru Iwi Incorporated;

“**Member**” means subject to Rules 6.3 (Resignation of membership) and 21.2 (Alteration to register of Members), any person approved as a Member in accordance with Rule 6.2 (Registration form);

“**Registrar**” means the Registrar of Incorporated Societies under the Act; and

“**Voting Member**” means those Members who qualified for membership under Rule 6.1(a)(Membership based on whakapapa) and who are aged 18 years and over at the time of the vote.

- 4.2 **Plural:** Words importing the singular number shall include the plural number and vice versa.

- 4.3 **References:** Reference in these Rules to:

- a. a Rule, schedule or appendix is to the relevant provision, schedule or appendix of these Rules; and
- b. a statute or a statutory provision includes that statute or provision as amended, modified, re-enacted or replaced from time to time.

- 4.4 **Person:** The word “person” wherever used in these Rules shall include any incorporated or unincorporated body.

- 4.5 **Board to determine:** Should a question at any time arise which is not provided for in these Rules, or should any doubt exist as to the interpretation of these Rules, or should any other matter arise pertaining to the Society, its property or interests, the Board shall determine the matter, whose decision shall be final.

#### 5 **Powers of the Society**

- 5.1 **General power:** The Society shall have the power to do all things conducive to the attainment of its objects.

- 5.2 **Specific powers:** The Society shall also have the following specific powers which may only be exercised for the purpose of fulfilling its objects, to:

- a. **Make grants:** make grants, scholarships or koha to any person or organisation as directed by the Board;



- JG*
- 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:** 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 etc.:** 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 Society's interests; and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, 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 or 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 or not who has undertaken or is about to undertake any liability on behalf of or for the benefit of the Society, 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 trustees:** appoint any person to acquire, accept and hold in trust for the Society any property or assets belonging to the Society or in which

*JMO* *MR Dura Dprone*



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 trustee;

- 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:** to 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 Rule 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 and emoluments:** 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. in payment of the travelling expenses and other allowances for delegates, representatives, Members and officers of the Society;
- s. **Cheques and other negotiable instruments:** issue cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and receipts for money paid to the Society which shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board may from time to time by resolution determine;
- t. **Legal proceedings:** commence and carry on or defend, and to abandon and compromise any legal proceedings whatsoever by or against the Society or its officers and otherwise concerning the affairs of the Society, or to refer any claims or demands by or against the Society to arbitration; and to observe and perform the contracts, and to accept compositions from or to compound with or give time to any debtor or contributory owing money or alleged to owe money to the Society;
- u. **Sub-komiti:** appoint or establish any sub-komiti and delegate such of the powers of the Society as are deemed appropriate by the Society; and
- v. **Carry out objects:** carry out all or any of the objects of the Society and do all or any of the above things as principal, agent, contractor or trustee or otherwise and by or through trustees or agents or otherwise, and either alone or in conjunction with others.

5.3 **Wider Application:** This Rule and each and every Rule shall be construed so as to widen and not restrict the powers of the Society and the Board.

## 6 Membership

6.1 **Membership based on whakapapa:** Membership of the Society is open to those who affiliate to Ngati Hineuru:

- a. through descent from the eponymous ancestress, Hineuru;
- b. as a spouse of a Member or as a person who has a relationship with a Member similar to that of a spouse; or
- c. as a whangai of a Member.

6.2 **Registration form:** Membership to the Society will be gained upon completion of a registration form prescribed by the Board from time to time and the approval of the registration of such person by the Board.

6.3 **Resignation of membership:** Any Member may resign from his or her membership by giving to the Board notice orally or in writing to that effect. Every such notice shall, unless otherwise expressed in such notice, take effect from the end of the financial year then current.

## 7 General meetings

7.1 **Annual general meeting:** An annual general meeting of the Society shall be held no later than 30 September in each financial year. The meeting shall take the form of a hui at a place to be determined by the Board. The business of the annual general meeting shall be:

- a. To receive and consider the annual report of the Board and any other duly constituted sub-komiti;
- b. To receive, consider and adopt the annual financial statements certified by the Board as true and correct;
- c. To consider any resolution, notice of which shall have been given in writing to the Secretary at least 21 days before the date of the meeting; and
- d. Subject to Rule 9.2 (Current Board members), to elect the Board members for the ensuing term.

7.2 **Special general meeting:** A special general meeting of the Society may be called at any time by the Board in accordance with the provisions of Rule 7.4 (Notice of Meetings).

- a. Any Member may also sign a requisition to the Board to convene a special general meeting, provided that:
  - i. the request shall be in writing giving details of the purpose of the meeting;
  - ii. it shall be given to all Board members; and
  - iii. be signed by at least three Board members.

- b. On receipt of such requisition the Board shall instruct the Secretary to call such meeting in accordance with the provisions of Rule 7.4 (Notice of meetings).
  - c. The date, hour and place at which a special general meeting shall be held shall be determined by the Board.
  - d. The business to be dealt with at any special general meeting shall be limited to the matters stated in the notice of such meeting.
- 7.3 **Quorum:** At every annual or special general meeting 50 % of the Voting Members or 20 Voting Members (whichever is the lesser) shall form a quorum.
- 7.4 **Notice of meetings:** Annual general and special general meetings shall be notified by either:
- a. oral or written notice (including by electronic mail) to all Voting Members no later than 21 days prior to the date fixed for the meeting; or
  - b. an insertion in the public notices section of a suitable regional newspaper and where possible by panui on local Maori radio and television media no less than 21 days prior to the date fixed for the meeting;

and every such notice shall state the date, time and place of the meeting and the nature of the business to be discussed.

## 8 Voting at general meetings

- 8.1 **Consensus or 75% majority vote:** Decisions at any annual or special general meeting shall be made by consensus or, failing consensus, by a 75% majority vote, and on the following basis:
- a. In the event of a vote, only Voting Members shall be entitled to vote; and
  - b. Each Voting Member shall have one vote.
- 8.2 **Method of voting:** The method of voting at all meetings of the Society shall, at the option of the chair of the meeting, be by an expression of agreement, either orally or by a show of hands or by poll if demanded by any Voting Member of the Society. The chair may also permit postal votes pursuant to Rules 8.3 (Postal votes) and 8.4 (Postal votes to be returned to office prior to hui).
- 8.3 **Postal votes:** A Voting Member may cast a postal vote on any matter to be decided at an annual or special general meeting by completion of a postal voting form provided by the Board for the purposes of such a meeting.
- 8.4 **Postal votes to be returned to office prior to hui:** Completed postal voting forms must be returned to the registered office of the Society not less than one day prior to the relevant meeting. It is the duty of the Secretary to collect and count all postal votes received by him or her and to sign a certificate that he or she has carried out these duties and which sets out the results of the count required by this Rule. This certificate shall be presented to the chair of the relevant meeting who shall ensure that the certificate is annexed to the minutes of the meeting in the minute book. The chair shall take such postal votes into account in respect of the resolution on which the votes have been cast.

8.5 **Proxies:** There shall be no voting by proxy at any annual or special general meeting.

## 9 **The Board**

9.1 **Board:** The affairs of the Society shall be managed by a Board consisting of not less than five persons and no more than nine persons.

9.2 **Current Board members:** The Board members elected at the annual general meeting held in the year 2005 shall hold office until the annual general meeting held in the year 2008.

9.3 **Powers of the Board:** The Board shall have, and may exercise, all the powers of the Society but in so doing will comply with any specific directions or resolution of the Society made in general meetings under these Rules.

9.4 **Decisions of the Board:** All decisions of the Board must be made in a lawful manner in the interests of the Members and in line with the principles and objects of the Society.

9.5 **Duties of the Board:** Pursuant to the Act the Board shall have the following duties:

- a. To ensure financial statements are prepared every year and are delivered to the Registrar of Incorporated Societies;
- b. To ensure a register of Members is maintained; and
- c. To provide a common seal for the Society.

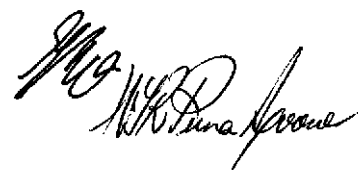
9.6 **Duties and powers of the Chairperson:** the Chairperson shall have the following powers and duties:

- a. **Supervision:** To supervise the business and affairs of the Society:
  - 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;
  - 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; and
  - iii. To do and perform such other lawful duties as may usually pertain to the office of Chairperson.
- b. **Powers at a meeting:** When presiding at a meeting, the Chairperson shall have power:
  - i. To exercise a vote and, in the case of equality of voting, also a casting vote;
  - ii. To decide the order of business, to put motions and to declare the result of the voting;
  - iii. 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; and

- iv. By a resolution of the meeting or in the absence of a quorum, to adjourn a meeting or to declare a meeting closed.
  - c. **General power:** 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.
- 9.7 **Duties and powers of Deputy Chairperson:** It is the duty of the Deputy Chairperson to assist the Chairperson in carrying out the duties appertaining to his or her office, and in the absence of the Chairperson, the Deputy Chairperson exercises all the powers and shall perform all the duties of the Chairperson.
- 9.8 **Public representation:** The Board may from time to time appoint any person to speak publicly for the Board on any matter. No member of the Board shall speak for the Board or Society in any way or do any act which may infer that such member has authority to speak for the Board or Society without first being appointed by the Board to do so.

## 10 Meetings of the Board

- 10.1 **Meeting of the Board:** The Board shall meet monthly at such places as it thinks fit.
- 10.2 **Quorum:** The quorum for a Board meeting shall consist of four Board members being present throughout.
- 10.3 **Notice of meetings:** Notices shall be given orally or in writing to each Board member not later than seven days prior to the day of the meeting unless all Board members agree otherwise.
- 10.4 **Voting:** Any question arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall have a casting vote.
- 10.5 **Method of voting:** All voting of the Board shall be by an expression of agreement, either orally or by a show of hands.
- 10.6 **Meetings by telephone:** The contemporaneous linking together by telephone of a number of the Board members not less than the quorum, whether or not any one or more of the Board members is out of New Zealand, shall be deemed to constitute a meeting of the Board provided that:
- a. all the Board members for the time being entitled to receive notice of a meeting of the Board is entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given on the telephone;
  - b. each of the Board members taking part in the meeting by telephone is able to hear each of the other Board members taking part at the commencement of the meeting; and
  - c. at the commencement of the meeting and at or about the closure of the meeting each Board member acknowledges his or her presence for the purpose of a meeting of the Board to all the other Board members taking part.



A Board member may not leave the meeting by disconnecting his or her telephone unless he or she has previously obtained the express consent of the Chairperson of the meeting. A Board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he or she has previously obtained the express consent of the Chairperson to leave the meeting.

A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

For the purposes of this Rule 10.6 “**telephone**” shall include television or any other audio and visual device which permits instantaneous communication.

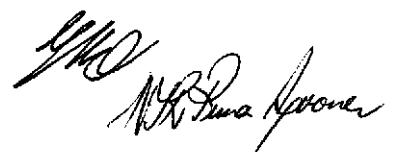
- 10.7 **Unanimous written resolution:** A resolution in writing signed by all the Board members then entitled to receive notice of a Board meeting is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

Such resolution may consist of one or more documents in like form, each signed by one or more Board members and a copy, facsimile transmission or other electronic reproduction of any such document signed or assented to by one or more Board members shall be conclusive evidence of the execution of the original document by those Board members.

## 11 **Election and rotation of Board members**

- 11.1 **Term:** Subject to Rule 11.2 (Rotation), each Board member shall be elected for a term of three years at a general meeting of the Society.
- 11.2 **Rotation:** The following provisions shall apply to the retirement of Board members on and from the annual general meeting held in the year 2008.
- a. At each annual general meeting a minimum of two Board members shall retire from the Board.
  - b. The Board members to retire at each annual general meeting shall be:
    - i. **first**, all those Board members who have been appointed to the Board under Rule 13.1 (Casual vacancies); and
    - ii. **second**, to the extent there are fewer than two Board members who qualify under paragraph (i) above, those Board members who have been longest in office since their last election, but as between persons who became Board members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 11.3 **Holding of positions:** Those elected to the Board shall, in accordance with Rule 12.1 (Termination of membership) or 12.2 (Dismissal), hold their positions until death, resignation, removal or until their successors are elected in accordance with these Rules, whichever shall occur first.
- 11.4 **Eligibility:** Any person who is not less than 20 years of age may be elected a member of the Board in accordance with these Rules.

- 11.5 **Re-election of the Board:** Members of the Board shall be eligible for re-election.
- 11.6 **Returning officer shall supervise the conduct of the election:** For each election the Board shall appoint a returning officer who shall supervise the conduct of the election. Candidates for office and employees of the Society shall not be eligible to act as a returning officer.
- 11.7 **Returning officer ensure Members are advised of nominations:** The returning officer shall ensure Members are advised by the Secretary of the calling of nominations at least 21 days before the nominations are due.
- 11.8 **Nominations:** Nominations of candidates for any elected office or elected position on the Board shall be in writing and signed by the proposer and seconder of the candidate. The candidate must also sign the nomination to indicate his or her consent. The nomination shall be delivered to the Secretary before the closing date, which shall be 24 days before the day of the general meeting where the election ballot will take place.
- 11.9 **Void nominations:** Nominations shall be void if they are received by the Secretary later than the closing date.
- 11.10 **Unopposed elections:** If there is only one nomination to fill a vacant office, the candidate shall be declared elected unopposed by the returning officer unless at that general meeting it is resolved by the Voting Members not to fill the vacated office.
- 11.11 **Carrying out of a ballot:** If an election is required, the returning officer shall make the necessary arrangements for the carrying out of a ballot at a general meeting in accordance with these Rules.
- 11.12 **Declare the results:** The returning officer shall count the ballot at the meeting and declare the results to the Members. The highest polling candidate for each vacant office shall be appointed to such office.
- 11.13 **Preservation of ballot papers etc.:** All ballot papers, lists, envelopes and other documents used in connection with the election shall be preserved and retained by the Secretary for a period of one year from the date of the ballot.
- 11.14 **Appointment of Chairperson and Deputy Chairperson:** After the election of the Board, the Board members shall appoint its Chairperson and Deputy Chairperson by consensus or by majority vote if necessary.
- 12 Removal of members of Board**
- 12.1 **Termination of membership:** Membership of the Board shall cease if the Board member:
- a. is dismissed in accordance with Rule 12.2 (Dismissal);
  - b. resigns;
  - c. dies;
  - d. is or has been declared bankrupt;



- e. is or has ever been convicted of an offence involving dishonesty as defined in section 2(1) of the Crimes Act 1961, or an offence under section 373(4) of the Companies Act 1993; or
- f. in the opinion of the remainder of the Board members, is incapable of carrying out the duties of the Board is by reason of a mental or bodily disability.

12.2 **Dismissal:** The Board may meet to consider the membership of any member of the Board and may by a 75% majority vote of the other Board members present in person dismiss any such Board members where, in its absolute discretion, it is satisfied that the Board member being dismissed:

- a. Has within a year prior to nomination, or has subsequent to nomination, been convicted of a criminal offence;
- b. Commits any act or omission which brings the name of the Society into disrepute;
- c. Displays conduct or does any act or omission which has the effect of hindering or defeating the proper process of the business of the Society or the general promotion of the objects herein; or
- d. Has been absent from three consecutive Board meetings (without the leave of the Board).

12.3 **No reappointment:** Any Board member dismissed pursuant to Rule 12.2 (Dismissal) above shall not be eligible for reappointment as a member of the Board.

### 13 Casual Vacancies of Board

13.1 **Casual vacancies:** Where a vacancy occurs on the Board, the Board may appoint any person who is not less than 20 years of age to such vacant office until the next annual general meeting.

### 14 Duties and Powers of Secretary and Treasurer

14.1 **Appointment:** The Secretary and the Treasurer shall be appointed by consensus or by majority vote at the first meeting of the Board.

14.2 **Not to be Member:** The Secretary and the Treasurer need not be a Member.

14.3 **Duties and powers of Secretary:** The Secretary shall have the following powers and duties:

- a. **Reporting the Society's affairs:** To provide full and timely reporting of the affairs of the Society, keep proper minutes of the proceedings of all meetings, ensure such minutes shall be signed by the Chairperson, and keep a minute book in which the duly signed minutes shall be affixed or entered.
- b. **Annual reports:** To prepare immediately prior to each annual meeting an annual report on the business and proceedings of the Society during the preceding twelve months, and to present such report to the Board and thereafter to such meeting.



- c. **Correspondence:** To conduct the correspondence of the Society.
  - d. **Register of Names:** To keep a register of the Members in accordance with Rule 21 (Register of Members).
- 14.4 **Duties and powers of Treasurer:** the Treasurer shall have the following powers and duties:
- a. **Collect and receive monies:** To collect and receive all monies due to the Society, and to give a receipt in a form approved by the Board, and in no case hold any such monies without the authority of the Board for any period exceeding one week, and to bank all such monies in the name of the Society in a bank approved by the Board.
  - b. **Prepare financial statements:** To prepare immediately prior to each annual general meeting a balance sheet and a statement of income and expenditure for the preceding twelve months and to present such documents to the Board and thereafter to such meeting, duly audited by the auditor (if such auditor has been appointed in accordance with Rule 16.1 (Appointment of Auditor) and to send a copy to the Registrar in accordance with the provisions of the Act.
  - c. **Budget:** To prepare a budget for presentation to the Board and thereafter the annual general meeting for the financial year following the annual general meeting.
  - d. **Annual returns:** To prepare and forward annual returns of the Society as required by law.
- 14.5 **Duties and powers of the Secretary and Treasurer**
- a. **All lawful instructions:** 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, the Board, the Act, or these Rules.
  - b. **Other duties:** To do and perform such other lawful duties as may usually appertain to the offices of Secretary and Treasurer.
- 15 **Sub-komiti**
- 15.1 **Sub-komiti:** The Board may at any meeting appoint two or more Board members to be a sub-komiti for the purpose of making any enquiry or for superintending or transacting any business but every act and proceeding of such sub-komiti shall be submitted to a meeting of the Board for approval.
- 15.2 **Co-opt sub-komiti members:** Any sub-komiti of the Board may co-opt for the purpose of consultation and advice persons who are not Board members and may terminate such a co-option.
- 15.3 **Ratify sub-komiti decisions:** The Board may in its discretion ratify decisions made by any sub-komiti acting under its direction notwithstanding that there may be defects in the appointment of persons acting or that such persons were disqualified from acting or for any defect in procedure whatsoever.

## 16 Audit

- 16.1 **Appointment of Auditor:** If, in any year, the annual income of the Society exceeds \$10,000 for that year, the Board may, in its discretion, appoint an auditor who shall not be a member of the Board but shall be a member of the New Zealand Society of Accountants.
- 16.2 **Duty of Auditor:** If appointed by the Board, the auditor shall examine and certify the accounts and securities and any other assets of the Society for that year.

## 17 Financial Accountabilities

- 17.1 **Financial year:** The financial year of the Society shall be from 1 July to 30 June in each year, or as may otherwise be determined by the Board.

## 18 Control of Funds, Income and Property

- 18.1 **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.
- 18.2 **Two signatories on cheques:** All cheques and withdrawal slips shall be signed by two persons nominated by the Board, one of the signatories being one of the Board members.
- 18.3 **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 rent for premises let or leased to the Society by any Member.

## 19 Common Seal

- 19.1 **Society shall provide common seal:** The Society shall provide a common seal which shall be in the custody of the Secretary.
- 19.2 **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.
- 19.3 **Execution clause:** Every such instrument shall have the following execution clause:

“The seal of **Ngati Hineuru Iwi Incorporated** was affixed by the authority of the Board and in the presence of:”

or such other execution clause as may be required by law.

## 20 Registered Office

- 20.1 **Registrar to be notified of registered office:** The registered office of the Society shall be at such place as the Board may from time to time determine and notice of the registered office and any change thereto shall be notified to the Registrar in accordance with the Act.

- 20.2 **Rules available for view:** A copy of these Rules shall be available for viewing by Members at the registered office of the Society in normal office hours, and available by post or by electronic mail on request.

## 21 Register of Members

- 21.1 **Register of Members to be maintained:** The Secretary shall maintain a register of Members showing in respect of each Member: their full name and address, under which of Rule 6.1(a), (b) or (c)(Membership based on whakapapa) they qualify for membership, the date of their admission, withdrawal or death, their occupation and all subsequent changes.
- 21.2 **Alterations to register of Members:** The Board may resolve to terminate the membership of any person by notice for any of the following reasons.
- a. Such Member has brought the name of the Society or any part of its membership into disrepute.
  - b. Such Member has publicly spoken or acted contrary to the objects of the Society.
  - c. The Board believes on reasonable grounds that such membership has been obtained by deceit or fraud.
  - d. Where the Member qualified for membership of the Society under Rule 6.1(b) or (c)(Membership based on whakapapa), and their circumstances have changed to such an extent that the Board considers that they no longer qualify under Rule 6.1(b) or (c) for membership.

## 22 Alteration to Rules

- 22.1 **Alteration to Rules:** Subject to the provisions of the Act, these Rules may be amended, rescinded or added to by a special resolution passed by a 75% majority of the aggregate of:
- a. those Voting Members present at an annual or special general meeting of the Society; and
  - b. those Voting Members who cast a postal vote pursuant to Rules 8.3 (Postal votes) and 8.4 (Postal votes to be returned to office prior to hui).
- 22.2 **Notice of resolution:** Notice of such resolution shall be given as prescribed in Rule 7.4 (Notice of meetings) and not less than 21 days prior to the meeting at which the resolution will be considered.
- 22.3 **Returning officer shall supervise the conduct of the ballot:** For each ballot held under Rule 22.1 (Alterations to Rules) the Board shall appoint a returning officer who shall supervise the conduct of the ballot. Board members and employees of the Society shall not be eligible to act as a returning officer.
- 22.4 **Declare the results:** The returning officer shall count the ballot at the meeting or meetings and declare the results to the Members.

22.5 **Preservation of ballot papers etc.:** All ballot papers, envelopes and other documents used in connection with the ballot shall be preserved and retained by the Secretary for a period of one year from the date of the ballot.

## 23 **Winding Up**

23.1 **Voluntary winding up:** The Society may be wound up voluntarily in the manner prescribed by section 24 of the Act. The Society may only be wound up if the decision to do so is made at two consecutive general meetings, the second of which must be held at least 30 days after the first.

23.2 **Disposal of surplus assets:** In the event that the Society is wound up then any surplus assets after payment of all costs, debts and liabilities and subject to any trust affecting the same, shall be transferred to such organisation or organisations in New Zealand whose objects include, in whole or in part, the objects set out in these Rules or as the Board may determine by resolution.

23.3 **No individual shall profit:** No individual Member or Members of the Society shall profit by the dissolution of the Society.

## 24 **Indemnity**

24.1 **Board members and officers indemnified:** The Board members and other officers of the Society are indemnified by the Society against all losses and expenses incurred by them in carrying out their duties except when those actions are in breach of the objects of the Society, or otherwise due to their wilful neglect.