

**Amendments to Constitution  
Agreed at Annual General Meeting, 6 May 2011**

Amendments are underlined and highlighted Pages 1,2, 6,8,9,11

**Te Ohaakii a Hine -  
National Network Ending Sexual Violence Together  
- Tauwi Caucus Incorporated**

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## **1. NAME**

The name of the Society shall be Te Ohaakii a Hine - National Network Ending Sexual Violence Together - Tauwi Caucus Incorporated," (the "Society").

## **2. REGISTERED OFFICE**

The registered office of the Society will be Level 6, Education House 178 - 182 Willis Street, Wellington.

## **3. OBJECTS OF THE SOCIETY**

To Work In Partnership With Nga Kaitiaki Mauri To End Sexual Violence In The Community And To Minimise Its Impacts Through:

- (a) Advancing education in the community around the issues of sexual violence by sharing information within and between agents in the sexual violence response sector,
- (b) Promoting social, political and institutional change so that all people can live free of sexual violence and its effects,
- (c) Working with the diverse range of groups and communities to identify appropriate responses and solutions to dealing with the issues of sexual violence,
- (d) Promoting the right of Maori to receive and deliver services which work with the entire whanau to address the adverse effects of sexual violence,
- (e) Promoting the right of children and young people to have their family and community involved in addressing the adverse effects of sexual violence,
- (f) Publicly advocating against all forms of sexual violence and giving voice to the needs of those who are harmed by sexual violence,
- (g) Raising the political and social profile of sexual violence as a significant social problem,
- (h) Expanding and disseminating knowledge and understandings about why sexual violence happens, the effects it has, and effective responses and preventative actions,
- (i) Increasing our knowledge and information about the nature and needs of the sexual violence response sector so that we may attract and develop additional resources,
- (j) Working against the divisive effects of the competitive environment in which the sexual violence response sector is currently invited to operate,
- (k) Increasing the resources, especially monetary, available to the sexual violence response sector, through the sharing of information, lobbying at a national level, and inter-agency co-operation,
- (l) Supporting programmes that encourage people who have sexually abused others to be responsible for the effects of their actions, address issues around their offending behaviour, and move to a safer and more respectful life,

- (m) Fostering co-operation, communication and accountability, both within the sector, and between the sector and other agents, and
- (n) To undertake other charitable activities conducive to fulfilling the objects, principles

#### **4. PRINCIPLES OF THE SOCIETY**

##### **4.1 *Partnership***

The Society will work in partnership with Nga Kaitiaki Mauri.

##### **4.2 We affirm that our relationship will be based upon the following:**

- (a) A shared agreement that Te Tiriti o Waitangi is the founding document for relationships between Tangata Whenua within Aotearoa and Tauwi who have entered New Zealand, ("Houses"),
- (b) A shared agreement that the members of both "Houses" are entitled to be guided by the values and practises which derive from their respective world views,
- (c) A shared belief that together those values and practises can be positively used to eliminate sexual violence within our communities.

##### **4.3 Together we understand that the Treaty relationship;**

- (a) Involves whanau, hapu and iwi who have whakapapa to a shared Maori ancestry and Tauwi who are all those people of other cultures who have chosen to make this land their home,
- (b) Means mutual respect and a willingness to use our collective wisdom and power to build a stable relationship,
- (c) Requires equal and adequate access to resources and decision making so that both "Houses" may properly participate in the elimination of sexual violence within our communities.
- (d) We acknowledge that it is through this abovementioned relationship that our name includes "Te Ohaakii a Hine", and that without this relationship we would not have the right to use the concepts of "Te Ohaakii a Hine" as a part of the name of this Society.

##### **4.4 *Vision***

The vision of the Society is a community free of sexual violence.

##### **4.5 *Mission Statement***

To end sexual violence and to support those impacted by it, through enabling those working to these ends to communicate and co-operate with each other and to have a national voice. We will do this either working together with Nga Kaitiaki Mauri or autonomously when appropriate.

#### 4.6 *Values of the Society*

The processes and procedures outlined in this document and the ways that we work are based on the following values. These values are seated within the terms of the principles of the society.

#### 4.7 Paramountcy

The safety, welfare and well-being of children, young people, women and men affected by sexual violence shall be paramount.

#### 4.8 Autonomy

We respect the independence and autonomy of agencies within the network.

#### 4.9 Co-operation

We recognise the need to work co-operatively with clear and open channels of communication. In doing so we actively seek to respect and understand each other's views and work towards win-win solutions where these views differ. We acknowledge and respect cultural beliefs and practises and work to ensure trust and honesty in cross cultural co-operation.

#### 4.10 Diversity

We value the different responses in the sector to ending sexual violence, where these are considered to be ethical, effective and in line with the values of the Society.

#### 4.11 Integrity

We will operate in a transparent, ethical and inclusive manner.

#### 4.12 Respect

We embrace the dignity and diversity of individuals and groups.

#### 4.13 Accountability

Those affected by sexual violence are the focus of our actions and we will operate in ways which will bring them the best services possible.

#### 4.14 Shared Understandings about sexual violence

4.15 Our understandings of the causes of sexual violence are growing and developing over time as we come to know more of the nature of who does what to whom. We understand the causes of sexual violence to be complex, and to be a combination of societal factors which support sexually violent behaviours and individual psychological and emotional factors.

4.16 We believe that sexual violence is an abuse of power. It occurs primarily due to the way society defines the roles of women and men and supports a patriarchal system that views others as property, while also rewarding those who exercise power and control over others with no regard for human rights or dignity.

- 4.17 As the degree of sexual violence perpetrated on children and young people has become apparent we have come to believe that society's failure to make paramount the rights and needs of children and young people allows adults to use their emotional, physical and social power to abuse children and young people and to fail to provide the nurturing and safe environments which would protect children and young people from abusive patterns of behaviour.
- 4.18 We believe that while among adults sexual violence predominantly victimises women and is predominantly perpetrated by men, both males and females perpetrate and are victimised by sexual violence. Gender differences can exist in the motivations and patterns of this violent behaviour. While some impacts of the violence are similar for males and females, some impacts are different due to the differences in patterns of perpetration and the societal context in which the victim makes sense of and lives with the consequences of the violence.
- 4.19 We believe that sexual violence is most likely to be perpetrated on those perceived to be vulnerable, whether by age, ethnicity, race, gender, disability, a history of abuse, language, immigration, or the quality of social supports in a person's life.
- 4.20 We believe that, in general, sexual violence is most likely to be perpetrated by those who are vulnerable to the messages of a rape supportive culture. For some this will be due to having been victims of violence themselves and living with the psychological and emotional consequences of this, though most victims of violence do not perpetrate sexual violence on others. Nor have all perpetrators been victims. Some perpetrators who find themselves in a position of power over others believe that they are entitled to take what they want due to the social and personal messages about power to which they have been exposed and which they have taken up, for example, rape perpetrated in war, or by groups of adult males.
- 4.21 All people affected by sexual violence are entitled to high quality services, located in the community and based on effective practices and ethical integrity.
- 4.22 We believe that appropriate responses to sexual violence will be ones that promote the safety, autonomy, freedom of choice, and well-being for survivors of that abuse.
- 4.23 These understandings lead us to believe that to end sexual violence we need relationships built on co-operation and respect (rather than competition and power).
- 4.24 We honour the efforts and gifts of the women and men who oppose sexual violence. We acknowledge the contribution of the women's

movement and all those involved in it, to the integrity of the sexual violence response sector.

## **5. MEMBERSHIP**

5.1 Membership of the society shall comprise:

- (a) Those groups or individuals who have signed the application for incorporation as full or associate members of the Society
- (b) Those groups or individuals who apply for membership in the written manner stipulated by the Society from time to time, pay the subscription and are accepted as full or associate members of the Society by the Executive Committee.

5.2 Membership of the society will confer membership of SOCIETY.

5.3 The subscription for members and associate members shall be an amount fixed from time to time by the Executive Committee.

5.4 Types of Membership

- (a) Full membership of the Society shall consist of those incorporated societies, charitable trusts, trust boards and other interested groups whose mission, philosophy, aims, purposes, objects or objectives are working against sexual violence, and which are considered by the Society to operate in accordance with the Principles of the Society. Members would need to provide written assurance to the Executive Committee that staff and volunteers are checked with police for criminal convictions.
- (b) Associate membership of the Society shall be open to individuals and groups who are interested in and supportive of the Society's principles, are nominated by a member of the society and declare themselves to not have a history of perpetrating or colluding with sexual violence. A police check will be required.

## **6. OBLIGATIONS OF MEMBERS**

6.1 All members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute

6.2 Differences of opinion will arise from time to time. Members will approach these differences in ways which are in accord with the values of the society, including co-operation, respect and integrity.

## **7. COMPLAINTS AGAINST MEMBERS**

7.1 A complaint considered to be of a serious nature, that is, a complaint which, if established, could lead to the removal of the party from the membership of the society, is to be received in writing by the Executive Committee.

7.2 A complaints sub-committee will be established to investigate the matter and make a recommendation back to the Executive Committee. Such

processes will be conducted as speedily as possible in recognition of the high degree of stress that such situations generate.

- 7.3 Any complaint made against a member will be handled in accordance with the principles of natural justice, including but not limited to these measures:
- (a) The Secretary will provide a written notice of the complaint to the Member; and
  - (b) The Member will have the ability to respond in writing to the Secretary (within a reasonable timeframe); and
  - (c) The Committee will deliberate upon the matter impartially before advising the Member of their decision in writing.

## **8. DISCIPLINARY MEASURES**

- 8.1 Disciplinary measures may be administered by the Committee if a Member:
- (a) Does not comply with the Rules of the Society
  - (b) Improperly deals with Society funds.
- 8.2 Any disciplinary measures the Committee is considering taking against a member must be in accordance with the principles of natural justice, including but not limited to these measures:
- (a) The Secretary will provide a written notice of the circumstances leading to the potential invocation of discipline to the Member; and
  - (b) The Member will have the ability to respond in writing to the Secretary (within a reasonable timeframe); and
  - (c) The Committee will deliberate upon the matter impartially before advising the Member of their decision in writing.

## **9. CESSATION OF MEMBERSHIP**

- 9.1 Any member can resign in writing. Resignation takes effect when it is received by the Secretary of the Society.
- 9.2 The Executive Committee can cancel full or associate membership if:
- (a) The member has not paid the subscription 6 months beyond the due date, OR
  - (b) in its opinion by consensus or two thirds majority vote, the member acts against the values, principles or beliefs of the society OR
  - (c) The member brings the society into disrepute OR
  - (d) The executive decides the membership shall end.
- 9.3 Whenever the Executive cancels membership, it must notify the member of the following information:
- (a) How the member is considered to be breaching the rules or acting in a manner inconsistent with the principles of the Society.
  - (b) What the member must do and within what timeframe in order to remedy the situation; or state that the Member must write to the Committee or appear before it giving reasons why the Committee should not terminate the member's membership if the member so desires, within a specified timeframe.

- (c) If appearing before the Committee (or the delegated membership thereof), the member has the right to bring supporting persons (including other members of the Society) to this appearance.
- (d) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's membership.

## **10. REGISTER OF MEMBERS**

The Society shall maintain a current list of all members of the Society for inspection by any person having reasonable grounds to inspect, whether that person is a member or not.

## **11. MANAGEMENT OF THE SOCIETY**

### 11.1 Executive Committee

Executive Committee consists of:

- (a) 11 to 14 members

11.2 In addition, prior to the establishment of an independent national office, a representative of the organisation hosting the "Director", "Co-ordinator" or other person in charge of the day to day running of the affairs of the Society will be a member of the Executive Committee. This person will be known as the "hosting executive member". If not generally elected to the Executive Committee, the representative will be appointed as a member by the Executive Committee.

## **12. MEMBERS OF THE COMMITTEE**

### 12.1 *Eligibility*

To be eligible to be a member of the Executive Committee a person must:

- (a) Be a staff member or member of the governance group of a full member group who has been authorised by that group to represent them
- (b) Declare a personal commitment to the principles of the Society.
- (c) Declare a commitment to attend and participate in Executive Committee meetings and General meetings.
- (d) Declare a willingness and be considered to have an ability to work cooperatively as a member of the Executive Committee and in collaboration with Nga Kaitiaki Mauri.



## 12.2 *Nominations*

Due to wide geographical spread, nominees may not be known to many members, therefore nominations are to be accompanied by a short description of reason for nomination.

- (a) On acceptance of nomination the nominee is to provide a paragraph of:
  - (i) the background they could bring to the role
  - (ii) Confirmation that they have an organisational and a personal commitment to attend the meetings and perform the other duties associated with the role for the next 2 years
  - (iii) Confirmation and demonstration of a personal commitment to the principles of the Society and Te Ohaakii a Hine – National Network Ending Sexual Violence together.
  - (iv) Signed authority pursuant to the Privacy Act 1993 (together with full name and date of birth) permitting the Society to conduct a police check.

12.3 Nominations to be forwarded to the Secretary not later than four weeks prior to the AGM. If there are insufficient nominations in total or representing sector groups, then Chairperson may decide to accept nominations during the meeting.

## 12.4 *Representation*

In recognition of the multiple specialties in the sector and the disparate sizes of these, members of the committee will be nominated and voted to fulfil portfolios. These portfolios will include:

- (a) offender treatment and harmful sexual behaviour services
- (b) prevention services
- (c) crisis/early intervention services for survivors
- (d) support and recovery services for survivors
- (e) advocate for male survivors
- (f) advocate for cultural groups
- (g) advocate for children and young people
- (h) Member organisations will nominate which portfolio lists they are eligible to vote for, on the basis of the services that they provide.

12.5 In addition, the following organisations will each be invited to provide a representative onto the Executive Committee, providing that these representatives could ordinarily be considered to be representatives of full member organisations:

- (a) National Rape Crisis
- (b) Doctors for Sexual Abuse Care (DSAC).

12.6 Further portfolios may be developed from time to time by the Executive Committee, depending on changes in the sector or a particular focus of the Society on a specific area. The Executive Committee can appoint a member to the Committee to take up a new portfolio when the development of the portfolio is to cover a need which is considered to be urgent.

- 12.7 A person may be nominated and voted in to cover more than one portfolio where this is appropriate to the person's specialist knowledge and where the extent of duties involved in the two portfolios can be covered by the one person.
- 12.8 While equal or diverse representation on the following variables is not mandatory as achievement of the principles of the society needs to be the primary consideration, members are asked to maintain consideration in the voting process of the desirability for varied representation on the basis of:
- (a) Gender
  - (b) North/South Islands
  - (c) rural/urban
- 12.9 *Vacancies*  
In the event that a vacancy arises in the Executive Committee, the Executive Committee may appoint a replacement member from amongst the members of the society who shall remain in place until the subsequent Annual General Meeting.
- 12.10 *Sub-committees/co-opting*  
The Executive Committee shall have the power to appoint sub-committees to deal with specific issues and to co-opt persons (who may or may not be members) to act in conjunction with the Executive Committee or any subcommittees on particular issues.
- 12.11 *Terms*
- (a) Members of the Executive Committee are elected annually at the AGM.
  - (b) Members of the Executive Committee are elected for a two year term, with half of the members completing their term in any given year.
  - (c) In the initial two year period of the Society, the Executive Committee will agree among themselves not later than two months prior to the first AGM, which of them will have a shortened term of one year only and end their terms at the AGM.
  - (d) Those members staying on the Executive Committee for a second year will indicate their portfolio based on specialisation, and nominations will be called for the remaining portfolios.
  - (e) All members are eligible to be re-elected.
- 12.12 *Disqualification*  
A member of the Executive Committee shall cease to be so upon any of the following circumstances:
- (a) Resignation in writing to the Executive Committee
  - (b) Absence from more than two consecutive meetings without leave of the Executive Committee
  - (c) Removal from membership of the Society
  - (d) Becoming bankrupt or insolvent
  - (e) Becoming mentally disordered within the meaning of the Mental Health Act 1992 (Compulsory Assessment and Treatment)
  - (f) Being convicted of an indictable offence

- (g) Being ineligible to be an officer of a registered charitable entity pursuant to the Charities Act 2005
- (h) Or, in the opinion of all other members of the Executive Committee so expressed by formal resolution, that the member is for any reason unfit to carry out the duties as a member of the Executive Committee.

12.13 If a person ceases to be a Committee member, that person must within one month give to the Committee all Society documents and property.

### **13. MEETINGS OF THE EXECUTIVE COMMITTEE**

13.1 Members of the Executive Committee shall meet not less than 2 monthly and more frequently if required. Most of these meetings will be by teleconference but face to face meetings will be convened when required and when finances permit.

13.2 Two-thirds of the members are required to constitute a quorum.

13.3 Meetings of the Pae Takawaenga will be considered to be meetings of the Executive Committee of the Society.

### **14. HONORARIA**

All or individual members of the Executive Committee may be paid an honorarium in recognition of the amount of work done on behalf of the members of the Society.

### **15. OFFICE HOLDERS**

Office holders will be decided by the Executive Committee in each year. This includes the:

#### **15.1 Chairperson**

The duties of the chairperson will be to:

- (a) Convene meetings
- (b) develop an agenda in consultation with other executive members
- (c) Ensure that the meeting process is in keeping with the values and procedures in the constitution.
- (d) Give a report on the operation of the Society at each AGM
- (e) Speak on behalf of the society.
- (f) Ensure appropriate liaison with Nga Kaitiaki Mauri.
- (g) Sign executive agreed documents on behalf of the society.
- (h) Advise the Registrar of Incorporated Societies of any alterations to the Rules.
- (i) The chairperson has the right to delegate some or all of these functions with the agreement of other executive members.

#### **15.2 Secretary**

The duties of the secretary shall be to ensure that:

- (a) Keep a register of members.
- (b) give notice of all meetings

- (c) keep minutes and records of all meetings of the Executive Committee and of any committees
- (d) Provide members notice of complaints and infractions of discipline as required by these rules
- (e) to perform such other duties as the Executive Committee may direct and as are normally incidental to the office of secretary.

### 15.3 Treasurer

- (a) The treasurer shall have oversight of the books of accounts.
- (b) Give a financial report and statement of accounts at each AGM, and more often if either the Committee or majority of the members decides this in a meeting.
- (c) To forward the annual financial statements for the society to the Registrar of Incorporated Societies upon approval by members at an AGM.
- (d) It shall be the duty of the treasurer to see that all statutory and other requirements with reference to the financial matters of the trust are complied with so far as lies in her or his power, and to perform such other duties as the Executive Committee may determine and as are normally incidental to the office of a treasurer.

## 16. FUNCTIONS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall either directly or through the Society's committees, employees and contractors:

- (a) Implement and maintain the intent of partnership and two cultures development.
- (b) Maintain a relationship with the membership of the society whereby they inform and are informed and directed by, and accountable to, members of the society at regular intervals.
- (c) Administer the affairs of the society
- (d) Develop and govern the Society's policies and strategic plan
- (e) Employ the paid employees of the Society
- (f) Approve contracts for services to the Society
- (g) Be accountable for the Society's funding and finances
- (h) Have control of the common seal pursuant to these Rules
- (i) Receive and consider recommendations from the Society's Committees, officers, employees and contractors and act as it considers appropriate.
- (j) Accept, suspend, terminate (or) place conditions on membership of the Society.
- (k) Receive and determine procedures for dealing with complaints.
- (l) Develop the operational policies of the Society
- (m) Bring to the attention of the Society any opportunities for furthering the objects of the Society.
- (n) Represent the Society and its aims with government and other bodies, organisations or forums.
- (o) Do any other such things that promote the aims of the Society.

## **17. PROCEEDINGS**

- 17.1 Except where otherwise stated in these rules, decisions of the Society and its Committees will be reached by consensus, defined as agreement of all voting participants, or, failing this, lack of disagreement by any voting member.
- 17.2 Each full member group shall provide one voting representative for General or Special Meetings. Associate members may be present and have speaking rights but they do not have voting rights
- 17.3 At any meeting of the Society or of its Committees one or more of those people present may request that the facilitator adjourn the meeting so that the business can be considered in caucuses.
- 17.4 Such caucuses may be cultural caucuses, gender caucuses or such other caucuses as are relevant to the business of the meeting and the objectives of the Society.
- 17.5 Whether the meeting adjourns for caucus discussions and for how long shall be determined by the facilitator of the meeting who shall not unreasonably decline a request for caucus time.
- 17.6 When the meeting reconvenes, the facilitator shall ask representatives of each caucus to report to the meeting before discussion resumes.
- 17.7** Where a decision has not been able to be made by consensus within a reasonable time frame, the facilitator of the meeting may delegate a small group of those with differing views, the task of bringing a shared proposal back to the table at an agreed date or defer the matter to the next meeting, or having made reasonable efforts to reach solution through discussions with the aim of reaching consensus, and the use of delegation or deference as above, and where it is considered to be more in the interests of the society that a decision is made than that consensus is maintained, then a motion may be put requiring a 2/3 majority to be passed.
- 17.8 In the interests of transparency, any full or associate member may attend Executive meetings, at their own expense, in the role of observer. While they may request time to speak to the meeting, they will not be eligible to participate in other aspects of the decision-making process.

## **18. ANNUAL GENERAL MEETINGS**

- 18.1 The Annual General Meeting of the Society will be held each calendar year, not more than 14 months after the previous AGM.
- 18.2 The business of the Annual General Meeting shall include the following:
- (a) Minutes of the previous meeting.
  - (b) The presentation of the annual report and the financial accounts.
  - (c) The appointment of a committee and an auditor.
  - (d) Motions to be considered.

- (e) Approval of plans.
- (f) The consideration of any other business required to be considered under these rules or which the Annual General Meeting believes should be considered.

## **19. SPECIAL GENERAL MEETINGS**

- 19.1 A minimum of three members may submit a written request to the Executive Committee to call a Special General Meeting.
- 19.2 The request shall include the matters which the members wish to discuss at the Special General Meeting.
- 19.3 Within 21 days of receiving the request the Committee shall call a Special General Meeting.

## **20. NOTICE OF MEETINGS**

- 20.1 Fifteen working days notice of all general meetings shall be given.
- 20.2 Notice of all general meetings shall be sent to the last known contact address for all members.
- 20.3 The notice shall state the time, date and place of the Meeting, agenda of the meeting and copies of any remits to be discussed.
- 20.4 Notice of an Annual General Meeting shall include a draft copy of the annual accounts and annual report.
- 20.5 Notice of a Special General Meeting shall include the reasons for calling the meeting.

## **21. QUORA OF ANNUAL AND SPECIAL GENERAL MEETINGS**

- 21.1 The quorum for all general meetings shall be 25% of members.

## **22. PROXY VOTES**

- 22.1 In order to preserve the value of debate and discussion prior to decision-making, members not able to participate in meetings will be invited to send their opinion to the meeting but will not generally be eligible to vote.
- 22.2 Proxy votes will be allowed by special order of the Executive Committee or its delegate. Members can apply for this special order on the basis of their interest in the item and inability to get to the meeting following advertisement of the agenda items and remits
- 22.3 Depending on the nature of the matter and the preference of the member applying for it, the Executive Committee might offer proxy vote by paper vote, or proxy vote by delegation of voting authority to another member on behalf.

## **23. MOTIONS**

- 23.1 Any member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all full members:
- 23.2 It must be voted on at the Society meeting chosen by the Member, and
- 23.3 The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- 23.4 If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 23.5 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

## **24. FUNDS**

### *24.1 Procurement*

In the spirit of partnership with Nga Kaitiaki Mauri upon which this Society is based, decision about the procurement of funds will be taken to the Pae Takawaenga for joint decision-making and procurement.

### *24.2 Management*

- (a) No member shall commit the Society financially without the consent of the Executive Committee.
- (b) All funds received by or on behalf of the Society shall be paid into the Society's bank account.
- (c) All cheques and withdrawal slips drawn on the Society's account will be signed by two persons as designated by resolution of the Committee.
- (d) All financial statements shall be audited by an auditor appointed by the Executive Committee and who shall be a member of the Society of Accountants.
- (e) The income and property of the Society shall be applied solely to further the objects of the Society. No income or property shall be paid or transferred directly or indirectly to members of the Society.
- (f) This will not prevent payment of reasonable remuneration or expenses to any member for any services performed by them for the Society. A member may charge for any service carried out by him or her where the Society would have had to pay for that service if it was carried out by somebody who was not a member. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market).

- (g) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

## **25. POWERS**

25.1 The Society shall have the following powers in Aotearoa/New Zealand. To do all such things which will further the charitable objects of the Society, including:

- (a) To enter into or terminate any contract or arrangement with any society government department, corporation or other body.
- (b) To enter into or terminate employment agreements or contracts for service.
- (c) To purchase, lease, hire or otherwise acquire real or personal property.
- (d) To sell, let, mortgage, hire out or otherwise dispose of or deal with any of the property or assets of the Society.
- (e) To construct and improve, maintain and develop buildings and other structures.
- (f) To insure any society assets for such amounts and on such conditions as the society determines.
- (g) To lend, advance and invest money belonging to the Society.
- (h) To borrow and receive monies, grants and other funds and assets.
- (i) Any application for a loan to raise funds must be approved by members at a Special General Meeting and must be signed by the Treasurer or a Chairperson and one other Committee member.

## **26. INDEMNITY**

26.1 Executive members and other officers shall be indemnified by the Society for all costs, losses and expenses incurred by them in or about the discharge of their respective duties (including travel and reasonable out of pocket expenses) where these expenses have been approved by the executive committee and where the expenses do not result from their own respective wilful default.

26.2 No executive member or other officer shall be liable for the act or defaults of any other Executive member or other officer or for any loss of expense happening to the Society unless the same happens from their own wilful default.

## **27. EXECUTION OF DOCUMENTS**

27.1 The Society shall hold a common seal for its use, and the hosting executive member or current chairperson of the executive committee shall be responsible for its safe custody and control. The seal shall be used on any contract made on behalf of the Society which is required by law to be deed, and shall be affixed by the hosting executive member of the Committee or current chairperson of the executive committee, following approval by of the executive committee.



27.2 Members of the Executive Committee can execute a document on behalf of the Society when the Executive Committee has agreed to this, and when this agreement has been established at a Committee meeting, a general meeting, or using another usual decision-making processes of the Committee.

27.3 A central record will be kept of all documents executed on behalf of the Society.

## **28. CONFLICT OF INTEREST**

28.1 An officer, member or employee of the Society shall not vote upon any matters before the Executive or the Society in which s/he has directly or indirectly any pecuniary interest, other than an interest in common with the public or members of the Society generally.

28.2 An officer, member or employee shall declare the pecuniary interest when the matter is first raised before the Society or the Executive and such disclosure shall be recorded in the minutes.

28.3 An officer, member or employee may only be present at the meeting or take part in the discussion of such a matter to the extent (if any) permitted by the Executive.

28.4 Notwithstanding anything stated to the contrary in the Constitution, members may be remunerated for work performed for the Society provided that any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

## **29. ALTERATIONS TO THE RULES**

29.1 These rules may be altered, added to or rescinded by members present at a Special General Meeting or an Annual General Meeting, at least fourteen days prior notice having been given of the proposed amendment, addition or rescission; but no alteration or deletion may be made which affects the charitable status of the Society and/or which creates any conflict with the present stated vision and mission of the society.

## **30. WINDING UP**

30.1 The Society may be wound up if the Committee present at a general meeting pass a resolution to this effect, and such a resolution is confirmed at a subsequent Special General Meeting called for that purpose, and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

30.2 In the event the Society must be wound up, its assets shall be realised wherever possible. All surplus assets after the payment of all costs, debts and liabilities shall be given or transferred to Nga Kaitiaki Mauri, or, if that organisation is not in a position to receive such assets, to some other charitable organisation of Aotearoa/New Zealand having objects similar to



