

DEED OF ALTERATION OF  
CONSTITUTION

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**NGĀTI RAHIRI HAPŪ Ō TE ATIAWA  
(TARANAKI) SOCIETY  
INCORPORATED**

Govett Quilliam

THE LAWYERS

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**DATED: 21 March 2026**

**PARTIES**

**NGĀTI RAHIRI HAPŪ Ō TE ATIWA (TARANAKI) SOCIETY INCORPORATED** being a duly incorporated society registered under the Charitable Trusts Act 1957 (Inc Number: 924460) (**Society**)

**BACKGROUND**

- A. The Society is presently governed by the Constitution dated 19 January 1999 (**1999 Constitution**), adopted under the Incorporated Societies Act 1908, now repealed and replaced by the Incorporated Societies Act 2022 (**Act**).
- B. The Act requires all incorporated societies to re-register under the new Act by 5 April 2026 and to ensure their constitutions comply with the mandatory requirements in section 26, including updated officer qualification standards under section 47.
- C. The Society's existing Rules refer to repealed legislation and omit several provisions required for compliance with the Act and the Charities Act 2005.
- D. The Society wishes to update its Constitution to ensure legal compliance, preserve its charitable purposes, and enable timely re-registration before 5 April 2026.
- E. In accordance with rules 8.1.1 and 10.2 of the 1999 Constitution, the Society duly convened and held a Annual General Meeting at which members passed a resolution approving the adoption of this updated Constitution.
- F. This Deed sets out the amendments required to achieve compliance and modernise the Society's governance framework. From the date of this Deed, this updated Constitution shall govern the Society (**Constitution**).

## OPERATIVE CLAUSES

### 1. NAME

- 1.1 The name of the Society is "Ngāti Rahiri Hapū ō Te Atiawa (Taranaki) Society Incorporated".

### 2. CHARITABLE STATUS

- 2.1 The Society is already registered as a charitable entity under the Charities Act 2005.

### 3. REGISTERED OFFICE

- 3.1 The registered office of the Society shall be at 38 Queen Street, Waitara or such place as the Committee otherwise determines.

### 4. INTERPRETATION

- 4.1 In this Constitution, unless the context requires otherwise:

"**Act**" means the Incorporated Societies Act 2022.

"**Annual General Meeting**" or "**AGM**" means the annual general meeting referred to under rule 17.1.

"**Chairperson**" means the Officer responsible for chairing General Meetings and Committee meetings, and who provides leadership for the Society.

"**Charities Act**" means the Charities Act 2005.

"**Constitution**" means the rules in this document.

"**Committee**" means the management committee of the Society described in rule 10.1.

"**Committee Members**" means the officers of the Society elected to the Committee under rule 14.4.

"**Contact Person**" means the person or people appointed under rule 15.1.

"**General Meeting**" means an AGM or SGM as defined in this Constitution.

"**Hapū**" means Ngāti Rahiri (Taranaki).

"**Member**" means a member of the Society under rule 9 who has not ceased to be a member under rule 9.4(a).

"**Ngāti Rahiri (Taranaki)**" means Ngāti Rahiri Hapū of North Taranaki whose rohe, as recorded by our tīpuna, commences at Titirangi extending along the coast to Te Rau ō Te Huia, thence inland to Otamapotiki and Oparinga onto the Onaero River, up the Onaero River, along the Kokohiko Stream, to Oapui and Whiorua, then along the Mangaturi Stream to the Waitara River, down the Waitara River to Kopuapotakataka, inland past Pukemahoe iti and Pukemahoe nui to the Kohipo Stream, down the Kohipo Stream and Mangahewa Stream to Taramouri, then past Puketakauere, Turangahaka and Pukemanu, going to the source of the Waipapa Stream, following partly down the Waipapa Stream then heads north, returning to the starting point at Titirangi. The rohe also includes the area known as the Matarikoriko Block and that portion of the Rimutauteka Block to the east of the Mangaone Stream.

“**Notice**” to Members includes any notice given by email, post, or courier.

“**Officer**” means any person who is an officer under the Act, including the Committee Members.

“**Register of Members**” means the register of Members kept under this Constitution as required by section 79 of the Act.

“**Special General Meeting**” or “**SGM**” means the special general meeting referred to under rule 17.2.

“**Society**” means the Ngāti Rahiri Hapū o Te Atiawa (Taranaki) Society Incorporated.

“**Working Days**” has the meaning defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 4.2 Interpretation and Construction

- (a) **Interpretation of Terms:** In this Constitution, unless the context requires otherwise:
  - (i) Singular includes plural and vice versa.
  - (ii) References to a gender include all genders.
  - (iii) “Person” includes an individual, company, incorporated society, trust, or other entity.
  - (iv) Headings are for convenience only.
- (b) **Legislation:** References to any Act or regulation include all amendments, re-enactments, or replacements, and any subordinate legislation made under them.
- (c) **Mandatory Requirements:** If this Constitution omits or conflicts with a mandatory legal requirement, the Constitution must be read as including the minimum terms necessary to comply with the law until formally amended.
- (d) **Written Communication:** “Written” includes electronic communication that can be stored and reproduced.
- (e) **Inconsistency with Law:** If there is any inconsistency between this Constitution and the Act or other governing law, the legislation prevails.

## 5. PURPOSES

5.1 The Society is established and maintained exclusively for charitable purposes (including purposes ancillary to those charitable purposes), namely advancing education and benefitting the community by:

- (a) being the representative body and authoritative voice of Ngāti Rahiri (Taranaki);
- (b) growing a thriving, prosperous economically secure hapū;

- (c) upholding, preserving and practising tikanga according to Ngāti Rahiri (Taranaki) lore;
- (d) promoting and managing the social, economic and cultural welfare of whānau of Ngāti Rahiri (Taranaki);
- (e) promoting the education of Ngāti Rahiri (Taranaki) through scholarships and wananga;
- (f) promoting matauranga Ngāti Rahiri (Taranaki);
- (g) promoting Papa raua ko Rangī;
- (h) promoting mana whenua and kaitiakitanga;
- (i) monitoring and advocating for improvements to National and Regional Government policies and practices within the rohe and general environs of Ngāti Rahiri (Taranaki);
- (j) providing a forum for whānau of Ngāti Rahiri (Taranaki) to address issues of concern;
- (k) representing Ngāti Rahiri (Taranaki) in respect of its Treaty of Waitangi relationship with the Crown; and
- (l) abiding by the Treaty of Waitangi.

5.2 The Society shall recognise the representative body responsible for all matters related to Ngāti Rahiri (Taranaki) Hapū reserved lands are the trustees of those lands.

5.3 As the Society must not be carried on for the financial gain of any of its Members, the Society must not operate for the purpose of, or with the effect of:

5.3.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or

5.3.2 having capital that is divided into shares or stock held by its Members; or

5.3.3 holding, property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Society or otherwise).

5.4 The Society does not have the purpose of being carried on for the financial gain of its Members merely because the Society:

(a) engages in trade;

(b) pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;

(c) distributes funds to a Member to further the purposes of the Society, and the Member:

(i) is a not-for-profit entity; and

(ii) is affiliated or closely related to the Society; and

(iii) has the same, or substantially the same, purposes as those of the Society;

- (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- (e) provides benefits to Members of the public or of a class of the public and those persons include Members or their families;
- (f) provides benefits to Members or their families to alleviate hardship;
- (g) provides educational scholarships or grants to Members or their families;
- (h) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
- (i) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society;
- (j) on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

## **6. ACT AND REGULATIONS**

- 6.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

## **7. POWERS**

- 7.1 In accordance with the Act, the Society shall be capable of holding real and personal property of whatsoever nature and whether situated in New Zealand or elsewhere and of suing and being sued and of doing and suffering all such acts and things as bodies corporate may lawfully do and suffer and shall be entitled to do such things and exercise all such powers and authorities as it shall consider necessary or desirable in its absolute discretion for the attainment of any purposes contained therein.
- 7.2 Without in any way limiting the generality of the provisions contained in rule 7.1, the Society shall in the furtherance of its purposes have the following powers, authorities and discretion:
- (a) To purchase, take on lease or exchange, hire and otherwise acquire any real and personal property and any right or privileges which the Society may think necessary or convenient for the purpose of attaining and carrying out any of the above purposes, and in particular any land, buildings, easement, machinery and plant.
  - (b) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or in any way deal with all or part of the real or personal property and rights of the Society on such terms and subject to such conditions as the Society shall determine.
  - (c) To borrow, raise or secure the payment of money in any such manner as the Society may think fit and to mortgage or charge all or any of the real and personal property and rights present and future of the Society, provided that the Society shall

at all times ensure that any charges mortgages or security are legitimately clear of any encumbrances and available for issue prior to the application of this power.

- (d) To invest and deal with money which may be in the hands of, or under the control of the Society whether being the property of the Society or on deposit or loan with it or otherwise at its disposal in or upon such securities and in such manner as the Society may from time to time determine.
- (e) To lend and advance money with security or give credit or to gift or koha to any person or organisation upon such terms and conditions and in such manner as the Society may determine.
- (f) To provide scholarships and other financial assistance whether by way of loan or grant or partly in the one way partly in the other for persons enrolled either full-time or part-time at any University, Technical College, Secondary School or other institution of learning.
- (g) To enter into any deed, contract or arrangement with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the purposes herein and to obtain from any Government or authority any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.
- (h) To enter into contracts of service or for services with any person, firm, corporation or body whether incorporated or not and to pay remuneration for services rendered as the Society shall deem fit.
- (i) To levy or charge for the provision of accommodation or other services provided by the Society and to receive the proceeds of or remuneration derived from produce or goods sold or for work undertaken by the Society or by persons involved in any work related scheme administered by the Society.
- (j) To fix and impose levies upon the Members of the Society from time to time as the Society shall deem fit.
- (k) To adopt such means of making known the activities and purposes of the Society as may be expedient and in particular, but without limiting the generality of the foregoing, by advertising in the news media, by publication in books, brochures, pamphlets, circulars and any other printed and illustrative material, by films, publication online and other means as the Society may from time to time determine.
- (l) To exercise in respect of the property or assets of the Society for the time being or any part thereof or interest therein all or any rights, powers, authorities and discretions under and by virtue of any statute or provisions of the general law.
- (m) To promote the formation or legislation for any other organisation which may be deemed by the Society necessary to achieve the purposes contained herein.
- (n) To speak for and act as the Authority of the Society on all matters of Hapū, Tribal, Regional and National interest and concern, including the making of submissions written or oral on any such matter to any Government or private organisation and to support in any way the Society deems fit any organisation or group towards the furtherance and consumption of its purposes.
- (o) To enter into any deed, contract or arrangement with any organisation representing the overall interests of the tribal grouping of North Taranaki known as Te Atiawa

and to support in any way the Society deems fit such organisation towards the furtherance and consummation of its purposes.

- (p) To speak for and act as the representative body and authority for the Society in its negotiations with the Crown to settle any claim under the Treaty of Waitangi and to appoint any person or organisation to represent the interests of the Society and to act on its behalf.
- (q) To settle any grievance Ngāti Rahiri (Taranaki) may have with the Crown concerning a breach of the Treaty of Waitangi by the Crown by any act or omission on the Crown's behalf provided that any settlement of any claim which is to be regarded as full and final settlement must be approved by the members at a Special General Meeting called for that purpose or by postal ballot.
- (r) To be free to make, in its absolute discretion, the resources of the Society available to all people irrespective of Tribal or ethnic affiliation but always with regard to the current needs of the Society provided that the Society members shall have priority over any other person or organisation.
- (s) To subscribe to become a member of and co-operate with other iwi or hapū groups or persons or any other group or organisation whose purposes are altogether similar to those of the Society and to procure from and communicate to that other person, group or organisation such information as may be likely to advance the purposes of the Society.
- (t) To do all such other things as in the opinion of the Society may be incidental or conducive to the attainment of any of the purposes contained herein or the exercise of these powers.

## **8. TIKANGA Ō NGĀTI RAHIRI (TARANAKI)**

- 8.1 All procedure, decision making and the exercise of power of the Society shall be in accordance with the rules in this Constitution and Tikanga ō Ngāti Rahiri (Taranaki).
- 8.2 The Society shall recognise the knowledge and expertise of Ngāti Rahiri (Taranaki) Hapū kaumatua and kuia on all matters regarding Tikanga ō Ngāti Rahiri (Taranaki).
- 8.3 The Society may consult with Ngāti Rahiri (Taranaki) kaumatua and kuia on matters concerning Tikanga ō Ngāti Rahiri (Taranaki) where necessary.
- 8.4 In the case of any dispute regarding the interpretation of Tikanga ō Ngāti Rahiri (Taranaki) and its application to this Constitution, the Committee may consult with and seek advice from the kaumatua and kuia of Ngāti Rahiri (Taranaki) but they need not be bound by that advice.
- 8.5 Should such a dispute regarding the interpretation of Tikanga ō Ngāti Rahiri (Taranaki) arise during any meeting of the Society, the Committee Members may, at their sole discretion, and by majority vote of the Committee Members present if necessary:
  - (a) consult with the kaumatua and kuia of Ngāti Rahiri (Taranaki) present at the meeting or adjourn the meeting and refer the matter to a meeting of kaumatua and kuia of Ngāti Rahiri (Taranaki) for consideration; and
  - (b) the Committee may consider but not be bound by such advice and a majority vote by the Committee will be determinative of that matter.

8.6 The Society shall ensure that necessary resources are made available for Ngāti Rahiri (Taranaki) kaumatua and kuia to meet on a regular basis to discuss matters of tikanga.

## 9. MEMBERSHIP

9.1 **Minimum Number of Members:** The Society must at all times have a minimum number of ten (10) members.

### 9.2 Eligibility:

- (a) Membership of the Society is available to any individual who can whakapapa to a tipuna of Ngāti Rahiri (Taranaki) regardless of other iwi or hapū affiliation.
- (b) A member of Ngāti Rahiri (Taranaki) includes any person who is a descendant of:
  - (i) Those persons who were signatories to the 1866 Compensation Court settlement of Ngatiawa Coast Claim D and/or recorded in the Crown Grants to the Ngāti Rahiri (Taranaki) Blocks in 1884 as listed in Schedule 1 to this Constitution.
  - (ii) Any person who is not a member of Ngāti Rahiri (Taranaki) by virtue of that person being a descendant of any of the persons described in rule 9.2(b)(i) and who claim to be a descendant of a tipuna of Ngāti Rahiri (Taranaki) who is approved by kaumatua and kuia of Ngāti Rahiri (Taranaki).

### 9.3 Membership Process:

- (a) An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.
- (b) All Members must consent in writing to become a member of the Society.
- (c) The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.
- (d) The signed written consent of every Member to become a Member shall be retained in the Society's membership records.

### 9.4 Cessation:

- (a) A Member ceases to be a Member:
  - (i) if the Committee receives a written resignation from the Member in their capacity as a member of the Society, in which case the relevant Member's membership shall cease on the date set out in their written resignation or otherwise on a date agreed between the Member and the Committee; or
  - (ii) on death, with effect from the date of death of the Member.
- (b) No member of Ngāti Rahiri (Taranaki) can be expelled from the Society.
- (c) Any former member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Committee.

9.5 **Register of Members:**

- (a) The Society shall keep a register of Members which shall contain the following information regarding each Member:
  - (i) Member's name;
  - (ii) last known contact details of the Member;
  - (iii) commencement date of the Member's membership with the Society; and
  - (iv) all other information prescribed by the regulations enacted under the Act.
- (b) Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- (c) The Society shall update its register of Members as soon as practicable after becoming aware of changes to the information recorded on the register.
- (d) The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
  - (i) the former Member's name; and
  - (ii) the date the former Member ceased to be a Member.

9.6 **Members' Rights:** Members of the Society shall be entitled to:

- (a) attend and vote at General Meetings;
- (b) attend Committee Meetings;
- (c) access and use the Society's premises, facilities, equipment and other property on the conditions determined by the Committee for such access and use; and
- (d) participate in the Society's activities on the conditions determined by the Committee for such participation.

9.7 **Members' Liability:**

- (a) Liability of Members of the Society shall be limited to:
  - (i) any amount unpaid on any subscription, fees or levies due to the Society; and
  - (ii) any liability as a Member expressly provided for in this Constitution .
- (b) Nothing in this rule affects the liability of a Member to the Society under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

10. **COMMITTEE**

- 10.1 The Society is governed by a Committee comprising at least three (3) elected Adult Members. The Committee shall include a Chair and up to ten (10) other Adult Members (together, **Committee Members**).

10.2 **Election:** Election of Committee Members is to be in accordance with the procedure outlined in rule 14.4.

10.3 **Term:** The elected term of office for all Committee Members shall be three years. All Committee Members shall be eligible for renomination and election.

10.4 **Chairperson:** The Committee shall elect a Chairperson who shall preside over all General Meetings of the Society and all Committee meetings.

10.5 **Extraordinary Vacancies:**

(a) The office of a Committee Member shall become vacant the Committee Member ceases to hold office as an Officer under rule 14.5 or is absent from three consecutive Committee meetings (except by leave of the Committee).

(b) Where a vacancy occurs on the Committee, any unsuccessful candidate of the election shall be appointed at the complete discretion of the Committee to fill such vacancy. In the event of a future vacancy still remaining the Committee may appoint any Adult Member until the next Annual General Meeting.

10.6 **Powers and Duties:** The Committee may exercise all or any of the powers, authorities, functions and discretions of the Society with the exception of those as they are expressly reserved to the Members in Annual or Special General Meetings.

10.7 **Contracts:**

(a) Any contract made by the Committee shall be in writing signed by two (2) Committee Members on behalf and by direction of the Committee.

(b) Any contract which if made between private persons may be made verbally without writing on behalf of the Society by any two (2) members thereof by direction of the Committee but no verbal contract shall be made for any sum greater than such sum as fixed from time to time by the Committee.

(c) Any contract that is not made compliance with this Constitution shall not be binding upon the Committee or the Society unless it is ratified by unanimous vote of the Committee.

## 11. SUB-COMMITTEES

11.1 **Executive Committee:** The Committee may establish an Executive Committee to transact such business of the Society as the Committee may authorise from time to time. The purpose of the Executive Committee shall be to facilitate the orderly and efficient operation of the Society between full meetings of the Committee.

11.2 **Other Sub-committees:** The Committee may establish or approve the establishment of such other committees as may be desirable from time to time to facilitate the good and proper management of the Society and the Committee may delegate to such committee any of the Committee's functions and powers that it may consider necessary.

11.3 **Composition:** Every sub-committee shall contain at least one member of the Committee who shall be the chairperson of that sub-committee. If the sub-committee includes more than one member of the Committee then the Committee shall appoint one of those members to be chairperson. The number of other members appointed to each sub-committee shall be as determined by the Committee.

11.4 **Records:** Every sub-committee shall keep proper minutes of its meetings and these shall be forwarded to the Secretary.

11.5 **Expenditure:**

- (a) A sub-committee must not commit the Society to any financial expenditure without express authority from the Committee.
- (b) The Committee may authorise the opening of a separate bank account by any sub-committee if such is considered necessary for the good and proper functioning of the Committee. The Committee shall regulate the expenditure from any such account.

11.6 **No further delegation:** No sub-committee shall have power to co-opt additional Members or delegate any of its powers

## 12. SECRETARY

12.1 **Appointment and Duties:** The Committee shall appoint a Secretary for the term of three (3) years who shall attend all meetings of the Society and the Committee and keep proper minutes of the proceedings and dispatch all notices required by these Rules and communicate to the Committee all notices, documents and matters received on behalf of the Society, and discharge all other duties required of such person by the Committee as set out in this Constitution.

12.2 **Serving of Notices:**

- (a) Any notice, requisition or other document required to be given or delivered to the Secretary or to the Committee or to the Society shall be deemed to be so given or delivery if served upon the Secretary personally at the Society's registered office or by such method of service allowed by the Act.
- (b) Any notice or other document required to be given or delivered to any Member shall be deemed to be so given or delivered if in writing signed by the Secretary (except on a ballot paper or notice of meeting where it shall be sufficient if the name of the Secretary be printed or otherwise affixed) and either served personally or sent by ordinary post to such person at the address recorded on the register of Members. Such documents sent by post shall be deemed to be served not later than four (4) days from the date of such posting.

12.3 **Register of Members:** The Secretary shall be responsible for overseeing the Register of Members in accordance with rule 9.5.

12.4 **Publication of Officers and Members:** After each Annual General Meeting, the Secretary shall cause to be printed a complete list of the Committee for the year and the names of all Members on the register of Members. This list shall be made available for viewing by Members at the registered office of the Society.

## 13. FINANCIAL MANAGEMENT

13.1 **Treasurer Appointment and Duties:**

- (a) The Committee shall appoint a Treasurer for the term of three (3) years who shall, subject to the direction of the Committee, have the supervision of the monetary affairs of the Society in accordance with this Constitution.

- (b) One person may hold the offices of the Secretary and Treasurer as outlined in this Constitution.
- (c) All powers conferred and duties imposed by this Constitution upon the Treasurer may be exercised and discharged by any other person from time to time appointed by the Committee to act in the position of Treasurer.

#### 13.2 **Control and Management:**

- (a) The funds and property of the Society shall be:
  - (i) controlled, invested and disposed of by the Committee, subject to this Constitution; and
  - (ii) devoted solely to the promotion of the purposes of the Society.
- (b) All monies received on account of the Society shall be deposited in such Bank as the Committee may from time to time direct. No payment shall be made except under authority from the Committee and by any two (2) people jointly who duly authorised by the Committee for that purpose.
- (c) The Committee must ensure that there are kept at all times accounting records that:
  - (i) correctly record the transactions of the Society; and
  - (ii) allow the Society to produce financial statements that comply with the requirements of the Act; and
  - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the Constitution).
- (d) The Committee must maintain prudent financial controls and risk management systems.
- (e) The accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society in written form or in a form or manner that is easily accessible and convertible into written form.

#### 13.3 **Annual Balance:**

- (a) The financial year shall commence on the 1st day of July of each year.
- (b) The Treasurer shall at the close of the financial year, prepare a balance sheet as at the close of such year and a statement of income and expenditure for the year and shall have them either reviewed or audited by the Auditor in accordance with the requirements applicable to the Society's reporting tier and when audited, present to the Committee and thereafter to the next Annual General Meeting.

#### 13.4 **Budget**

- (a) The Treasurer shall prepare a budget for presentation to the Committee and thereafter to the Annual General Meeting for the financial year following the Annual General Meeting.

**13.5 Auditor Appointment and Duties:**

- (a) There shall be appointed at each Annual General Meeting an Auditor who shall not be a Committee Member but shall be a reputable and qualified accountant who is a member of a professional body or, where required by the Charities Act, a qualified auditor.
- (b) In the event of the Auditor not being so elected, or in the event of the death or absence or incapacity of the Auditor or refusal of the Auditor to act, the Committee shall appoint a similarly qualified person to be the Auditor.
- (c) The Auditor shall review, or where required by the Charities Act, audit, the accounts and securities and any other assets of the Society for the current year.

**14. QUALIFICATION AND APPOINTMENT OF OFFICERS**

**14.1 Definition and Appointment:** An Officer of the Society is any person who exercises or is entitled to exercise significant influence over the management or administration of the Society, including all Committee Members. Officers may be appointed:

- (a) by election or appointment to the Committee in accordance with this Constitution; or
- (b) by Committee resolution, if the person holds a position (such as manager, secretary, or other executive role) that confers significant management influence.

**14.2 Consent:** Every Officer must consent in writing to act and be recorded in the Society's register of officers before appointment takes effect.

**14.3 Qualifications:** Every Officer must be a natural person and meet the qualification requirements in section 47 of the Act. Whilst the Society remains a registered charity every Officer must also meet the qualification requirements in section 16 of the Charities Act.

**14.4 Election or appointment of Officers:** The election of Officers shall be conducted as follows:

- (a) The Secretary shall call for written nominations, from Adult Members on an approved nomination form, for election to the Committee no less than 56 days prior to the Annual General Meeting by notice to each Adult Member and specify the time and place for the closing of nominations.
- (b) Members nominating a candidate shall with the nomination provide to the Secretary the following brief biographical particulars in respect of the candidate:
  - (i) domicile;
  - (ii) present employment and/or past employment;
  - (iii) offices of a public nature currently or previously held;
  - (iv) any professional, academic or other relevant qualification.
- (c) The above particulars shall be available for inspection by Members prior to the meeting. Candidates may include a brief statement on their aspirations for the Society and their anticipated contribution to fulfilling those aspirations.

- (d) No person shall be eligible for nomination if he or she has been declared bankrupt, has committed an offence resulting in imprisonment for a period of six months or more or mental or bodily disability in the opinion of the Committee renders that person not fit to hold office on the Committee, or is otherwise disqualified under section 47(3) of the Act.
- (e) If the number of nominations exceeds the number of vacancies, then an election shall be conducted by vote. All Adult Members shall be eligible to vote for election to the Committee.
- (f) Votes shall be cast in such a manner as the person chairing the meeting determines, except that there shall be no voting by proxy.
- (g) Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (h) In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- (i) The Chairperson shall announce the result of the election by declaring at the Annual General Meeting, those elected.
- (j) The elected Committee Members shall assume office at the end of the Annual General Meeting at which the result is declared.
- (k) In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer.

14.5 **Officer Ceasing to Hold Office:** A person ceases to be an Officer of the Society if the person:

- (a) resigns in accordance with rule 14.6; or
- (b) is removed from office in accordance with this Constitution; or
- (c) becomes disqualified from being an officer under section 47(3) of the Act;
- (d) is or has been declared bankrupt;
- (e) commits an offence resulting in imprisonment for a period of six months or more;
- (f) dies; or
- (g) otherwise vacates office in accordance with this Constitution.

14.6 **Resignation of Officer:** An Officer may resign from office by signing a written notice of resignation and giving it to the Chairperson of the Committee. The notice of resignation is effective when it is received by the Chairperson or at a later time specified in the notice.

14.7 **Removal:** The Committee may, by resolution, remove an Officer for statutory disqualification, serious misconduct, breach of duties, persistent non-attendance, or where

in the opinion of the remainder of the Committee mental or bodily disability renders that officer incapable of carrying out their duties. The Officer must receive written notice of the grounds and a fair opportunity to respond and be heard in accordance with the principles of natural justice.

14.8 **Duties:** Officers must act in good faith and in the best interests of the Society, exercise reasonable care and diligence, and comply with statutory duties as required by law.

14.9 **Conflicts of Interest:**

- (a) Officers must declare any personal interest, which shall be recorded in an interests register kept by the Committee.
- (b) Where any Officer has or may have an interest in matter as defined in section 62 of the Act and as determined by the Committee, the conflicted Officer must declare their interest including details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, which shall be recorded in an interests register kept by the Committee.
- (c) A conflicted Officer may participate in the deliberation affecting the matter in respect of which they are conflicted, but such Officer shall not be entitled to vote on such matter and shall leave the relevant meeting for such vote to take place.

15. **CONTACT PERSON**

15.1 The Society must have at least one (1) and may have up to three (3) contact persons appointed by the Committee (each a **Contact Person**). The Contact Person's details shall be notified to the Registrar and updated as required by law.

15.2 If the Committee does not appoint a Contact Person, the Chairperson shall be deemed the Contact Person, and if the Chairperson is unable or unwilling to act, the Secretary shall be deemed the Contact Person.

16. **COMMITTEE MEETINGS**

16.1 **Quorum:** The quorum for Committee meeting is at least one half of the Committee Members.

16.2 **Chairperson:**

- (a) The Chairperson shall chair all Committee meetings, but if there is no Chairperson, another Committee Member to be determined at the meeting shall be Chairperson for the duration of the meeting.
- (b) In the absence of the Chairperson, any power conferred or duty imposed on the Chairperson by this Constitution may be exercised or discharged by the Acting Chairperson at that meeting only and the fact that an Acting Chairperson has so acted shall be conclusive evidence that such person was entitled to so act.
- (c) If the case of an equality of votes on any matter before the Committee, the Chairperson of the meeting shall have a casting vote in addition to that Member's deliberative vote.

16.3 **Frequency and Location:** The Committee shall meet at least monthly at a date, time and place as determined by the Committee considers necessary and appropriate in order to efficiently and effectively carry out its functions.

- 16.4 **Method of Meetings:** Meetings may be held in person or by electronic means, provided all participants can hear and be heard. For in person meetings, preference should be given to a location in North Taranaki convenient to the majority of the Members of the Society.
- 16.5 **Notice of Meetings:**
- (a) The Secretary, or other Committee Member nominated by the Committee, shall give to all Committee Members not less than five (5) Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.
  - (b) Notice of every Committee meeting shall be placed on the notice board at the premises operated by the Society and published on any website operated by the Society for its Members.
- 16.6 **Participation by Members:**
- (a) All Members are entitled to attend Committee meetings, but shall not be entitled to vote except as provided in rule 16.6(d).
  - (b) At the Committee meetings, the Committee shall keep the Members informed regarding the Society's activities and any important issues that are or will affect the Members as a hapū by verbal or written reports.
  - (c) The Committee may seek the comment and contribution of the Members to any issue or decision before the Committee and the Committee may take into consideration such comment and contribution before making any decision.
  - (d) Except as already provided for in the Constitution, if the Committee as its sole discretion is of the opinion that the matter before it is of such importance that it requires the approval or consent of the Members present at the meeting, then the Committee shall seek the approval or consent of the Members present at that meeting.
- 16.7 **Other Attendees:** The Committee may invite to attend its meeting any individual considered necessary to provide a balance within the Committee or to provide an essential point of view within the Society and such person may participate in all aspects of the meeting excepting the right to vote. The invitation shall apply to that meeting only but may be extended for each Committee meeting.
- 16.8 **Decisions:**
- (a) Resolutions of the Committee may be passed either:
    - (i) at a meeting, by a majority of Committee Members present and voting; or
    - (ii) in lieu of a meeting, by written resolution signed or consented to by a majority of Committee Members (including by electronic means). A written resolution so passed is as valid as if made at a duly convened meeting.
  - (b) If requested by the majority of Committee Members present who are entitled to vote a secret ballot may be held.
- 16.9 **Record Keeping:** Minutes must be kept of all Committee meetings and resolutions, including any resolutions passed in lieu of a meeting.
- 16.10 **Other Procedure:** Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

16.11 **Sub-committees:** Rules 16.1 to 16.10 apply with any necessary modifications to all sub-committees.

## 17. GENERAL MEETINGS

### 17.1 Annual General Meeting:

- (a) The Society shall hold an Annual General Meeting not later than:
  - (i) six (6) months after the balance date of the Society; and
  - (ii) fifteen (15) months after the previous Annual General Meeting.
- (b) The Annual General Meeting shall be held on a date and at a venue to be decided by the Committee.
- (c) The business of the Annual General Meeting shall be:
  - (i) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
  - (ii) the financial statements of the Society for that period;
  - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate);
  - (iv) election of the Committee and Officers;
  - (v) issues of policy for the Society; and
  - (vi) any other such which Members raise relevant to the Society.

### 17.2 Special General Meetings:

- (a) The Committee may at any time, or upon the written request to the Secretary signed by no less than ten (10) Adult Members convene a Special General Meeting for any specific purpose.
- (b) The Special General Meeting shall be held on a date and at a venue to be decided by the Committee, but shall be not less than seven (7) nor more than twenty-one (21) days after receipt of by the Secretary of the written request.

### 17.3 Notice of Meetings:

- (a) Every Annual General Meeting or Special General Meeting shall be notified by insertion in the Public Notices of a suitable regional newspaper and where possible by pānui on local Māori radio and television media and by publication on any website operated by the Society for its Members, ten (10) 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.
- (b) At every Special General Meeting, no business shall be discussed unless the nature of that business has been set out in the notice convening the meeting or unless it may be deemed fairly to arise out of the business, the nature of which has been set out.

**17.4 Quorum and Proxies:**

- (a) The quorum at any General Meeting or Special Meeting shall be ten (10) Adult Members present and entitled to vote.
- (b) If within half an hour from the time appointed for any meeting a quorum is not present the meeting shall stand adjourned until the same day of the next week at the same time and place and the Members present at the adjourned meeting may transact any business as if they constituted a full quorum.
- (c) For the purposes of determining quorum, Members may attend the meeting in person or by audio-visual means, as long as they can clearly communicate with other attendees and participate in the meeting's proceedings.
- (d) There shall be no voting by proxy at any Annual General Meeting or Special General Meeting.

**17.5 Chairperson:**

- (a) The Chairperson shall chair all Committee meetings, but if there is no Chairperson, another Committee Member to be determined at the meeting shall be Chairperson for the duration of the meeting.
- (b) In the absence of the Chairperson, any power conferred or duty imposed on the Chairperson by this Constitution may be exercised or discharged by the Acting Chairperson at that meeting only and the fact that an Acting Chairperson has so acted shall be conclusive evidence that such person was entitled to so act.

**17.6 Procedure:**

- (a) The Committee shall set the procedure for every Annual General Meeting or Special General Meeting provided such procedure is consistent with this Constitution.
- (b) At any properly constituted Annual General Meeting or Special General Meeting, any of the rules of procedure may be suspended if all Members present consider that it is in the best interests of the Society that any rule or rules be suspended. Such suspension shall be for a period approved by all Members present but shall not apply beyond the end of the meeting.
- (c) The Chairperson may, with the consent of any meeting, adjourn the meeting, but no business shall be transacted at the resumption of the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**17.7 Voting:**

- (a) At every Annual General Meeting or Special General Meeting, all Adult Members may vote. Every Adult Member is entitled to one vote per resolution.
- (b) Voting at any General Meeting or Special Meeting shall be by voice or show of hands. A ballot shall be held if requested by a Member and approved by the Committee.
- (c) In the case of any equality of votes the Chairperson shall have a casting vote in addition to any vote exercisable by the Chairperson by virtue of being a Member.

**17.8 Resolutions in Lieu of Meeting:**

- (a) A written resolution of Members entitled to vote is as valid as if passed at a general meeting if:
  - (i) it is approved by at least seventy-five percent (75%) of those entitled to vote; and
  - (ii) each approval is given in writing or by electronic means within three (3) months of the circulation date.
- (b) The proposed resolution must be dated and circulated to all Members entitled to vote, together with a statement that it will lapse if not approved within the required period.
- (c) Within five (5) Working Days after the resolution is passed, a copy must be sent to any member entitled to vote who did not approve it.
- (d) An accidental omission to send a copy to any Member does not invalidate the resolution.

**17.9 Record Keeping:** Minutes must be kept of all General Meetings and copies of any written resolutions passed in lieu of a meeting.

**18. EXECUTION OF DOCUMENTS & COMMON SEAL**

- 18.1 The Society may, but is not required to, have a common seal. If a common seal is adopted, it must be kept securely, and its use authorised by Committee resolution and witnessed by two (2) authorised signatories. A register of any documents executed under seal shall be maintained.
- 18.2 If no common seal is used, documents may instead be executed on behalf of the Society by two (2) Officers signing jointly, or in any other manner approved by the Committee and permitted by law.

**19. AMENDMENTS TO RULES**

- 19.1 This Constitution may be altered, added to or rescinded at a General Meeting, provided two thirds of Members present and eligible to vote are in favour.
- 19.2 Notice of the proposed changes shall be sent in writing to all Members at least fourteen (14) days prior to the date of the General Meeting.
- 19.3 Such changes that are approved shall come into effect when approved by the Register of Incorporated Societies, except that a later date may be approved at a General Meeting.
- 19.4 No addition to or alteration or recession of this Constitution shall be approved if it affects the pecuniary profit rules or the charitable purposes.

**19.5 Minor and Technical Amendments:**

- (a) Rule 19.1 and 19.2 do not apply to minor or technical amendments to this Constitution.
- (b) The Committee may make any minor or technical amendments to this Constitution as it considers necessary.

- (c) The Committee must notify Members of minor or technical amendments in accordance with the Act.

## **20. PECUNIARY GAIN**

- 20.1 No Member shall receive any pecuniary gain from the Society's property or activities, except for reasonable remuneration or reimbursement for services or expenses where such payment would be made on an arm's-length basis.

## **21. INDEMNITY AND INSURANCE**

- 21.1 The Society may indemnify insurances for its Committee Members and employees against to the full extent of the law and as permitted under the Act.
- 21.2 Any Committee Member acting in their official capacity with approval of the Society who incurs a personal liability shall be indemnified by the Society provided that the Committee Member has acted honestly and without wilful misconduct or gross negligence for so long as they are acting in the performance of their official duties.
- 21.3 Any employee actions of and incidental to activities performed or undertaken in the course of, and within the scope of, their employment by the Society who incurs a personal liability shall be indemnified by the Society provided that the employee has acted honestly and without wilful misconduct or gross negligence for so long as they are acting in the performance of their employment.
- 21.4 For the avoidance of doubt, the enjoyment of indemnity and insurance does not extend to wilful misconduct, dishonestly, bad faith or criminal liability.

## **22. DISPUTE RESOLUTION**

- 22.1 The Committee must maintain fair procedures for resolving complaints and disputes, consistent with natural justice.
- 22.2 A complaint may be lodged in writing with the Chairperson or Contact Person.
- 22.3 The Committee shall investigate and may attempt mediation.
- 22.4 The process must, at a minimum, ensure that each party to a dispute is given notice of the dispute, an opportunity to be heard, that the decision is made by an impartial person or body, and that written reasons for the decision are provided.
- 22.5 If unresolved, the Committee shall determine the matter, subject to appeal to a Special General Meeting.
- 22.6 Rule 8 applies to disputes regarding Tikanga ō Ngāti Rahiri (Taranaki).
- 22.7 Where the Society's procedures are silent or inconsistent, the provisions of Schedule 2 of the Act apply.

## **23. WINDING UP**

- 23.1 The Society may be wound up if the Members, at a General Meeting, pass a resolution by a simple majority requiring the Society to be wound up and the resolution is confirmed at a subsequent General Meeting called for that purpose and held no earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

23.2 On liquidation or removal from the register, all surplus assets after payment of all costs, debts and liabilities shall subject to any trust affecting the same, be disposed of to any not-for-profit entity or entities intended to benefit Ngāti Rahiri (Taranaki) Hapū or further exclusively charitable purposes aligned to the Society's purposes.

**24. REGULATORY COMPLIANCE**

24.1 The Committee must monitor changes in legislation and ensure ongoing compliance with the Act, the Charities Act, and other applicable laws. An annual compliance review shall be undertaken and reported to the Annual General Meeting.

**EXECUTED** as a deed **SIGNED** by the **COMMITTEE** as follows.

in the presence of: ) *[Signature]*  
Dee Anna Ketau - Teawa  
*[Signature]*  
Signature of witness  
W. Garry Nicholas  
Full name of witness  
WILLIAM GARRY NICHOLAS  
Occupation of witness  
RETIRED  
Address of witness  
74 E Heretaunga Sq Silverstream U Hutt

in the presence of: ) *[Signature]*  
Vicki Pihama  
*[Signature]*  
Signature of witness  
WILLIAM GARRY NICHOLAS  
Full name of witness  
RETIRED  
Occupation of witness  
Address of witness  
75 E Heretaunga Sq Silverstream U. Hutt

in the presence of: ) *[Signature]*  
PETER PRIEST  
*[Signature]*  
Signature of witness  
WILLIAM GARRY NICHOLAS  
Full name of witness  
RETIRED  
Occupation of witness  
Address of witness  
75 E Heretaunga Sq Silverstream U. Hutt

in the presence of:

[Signature]  
Signature of witness

WILLIAM GARRY NICHOLAS.  
Full name of witness

RETIRED  
Occupation of witness

74 E Heretaunga Sq.  
Address of witness

} [Signature]  
Jan Spanhake.

in the presence of:

[Signature]  
Signature of witness

WILLIAM GARRY NICHOLAS  
Full name of witness

RETIRED  
Occupation of witness

74 E Heretaunga Sq.  
Address of witness

} [Signature]  
WIKTORIA MICHALANNEY

in the presence of:

[Signature]  
Signature of witness

WILLIAM GARRY NICHOLAS  
Full name of witness

RETIRED  
Occupation of witness

74 E Heretaunga Sq.  
Address of witness

} [Signature]  
Gavin M. Faull

in the presence of:

)

[Signature]  
DENE AINSWORTH

[Signature]  
Signature of witness

WILLIAM GARRY NICHOLAS  
Full name of witness

RETIRED  
Occupation of witness

74 E Heretaunga Sq. Silverstream U. Hutt.  
Address of witness

in the presence of:

)

[Signature]  
Kura Denness

[Signature]  
Signature of witness

WILLIAM GARRY NICHOLAS  
Full name of witness

RETIRED  
Occupation of witness

74 E Heretaunga Sq. Silverstream U. Hutt.  
Address of witness

in the presence of:

)

\_\_\_\_\_

\_\_\_\_\_  
Signature of witness

\_\_\_\_\_  
Full name of witness

\_\_\_\_\_  
Occupation of witness