

# **Rules of NGA HAU E WHA O PAPARARANGI SOCIETY INCORPORATED**

## **The Society**

### **1.0 Name**

1.1 The name of the society is **Nga Hau E Wha O Papararangi Society Incorporated** ("the Society").

1.2 The Society is constituted by resolution dated 15 June 2011.

### **2.0 Registered Office**

2.1 The Registered Office of the Society is 30 Ladbroke Drive, Newlands. PO Box 26049 Newlands, Wellington, 6442.

### **3.0 Purposes of Society**

3.1 The purposes of the Society are to:

- (a) Create a supportive environment and whanaungatanga ("kinship") for its members and manuhiri ("visitors");
- (b) Establish and provide a unique Maori cultural and spiritual knowledge base;
- (c) Promote Maori culture, its study and practice, including the delivery of kapa haka ("Maori performing arts");
- (d) Facilitate tangihanga ("funeral");
- (e) Develop and provide continuing education to people of all ages;
- (f) Promote and foster activities that benefit Northern Suburbs communities;
- (g) Foster relationships with, and represent common interests of, the wider Wellington Maori communities; and
- (h) Do anything necessary or helpful to furthering the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

3.3 The Society is non political and non sectarian.

## **Management of the Society**

#### **4.0 Managing Committee**

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) Chairperson/President ("the Chair");
- (b) Secretary;
- (c) Treasurer;
- (d) Property Manager; and
- (e) Such other Members as the Society shall decide.

4.2 Only Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Chair, Secretary, Treasurer and Property Manager.

4.4 Foundation, Honorary and Life Members, are encouraged to attend Committee Meetings and when in attendance are deemed to have an equivalent status and the same voting rights as normal Committee Members.

#### **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the Chair, Secretary, Treasurer and Property Manager;
- (c) Approval of Foundation, Honorary or Life Members; and
- (d) Whether any Committee Member may hold more than one position.

#### **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee; or
- (b) They are removed by majority vote of the Society at a Society Meeting.

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

#### **7.0 Nomination of Committee Members**

7.1 Nominations for Members of the Committee shall be called for at or before an Annual General Meeting. Each candidate shall be proposed and seconded by Members. All retiring Members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without leave of absence, the Chair may declare that person's position to be vacant.

## **8.0 Role of the Committee**

8.1 Subject to the Rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statement for presentation to the Members at the Annual General Meeting;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt members where necessary;
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations;
- (l) Validate all existing and proposed Associate Memberships;
- (m) Consider nominations for Foundation, Honorary, or Life Members; and
- (n) Embrace good faith advice from Foundation, Life and Honorary Members.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **9.0 Roles of Committee Members**

9.1 The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (four members of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society; and
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies and the Charities Commission upon their approval by the Members at an Annual General Meeting; and
- (f) Advising the Registrar of Incorporated Societies and the Charities Commission of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

(b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).

(c) Providing a financial report at each Annual General Meeting;

(d) Providing financial information to the Committee as the Committee determines; and

(e) Submitting accounts to the committee for approval to pay, and arranging payment and other disbursements.

9.4 The Property Manager is responsible for:

(a) Overseeing and advising on all matters relating to Real Property;

(b) In conjunction with the Treasurer, ensure an Asset Register is compiled and maintained;

(c) Implementing and maintaining a maintenance programme; and

(d) Ensuring adequate insurance cover is provided.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend.

10.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair the meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only financial Committee Members, and Foundation, Honorary or Life Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 The Chair or his nominee shall adjourn the meeting if necessary.

10.8 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting

shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Society Foundation, Life and Honorary Members**

### **11.0 Role of Foundation, Life and Honorary Members**

11.1 The society shall have Foundation, Life and Honorary members, who are responsible for:

- (a) Ensuring the Committee and members are aware of and comply with matters pertaining to Kawa ("Process") and Tikanga ("How the process is applied");
- (b) Providing guidance to the Committee and Members on matters relating to history; policy, governance and operations of the Society;
- (c) Providing leadership and guidance on cultural values and spiritual issues; and
- (d) Providing guidance on the Society's long term development plans.

## **Society membership**

### **12.0 Membership and Classes of Members**

12.1. Membership is open to any person wishing to actively participate in the above mentioned Purposes of the Society.

12.2 Membership may comprise different classes of membership as decided by the Society.

12.3 Members have the rights and responsibilities set out in these Rules.

### **13.0 Admission of Members**

13.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Committee requires this; and
- (b) Supply any other information the Committee requires.

13.2 The Committee may interview the Applicant when it considers Membership applications.

13.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

#### **14.0 The Register of Members**

14.1 The Secretary or another Committee Member or Officer shall keep a Register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

14.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

14.3 Each Member shall provide such other details as the Committee requires.

14.4 Members shall have reasonable access to the Register of Members.

#### **15.0 Cessation of Membership**

15.1 Any Member may resign by giving written notice to the Secretary.

15.2 Membership may be terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;

(iii) 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; and

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

### **16.0 Obligations of Members**

16.1 All Members (and Committee Members) shall awahi ("embrace") and promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **Money and other assets of the society**

### **17.0 Use of Money and Other Assets**

17.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

### **18.0 Koha (Monetary Gift)**

18.1 The payment of Koha ("Donation") shall be, if circumstances permit be approved by the Committee in the first instance. If circumstances do not permit then it shall be by written authorisation by three members of the Committee. All authorizations' of Koha payments is to be included in the Minutes of the next meeting.

18.2 A record of all Koha received is to be included in the Minutes of the next meeting.



**19.0 Joining Fees, Subscriptions and Levies**

19.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

**20.0 Additional Powers**

20.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

**21.0 Financial Year**

21.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

**22.0 Assurance on the Financial Statements**

22.1 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

22.2 The Committee is responsible to provide the Auditor with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the Auditor may request from the Committee for the purpose of the audit; and
- (c) Reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.

## **Conduct of meetings**

### **23.0 Society Meetings**

23.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

23.2 The Annual General Meeting shall be held once every year no later than five months after the end of the Society's Financial Year. The Committee shall determine when and where the Society shall meet within those dates.

23.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

23.4 The Secretary shall:

(a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting;

(b) Additionally, the Secretary will provide, as appropriate:

(i) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;

(ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);

(iii) Notice of any motions and the Committee's recommendations about those motions.

(iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

23.5 All Members may attend Society Meetings.

23.6 Financial Members only may vote at Society Meetings.

23.7 No Society Meeting may be held unless at least 10 of eligible Members attend. (This will constitute a quorum.)

23.8 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Committee Member to Chair the meeting. Any person Chairing a Society Meeting has a casting vote.

23.9 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

23.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

23.11 The Chair or his nominee shall adjourn the meeting if necessary.

23.12 Adjourned Meetings: Are to be in accordance with Rule 10.8.

#### **24.0 Motions at Society Meetings**

24.1 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 four eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

24.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## **Signing of documents**

### **25.0 Signing of Documents**

25.1 Documents should be signed by whomever is authorised by the Committee.

## **Altering the rules**

### **25.0 Altering the Rules**

26.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

26.2 Any proposed motion to amend or replace these Rules shall be signed by at least four eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

26.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **Bylaws**

### **27.0 Bylaws to govern the Society**

27.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

## **Winding up**

### **28.0 Winding up**

28.1 If the Society is dissolved or ceases to exist, the funds, assets and property of the society may be disposed of as directed by two-thirds of members of any meeting convened to decide that purpose. The surplus assets of the Society shall not be divided amongst members, nor shall the members be deemed to have beneficial interest therein. It shall be permissible to

transfer any funds or property of the Society to any charitable group or groups within the greater Wellington area which have similar objectives to those set out in these rules.

## **Definitions**

### **29.0 Definitions and Miscellaneous matters**

29.1 In these Rules:

(a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

(b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

(c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

(d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods;

(f) "Officer" means a member of the Committee who holds one or more of the following positions, Chair, Secretary, Treasurer or Property manager; and

(g) It is assumed that:

(i) Where a masculine is used, the feminine is included;

(ii) Where the singular is used, plural forms of the noun are also inferred; and

(iii) Headings are a matter of reference and not a part of the rules.

(g) Matters not covered in these rules shall be decided upon by the Committee.

## Glossary

### 30.0 Glossary

30.1 To aid in the interpretation of Maori words used in these Rules the following applies:

<b>Page</b>	<b>Maori Word</b>	<b>English Word</b>	<b>General Meaning</b>
1	Nga Hau e Wha o Paparangi		The People of the four winds of Papa-Ra-Rangi
1	Whanaungatanga	Kinship	Formulating friendship or relationships
1	Manuhiri	Visitors	Any visitor or guest be they local or from afar
1	Kapa haka	Maori performing arts	Maori Visual Performing Arts
1	Tangihanga	Funeral	Procedures implemented when holding funerals
5	Kawa	Process	What happens in a particular cultural circumstance
5	Tikanga	Application	How the Kawa is applied
8	Awhi	Embraces	Values, supports, & nurtures our purposes
8	Koha	Money/Gift	Donation given or received