



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

NGATI TG WHITI HARU SOCIETY INCORPORATED

2. Society number

515076

I certify that the alteration has been made in accordance with the rules of the society.

Name

ANDREYS UNDERWOOD

Position

CHAIRPERSON

Signature *At Underwood*

20 / 06 / 2016

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered. *→ REURISE OF CONSTITUTION.*
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

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

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



4. Your contact details

Name and postal address
P.O. Box 681
NEW PLYMOUTH 4340

Telephone

Email (optional)



Ngati Te Whiti Hapu Society Incorporated.

Constitution



SM,
W *G*

ARTICLE 1: NAME

The name shall be Ngati Te Whiti Hapu Society Incorporated.

ARTICLE 2: VISION

Ngati Te Whiti Hapu will be advanced through Marae, Hapu capacity, and a diversified asset base.

ARTICLE 3: MISSION STATEMENT

The central purpose of Ngati Te Whiti Hapu is to develop, guide, and advise members in spiritual, social, and economic wellbeing by demonstrating the following:

- Decision-making is supported by relevant and factual information.
- Planning on a regular basis to review progress, modify existing plans to adapt to changing environments, and to identify new opportunities.
- Communicating appropriately with all Hapu members and the wider communities.
- Protecting information that is private, sensitive, or confidential.

ARTICLE 4: VALUES

The Hapu defines Ngati Te Whiti values as:

- **Whakapapa:** Is the bridge that links us to our tupuna, defines our heritage, gives us the stories through which we assert our place in the world, and informs our obligations to those who come after us.
- **Mana:** Is the adherence to ethical standards of behaviour and ensures confidence and safety within the Hapu.
- **Respect:** Is the recognition of Ngati Te Whiti Tupuna in each other, adherence to the shared aspirations of Ngati Te Whiti Hapu.
- **Loyalty:** Is the commitment made to each other to achieve the Vision and to the obligations to those who come after us.
- **Koha:** Is reciprocity through exchanges that cements familial, cultural and social bonds within the Hapu. It is also the basis for building and maintaining relationships with other individuals, communities, and organisations.

ARTICLE 5: NGATI TE WHITI REGISTER

The Board shall maintain a register of the Hapu members who are descendants from a Tupuna of Ngati Te Whiti Hapu.

- 5.1. The Hapu shall record in it the full names, date of birth, contact details of hapu members, and the name of each hapu member's Tupuna.
- 5.2 The Ngati Te Whiti Register will be used as a general data base for the board. Information will be used subject to appropriate rules and safeguards as determined by the Hapu.
- 5.3 Registrations are invited on the prescribed form. Registrations will be approved by hapu Kaumatua and Kuia convened by the Board as required to consider the same.

ARTICLE 6: MANAGEMENT

- 6.1 The Management of the Society will be the responsibility of the Board.
- 6.2 The Board will consist of six (6) members.
- 6.3 The Executive positions of Chair, Deputy Chair, Secretary and Treasurer shall be appointed by the Board.
- 6.4 The Board's activities are to be guided by Kaumatua. Rangatahi interests are to be maintained.

ARTICLE 7: ELIGIBILITY FOR APPOINTMENT

- 7.1 The Board members shall be elected at an Annual General Meeting for a period of three (3) years.
- 7.2 Nominated Board members shall be elected by way of rotation at an Annual General Meeting.
- 7.3 The highest polling nominee/s to fill the vacancies will be deemed duly elected.
- 7.4 Nominations will be accepted from the floor. If a nominee is unable to be present at the meeting, then the nomination must be accompanied by a signed letter of acceptance.

7.5 Restrictions on Board members: A person shall not be permitted to be a Board member if he or she:

- a) Is not a registered adult member of the Hapu; or
- b) Is undischarged bankrupt; or
- c) Has ever been convicted of an offence involving dishonesty; or
- d) Has ever been removed as a Trustee of a Trust by order of a Court.

ARTICLE 8: EXTRAORDINARY VACANCY

8.1 An extraordinary vacancy will exist if a Board member dies, resigns, or is unable to fulfil the obligations of a member according to Article 9, or fails to attend three (3) consecutive hui without reasonable excuse. The Board will have the power to appoint a person to fill any such position. When a person fills the extraordinary vacancy it will be for the time remaining of the replaced board member.

8.2 In making an appointment, the Board will have regard to the following:

- a) Those who were unsuccessful in the previous Board elections.
- b) Particular skills and expertise that would enhance the composition of the Board.

ARTICLE 9: THE BOARD

9.1 The Board is responsible for the administrative management of Ngati Te Whiti. The Board must maintain the highest standard of management practices and accountability by;

- a) Seeking the direction of the Hapu with regard to development and review of the Constitution.
- b) Ensuring that the administration management and activities of the Board are conducted in accordance with the Constitution.
- c) Producing and distributing bi annual newsletters within the resources available to the Hapu.
- d) Facilitate Hapu Hui and extra Hui as required.

9.2 The Board members shall;

- a) Attend Trustee training.
- b) Not act independently of the Board's decision.
- c) Serve the Hapu to the best of their ability and be honest, reliable and trustworthy in all matters.
- d) Maintain the confidentiality and trust vested in them.
- e) Ensure confidentiality of papers and information related to a collective position of the Board.

9.3 The Board is to ensure that;

- a) No member or any other person is able to make personal pecuniary profit from the Society.
- b) Any payment made to a member or any other person in return for services provided must be reasonable and not excessive.

ARTICLE 10: PROCEEDINGS OF THE BOARD

10.1 The Board members shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

10.2 Questions arising at the meeting shall be decided by consensus. The Secretary, upon request by two (2) board members, may at any time summon a Board Hui. The quorum for a Board Hui shall be four (4).

10.3 The continuing Board members may continue as a functional Board when there is a vacancy on the board, providing the number of attending Board members does not reduce below the required quorum so fixed by the Constitution of Ngati Te Whiti.

10.4 If at any meeting the Chairperson is not present within fifteen (15) minutes of the starting time, the Board may appoint an interim Chairperson for the purpose of the business at hand.

10.5 The Board may at any time appoint two (2) or more of their body to be a committee for making any enquires, or for superintending, or transacting any business. All actions and proceedings of the appointed committee shall be submitted to the Board members for approval. Any committee of the board may co-opt for the purpose of consultation and advice.

10.6 The Board may at any time appoint delegates to represent the Hapu.

10.7 A committee shall regulate its own proceedings.



- 10.8 A resolution in writing signed by all Board members of the time being entitled to receive a notice of the meeting of the Board, shall be valid and effectual as if it had been passed at a duly convened and held meeting of the Board.

ARTICLE 11: ANNUAL GENERAL MEETINGS

All meetings will be open to anyone who so desires to attend and such persons may have speaking rights. Voting rights are limited to registered members eighteen (18) years of age or over. The business of an Annual general meeting is;

- 11.1 To approve the Minutes of the previous Annual General Meeting.
- 11.2 To receive, consider and adopt audited income and expenditure account and balance sheets.
- 11.3 To receive annual report from the Chairperson and all delegated representatives for the Hapu.
- 11.4 To elect and confirm an Auditor for the Annual Financial Report.
- 11.5 To elect vacant positions for the Board. Nominations will be accepted from the floor.
- 11.6 To consider, recommend and / or adopt any resolution or resolutions or business. Notice must be given at least fourteen (14) days prior to the Annual General Meeting.
- 11.7 The quorum for the Annual General Meeting shall be no less than fifteen (15).
- 11.8 Matters for general business must be forwarded to the Secretary within 21 days to add to the agenda.
- 11.9 The Date for the Annual General Meeting shall be decided two months in advance and:
- a) Given at the monthly hui.
 - b) Advertised locally, through radio and news paper fourteen days (14) prior to the Annual Meeting Date.
 - c) Notice will show number of Election Vacancies for the Board.
 - d) Notice will show any resolutions / business to be discussed.

ARTICLE 12: SPECIAL GENERAL MEETING

- 12.1 The Hapu shall convene a Special General Meeting of the Hapu at the request of:
- a) Any three (3) Board Members
 - b) Any fifteen (15) voting members
- 12.2 Those requesting the Special General Meeting shall be required to provide a full statement to the Hapu setting out the purpose of the meeting and specific agenda items.
- 12.3 The Hapu shall not be required to give notice calling the meeting until a statement with agenda items has been received.
- 12.4 The quorum shall be fifteen (15) voting persons, including four (4) Board Members.
- 12.5 The Special General Meeting shall be advertised at least seven (7) days in advance and shall include the reason for the meeting.

ARTICLE 13: MONTHLY HUI

- 13.1 Hapu hui will be held on the last Sunday of every month. Any change will be advertised locally.
- 13.2 The quorum for the monthly hui will consist of three (3) Board members and seven (7) registered members.

ARTICLE 14: VOTING PROCEDURE

- 14.1 Voting at Annual General Meetings, Special General Meetings and Hapu hui shall be either by voice or show of hands.
- 14.2 A secret ballot may be held if the majority so desire.
- 14.3 If a secret ballot is held, two (2) scrutinisers will be appointed by consensus.
- 14.4 Where voting is even and consensus cannot be reached, the Chairperson shall have the casting vote.

ARTICLE 15: CONFLICT RESOLUTION

- 15.1 Conflicts that arise will first be dealt with by referring to the Constitution as dated.
- 15.2 The parties in conflict will be encouraged to resolve their conflict.
- 15.3 Where resolution does not occur the Board will formally appoint in agreement with both parties concerned, three (3) registered members of the Hapu who will hear and adjudicate on the issue in conflict.
- 15.4 The decision will be communicated to both parties involved, and to the Hapu if appropriate.

ARTICLE 16: AUTHORISED VOICE

- 16.1 The Board shall be the authorised voice for Ngati Te Whiti Hapu Society Inc.
- 16.2 The Board may, from time to time, delegate to other parties, authorisation to speak for Ngati Te Whiti, on specific topics, but such permission and / or guidelines shall be clearly in writing.

ARTICLE 17: WINDING UP

- 17.1 If the Society should wind up or be terminated in any of the ways provided by the Incorporated Societies Act 1908, or shall be dissolved, all surplus assets, after payments of all costs and liabilities, subject to any Trust affecting the same, be disposed of for such charitable purposes as the Society may determine.

ARTICLE 18: REGISTERED OFFICE

- 18.1 The registered office of the Hapu Society shall be determined from time to time by the Board, notified to the Registrar of Incorporated Societies, New Plymouth.

Ngati Te Whiti Hapu Society Incorporated is:

The Ngati Te Whiti Hapu Society Incorporated
97 Gill Street
New Plymouth



ARTICLE 19: ALTERATIONS TO CONSTITUTION

- 19.1 The Constitution may be added to, altered, or rescinded by resolution passed at an Annual General Meeting and by the majority of those present and entitled to vote. Alterations should be consistent with the objectives of the Society.
- 19.2 All alterations must be included in the notification of the Annual General Meeting date.
- 19.3 No additions, alterations or removal shall derogate from the non profit status of the Hapu.

ARTICLE 20: POWERS

Board members are empowered:

20.1 General

In furtherance or the objects of the Hapu and except as hereinafter may be limited to do all or any of the things which they would be entitled to do if they were the absolute owners of the land
PROVIDED THAT the Board members shall not alienate the whole or any part of the fee simple by gift, sale other than by way of exchange on the basis of land for land value and then effected by Court Order or in settlement of a proposed acquisition pursuant to the Public Works Act or similar statutory authority or by partition as hereinafter provided.

20.2 Specific

Without limiting the generality or the foregoing but by way of emphasis and clarification as well to extend the powers it is declared that the board members are empowered:



- a) *To buy*
To acquire any land or interest in land, shares or assets whatsoever whether by way of lease, purchase, exchange, or otherwise AND to acquire, sell, hire or otherwise deal in vehicles, shares, plant, chattels or equipment.
- b) *To receive*
To receive any other assets and/or gifts on behalf of Hapu members.
- c) *To subdivide*
To subdivide or partition the land in any manner permitted by law into such subdivisions or parts as the Board shall think fit.
- d) *To acquire interests*
To acquire the interests in any lands the subject of this Constitution for the benefit of all or some of the Hapu members affected by this Constitution.
- e) *To improve*
To develop and improve the Hapu lands and to erect thereon such buildings, fences, yards and other constructions or erections of whatsoever nature as the Board may see fit.
- f) *To employ*
To engage, employ and dismiss managers, secretaries, servants, agents, workmen, solicitors, accountants, consultants, surveyors, engineers, valuers and other professional advisors required to carry out the constitution or the powers of the Board and to fix their remuneration.



g) *To borrow*

To borrow money for the purpose of the furtherance of the constitution or powers of the Board with or without security over all or any real or personal property of the Hapu.

h) *To set aside cash reserves*

To set aside cash reserves as the Board shall think fit for contingencies or for capital expenditure of the expansion in accordance with the objects of the Hapu.

i) *To invest*

To invest all or an of the money coming into their hands in such manner and upon any securities as the Trustees shall think fit in accordance with the powers of investment given to the Trustees by the Trustee Act 1956, PROVIDED THAT the Trustees shall have the right to retain the initial assets of the Trust and any assets transferred to the Hapu and without the obligation to diversify investments.

j) *To operate with others*

To enter into arrangements, agreements or contracts in the name of the Hapu or jointly or in partnership with any other person or organisation.

k) *To pay own costs*

From the revenues derived from the operation of the Hapu to pay all costs, expenses and disbursements incurred by them including the costs of any person employed by them in the administration of the Hapu or in the furtherance of any of the objects of the Hapu and, if approved by the Court, payment by the Hapu Accident Compensation levies and associated expenses of the Board including any fees, costs or other incidental expenses and the reasonable travelling expenses incurred on Hapu business.

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- l) *To insure*
To insure all or any of the property or any risks that the Board shall think fit including indemnity insurance for the Board with such companies and on such terms as the Board shall think fit in the name of the Hapu and/or the Board.

- m) *To distribute*
To distribute, from time to time, net proceeds for the collective benefit of beneficial owners as the Board shall determine.

- n) *To permit occupation and enjoyment by the hapu members*
To reserve in any lease or licence to any hapu member as the Board thinks fit PROVIDED THAT such proposal is consistent with the Hapu's Objects.

- o) *To lease*
To lease the land or other assets from time to time held by the Board on such terms and conditions as the Board shall think fit without restriction on the term of any lease subject to any restriction imposed by statute.

- p) *To take over existing leases*
To assume all the rights, duties, powers and obligations heretofore held by the lessors under any lease having force or effect of any of the lands or of any part or parts thereof with power to enter into variations of any such lease and/or to negotiate and accept a surrender of any such lease whether in whole or in part and to obtain and enforce any judgment, decision or ruling or to effect any settlement or compromise with regard hereto.



q) *To represent hapu members*

To advocate from time to time in the appropriate tribunal or Court such applications or objections that may impact on the Hapu, its assets, and/or hapu members howsoever as the Board in their absolute discretion may determine, and to represent the hapu members on any negotiations or questions of compensation of lands taken under the Public Works Act or other statutory compensation for lands taken under the Public Works Act or other statutory authority with the Government of any local authority.

r) *To form companies and acquire shares in companies*

To form companies and to subscribe for and acquire shares in companies under the Companies Act 1993 and to adopt and change their constitutions to further the interests of the Hapu to enable the company to be managed to facilitate the overall objects of the Hapu PROVIDED THAT a Board member may be paid directors' fees including those based on fees expected to be paid to directors in commercial enterprises of similar businesses which the directors are involved and the Board are entitled to retain the same provided such fees are approved by the Hapu members at the Annual General Meeting of the Hapu.



Appendix One: Amendments

Amendment	Description	Date
Various	Formatting and typos corrected	1 December 2013

Handwritten initials/signature