

## **Constitution Briefing**

### **18 May 2025 Wānanga**

#### **Background**

1. A new compliant constitution needs to be registered with Registrar of Incorporated Societies by April 2026 as the current constitution (Appendix A) does not meet the requirements of the Act.
2. With advice from Chris Ford, a draft constitution was developed to meet these requirements and to make other improvements and shared with Rūnanga in various iterations through early/mid 2024.
3. Further suggested changes in relation to the draft constitution were put forward by kaumātua in October 2024.
4. An SGM to vote on adopting the new draft constitution was scheduled for October 2024 but was postponed as there were significant differences in whānau views on various parts of the constitution.
5. A wānanga was held late October 2024 to discuss the draft constitution and further suggestions for the constitution were made.
6. The Constitution Review Set Task Committee was created in March 2025 to develop a constitution that would serve the future needs of the rūnanga, and be legally compliant .The Committee comprises:
  - rūnanga appointed reps: Donald Couch, Herewini Banks, Helen Bairds; and
  - Exec appointed reps Mishele Radford and Gail Gordon
7. The Committee met on 13 May and identified (appendix B) some changes that were agreed on (marked as 'Recommendations') and others that require further discussion (marked as Discussion Point').

#### **Next Steps**

8. Following the wānanga, the Set Task Committee will reconvene to consider feedback and produce a draft constitution for review by whānau.

# Appendix A: Current Constitution

## **TE HAPŪ O NGĀTI WHEKE CONSTITUTION**

# TE HAPŪ O NGĀTI WHEKE INCORPORATED RULES

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## 1. NAME

The name of the Society shall be Te Hapū o Ngāti Wheke Incorporated (hereinafter called "the **Society**").

## 2. OBJECTS

The objects for which the Society are established and incorporated are:

- (a) To enhance the spiritual, cultural, educational, moral, social and economic well-being of the members of the Society;
- (b) To provide an administrative base for the Society;
- (c) To give Te Hapū o Ngāti Wheke a legal personality as recognised within the New Zealand legal system in a manner, which is consistent with the principles of the Treaty of Waitangi;
- (d) To protect and maintain the tino rangatiratanga of the members of the Society as it is defined by them in accordance with their own traditions and customs and which is in itself guaranteed active protection by the Crown in the Treaty of Waitangi especially in Article the Second;
- (e) To ensure effective representation of the Society on Te Rūnanga o Ngāi Tahu;
- (f) To take part in and be part of all formal and informal procedures whether at Central, Regional or Local Government level which involve the use and management of resources and the direction and control of development of any relevant region, district or area in such a way as will most effectively promote and safeguard the amenities and the health, safety, convenience and economic, cultural, social and general welfare of both the tangata whenua and other people of every part of any region, district or area which is traditionally of concern to Ngāti Wheke; and
- (g) To engage in any other lawful activity necessary for the protection and maintenance of the rights of the Society members as guaranteed by the Treaty of Waitangi.

## 3. POWERS

- (a) To purchase, lease or otherwise acquire real or personal property or any rights or privileges;
- (b) To borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other securities founded or based on all or part of the property and/or rights of the Society with or without security and upon such terms as to priority and otherwise as the Society shall think fit. The powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in any General Meeting;
- (c) To raise funds and receive grants to further the purposes of the Society;

- (d) To invest surplus funds of the Society in a prudent manner. The powers of so investing money shall not be exercised except pursuant to a resolution of the Society passed in any General Meeting;
- (e) To sell, let, mortgage or otherwise dispose of or deal with any of the property of the Society
- (f) To construct, maintain or alter any buildings or property, except for buildings on the Reserves which will require the prior consent of the Reserve Trustees;
- (g) To purchase live and dead stock and plant;
- (h) To purchase, lease, hire or otherwise dispose of any plant or equipment;
- (i) To enter into any arrangement or contract with any individual, Government Department or Corporate Body;
- (j) To employ or engage staff, advisors or other people whether members or otherwise to further the objects of the Society and to pay their wages, salaries and/or their expenses on terms suitable to the Society;
- (k) To commence, carry on promote, support, undertake and encourage all such projects, fund-raising, campaigns, clubs, organisations, matters or things of any other kind whatsoever that Society may decide as necessary or desirable for the purpose of achieving or promoting any other the objects or purposes herein specified;
- (l) To form such other Incorporated Societies, Charitable Trusts, and Private or Public Companies as may be appropriate in the pursuit of the objectives of the Society and the development and maintenance of the tino rangatiratanga of its members so long as there is a clear line of accountability to the Society contained within their governing rules;
- (m) To participate in the study of marine life, natural history, or any other matters relating to natural resources;
- (n) To pay all or any of the expense incurred in establishing and running the Society;
- (o) To do all other things that in the opinion of the Society will further its objects.

#### 4. MEMBERSHIP

- (a) Membership of the Society is automatically bestowed upon all persons who can trace genealogical descent from the original Ngāi Tahu owners as contained in 1870 Crown grants and or the 1886 partition orders for Māori Reserve 875 Rāpaki, and/or Māori Reserve 876 Purau.

The method of identification of those owners is intrinsically linked to the 1848 Blue Book and the Ngāi Tahu Whakapapa records. Any person seeking membership to the Society under clause 4(a) may be asked to furnish (and must be able to provide) proof of eligibility by way of whakapapa to establish they descend from one of the Society 1848 “Blue Book” Kaumātua set out in Schedule 1. Members under clause 4(a) shall be “Whakapapa Members” of the Society.

- (b) Membership may be opened to spouses of legal or common law marriage to persons who can trace genealogical descent from one of the Society 1848 “**Blue Book**” Kaumātua referred to at clause 4(a). Such membership shall be approved

by a simple majority of members present at a General Meeting of the Society without subscription. Members under clause 4(b) shall be “**Honorary Members**” of the Society.

- (c) Membership may be opened to such other persons as shall be nominated and approved by a simple majority of members present at a General Meeting of the Society without subscription. Members under clause 4(c) shall be “**Associate Members**” of the Society;
- (d) Honorary and Associate Members are eligible to vote on all matters other than those matters where by law, voting is restricted by whakapapa.
- (e) The Society will endeavor to keep a register of all current members including: each member's name, address (postal and email), and contact phone number.
- (f) Any member may resign from the Society by giving notice of such resignation in writing and shall cease to be a member upon acceptance and minuting of such resignation by a General Meeting;
- (g) Any member who acts in a way that is harmful to the Society may be suspended or expelled by a two-thirds ( $\frac{2}{3}$ ) majority of a General Meeting. Written notice of the proposed suspension and the reasons for it must be given to the member concerned who must also be given an opportunity to be heard at the meeting considering the suspension. Such suspension shall disqualify that person from eligibility to nominate, vote or be a member of the Society's Executive, but such suspension from the Society will not remove a Whakapapa Member's whakapapa rights, nor will it remove the Whakapapa Member's right to nominate, be nominated for, and vote for, those elected to appoint the Te Rūnanga o Ngāi Tahu Representative and Alternate.
- (h) The Society will seek advice and assistance from the Whakapapa Unit with Te Rūnanga o Ngāi Tahu on the establishment and on-going upkeep of a register.

## 5. GENERAL MEETING

- (a) General Meetings of the Society will be held at least six (6) times a year to:
  - i. discuss general business;
  - ii. receive reports from the Officers, Standing Committees and Set Task Committees as to the activities and finances of the Society or committee as appropriate;
  - iii. decide on any matters affecting the Society; and
  - iv. set policy to be carried out by the Society Executive and committees.
- (b) The General Meetings will be open to all members.
- (c) A schedule of regular monthly General Meeting dates for the forthcoming year will be set at the Annual General Meeting and posted on the notice board. The Secretary is to notify the Society of any change of dates by forewarning members. The Secretary shall give such notice of any changed meeting at least three days in advance. Notice shall be given by all of the following:
  - i. email to those members who have provided an email address to the Society for communication purposes;
  - ii. on the Society's website

- iii. placing a notice on the notice board at the Society office.

## **6. SPECIAL GENERAL MEETING**

- (a) A Special General Meeting of the Society may be held at any time if ten (10) or more Whakapapa Members eligible to vote at a Society General Meeting sign and deliver a requisition to the Chairperson to convene a Special General Meeting. The requisition should state the business to be considered at the Special General Meeting.
- (b) Upon receipt of a valid requisition, the Chairperson will promptly give at least fourteen (14) days' notice of the Special General Meeting noting the business to be considered. The notice shall be given by all the following means:
  - i. email to those members who have provided an email address to the Society for communication purposes;
  - ii. on the notice board at the Society's Office
  - iii. on the Society's website;
  - iv. by such other means as the Chairperson considers appropriate;
- (c) The business to be dealt with at the Special General Meeting shall be limited to the matters stated in the requisition and notice of such meeting.
- (d) To be entitled to vote at a Special General Meeting a person must be a Whakapapa Member over 18 years of age and must have attended at least four (4) General Meetings in the 12 months preceding the Special General Meeting. This does not apply to those Whakapapa Members who are 65 years of age and over who choose to be known as kaumātua.
- (e) Proxy voting shall not be permitted for any voting at a Special General Meeting.

## **7. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of the Society shall be held each year not more than six (6) months after the end of the financial year (30 June).
- (b) The Chairperson will ensure that at least fourteen (14) days' notice of the Annual General Meeting given. The notice shall be given by all of the following means:
  - i. email to those members who have provided an email address to the Society for communication purposes;
  - ii. on the notice board at the Society office;
  - iii. on the Society's website
  - iv. by such other means as the Chairperson considers appropriate;
- (c) The business of the Annual General Meeting shall include:
  - i. the presentation of the Annual Report, which shall include reports from:
    - 1. The Chairperson
    - 2. Standing Committees;
    - 3. Set Task Committees;

4. any Society member representing the Society on any committee appointed under clause 8(g),
  5. the Te Rūnanga o Ngāi Tahu Representative;
- ii. the Audited Financial Accounts;
  - iii. the Appointment of an Auditor;
  - iv. the election of any Standing Committees;
  - v. the election of the following Officers when required;
    1. Chairperson (if applicable);
    2. Secretary;
    3. Treasurer;
  - vi. Setting the schedule of meeting dates for the following calendar year; and
  - vii. the consideration of any other business.
- (d) Subject to (e) below, to be entitled to nominate, vote for and/or be elected as Chairperson, Secretary or Treasurer or vote on any other matter at the Annual General Meeting, a person must be in attendance at the Annual General Meeting, must be a Whakapapa Member, over 18 years of age and must have attended at least four (4) General Meetings in the 12 months preceding the Annual General Meeting. This does not apply to those Whakapapa Members who are 65 years of age and over who choose to be known as kaumātua.
- (e) Proxy voting shall not be permitted for any voting or elections.

## 8. ELECTED OFFICERS AND REPRESENTATIVES

- (a) The Chairperson shall at all meetings take the chair and be Chairperson for such meetings except where for conflict of interest reasons this is not appropriate. If the Chairperson is absent or is unable to chair a meeting, the Society Executive shall nominate the temporary Chairperson for that meeting. The Chairperson shall be elected for a term of three years subject to these rules and to continuing to fulfill the requirements of the position. A retiring Chairperson shall be eligible for re-election. It would be preferable (but is not essential) for the Chairperson to have the following skills:
- To provide leadership that demonstrates the values of the Society skills;
  - To promote kotahitanga amongst the Society;
  - To facilitate the development and implementation of strategies to encourage the growth in the capacity of Society;
  - To provide effective leadership and decision making;
  - Knowledge of the Society, its history and future aspirations;
  - Ability to chair meetings effectively and communicate effectively;
- (b) The **Secretary** shall facilitate the keeping of true and accurate minutes of all meetings of the Society and shall facilitate the keeping of all records of the Society. They shall also be responsible for ensuring notice of the Annual General Meeting is given in accordance with these rules. The Secretary shall be elected for a three (3) year term subject to these rules to continuing to fulfill the requirements of the

position. A retiring Secretary shall be eligible for re-election. It would be preferable (but is not essential) for the Secretary to have the following skills:

- Knowledge of Society policies, processes and practices, including the Society Constitution;
- Able to facilitate board minutes being kept, board documentation being prepared and board records being maintained;
- Sound administration skills;

(c) The **Treasurer** shall facilitate the keeping of all the financial records of the Society and shall be responsible to present to each General Meeting a true and accurate financial report and shall at each Annual General Meeting produce audited financial accounts. The Treasurer shall be elected for a three (3) year term subject to these rules and to continuing to fulfill the requirements of the position. A retiring Treasurer shall be eligible for re-election. It would be preferable (but is not essential) for the Chairperson to have the following skills:

- Financial skills and knowledge;
- Business acumen;
- Able to read and understand financial statements;
- Ability to prudently oversee the finances of the Society and ensure they are managed in accordance with best practice;

(d) The **Te Rūnanga o Ngāi Tahu Representative** shall attend meetings of Te Rūnanga o Ngāi Tahu on behalf of the Society wherever possible and provide a written and verbal report back to the Society at General Meetings immediately following meetings of Te Rūnanga o Ngāi Tahu. The Representative shall be responsible for ensuring Society members are informed about the activities of Te Rūnanga o Ngāi Tahu and that the Society is effectively represented at Te Rūnanga o Ngāi Tahu meetings. The Representative shall be elected for a three (3) year term subject to continuing to fulfill the requirements of the position in accordance with Te Rūnanga o Ngāi Tahu Act 1996 and Te Rūnanga o Ngāi Tahu Charter. A retiring Representative shall be eligible for re-election.

(e) The **Te Rūnanga o Ngāi Tahu Alternate** shall provide support to the Te Rūnanga o Ngāi Tahu Representative and remain abreast of all the issues so that s/he can attend meetings in place of the Representative if s/he is unable to for any reason and report back to the Society. The Alternate shall be elected for a three (3) year term subject to continuing to fulfill the requirements of the position in accordance with Te Rūnanga o Ngāi Tahu Act 1996 and Te Rūnanga o Ngāi Tahu Charter. A retiring Alternate shall be eligible for re-election.

(f) If any of these positions becomes vacant prior to the next Annual General Meeting, a Special General Meeting will be held to elect a person to fill the position on an interim basis, with the exception of the Te Rūnanga o Ngāi Tahu Representative and Te Rūnanga o Ngāi Tahu Alternate Representative whose appointment is subject to a separate process (rule 9). An interim appointment made pursuant to this clause shall be only until the next Annual General Meeting at which time there shall be an election for the vacant position.



- (g) Any **Other Representative** positions outside the Society can be elected by the Society at any General Meeting. The conditions of the appointment including term, reporting requirements, duties and responsibilities must be agreed with the Society at the time of appointment.

## 9. POSTAL VOTING

- (a) The positions of Te Rūnanga o Ngāi Tahu Representative and Te Rūnanga a Ngāi Tahu Alternate Representative shall be appointed by a process consistent with the Charter of Te Rūnanga o Ngāi Tahu as required *by section 16* of 'Te Rūnanga o Ngāi Tahu Act 1996'.
- (b) An Appointment Committee shall be elected to fill the positions of Representative and Alternate Representative. The Appointment Committee shall be responsible for administering the approved Te Hapū o Ngāti Wheke Inc Policy on Postal Voting Process for the Appointment of Te Rūnanga o Ngāi Tahu Representative and Te Rūnanga o Ngāi Tahu Alternate Representative.
- (c) The Society Executive shall be responsible for administering the election of the Appointment Committee as required under the approved Te Hapū o Ngāti Wheke Inc Policy on Postal Voting Process for the election of the Appointment Committee.
- (d) Only Whakapapa Members are entitled to nominate, be nominated and vote for the Appointment Panel.

## 10. SOCIETY EXECUTIVE

- a) The Officers shall have power to co-opt from time to time as required a maximum of three (3) members to assist them in their deliberations for the benefit of the Society and the Officers and the co-opted members together shall constitute the Society Executive. The appointment of the co-opted members to the Society Executive requires confirmation by resolution at the following General Meeting. Co-opted members will be appointed for a one year term, but may be appointed for additional terms by the Officers (and affirmed by a General Resolution of the Society). The Officers may end the position of a co-opted member of the Society Executive if they consider that appropriate by giving the relevant person notice in writing.
- (b) A majority of the Society Executive shall constitute a quorum at any Society Executive meeting. The Society Executive shall meet from time to time as may be necessary to conduct the business of the Society between Annual General Meetings and General Meetings.
- (c) The Society Executive shall report back to all General Meetings and the Annual General Meeting.
- (d) The Society Executive shall seek to use best practice in all its operations and activities. It is noted that the powers of the Society Executive are subject to restrictions set out in these rules, including but not limited to clauses 3(d) and 3(f).

- (e) The Society Executive may from time to time seek guidance from a kaumātua (or more than one kaumātua) to assist the Society Executive carry out its mahi.

## **11. COMMITTEES**

- (a) The Society may form two (2) types of committees:
  - i. Standing Committees; and
  - ii. Set Task Committees.
- (b) Standing Committees are those Committees which have an on-going task and may include: Marae Committee, Employment Committee, Education Committee, Environment Committee, Health Committee, Charitable Grants Committee, Kaumātua Committee, Rakatahi Committee and Cultural Committee;
- (c) Members of the Standing Committees will be elected at each Annual General Meeting;
- (d) If any position becomes vacant on a Standing Committee prior to the next Annual General Meeting an interim election can take place at the next General Meeting to fill the position;
- (e) Set Task Committees are those committees formed by the Society to undertake a specific task within a specified time frame;
- (f) Set Task Committees can be elected at any General Meeting and will be required to report regularly on progress at the General Meetings of the Society;
- (g) All committees may co-opt up to three people, who may or may not be members of the Society to assist the committee in its work. The committee may end the position of a co-opted member of the committee if they consider that appropriate by giving the relevant person notice in writing; and
- (h) Society members may attend all committee meetings.

## **12. THE RUNNING OF SOCIETY MEETINGS**

The quorum for all Society meetings will be ten (10) Whakapapa Members;

- (a) All meetings will be convened by the Chairperson or in his/her absence by someone else appointed by the Society Executive; (except where for conflict of interest reasons this is not appropriate).
- (b) Decision making at all meetings of the Society will be by consensus but failing a consensus decisions will be made by simple majority vote of the members present who are entitled to vote; and
- (c) Voting at all Annual, Special General and General Meetings of the Society shall be by voices or show of hands except that any five (5) persons shall be entitled to call for a poll in which case voting shall be by secret ballot. [Acceptance of such a 'request will be at the discretion of the Chairperson]. In the event of an equality of votes the Chairperson shall not have a casting vote and the motion will be lost.
- (d) All members have speaking rights at all meetings;

- (e) All members over 18 years old will have voting rights at General Meetings except where these rules say otherwise;
- (f) Voting at the Annual General Meeting and at a Special General Meeting will be as set out in these rules.

### **13. CONTROL OF FUNDS**

- (a) The Society may establish a Charitable Limited Liability Company, which shall have financial responsibilities that will benefit the Society and the wider community for the advancement of education, employment, health, recreation and social welfare.
- (b) All funds received by the Society shall be properly receipted, recorded and paid into its bank account.
- (c) The surplus funds of the Society shall be invested from time to time by resolution of the Society Executive upon such terms as they shall think fit subject to a resolution being passed approving such investment at any General Meeting;
- (d) The Society shall have appropriate financial policies and controls in place to ensure the funds of the Society are properly and prudently managed. These policies will include:
  - i. Effective controls of who can authorise payments on behalf of the Society;
  - ii. The process for approving payments on behalf of the Society;

These policies must be approved by the Society at a General Meeting.

- (e) The Treasurer will present a financial report at every General Meeting in a form agreed by members at a General Meeting from time to time, and will have available a list showing all payments and withdrawals (excluding only payments which cannot be disclosed for legal reasons). A special emphasis will be made on accountability for funds received for special projects ensuring cash is available for the completion of those projects.
- (f) The income and property of the Society is to be applied solely to further the aims of the Society. No income or property is to be paid or transferred directly or indirectly to any members. This will not prevent payment of reasonable remuneration or expenses to any Officer or employee of the Society or to any members for any services performed by them for the Society,
- (g) A member may charge a reasonable amount for any services carried out by him or her where the Society would have had to pay for that service if it was carried out by somebody who was not a member.

### **14. COMMON SEAL**

The Common Seal of the Society shall be held by the Secretary and will be used only when authorised by a resolution of the Society. When the Seal is used it will be signed by the Chairperson and the Secretary.

## **15. ALTERATIONS AND ADDITIONS TO THE RULES**

These rules may be amended altered added to or rescinded by a simple majority of members present who are entitled to vote at the Annual General Meeting or a Special General Meeting of the Society of which at least 14 days' notice shall have been given as outlined in clauses 6 and 7 of these Rules. No alterations, additions or cancellations will be made to these rules that are in conflict with the aims of the Society.

## **16. MEDIATION AND ARBITRATION**

Any dispute arising out of, or relating to, these Rules may be referred to mediation, a non-binding dispute process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party in writing to the other party, and identifying the dispute, which is being suggested for mediation. A mediator would be any suitable person with an understanding of tikanga.

## **17. WINDING UP**

- (a) The Society may be voluntarily wound up in accordance with the provisions of s.24 of the Incorporated Societies Act 1908
- (b) On the winding up of Te Hapū o Ngāti Wheke Incorporated the residual assets after payment of all proven debts shall not be paid to or distributed among the members of the Incorporated Society but shall be vested in a Body representing Te Hapū of Ngāti Wheke that offers tribal independence and ownership for the assets of the Society, or if no such body exists or in the case of irreconcilable dispute then in Te Rūnanga o Ngāi Tahu as Trustees for the benefit of the Hapū, or its legal successor until such time as the Hapū establishes its own Body or determines an appropriate purpose toward which it can be applied.

## **18. DEFINITIONS**

In these rules;

**“Officers”** means the Chairperson, Treasurer, Secretary, Te Rūnanga o Ngāi Tahu Representative and Alternate Te Rūnanga o Ngāi Tahu Representative and **“Officer”** means any one of them.

**SCHEDULE 1 – SOCIETY 1848 “BLUE BOOK” KAUMĀTUA**

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<b>Kaumātua Name</b>	<b>Kaumātua Number</b>
Ana Pātiki	8
Aperahama Koreke	16
Harete Toko	51
Hemi Putakioro	674
Hinepakia	599
Hirini Taoraki	92
Hoani Timaru	102
Horopapera Momo	1341
Inehaka (Mumuhako)	137
Irihapeti Mokiho	141
Katohau Pirimona	176
Keita Waitere	185
Kura Te Wera	217
Maaka Wharepirau	785
Mata Pi	239
Matana Piki	809
Meihana Te Awha	811
Mokiho	861
Natanahira Waruwarutu	831
Ngamianga	288
Oriwia Rakuraku	835
Oriwia Tinako	292
Paratene Whiti	1333
Peneta	322
Piharo Riwai	1340
Pikimauka	335
Pirimona Mukeke	856
Pita Mutu	347
Pitima Karatiti	349
Rakuraku (Mohi Rakuraku)	382

<b>Kaumātua Name</b>	<b>Kaumātua Number</b>
Ramari Manahi (Mohi)	383
Ratima Wararuhe (Waruhe)	1321
Reihana Tau	887
Reihana Te Muru	396
Rewi (Rewi Te Kauamo) (Rewi Koruarua)	399
Ripini Waipapa	414
Tahana Hapaikete	916
Tautakihina	468
Te Wera	989
Teera Paipeta	474
Teira Timua	476
Teoti Paipeta	486
Toria Mokiho	522
Tukaha (Iharaira Tukaha)	530
Waitere Te Upoko	981
Wakena Kokorau	550
Watene Whakauira	557
Wera Mokiho	990

## 18 May THONW Inc Constitution Wānanga Appendix B: Overview of Proposed Changes and Items for Further Discussion

### Recommendation: Add an Interpretation Section

Definitions needed for a number of words in the constitution with the following suggested

- Harmful
- Reference to Code of conduct
- Tangata whenua
- Mana whenua
- Surplus funds
- Kaumātua
- What else?

### 2. Objects

**Recommendation:** Para d) and g) Replace *the Treaty of Waitangi* with *Te Tiriti o Waitangi*

**Recommendation:** Para d) Replace traditions and customs with tikanga and kawa

**Recommendation:** Para f) *Manawhenua* instead of *tangata whenua*. Whole paragraph to be rewritten to make simpler and keep purpose broad but don't water down,

- What else?

### 3. Powers

**Recommendation:** Add para at the start to make clear powers are there to further the objects as outlined at per para k)

**Recommendation:** Paragraph m) Replace all wording with *Undertake research*

**Recommendation:** Simplify current and make clear approval around investment will be governed by . **Rationale:** Decisions are made at management level on a regular basis to invest funds not needed for day to day use in higher interest bearing accounts. Impractical to have to wait for approval at a monthly Rūnanga meeting. Constitution provides elsewhere for Rūnanga to approve financial policies from time to time.

### 4. Membership

**Recommendation** Rewrite 4 a) as follows: *Membership of the Society is open to all persons who can trace genealogical descent from the original Ngāi Tahu owners as contained in 1870 Crown grants and or the 1886 partition orders for Māori Reserve 875 Rāpaki, and/or Native Reserve 876 Purau.*

**Rationale:** Under the new act membership is voluntary. Whānau newly registered with Te Rūnanga o Ngāi Tahu who whakapapa to Ngāti Wheke will be asked if they want to join THONW Inc. The Society via a General Meeting will also need to agree on a membership approval form and process. This could be part of or sit outside of the constitution. Most Rūnanga provide lists of new membership applications to the monthly General Meeting for approval.

**Recommendation** Add new clause to say all existing members recorded will be members of the Society as at the date the updated constitution is registered.

**Rationale:** This will avoid the administrative burden on members and staff that is required to register existing members.

**Recommendation:** Revise 4 b) & c) to combine honorary and associate membership clauses and call all Associate Members (wording to be confirmed). **Rationale:** There is no need for two separate classes of members. Associate members will primarily be spouses but may be offered to others if the Rūnanga sees fit.

**Discussion Point:** Expand 4 d) as current wording is ambiguous. May be useful to provide more clarity and to provide discretion for whakapapa members to exclude associate members from voting where they see fit. Possible wording could be as follows:

*Associate Members are eligible to vote on all matters other than those matters where;*

- *by law voting is restricted by whakapapa; or*
- *the provisions in this constitution prohibit it; or*
- *Whakapapa Members at a General Meeting, Special General Meeting or Annual General Meeting decide by majority vote it is not appropriate.*

**Recommendation;** Add new clause to make clear people must register with Te Rūnanga o Ngāi Tahu first if they want to join THONW Inc

**Rationale:** It is unrealistic to expect we can undertake whakapapa research to determine whether people whakapapa here so should require them to confirm via TRONT.

**Recommendation:** Move all references to voting eligibility/rights from elsewhere in the constitution into membership clause so it is easier to follow

**Recommendation:** Add the following clause to ensure clear rules are put in place that make clear expectations around what constitutes attendance for online and in person attendance and to avoid situations where people or nominally present only i.e.

- Is it sufficient that someone just has a blank screen showing or should they have to have their camera on to show they are actively engaged?
- What represents the minimum time attendance at a meeting for the purpose of calculating voting rights at SGMs and SGMs? At least 50%, 60%, 75% of the meeting?

*Electronic/online attendance shall constitute attendance for the purposes of calculating eligibility to vote at any SGM or AGM subject to any minimum requirements around what constitutes 'attendance' as agreed at a General Meeting, SGM or AGM from time to time.*

### **Discussion Point: Voting Rights and Fairness**

- The constitutional change process has highlighted some fundamental questions around voting rights and how these should be provided for in a way that might be considered fair and equitable.
- The current rules allow whakapapa members to vote at general (monthly) meetings however for AGMs and SGMs voting is only allowed for whakapapa members who:
  - Are 65 and older; or
  - Have attended four or more general meetings (monthly meetings excluding AGMs and SGMs) in the prior 12 months.
- In practice in the past few years that has meant that, other than kaumātua, there have only been 10-15 whakapapa members eligible to vote at AGMs and SGMs or to stand for Exec.
- Some rūnanga aim to achieve a balance between those who are heavily involved and other members by allowing those attending required number of meetings to have 2 votes while all other members have one vote. This creates a risk around people who aren't involved at all turning up to vote.
- Oraka Aparima allow all members who have been 'involved with the Rūnanga' to vote. Their definition of 'involved with the Rūnanga' is fairly open ended and left to their Exec to determine. This was considered previously by the THONW Inc Exec and at General Meetings however it was perceived as being very subjective and hard to determine. It could be worth revisiting and other options could be considered such as allowing those who have participated in committees or as reps, and those who have contributed in other ways being able to vote.

### **5. General meeting**

No changes suggested

### **6. Special General Meeting**

No changes suggested

### **7 AGM**

#### **Discussion Points: Makeup of Exec and related points**

- Should there be more people on Exec? Perhaps 7 in total rather than 5 Should there be guidance to ensure broad representation?



- Should the roles of Treasurer and Secretary be removed as previously suggested?
- Should Exec still have some power to co-opt additional members eg where there is a gap in skills or representation?
- Should there be specific positions representing kaumātua etc? Should any such Kaumātua rep be elected by kaumātua only?
- Do we need a deputy chair? If so should it be voted on Voted or chosen by Exec after the AGM?
- Good to include reference to expectations of Exec members so members are well informed when voting

## 8 ELECTED OFFICERS AND REPRESENTATIVES

**Recommendation** Amend clause g) to read as outlined below to provide a clear process for appointment and accountability of external and subsidiary entity representatives. The revised wording provides flexibility to allow for that appointment process to be set from time to time via agreed policy.

*Any Other Representative positions representing the Society on external or subsidiary entities or any other roles, can be appointed in accordance with policy approved by the Society at any General Meeting. The conditions of the appointment including term, reporting requirements, duties and responsibilities must be confirmed under that policy before or at the time of appointment*

## 9 Postal Voting

**Discussion Point:** Current word suggests people have to be a member of the Society to participate in the TRONT Rep election process however this needs to be clarified with Chris Ford as it may be that anyone who has whakapapa to Ngāti Wheke 1848 kaumātua may be able to participate regardless of whether they are a registered member of the rūnanga.

## 10 Executive

**Discussion Point:** Provision is needed for the effective delegation of powers from the Rūnanga to Exec to make clear what the powers of the Exec are to make decisions. Clause d) needs to be updated in a way that ensures the process for approval of any powers is robust and transparent. *The Society Executive shall seek to use best practice in all its operations and activities. The powers of the Society Executive shall be, as delegated from time to time via by the Rūnanga members at an SGM and subject to the restrictions set out in these rules. Details of all proposed delegated powers provided at least 14 days prior to the SGM.*

## 11. Committees

**Recommendation:** Add in External Reps into this clause so that they are governed by the same sorts of rules that govern Committees.

**Discussion Point:** Should we retain reference to list of committees noting that these change over time? Alternatively should it be replaced with a more general clause such as the following: *Standing Committees are those Committees formed by the Rūnanga which have an ongoing function that supports the aspirations of the Rūnanga and Hapū. Set Task Committees are those committees formed by the Rūnanga to undertake a specific task within a specified time frame that supports the aspirations of the Rūnanga and Hapū.*

**Discussion Point:** Should there be provision for removal of committee members and external reps from their roles for Breach of policies, code of conduct or other harmful conduct. These could be included in terms of reference. but might also be referenced in the constitution

**Recommendation:** The constitution should require terms of reference for all committees (and external reps). This could be worded as follows:

*Terms of reference for the establishment and running of Set Task and Standing Committees will be developed by the Executive and approved by the Rūnanga.*

## 12. Running of Society Meetings

**Discussion Point:** Consider addition of following clauses to provide greater clarity around voting and minute taking.

- *The Society may hold meetings by electronic means. Those attending electronically are able to vote and count towards calculating whether a quorum exists as if they were physically present at the relevant meeting.*
- *Written resolutions in lieu of Annual, Special General and General Meetings are not permitted.*
- *The Society Executive shall ensure minutes of all Annual, Special General and General Meetings shall be taken.*

## 13. Control of Funds

**Discussion Point:** Need for some simplification and updating of this section

## 14. Common Seal

Required by new Act to be deleted

## 15. Alteration of Rules

**Discussion Point:** Should we require higher threshold of member approval for change of rules eg to 66% or 75%

## 16. Mediation and Arbitration

**Discussion Point:** Need to update to comply with requirements of the new act. The wording below has been developed in conjunction with Chris Ford

### (a) *Bringing Complaints*

#### i. *Lodging a Complaint*

*Any member, officer, or stakeholder who believes that there has been a breach of the Society's rules, tikanga Māori principles, or any relevant obligations may lodge a complaint. The complaint must be submitted in writing to the Chair, outlining the nature of the complaint, the parties involved, and any supporting evidence.*

#### ii. *Acknowledgment and Initial Assessment*

*The Chair shall acknowledge receipt of the complaint within 5 working days of receipt of the complaint. An initial assessment shall be conducted to determine whether the complaint warrants further action, mediation, or direct resolution.*

#### iii. *Notification of Parties*

*If the complaint is deemed to warrant further action, all parties involved shall be notified in writing. The notification shall include details of the complaint and an invitation to participate in good faith negotiations, with the aim of resolving the matter in alignment with tikanga Māori principles.*

### (b) *Good Faith Negotiations*

#### i. *Initial Negotiations*

*Parties to the complaint shall first seek to resolve the matter through good faith negotiations, emphasizing the principles of whanaungatanga (upholding relationships), mana (authority and respect), and kaitiakitanga (guardianship).*

#### ii. *Role of Kaitiaki*

*A kaitiaki (guardian) may be appointed by the Society Executive to oversee the negotiations, ensuring that tikanga Māori principles are upheld and that the mana of all parties and the Society is respected.*

### (c) *Mediation*

i. *Initiation of Mediation*

*If the dispute is not resolved through good faith negotiations, any party may initiate mediation by delivering a written notice to the other party/parties involved in the complaint. If all parties (including the Society Executive) agree a mediation process shall follow as below.*

ii. *Appointment of Mediator*

*The parties shall, within 14 days of the delivery of the mediation notice, agree on an independent mediator who is knowledgeable in tikanga Māori, whanaungatanga, mana, and kaitiakitanga. If the parties cannot agree on a mediator within this timeframe, the mediator shall be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand (AMINZ).*

iii. *Conduct of Mediation*

*The mediation shall be conducted in accordance with the principles of whanaungatanga, mana, and kaitiakitanga. The mediator shall facilitate the process, ensuring that all parties have the opportunity to be heard and to reach a mutually acceptable resolution while upholding the mana of the Society and those involved.*

iv. *Location and Costs*

*The mediation shall be held at a location agreed by the parties. The costs of the mediation, including the mediator's fees, shall be shared equally by the parties, unless otherwise agreed.*

(d) *Arbitration*

i. *Initiation of Arbitration*

*If the dispute is not resolved through mediation or if mediation is deemed to have failed, any party may submit the dispute to arbitration by delivering a written notice to the other party/parties involved in the complaint and if all parties (including the Society Executive) agree an arbitration process shall follow (as below).*

ii. *Appointment of Arbitrator*

*The parties shall, within 14 days of the delivery of agreeing to arbitration, agree on an independent arbitrator who is knowledgeable in tikanga Māori, whanaungatanga, mana, and kaitiakitanga. If the parties cannot agree on an arbitrator within this timeframe, the arbitrator shall be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand (AMINZ).*

iii. *Conduct of Arbitration*

*The arbitration shall be conducted in accordance with the Arbitration Act 1996 and shall incorporate the principles of whanaungatanga, mana, and kaitiakitanga. The arbitrator shall determine the procedure to be followed, ensuring that relationships are upheld, mana is respected, and guardianship responsibilities are recognized.*

iv. *Binding Decision*

*The decision of the arbitrator shall be final and binding on the parties. The arbitrator shall provide a written award stating the reasons for the decision, ensuring that the outcome respects the mana of the Society and the individuals involved.*

v. *Location and Costs*

*The arbitration shall be held at a location agreed by the parties. The costs of the arbitration, including the arbitrator's fees, shall be shared equally by the parties, unless otherwise agreed.*

(e) *General Provisions*

i. *Confidentiality*

*All complaints, negotiations, mediations, and arbitrations shall be conducted in confidence and without prejudice.*

ii. *Survival of Clause*

*This clause shall survive the termination or expiration of the rules of the Society.*

iii. *Incorporation of Tikanga Māori*

*Throughout the complaint resolution process, the principles of whanaungatanga, mana, and kaitiakitanga shall be respected and incorporated, ensuring that the process is culturally appropriate and aligns with the values of the Society and its members.*

## **17. Winding Up**

No changes proposed

### **Other Possible Changes**

**Recommendation:** Replace Society with Rūnanga wherever it appears except the first time

**Recommendation:** New clause required to confirm contact person.

**Discussion Point:** Possible inclusion of a sentence -“The Rūnanga shall at least once a year hold a Wānanga to discuss Hapū kawa and tikanga.” **Rationale:** This was suggested at a wānanga in October last year as a means to ensure wānanga on kawa and tikanga happened at least annually.

**Discussion Point:** Consider inclusion of reference to related Rāpaki Reserve Trustees given the long standing relationship and various agreements between the entities. This would help recognise and acknowledge these obligations and their impact on the responsibilities of THoNW..