



People
At
Risk
Solutions

PARS Incorporated Constitution

Incorporation number: #211919

Adopted at the Annual General Meeting held on
25 September 2020

Signed by 3 Members:

I hereby certify that this is a correct
copy of the rules of PARS Incorporated

Johannes D. Flapper
Board Member

TABLE OF CONTENTS

INTRODUCTION	5
PART 1 – STRUCTURE	6
1. Name.....	6
2. Effect of Constitution	6
3. Interpretation	6
4. Construction	9
5. Registered Office.....	10
6. Powers.....	10
7. Charitable registration	11
PART 2 – PURPOSES AND TIKANGA	11
8. Tikanga.....	11
9. Purposes	12
10. No private pecuniary profit	14
11. Prohibition on financial gain	15
PART 3 – MEMBERSHIP	15
12. Minimum number of Members.....	15
13. Categories of Members	15
14. Eligibility for Membership	16
15. Applications for membership.....	16
16. Individual Members	16
17. Organisational Members.....	17
18. Approved Organisations	17
19. Life Members	17
20. Member obligations	18
21. Member entitlements	18
22. Membership Fees	18
23. Member liability	19
24. Register of Members.....	19
25. Access to the Register of Members	20
26. Access to other information by Members	20
27. Ceasing to be a Member.....	21
PART 4 – GENERAL MEETINGS	22
28. Annual General Meetings.....	22
29. Special General Meetings.....	23
30. Notice of General Meetings	23

31. Motions	24
32. Meetings generally	25
33. Decisions at General Meetings.....	26
34. Voting at General Meetings.....	26
PART 5 – GOVERNANCE	27
35. Mana Ōrite Framework.....	27
36. Board composition and membership	27
37. Election of Board Members	28
38. Term of office	29
39. Appointed Board Members.....	29
40. Interim Vacancy.....	30
41. Functions and powers of the Board	30
42. Chair	31
43. Contact Officer.....	32
44. Subcommittees	32
45. Chief Executive Officer	33
46. Duties of Officers.....	33
47. Grounds for removal from office.....	34
48. Indemnity and insurance.....	34
PART 6 – LEGAL AND FINANCIAL MATTERS	35
49. Method of contracting	35
50. Common seal.....	36
51. Use of Society name	36
52. Control and management of finances	36
53. Accounting records and financial statements.....	37
54. Audit	37
PART 7 – PROCEDURES FOR RESOLVING DISPUTES	37
55. Raising disputes	37
56. Investigating disputes.....	38
57. Resolving disputes.....	39
PART 8 – ADMINISTRATION	40
58. Patrons	40
59. Amendments to Constitution.....	40
60. Bylaws	40
61. Winding up	40
62. Matters not provided for.....	41

SCHEDULE 1: PROCEEDINGS OF THE BOARD	42
1 Meetings	42
2 Notice of meetings.....	42
3 Methods of holding meetings	42
4 Quorum	43
5 Adjournment	43
6 Chair and Officers.....	43
7 Voting on motions	43
8 Minutes	44
9 Interests Register	44
10 Duty to disclose conflicts of interest.....	44
11 Voting by Interested Officers	45
12 Consequences of failing to disclose interest	45
13 Validity of proceedings	45
14 Board spokesperson	45
15 Board may regulate other proceedings	45
SCHEDULE 2: GLOSSARY OF MĀORI TERMS	46

PARS INCORPORATED- CONSTITUTION

INTRODUCTION

PARS Incorporated ("**the Society**") is a charitable society incorporated under the Charitable Trusts Act 1957 #211919 and a charity registered under the Charities Act 2005 #CC32737.

PARS (People at Risk Solutions) seeks to create a society of inclusiveness, unity and fairness, in which all individuals are valued, treated with dignity, and empowered to achieve their potential. PARS works holistically with people who are at risk of, or are already, engaging with the justice system, including prisoners and released prisoners, deportees, and youth at risk of offending, and their whānau.

PARS is one of the oldest social service organisations in Aotearoa New Zealand. It had its genesis in The Patients' and Prisoners' Aid Society (established Dunedin, 17 June 1877), which was the first of many such prisoner-support organisations. In 1899, the Auckland Discharged Prisoners Aid Society, with close connections to newly-emergent city missions, was established on the premise of serving the community by working for the rehabilitation of those who transgressed the laws of New Zealand.

The Auckland Society was incorporated in 1946 under the Religious Charitable and Educational Trusts Act 1908, with the district governing bodies of the following churches ratified as Approved Organisations: Anglican, Methodist, Presbyterian, Baptist, Congregational, Roman Catholic, Salvation Army, Hebrew Congregation, and any church which was a member of the National Council of Churches. The Religious Society of Friends was added, it is thought, in the 1950s.

In 1959, a rationalisation of the various national groups saw the incorporation of the centralised New Zealand Prisoners' Aid and Rehabilitation Society (NZPARS) and, in 1960, the Auckland branch name was changed to The Prisoner's Aid and Rehabilitation Society of the Auckland District Incorporated. In 1996, Ngāti Whātua and Tainui were ratified as additional Approved Organisations.

In 2012, the Auckland branch restructured as PARS Incorporated, trading as People At Risk Solutions and, in 2019, it launched its innovative Te Pā Tūwatawata model to formalise its commitment to Te Tiriti o Waitangi and tikanga Māori which underpin the values and kaupapa of our organisation.

PART 1 – STRUCTURE

1. Name

The name of the Society is *PARS Incorporated* (referred to in this Constitution to “**the Society**”).

2. Effect of Constitution

- 2.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Act or any other legislation.
- 2.2 Subject to rule 2.1, this Constitution is binding, in accordance with its terms, as between –
- (a) the Society and each Member; and
 - (b) each Member.

3. Interpretation

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

Act means the Incorporated Societies Act 1908;

Annual General Meeting means a meeting of the Members of the Society held once per year which is convened pursuant to Part 4 (*General Meetings*) and which, among other things, will receive and consider reports on the Society’s activities and finances under rule 28 (*Annual General Meetings*);

Annual Report means a report, prepared by or on behalf of the Chair, on the affairs of the Society during the most recently-completed accounting period, progress on the plan for the current year, and on any other relevant matters;

Approved Organisation means a Member of the Society under rule 18 (*Approved Organisations*);

Associated, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Tax Act;

Balance Date means 30 June, or any other date adopted by the Board by resolution as the date to which accounts are to be made in each year;

Board of Governors or *Board* means the Society’s governing body, being the committee established under rule 36 (*Board composition and membership*), comprising an equal balance of Ngā Tangata Whenua Board Members and Ngā Tangata Tiriti Board Members, appointed or elected under this Constitution, responsible for managing the operation and affairs of the Society in accordance with the tikanga of the Society and the principles of Te Tiriti o Waitangi;

Board Member means a member of the Board of the Society;

Board Motion means a motion put forward by the Board in accordance with rule 31.1 (*Motions*);

Bylaw means a bylaw of the Society promulgated under rule 60 (*Bylaws*);

Chair means the Board Member who is elected as the chairperson of the Board under rule 42 (*Chair*);

Charitable Trusts Act means the Charitable Trusts Act 1957;

Charities Act means the Charities Act 2005;

Chief Executive Officer means the staff member employed under rule 45 (*Chief Executive Officer*);

Churches comprise all of those religious organisations that are, for the time being, an Approved Organisation under rule 18 (*Approved Organisation*);

Clear Days means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting);

Constitution means this constitution, as it may be altered from time to time in accordance with its terms and with the Act;

Contact Officer means the person who has been appointed, in accordance with this Constitution, as the main point of contact for the Registrar;

Financial Year means any year or other accounting period ending on a Balance Date;

General Meeting means either an Annual General Meeting or a Special General Meeting of the Society;

Inaugural Board means the persons holding office as the board of the Society immediately prior to the adoption of this Constitution;

Individual Member means a Member of the Society under rule 16 (*Individual Members*);

Intellectual Property means all rights and/or goodwill in any copyright works, business names, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to the Society or any event promoted or administered by the Society;

A person is *Interested* in a Matter if the person:

- (a) may derive a financial benefit from the Matter;
- (b) is the parent, child, or spouse of a person who may derive a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates;
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- (e) is otherwise directly or indirectly interested in the Matter,

and *Interest* has a corresponding meaning, provided that a person is not Interested in a Matter:

- (f) merely because they receive an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (g) if their interest is the same or substantially the same as the benefit or interest of all or most other Members of the Society due to their Membership; or
- (h) if their interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities under the Act or this Constitution;

Interests Register means the register of disclosures of Board Members kept under this Constitution in accordance with rule 9 of schedule 1 (*Interests Register*);

Interim Vacancy has the meaning given by rule 40 (*Interim Vacancy*);

Life Member means a Member of the Society under rule 19 (*Life Members*);

Matter means –

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society;

Member means a person properly admitted to the Society in accordance with Part 3 (*Membership*), whether they be an Individual Member, an Organisational Member, an Approved Organisation, a Life Member, or other type of member of the Society under this Constitution, and who or which has not ceased to be a Member of the Society;

Member's Motion means a motion put forward by a Member in accordance with rule 31.2 (*Motions*);

Membership Fee means a subscription, fee, or other amount, payable by a Member to the Society as specified in rule 22 (*Membership Fees*);

Membership Form means the prescribed application for Membership form (if any) for the relevant category of Membership, or any other form which the Society agrees is suitable for collection of information from persons seeking to be Members of the Society;

Motion means a Board Motion or a Member's Motion;

Ngā Tangata Tiriti Board Member has the meaning given by rule 35 (*Mana Ōrite Framework*);

Ngā Tangata Whenua Board Member has the meaning given by rule 35 (*Mana Ōrite Framework*);

Not-For-Profit Member means a Member of the Society that is a body corporate, or the trustees of a trust, and that is not carried on for the private pecuniary profit of any individual;

Officer means a Board Member and any other person deemed by law to be an officer of the Society;

Ordinary Resolution means a resolution passed by a majority of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

Organisational Member means a Member of the Society under rule 17 (*Organisational Members*);

PARS means the Society;

Privacy Act means the Privacy Act 2020;

Proxy has the meaning given by rule 34.3 (*Proxies*);

Purposes means the purposes of the Society as set out in rule 9 (*Purposes*);

Qualified Auditor has the meaning given to that term by section 42D of the Charities Act;

Register of Members means the register of Members kept under this Constitution and described in rule 24 (*Register of Members*);

Registered Office has the meaning given by rule 5 (*Registered Office*);

Registrar means the Registrar of Incorporated Societies, as defined in the Act;

Related Person for the purposes of rule 10 (*No private pecuniary profit*), and in relation to any business to which section CW 42 of the Tax Act applies, means a person specified in paragraphs (i) to (iv) of subsection 5(b) of that section, the persons currently specified being:

- (a) a settlor or trustee of the trust by which the business is carried on; or
- (b) a shareholder or director of the company by which the business is carried on; or
- (c) a settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or
- (d) a person Associated with a settlor, trustee, shareholder or director already mentioned in this definition;

Society means *PARS Incorporated*, a society duly incorporated under the Charitable Trusts Act (#211919);

Special General Meeting means a meeting of the Members of the Society, other than an Annual General Meeting, which is convened pursuant to Part 4 (*General Meetings*) and which is called for a specific purpose or purposes under rule 29 (*Special General Meetings*);

Special Resolution means a resolution passed by at least 2/3 of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

Tax Act means the Income Tax Act 2007; and

Teleconference Meeting means a meeting where all the participants are contemporaneously linked by telephone, or other means of audio, audio and visual, or electronic communication that enables all participants to simultaneously hear each other throughout the meeting.

- 3.2 Subject to rule 3.1, expressions which are defined in the Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by the Act.

4. Construction

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

- (i) *charitable purpose* has the meaning given to that term in the Charities Act;
- (ii) *contents page and headings*: the contents page and the headings appear as a matter of convenience only and are to be ignored in construing this Constitution;

- (iii) *defined terms*: words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (iv) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;
- (v) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;
- (vi) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended, substituted, or re-enacted and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;
- (vii) *person*: references to *persons* include natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership. A reference to a *person* includes the legal personal representatives, successors, and permitted assigns of that person;
- (viii) *rules, parts, schedules and sections*: a reference to a *rule*, a *part*, or a *schedule* is to a rule, part, or schedule of this Constitution, unless otherwise stated. The schedule to this Constitution forms part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;
- (ix) *singular, plural and gender*: the singular includes the plural and *vice versa*, and words denoting any gender include all genders;
- (x) *spouses*: a reference to a *spouse* includes a civil union partner or a de facto partner; and
- (xi) *working day* has the meaning given by the Interpretation Act 1999.

4.2 Schedule 2 contains a glossary of Māori terms.

5. Registered Office

The Registered Office of the Society shall be at Unitec, Building 8 and 9, Gate 1, 79 Carrington Road, Mt Albert, Auckland 1025, New Zealand, or such other place in New Zealand as the Board may determine by resolution from time to time.

Changes to the Registered Office shall immediately be notified in the form and as required by the Act, the Charitable Trusts Act, and the Charities Act, as applicable.

6. Powers

6.1 Subject to this Constitution, the Act, any other enactment and the general law, the Society has -

- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.

- 6.2 Notwithstanding rule 6.1, the funds of the Society may only be invested in investments that conform with the principles of a prudent trustee investment under New Zealand law.
- 6.3 For the avoidance of doubt, the Society may only use its funds to pay the costs and expenses to advance or carry out its Purposes.

7. Charitable registration

The Society may seek registration as a charitable entity under the Charities Act. If and while so registered, the Society and all its Officers will comply with the requirements of the Charities Act.

PART 2 – PURPOSES AND TIKANGA

8. Tikanga

- 8.1 This Constitution is to be interpreted having regard to the following expressions of the tikanga or culture of the Society.
- 8.2 **Foundational principles:** Te Tiriti o Waitangi, or the Treaty of Waitangi, is a founding document of Aotearoa New Zealand and has implications for all aspects of the work of the Society. In undertaking all its activities, the Society is committed to working in accordance with the principles of Te Tiriti o Waitangi, including but not restricted to partnership, protection, and participation, and to equity in partnership with Māori in ways that recognise the distinctive indigenous rights of Māori as tangata whenua, including distinctive cultural and legal rights, as well as distinctive social and administrative contexts.
- 8.3 **Core values:** the values of the Society are based on the mana of whānau. Our service embodies these values as part of our commitment to a kaupapa Māori approach. These values are:
- (a) **Manaakitanga** or *unconditional care*: to care and look after people and relationships to enhance the mana (prestige and integrity) of everyone. This means that:
 - (i) people are comfortable in our presence;
 - (ii) we extend hospitality and support, and no one is turned away; and
 - (iii) we act with kindness and respect and give this unconditionally.
 - (b) **Wairuatanga** or *individual essence*: our actions restore and enhance physical, mental, spiritual and whānau wellbeing. This means that our practice is based on assessing and supporting the whole person.
 - (c) **Rangatiratanga** or *actualised potential*: we support whānau to determine their own future. This means that:
 - (i) we create an environment that elevates the practice of self-management, with full involvement in planning, decision-making and resourcing;
 - (ii) we are wholly committed to building self-image and increasing self-worth; and
 - (iii) we are also committed to growing individuals' capacity and capability.

- (d) **Whakapapa** or *identity*: we act as an enabler for the reclamation of cultural identity, including Māori cultural identity. This means that:
 - (i) we recognise the importance of knowing where we come from, in order to know where we are going;
 - (ii) we create a state of belonging, a place and a future; and
 - (iii) we are committed to developing our unique personal and collective identities.
- (e) **Whanaungatanga** or *relationships*: we act as a navigator to make links and connections with whānau, hapū and iwi relationships to embrace whakapapa and focus upon healthy productive relationships. This means that:
 - (i) we acknowledge the importance of whānau (family and extended family) in the life of each individual; and
 - (ii) we encourage the building of relationships with whānau, identifying key people of influence and those who can provide strength and support (such as kaumātua and kuia).
- (f) **Arohatanga** or *unconditional regard for one another on a journey of healing, restoration and transformation*:
 - (i) we exemplify compassion toward others and ourselves;
 - (ii) we practise aroha ki te tangata (a respect for people) as a fundamental expression of our humanity; and
 - (iii) we embrace diversity with a heart devoid of judgment and stigmatisation.

9. Purposes

- 9.1 **Holding and application of income and assets etc for charitable purposes:** the Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes). The assets and income of, and any benefit or advantage obtained by, the Society shall be held and applied solely for charitable purposes, and not for the private pecuniary profit of any individual or the financial gain of any Member. Without limiting the generality of the foregoing, the Society may act in furtherance of the purposes set out in rule 9.2 (*Charitable purposes*), to the extent to which they are charitable according to the law of New Zealand.
- 9.2 **Charitable purposes:** the charitable purposes of the Society are to advance education, improve health, relieve poverty, and further other purposes beneficial to the community, by working towards flourishing and thriving communities and a stronger New Zealand society, guided at all times by Te Tiriti o Waitangi and the tikanga of the Society. Without limiting the generality of the foregoing, the charitable purposes of the Society include, but are not limited to:
 - (a) creating a society which embraces uri, whānau and community support for people at risk of, or who are already, engaging with the justice system, so that all individuals are valued and cared for and provided opportunities to thrive and succeed;

- (b) serving the community and future generations by disrupting intergenerational cycles of disadvantage and inequity, actively providing a safe spiritual, cultural, emotional and physical space that enables whānau to achieve mana motuhake and kia tū tangata ai!; and
- (c) furthering such other charitable purposes which are considered reasonably necessary or incidental to the achievement of the above charitable purposes.

9.3 **Means of furthering purposes:** in furtherance of its charitable purposes, and without limiting any of its powers under this Constitution or generally, the Society may actively:

- (a) work collaboratively or partner with whānau, hapū and iwi, and local, regional and national partners across New Zealand;
- (b) work towards transformational outcomes for people to live in wellbeing with their whānau;
- (c) provide support to strengthen whānau resilience, connection and networks of support;
- (d) support access to social, economic, educational, employment, housing, health and/or other services;
- (e) respond to health inequities, including but not limited to increasing resources and access to quality, culturally-responsive healthcare;
- (f) increase tangata, whānau and hapori capital, promoting whānau, hapū and iwi ora including but not limited to fostering te reo Māori and mātauranga Māori;
- (g) support people to realise their full potential, intellectually, socially, emotionally and spiritually, as individuals and as valued members of their whānau and communities;
- (h) address the most difficult barriers, such as stigma, judgment, lack of resources, access and social exclusion, that prevent individuals from successfully reintegrating into their whānau, hapū, iwi and communities;
- (i) provide, arrange or co-ordinate, as required, counselling, support services, financial aid, accommodation aid and/or other specialist services to people at risk of hardship, including but not limited to: people in the justice system; people at risk of entering the justice system; prisoners during remand or sentence; former prisoners after release from any prison; deportees; at-risk youth; and to their respective whānau;
- (j) raise funds and seek volunteer support as needed from time to time to advance the Society's charitable purposes; and
- (k) undertake such other lawful activities as may from time to time seem necessary or desirable to give effect to and attain the Society's charitable purposes.

9.4 **Severance of any non-charitable purpose:** all of the Society's purposes are strictly charitable according to New Zealand law, and any purposes which do not qualify as charitable or as ancillary to a charitable purpose shall be deemed to have been deleted from this Constitution.

- 9.5 **Limitation to New Zealand:** the funds of the Society shall be applied wholly or mainly to charitable purposes within Aotearoa New Zealand.
- 9.6 **Prohibition on financial gain:** the Society must not be carried on for the financial gain of any of its Members.
- 9.7 **Restriction on partisan political activity:** the Society may not engage in partisan political activity. For the avoidance of doubt, this means that the Society may not participate, or intervene, in (including by way of publishing or distributing any statements), any political campaign on behalf of, or in opposition to, any political party, any elected official, or any candidate for public office.

10. No private pecuniary profit

- 10.1 **No private pecuniary profit:** no private pecuniary profit shall be made by any person from the Society, except that (and subject to rules 10.2 and 10.3):
- (a) payments may be made to an Officer or to a Member, or to a person Associated with an Officer or a Member, for goods and services provided to the Society, provided that those goods or services advance the charitable purposes of the Society and the payment is reasonable and commensurate with payments that would be made between unrelated parties;
 - (b) the Society may pay reasonable and proper remuneration to any Officer of the Society (whether a Board Member or not) in return for services actually rendered to the Society;
 - (c) any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member, or by any firm or entity of which that Board Member is a member, employee, or associate, in connection with the affairs of the Society;
 - (d) an Officer may be reimbursed, on production of receipts, for reasonable expenses properly incurred by that Officer in the course of performing duties or exercising powers as an Officer of the Society; and
 - (e) a Member may be reimbursed, on production of receipts, for reasonable expenses properly incurred by that Member in connection with the affairs of the Society.
- 10.2 **No influencing income, benefit or advantage:** notwithstanding anything to the contrary in this Constitution, no Member or Related Person shall derive any income, benefit or advantage from the Society where they can, directly or indirectly, materially influence any decision made by the Society in respect of that income, benefit or advantage, except where that income, benefit or advantage is:
- (a) derived from professional services to the Society, rendered in the course of business charged at no greater than current market rates; or
 - (b) otherwise permitted by section CW 42 of the Income Tax Act.
- 10.3 **Board to comply with restrictions:** in determining all reimbursements, remuneration and charges payable in terms of this rule, the Board shall ensure that the restrictions imposed by this rule 10 are strictly observed. In particular, any payments made must be for goods or services that advance the charitable purposes

of the Society and must be reasonable and commensurate with payments that would be made between unrelated parties.

11. Prohibition on financial gain

11.1 The Society must not operate for the purpose, or with the effect, of:

- (a) any Member of the Society deriving any financial gain from Membership of the Society, other than as may be permitted by law; or
- (b) returning all or part of any surplus generated by the Society's operations to Members, in money or in kind; or
- (c) conferring any kind of ownership in the Society's assets on Members.

11.2 The Society will not have a purpose of financial gain, and is not being carried on for the financial gain of Members, merely because it will or may:

- (a) engage in trade:
- (b) pay a Not-For-Profit Member for matters that are incidental to the Purposes of the Society:
- (c) reimburse a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes:
- (d) provide benefits to members of the public or of a class of the public and those persons include Members of the Society or their families:
- (e) pay a Member a salary or wages or other payment for services on arm's length terms (being terms that would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in their own best interests, or terms that are otherwise less favourable to the Member):
- (f) pay any Member interest at no more than current commercial rates on any loans made by that Member to the Society:
- (g) enter into any other transaction with a Member on arm's length terms:
- (h) provide a Member with incidental benefits (such as trophies, prizes or discounts on products or services) in accordance with the Purposes of the Society:
- (i) engage in any other activities specified by the Act as not constituting financial gain.

PART 3 – MEMBERSHIP

12. Minimum number of Members

The Society shall maintain the minimum number of Members required by law.

13. Categories of Members

The Members of the Society shall comprise:

- (a) Individual Members, as described in rule 16 (*Individual Members*);
 - (b) Organisational Members, as described in rule 17 (*Organisational Members*);
 - (c) Approved Organisations, as described in rule 18 (*Approved Organisations*);
- and

- (c) Life Members, as described in rule 19 (*Life Members*).

14. Eligibility for Membership

To become a Member of the Society, an applicant must:

- (a) complete and sign a Membership Form and forward it to the Board;
- (b) supply such further information, and/or attend an interview, as may be required by the Board;
- (c) pay any applicable Membership Fee as determined under rule 22 (*Membership Fees*);
- (d) agree to be bound by this Constitution, and any Bylaws;
- (e) have had their attention drawn to rule 24.3 (*Privacy*);
- (f) satisfy any specific eligibility criteria associated with the category of Membership for which the application is made, as set out in this Constitution;
- (g) be admitted into Membership by the Board;
- (h) expressly consent in writing to become a Member; and
- (i) satisfy such other Membership criteria as the Board may reasonably determine from time to time.

15. Applications for membership

15.1 The Board shall promptly consider each application for Membership. In considering the application, the Board may:

- (a) interview the applicant, or representatives of the applicant; and/or
- (b) consult with existing Members.

15.2 The Board has absolute discretion as to whether to accept, decline, or defer an application for Membership, provided that the Board shall not accept an application for Membership unless the Board is satisfied that the applicant:

- (a) meets the criteria for Membership for the category of Membership for which the application is made, as set out in this Constitution; and
- (b) has otherwise satisfied the requirements of rule 14 (*Eligibility for Membership*).

15.3 The Board must advise the applicant of its decision, and shall, if requested by the applicant, provide reasons for that decision.

15.4 Upon the applicant becoming a Member, the Board shall ensure the Register of Members is updated accordingly.

16. Individual Members

Criteria: any individual aged 16 or over with an interest in the charitable purposes of the Society and/or aligned with the PARS kaupapa, including any staff member of the Society, may apply to become an Individual Member of the Society, provided they meet the requirements of rule 14 (*Eligibility for Membership*).

17. Organisational Members

- 17.1 **Criteria:** any club, association, body or organisation with an interest in the charitable purposes of the Society may apply to become an Organisational Member of the Society, provided they meet the requirements of rule 14 (*Eligibility for Membership*).
- 17.2 **Voting:** every Organisational Member shall provide the Board with the name and contact details of the natural person who is that organisation's authorised representative, and that person shall be the only person entitled to vote on behalf of that organisation at General Meetings. An Organisational Member may change their authorised representative at any time by written notice to the person and to the Board.

18. Approved Organisations

- 18.1 **Criteria:** any organisation, whether incorporated or unincorporated, with an interest in the charitable purposes of the Society may apply to become an Approved Organisation, provided they meet the requirements of rule 14 (*Eligibility for Membership*).
- 18.2 **Voting:** every Approved Organisation shall provide the Board with the name and contact details of the natural person who is that organisation's authorised representative, and that person shall be the only person entitled to vote on behalf of that organisation at General Meetings. An Approved Organisation may change their authorised representative at any time by written notice to the person and to the Board.
- 18.3 **Governance:** subject to rules 36 (*Board composition and membership*), 38 (*Term of office*) and 21.3 (*Member entitlements*), if and while an Approved Organisation is a Member of the Society, the Approved Organisation shall be entitled to nominate their authorised representative for consideration for election or appointment to the Board.
- 18.4 **Initial Approved Organisations:** as at the date of adoption of this Constitution, the Approved Organisations of the Society are as follows:
- (a) the district governing body of Ngāti Whātua;
 - (b) the district governing body of Tainui;
 - (c) the district governing body of the Anglican Church;
 - (d) the district governing body of the Baptist Church;
 - (e) the district governing body of the Roman Catholic Church;
 - (f) the district governing body of the Hebrew Congregation; and
 - (g) the district governing body of the Religious Society of Friends.

19. Life Members

- 19.1 **Eligibility:** any individual, firm or organisation who or that has rendered distinguished service to the charitable purposes of the Society may be nominated to be a Life Member of the Society.
- 19.2 **Nomination:** if the nomination is approved by the Board, and the person consents to become a Member of the Society, the person will become a Life Member of the

Society and the Board shall ensure that the Register of Members is updated accordingly.

- 19.3 **Voting:** where the Life Member is a firm or organisation, the Life Member shall provide the Board with the name and contact details of the person who is that firm or organisation's authorised representative, and that person shall be the only person entitled to vote on behalf of that firm or organisation at General Meetings. Any such firm or organisation may change their authorised representative at any time by written notice to the person and to the Board.
- 19.4 **No annual subscription:** notwithstanding rule 14 (*Eligibility for Membership*), a Life Member is not required to pay an annual subscription to the Society.

20. Member obligations

In addition to any specific rights and obligations set out in this Constitution and the Act, all Members acknowledge and agree that:

- (a) this Constitution, and any Bylaws, constitute a contract between them, and between each of them and the Society, and they are bound by this Constitution and any Bylaws;
- (b) they shall comply with and observe the Constitution, any Bylaws, and any applicable determination, resolution or policy which may be made or passed by the Board;
- (c) they shall promote and support the Purposes;
- (d) they shall provide the information required by rule 24 (*Register of Members*) and promptly advise the Society of any changes to that information; and
- (e) they shall pay any Membership Fees as determined in accordance with rule 22 (*Membership Fees*).

21. Member entitlements

21.1 Subject to this Constitution, all Members are entitled to:

- (a) receive notice of, attend, speak, and vote at General Meetings in accordance with Part 4 (*General Meetings*), subject to any provision of this Constitution which affects voting rights in any particular case;
- (b) receive all general Society communications; and
- (c) hold themselves out as being a Member of the Society, provided that this rule does not confer authorisation to speak on behalf of the Society.

21.2 Notwithstanding rule 21.1, a Member is only entitled to exercise the entitlements of Membership (including attending and voting at General Meetings), while the Member is financial as determined under rule 22.2 (*Consequences of non-payment*).

21.3 Membership of the Society does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the Society.

22. Membership Fees

22.1 **Annual subscription:** all Members, other than Life Members, shall pay an annual subscription to the Society at the rate approved from time to time by a General

Meeting, following a recommendation by the Board, for the respective category of Membership. For the avoidance of doubt, the General Meeting may approve an annual subscription fee of \$0 in any particular category of case.

22.2 Consequences of non-payment: subject to rule 22.3, any Member failing to pay any Membership Fee, or any other payment due to the Society, by its due date shall be considered unfinancial and shall (without being released from the obligation of payment) have no Membership rights until all the arrears are paid. A Member that is considered unfinancial under this rule 22 is liable to have their Membership terminated under rule 27.2 (*Default in payments*).

22.3 The Board may, in its complete discretion:

- (a) extend the time for payment of a Membership Fee; and/or
- (b) waive the requirement to pay some or all of a Membership Fee, by a Member in any case it thinks appropriate.

23. Member liability

23.1 Subject to this rule 23, a Member is not liable for an obligation of the Society by reason only of being a Member.

23.2 Subject to rule 23.3, the liability of a Member to the Society is limited to the amount of any unpaid Membership Fee.

23.3 Nothing in this rule 23 affects the liability of a Member to the Society under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

24. Register of Members

24.1 **Register:** the Board must maintain an up-to-date Register of Members recording, for each Member:

- (a) their name;
- (b) their contact details, including:
 - (i) postal address;
 - (ii) telephone number (landline and/or mobile); and
 - (iii) email address (if any);
- (c) the category of Membership to which they belong;
- (d) the date on which they became a Member;
- (e) whether the Member is financial or unfinancial;
- (f) where the Member is a firm or organisation, the Member's authorised representative, being the person eligible to vote on behalf of the Member at General Meetings; and
- (g) any other information required by this Constitution or prescribed by regulations under the Act.

24.2 **Changes:** if a Member's name or contact details change, the Member must give written notice of the change to the Board as soon as reasonably practicable after

the change occurring. The Board must then promptly ensure the Register of Members is updated accordingly.

24.3 **Privacy:** for the purposes of the Privacy Act, the use or disclosure of personal information contained in rule 24.1 (*Register*) shall, subject to rule 24.4 (*Exemptions*), be a use or disclosure of information authorised by the person concerned, or a use or disclosure connected with or directly related to the purpose for which the information was obtained. For the purposes of compliance with the Privacy Act, the Society shall draw the attention of prospective Members to this rule 24.

24.4 **Exemptions:** notwithstanding rule 24.3 (*Privacy*), in the event that any Member objects, for good reason, to the use or disclosure of personal information in the manner prescribed in rule 24.3, the person may apply to the Society's privacy officer for exemption in whole or in part from the said requirements. The application shall state fully the grounds upon which the person relies. The privacy officer, having regard to the information privacy principles of the Privacy Act, may in their absolute discretion grant or refuse to grant such application. Any person dissatisfied with the decision of the privacy officer under this rule 24.4 may appeal the decision to the Board for determination.

25. Access to the Register of Members

25.1 **Access by Officers:** an Officer of the Society may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

25.2 **Access by Members:** a Member may make a request to the Board for access to the Register of Members. The Board will provide the access requested unless the Board considers on reasonable grounds, including privacy grounds, that the request should be declined.

26. Access to other information by Members

26.1 A Member may at any time make a written request to the Society for information held by the Society.

26.2 The request must specify the information sought in sufficient detail to enable it to be identified.

26.3 If the request relates to the minutes of, or the financial statements of the Society that were presented at, the most recent Annual General Meeting, the Society must, within a reasonable period after receiving the request and without charge, provide the requested information to the Member.

26.4 If the request relates to any other information, the Society must, within a reasonable time after receiving a request, -

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

- 26.5 Without limiting the reasons for which a Society may refuse to provide the information, the Society may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or any of its Members; or
 - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society; or
 - (d) withholding the information is necessary to maintain legal professional privilege; or
 - (e) the disclosure of the information would, or would be likely to, breach an enactment; or
 - (f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
 - (g) the request for the information is frivolous or vexatious.
- 26.6 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society that:
- (a) the Member will pay the charge; or
 - (b) the Member considers the charge to be unreasonable.
- 26.7 Nothing in this rule 26 limits Information Privacy Principle 6 (*Access to personal information*) of the Privacy Act.

27. Ceasing to be a Member

- 27.1 **Resignation of Membership:** a Member may cease to be a Member by giving 28 days' written notice to the Board. The resignation will take effect from the date the notice is received. The resignation shall not release the Member from any monetary or other obligation to the Society incurred during the Member's Membership. Once resignation has taken effect, rule 27.7 (*Consequences of termination of membership*) applies.
- 27.2 **Default in payments:** a Member that is considered unfinancial under rule 22.2 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their Membership terminated if such arrears remain unpaid 1 month after the date the amount became due. Before such termination can occur, the Board must give the Member written notice specifying the outstanding moneys owed, and requesting payment by a due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said due date, the Board may terminate the Member's Membership by giving written notice of such termination to the Member concerned.

- 27.3 **Automatic cessation:** a Member automatically ceases to be a Member on death (or if a non-individual, on the Member being wound up, liquidated, dissolved or otherwise ceasing to exist).
- 27.4 **Termination for cause:** if a Member refuses or neglects to comply with this Constitution, or engages in any conduct which, in the opinion of the Board, is prejudicial to the interests of the Society, the Board may terminate the Member's Membership if, after a grievance or complaints procedure under Part 7 has been undertaken, the Board considers that termination is appropriate. The termination will take immediate effect.
- 27.5 **Appeal to Special General Meeting:** any Member whose membership is terminated under rule 27.2 (*Default in payments*) or rule 27.4 (*Termination for cause*) may, within 30 days of being advised in writing of such action, appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if a Special Resolution is passed in favour of such appeal.
- 27.6 **Reinstatement:** any former Member may reapply for Membership in accordance with rule 15 (*Applications for Membership*), and may be readmitted at the discretion of the Board. However, if a former Member's Membership was terminated following a dispute resolution process, the applicant may be admitted only by a General Meeting on the recommendation of the Board.
- 27.7 **Consequences of termination of membership:** Where any Member ceases, for whatever reason, to be a Member of the Society:
- (a) the Board shall ensure the Register of Members is updated accordingly;
 - (b) the former Member shall cease to hold themselves out as being a Member of the Society, and shall cease to use any Intellectual Property;
 - (c) the former Member must forthwith return any other Society property;
 - (d) the former Member shall cease to be entitled to any of the rights of Membership of the Society; and
 - (e) all Membership Fees and other amounts due up to the date of termination shall remain due and payable, and no Membership Fee, or other amount, that has already been paid by the former Member to the Society, shall be refundable, unless the Board considers that special circumstances apply that justify otherwise in any particular case.

PART 4 – GENERAL MEETINGS

28. Annual General Meetings

- 28.1 An Annual General Meeting of the Society must be held once each calendar year, no later than 6 months after Balance Date and no later than 15 months after the previous Annual General Meeting.
- 28.2 The Board shall determine the date and location of the Annual General Meeting.
- 28.3 The business of the Annual General Meeting shall be to:
- (a) receive and confirm the minutes of the previous Annual General Meeting, and any Special General Meeting held since the previous Annual General Meeting;
 - (b) receive and adopt:

- (i) the Annual Report;
 - (ii) the signed financial statements of the Society for the most recently-completed accounting period, together with the report of any Qualified Auditor appointed under rule 54 (*Audit*); and
 - (iii) a summary of any disclosures or types of disclosures made by Board Members under rule 10.4 of schedule 1 (*Duty to disclose conflicts of interest*) since the previous Annual General Meeting (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- (c) determine whether a Qualified Auditor is to be appointed under rule 54 (*Audit*) and, if so, to appoint a Qualified Auditor;
 - (d) elect Board Members;
 - (e) consider any Motions; and
 - (f) consider any general business.

29. Special General Meetings

- 29.1 The Board may call a Special General Meeting at any time by resolution (which must state the business that the Special General Meeting is to deal with).
- 29.2 The Board must call a Special General Meeting:
- (a) if 2 Board Members request it;
 - (b) on receipt of a written request (which must state the purpose for which the Special General Meeting is requested, and include any proposed motion(s)) signed by at least 5 financial Members;
 - (c) if the Board receives a written request from any Member under rule 27.5 (*Appeal to a Special General Meeting*);
 - (d) if rule 11.2 of schedule 1 applies (*Voting by Interested Officers*).
- 29.3 The Board shall determine the date and location of a Special General Meeting, provided that Special General Meetings must be convened within 30 days of receipt of a valid request under rule 29.2.
- 29.4 The business to be dealt with at a Special General Meeting is limited to the matters stated in the valid written request under rule 29.2, or the resolution of the Board under rule 29.1, and included in the notice of the meeting under rule 30 (*Notice of General Meetings*).

30. Notice of General Meetings

- 30.1 The Board shall ensure that written notice of a General Meeting is given to all Members and all Board Members:
- (a) at least 14 Clear Days prior to the date of the Annual General Meeting; and
 - (b) at least 7 Clear Days prior to the date of a Special General Meeting.
- 30.2 The notice of a General Meeting must:
- (a) specify the date, time and place of the meeting, as determined by the Board;

- (b) if the meeting is to be conducted wholly or partially as a Teleconference Meeting, provide the instructions for connecting to the meeting;
 - (c) include an agenda, or otherwise clearly state why the meeting is being convened and provide as full details as practicable of the nature of the business to be transacted at the meeting; and
 - (d) provide:
 - (i) notice of any Motions to be considered at the meeting;
 - (ii) any information provided by a Member in support of a Member's Motion; and
 - (iii) the Board's recommendation about any Motions.
- 30.3 For an Annual General Meeting, the notice of meeting must also be accompanied by:
- (a) a copy of the Annual Report;
 - (b) the financial statements of the Society for that period; and
 - (c) a list of all candidates for election to the Board, together with any accompanying information under rule 37.2 (*Voting papers*).
- 30.4 All written notices shall be deemed to have been properly sent if forwarded by ordinary or electronic mail to the address appearing in the Register of Members. If the Board has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members inadvertently did not receive the notice.
- 30.5 The Society may deal with any business or proposed motion at any General Meeting, irrespective of whether prior notice of the same has been given, if the General Meeting resolves to do so by Ordinary Resolution, provided that a motion to amend the Constitution may not be considered at a General Meeting unless prior written notice of the proposed motion has been given to all Members in accordance with rule 59 (*Amendments to Constitution*).

31. Motions

- 31.1 **Board Motions:** the Board may put forward motions for the Society to vote on.
- 31.2 **Members' Motions:** any Member may request that a motion be voted on at a General Meeting, by giving written notice to the Board at least 28 Clear Days before that meeting. The Member may also provide information in support of the motion.
- 31.3 The Board must decide whether or not the Society will vote on any Member's Motion. However, if the proposed motion is signed by at least 3 financial Full Members, it must be voted on at the meeting, unless the proposed motion is for the removal of a Board Member, in which case the procedure in rule 47 (*Grounds for removal from office*) must be followed before any such motion can be considered.
- 31.4 The Board may provide a recommendation on any Member's Motions for consideration at a General Meeting.

- 31.5 **Notice of motions:** all Motions must be notified to Members with the notice of the General Meeting in accordance with rule 30 (*Notice of General Meetings*).
- 31.6 Despite rule 31.5, but subject to rules 31.7 and 31.8, a matter of an urgent or extraordinary nature which would normally be required to be the subject of a notice of Motion may, if prior written notice is given to the Board, be brought before a General Meeting and determined by it, but only if a 75% majority of Members present and entitled to vote at the meeting vote in favour of the motion being tabled without the requisite notice.
- 31.7 **Amendments to Constitution:** despite rule 31.6, any proposed motion to amend the Constitution must be notified to Members with the notice of the General Meeting and must be accompanied by the text of the proposed amendment, a written explanation of the reasons for the proposal, and any recommendations the Board may have.
- 31.8 **Winding up:** despite rule 31.6, any proposed motion to wind up the Society must be notified to Members with the notice of the General Meeting and must be accompanied by a written explanation of the reasons for the proposal, and any recommendations from the Board in respect of such notice of motion.

32. Meetings generally

- 32.1 A General Meeting may be held by a number of Members constituting a quorum:
- (a) being assembled together at the place and time appointed for the meeting; or
 - (b) participating in the meeting by Teleconference Meeting; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- 32.2 In the case of a Teleconference Meeting, a Member attending by means of the internet is considered to be present when they have logged their presence on the host site. Members present and participating at a General Meeting by Teleconference Meeting are deemed to be present and to form part of the quorum at all times during the meeting unless and until they indicate their intention to disconnect from the meeting.
- 32.3 The quorum for a General Meeting is 10 financial Members. Board Members are entitled to attend and speak at General Meetings, but do not have any right to vote in that capacity.
- 32.4 Subject to this Constitution, no business may be conducted at a General Meeting unless a quorum is present, and any decisions made when a quorum is not present are not valid.
- 32.5 If, within half an hour of time appointed for the meeting, a quorum is not present:
- (a) the meeting, if convened on the request of Members under rule 29.2(b) (*Special General Meetings*), shall be dissolved; but
 - (b) in any other case, the meeting shall stand adjourned to a date, time and place determined by the Chair and if at such adjourned meeting a quorum is not present, those Members present may transact the business at that meeting as if they constituted a quorum.

32.6 All General Meetings shall be chaired by the Chair. If the Chair is absent within 5 minutes after the time appointed for the meeting, the meeting shall elect another Board Member to chair the meeting in the Chair's absence.

32.7 Any person chairing a General Meeting may:

- (a) with the consent of that General Meeting, adjourn the General Meeting from time to time and from place to place, provided that no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed; and
- (c) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson, be removed from the meeting.

32.8 The Board shall ensure that minutes are kept of all General Meetings.

33. Decisions at General Meetings

33.1 All questions before a General Meeting shall, if possible, be decided by consensus.

33.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution. If a motion is tied, the motion shall be lost.

34. Voting at General Meetings

34.1 At each General Meeting, each financial Member entitled to vote under this Constitution shall receive one vote. A person attending a General Meeting in more than one capacity (for example, as both a Board Member and an Individual Member or an authorised representative of a Member, or as both an Individual Member and as a representative of an organisation, whether it be an Approved Organisation, an Organisational Member, or a Life Member) shall be restricted to one vote in total.

34.2 At each General Meeting, each financial Member may attend, speak and vote:

- (a) in person;
- (b) for an Approved Organisation, Organisational Member, and for any Life Member that is a body corporate, through their authorised representative; or
- (c) by Proxy in accordance with rule 34.3. No other proxy voting shall be permitted.

34.3 **Proxies:** if a financial Member, or the authorised representative of a financial Member, is unable to be present in person at any particular General Meeting, the Member may authorise another financial Member, or the authorised representative of another financial Member, to vote on their behalf at the meeting as their Proxy, provided that the Member has notified the Board in writing, in the form approved by the Board, of the name and contact details of the Proxy prior to the meeting.

There is no limit on the number of Proxies a Member or authorised representative may carry.

- 34.4 A motion put to the vote of a General Meeting shall be decided by show of hands, unless at least 5 financial Members immediately demand that the motion be determined by written ballot, in which case the motion shall be determined by written ballot.
- 34.5 At a Teleconference Meeting, Members attending by means of the internet must vote individually by posting their vote on the host site, unless their vote on a show of hands is visible to all other attendees, for example by means of skype or similar form of communication.
- 34.6 A declaration by the person chairing a General Meeting that a motion has been carried, or carried by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

PART 5 – GOVERNANCE

35 Mana Ōrite Framework

- 35.1 Te Tiriti o Waitangi and Te Pā Tūwatawata provide the foundation for the framework and election process of the PARS Board of Governors. The framework encompasses 2 distinct groups that combine to make up the Board of Governors.
- 35.2 **Ngā Tangata Whenua:** Ngā Tangata Whenua Board Members represent Māori as tangata whenua. They share and believe in the values and principles of PARS and, as tangata whenua, represent the interests of the indigenous people of Aotearoa New Zealand, in particular the well-being and future of ngā tangata and their whānau. Ngā Tangata Whenua Board Members are nominated by Approved Organisations other than the Churches, as well as by local iwi, hapū, marae, and other Māori organisations and people. The nominations are considered, and up to 5 Ngā Tangata Whenua Board Members are elected at a General Meeting of the members of PARS.
- 35.3 **Ngā Tangata Tiriti:** Ngā Tangata Tiriti Board Members represent the Churches, including foundation member Churches, who share and believe in the values and principles of PARS, and who continue to work towards the well-being and future of ngā tangata and their whānau. Ngā Tangata Tiriti Board Members are nominated by the Churches. The nominations are considered, and up to 5 Ngā Tangata Tiriti Board Members are elected at a General Meeting of the members of PARS.
- 35.4 **Mana Ōrite paramount:** the paramount intention is that there shall always be a balance of equal representation of Ngā Tangata Whenua Board Members and Ngā Tangata Tiriti Board Members on the Board.

36. Board composition and membership

- 36.1 **Number of Board Members:** subject to rule 35 (*Mana Ōrite Framework*), and to rules 36.2 (*Composition of Board*) and 40 (*Interim Vacancy*), the Society shall have a Board of Governors which shall comprise at least 6 and no more than 10 natural persons, of which:

- (a) at least 6 shall be elected at an Annual General Meeting under rule 37 (*Election of Board Members*) or, in the case of an Interim Vacancy, may be appointed by the Board under rule 40 (*Interim Vacancy*); and
 - (b) up to 4 additional people with relevant skills or expertise, or other characteristics sought by the Board, may be appointed or co-opted by the Board from time to time under rule 39 (*Appointed Board Members*), for such term as may be agreed, provided that that term shall not exceed the term for an elected Board Member under rule 38 (*Term of office*).
- 36.2 **Composition of the Board:** in addition to the requirements of rule 35 (*Mana Ōrite Framework*), in nominating, electing, and appointing Board Members, consideration shall at all times be given to the foundational principles set out in rule 8 (*Tikanga*), and to the importance of having lived experience and rangatahi (youth) representation on the Board.
- 36.3 **Transition:** the persons holding office as members of the Inaugural Board of the Society on the date of adoption of this Constitution continue in office and are deemed to have been elected or appointed as the Board pursuant to this Constitution.
- 36.4 **Qualification for membership of Board:** subject to rule 36.5 (*Disqualification from membership of Board*), any natural person who is Member, or an authorised representative of a Member, is eligible to be a Board Member.
- 36.5 **Disqualification from membership of Board:** the following persons are not eligible for election, appointment, or to remain in office as a Board Member:
- (a) a person who is under the age of 16 years:
 - (b) a person who is an undischarged bankrupt:
 - (c) a person who is disqualified from being an officer of an incorporated society under the Act:
 - (d) a person who is disqualified from being an officer of a charitable entity under the Charities Act.
- 36.6 **Consent and notification:** prior to election or appointment, every Board Member must consent in writing to be a Board Member, and certify in writing that they are not disqualified, from being appointed or holding office as a Board Member, by this Constitution, the Act or the Charities Act. All changes in membership of the Board shall be notified as required by the Charities Act and the Act.
- 37. Election of Board Members**
- 37.1 **Nominations:** candidates for election as a Board Member under rule 36.1(a) must be nominated in writing, accompanied by the written consent of the nominee and a certificate that the nominee is not disqualified from holding office as a Board Member under rule 36.5 (*Disqualification from membership of Board*). Such nominations must be received at the Registered Office of the Society, together with any accompanying background information (which must not exceed one side of an A4 sheet of paper), at least 21 Clear Days prior to the date of the Annual General Meeting.

- 37.2 **Voting papers:** a list of candidates for election together with any accompanying background information shall be circulated to all Members with the notice of the Annual General Meeting under rule 30 (*Notice of General Meetings*). If there are insufficient valid nominations received under this rule 37, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- 37.3 **Voting:** votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- 37.4 **Scrutineers:** two Members (who are not Board Members or nominees), designated by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and subsequent destruction of all voting papers (if any).

38. Term of office

- 38.1 **Term of office:** subject to rule 40 (*Interim Vacancy*), the term of office for all elected Board Members shall be 5 years, commencing at the conclusion of the General Meeting at which they are elected, and expiring at the conclusion of the 5th Annual General Meeting after their election. Retiring Board Members shall be eligible for re-election, provided that no Board Member may serve for more than 2 consecutive terms.
- 38.2 **Extension:** notwithstanding the limit on the number of consecutive terms expressed in rule 38.1, if it was deemed prudent for the continued good governance of the Society that the term of office of a particular Board Member be extended beyond the 10-year maximum, a motion to that effect may be put to a meeting of the Board to be voted on. Any such motion shall set out the length of the extension proposed, the name and position of the Board Member, and the reasons for it. The motion shall be passed if all of the Board Members, other than the Board Member in question, consider that the extension would be in the best interests of the charitable purposes of the Society.
- 38.3 **Schedule of rotation:** notwithstanding rule 38.1, the Board shall determine a schedule of rotation with the intention that, after an initial 3-year period following adoption of this Constitution, 2 Board Members shall retire annually. The order of retirement shall be determined based on the principle that those who have been longer in office shall retire first. In addition, there must always be a balance of equal representation of Ngā Tangata Whenua Board Members and Ngā Tangata Tiriti Board Members on the Board. In the event of Board Members having been in office for the same length of time, or otherwise failing agreement, the schedule of rotation shall be determined by lot.

39. Appointed Board Members

- 39.1 Subject to rule 36.2 (*Composition of the Board*), the Board may from time to time appoint or co-opt up to a maximum of 4 additional persons to serve as Board Members in accordance with rule 35.1(b) (*Number of Board Members*).
- 39.2 Subject to rule 38 (*Term of office*), retiring appointed or co-opted Board Members shall be eligible for re-appointment or election.
- 39.3 Appointed or co-opted Board Members may be removed from office by resolution of the Board.

40. Interim Vacancy

40.1 An Interim Vacancy in the Board arises if:

- (a) a requisite position for an elected Board Member under rule 36.1(a) is not filled by the Members at an Annual General Meeting; or
- (b) an elected Board Member:
 - (i) resigns from office, by notice in writing delivered to the Registered Office, prior to the expiry of their term of office (which notice shall take effect from the date received or such later date as may be specified in the notice);
 - (ii) dies;
 - (iii) becomes disqualified under rule 36.5 (*Disqualification for membership of Board*);
 - (iv) is absent from 3 consecutive Board meetings, without leave of absence having first been granted by the Chair, or in the case of the Chair, by the Board as a whole; or
 - (v) is removed from office under rule 47 (*Grounds for removal from office*).

40.2 If an Interim Vacancy arises, the Board may, by resolution, appoint a suitable person with the necessary skills and attributes to fill the vacancy until the next Annual General Meeting, at which time such appointee shall retire and an election process to fill the position shall take place under rule 37 (*Election of Board Members*). Subject to rule 38 (*Term of office*), the retiring appointee shall be eligible for election.

40.3 Each Board Member shall within 5 Clear Days of submitting a resignation or ceasing to hold office for whatever reason, return all books, papers and other property of the Society held by such former Board Member.

41. Functions and powers of the Board

41.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, which shall be accountable to the Members for the advancement of the Society's Purposes and the implementation of resolutions approved by any General Meeting.

41.2 Subject to the Act, this Constitution, any Bylaws, and any resolution of any General Meeting, the Board's functions are to manage, or to direct and supervise the management of, the operation and affairs of the Society between Annual General Meetings. In doing so, the Board may exercise all powers of the Society that are not required by law or by this Constitution to be exercised by the Society in General Meeting.

41.3 Without limiting the generality of the foregoing, the Board's functions and powers include to:

- (a) use the Society's funds and other assets as considered necessary or expedient to achieve the Society's charitable purposes;
- (b) make policies and procedures within any general framework established by General Meeting;

- (c) adopt and regularly review a strategic plan for the Society;
 - (d) each year, adopt an annual plan for the Society and monitor results against the annual plan;
 - (e) control and manage the Society's financial affairs, including adopting an annual budget for financial performance and monitoring results against the annual budget;
 - (f) ensure that properly-prepared financial statements for the preceding Financial Year are presented to each Annual General Meeting;
 - (g) meet the Society's record-keeping and reporting obligations under the Act, the Tax Act, the Charitable Trusts Act, and the Charities Act;
 - (h) employ such staff as considered necessary or desirable for the management of the affairs of the Society;
 - (i) enter into such contracts or joint venture agreements on behalf of the Society as considered necessary or desirable to achieve the Society's purposes;
 - (j) delegate powers and duties of the Board (not being duties imposed on the Board by law), where considered necessary or desirable;
 - (k) open and maintain such bank accounts at such trading banks as the Board may think fit, give and receive receipts, and execute discharges for all gifts, legacies, bequests or other monies;
 - (l) subject to this Constitution, decide the time, location and manner of holding General Meetings; and
 - (m) set the agenda for General Meetings.
- 41.4 Any resolution of the Board may be disallowed by the Society in General Meeting, but no resolution or Bylaw made by the Society in General Meeting shall invalidate any prior and otherwise valid act of the Board.
- 41.5 Schedule 1 (*Proceedings of the Board*) governs the proceedings at meetings of the Board, except where otherwise agreed by all Board Members in relation to a particular meeting.
- 42. Chair**
- 42.1 At the first meeting of the Board following each Annual General Meeting, the Board shall elect from amongst themselves a Chair, and shall by resolution appoint any other specific officers that the Board considers necessary.
- 42.2 **Role of Chair:** the role of the Chair is to oversee the governance and operations of the Society, chair meetings of the Board, liaise with the Chief Executive Officer on behalf of the Board, chair General Meetings, and represent the Society and the Board. The Chair, or their nominee, shall have the right to attend any meeting of any Board subcommittee. The Chair is responsible for ensuring an Annual Report is prepared and presented to each Annual General Meeting.
- 42.3 **Acting Chairperson:** subject to rule 40 (*Interim Vacancy*), if the Chair is temporarily unavailable for any reason, the Board shall, by resolution, appoint another Board Member to undertake the Chair's role during the period of unavailability.

42.4 **Vacancy:** if the office of Chair becomes vacant between Annual General Meetings, the Board shall elect one of its number to fill the position until the conclusion of the next Annual General Meeting.

43. Contact Officer

43.1 If and while required by the Act, the Board shall appoint by resolution a Contact Officer to be the point of contact for the Registrar. The Society's Contact Officer must be:

- (a) at least 18 years of age; and
- (b) ordinarily resident in New Zealand; and
- (c) not disqualified under the Act from holding that office.

43.2 The name and contact details of the Contact Officer shall be notified to the Registrar in accordance with the Act. Any change in Contact Officer, or in the name or contact details of the Contact Officer, shall be advised to the Registrar within 20 working days of the change occurring, or the Society first becoming aware of the change.

44. Subcommittees

44.1 The Board may by resolution:

- (a) establish one or more subcommittees, whether permanent or ad hoc, consisting of such persons (whether or not Members or Board Members) as the Board determines and for such purposes as it thinks fit;
- (b) delegate to each such subcommittee, or to any person, such of the Board's functions or powers as the Board shall, in its discretion, decide;
- (c) revoke or vary any or all of the powers delegated to any subcommittee; and
- (d) change the make-up of a subcommittee at any time or dissolve it altogether.

44.2 A subcommittee shall be conducted, and shall exercise the powers delegated to it, in accordance with any directions of the Board which, for the avoidance of doubt, may be contained within policies, guidelines or protocols. Unless otherwise resolved by the Board in any particular case:

- (a) the chairperson of any such subcommittee must be a Board Member;
- (b) the quorum of every subcommittee is half the members of the subcommittee;
- (c) no subcommittee shall have the power to co-opt additional members;
- (d) a subcommittee must not commit the Society in any way, including to any financial expenditure, without express authority; and
- (e) a subcommittee must not further delegate any of its powers.

44.3 The Board may continue to exercise all of its powers despite any delegation made under this rule.

44.4 The provisions of this Constitution relating to proceedings of the Board also apply to proceedings of any subcommittee of the Board, except to the extent that the Board determines otherwise. All subcommittee decisions shall be approved by the Board before they become effective and before they are implemented, unless the Board otherwise directs.

45. Chief Executive Officer

- 45.1 Without limiting the generality of rule 41.3(h) (*Functions and powers of the Board*), the Board shall employ a Chief Executive Officer of the Society, for such term and on such conditions as the Board may determine.
- 45.2 Subject to this Constitution and the Act, the Board may delegate to the Chief Executive Officer such of its functions and powers, that the Board is not prohibited from delegating under the Act or under this Constitution, as the Board considers appropriate and as may be agreed between the Board and the Chief Executive Officer.
- 45.3 The Chief Executive Officer holds the right to attend and speak at all Board meetings, subject to any decision to the contrary by any Board meeting in respect of all or part of a particular Board meeting, but shall have no voting rights at Board meetings.

46. Duties of Officers

- 46.1 At all times, the duties of each Officer of the Society include:
- (a) to act at all times in good faith and in what the Officer believes to be the best interests of the Society;
 - (b) to exercise the powers of the Officer for proper purposes;
 - (c) not to act, or agree to the Society acting, in a manner that contravenes the Act, this Constitution or any Bylaws;
 - (d) when exercising powers or performing duties as an Officer, to exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, without limitation, the nature of the Society, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by them;
 - (e) not to agree to, or cause or allow, the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;
 - (f) not to agree to the Society incurring any obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so;
 - (g) to disclose any conflict of interest in accordance with rule 10 of schedule 1 (*Duty to disclose conflicts of interest*);
 - (h) not to disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information, except:
 - (i) as agreed by the Board for the Purposes of the Society;
 - (ii) as required by law; or
 - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*);
 - (i) make reasonable efforts to attend all Board meetings (as applicable) and all General Meetings of the Society;

- (j) publicly support all resolutions of the Board and of General Meetings, even if they do not privately agree with them; and
- (k) participate in any annual review of the Board's performance.

46.2 **Use of information and advice:** subject to rule 46.3, an Officer, when exercising powers or performing duties as an Officer, may rely on reports, statements, financial data, and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) through the Chief Executive Officer, an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned:
- (b) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence:
- (c) any other Officer, or subcommittee of Officers upon which the Officer did not serve, in relation to matters within the Officer's or subcommittee's designated authority.

46.3 Rule 46.2 (*Use of information and advice*) applies to an Officer only if the Officer -

- (a) acts in good faith; and
- (b) makes proper enquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that the reliance is unwarranted.

47. Grounds for removal from office

47.1 Where a complaint is made about the actions or inaction of a Board Member (and not in the Board Member's capacity as a Member of the Society), the following steps shall be taken:

- (a) The Board Member who is the subject of the complaint must be advised of all details of the complaint and given adequate time to prepare a response.
- (b) The complainant and the Board Member who is the subject of the complaint must be given an adequate opportunity to be heard, either in writing or at an oral hearing of the Board (the members of which for this purpose would exclude the Board Member who is the subject of the complaint) if the Board considers that an oral hearing is required.
- (c) Any oral or written statement or submissions shall be considered by the Board (excluding the Board Member who is the subject of the complaint).

47.2 If the complaint is upheld, the Board Member may be removed from the Board by a resolution of the Board or of a General Meeting.

48. Indemnity and insurance

48.1 **Indemnities:** the Society may indemnify an Officer, a Member, or an employee, of the Society in respect of:

- (a) liability to any person other than the Society for any act or omission in their capacity as an Officer, Member, or employee (not being a liability specified in rule 48.2); and
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, Member, or employee in defending or settling any proceeding that relates to a liability of the kind referred to in paragraph (a), but only if judgment is given in their favour, they are acquitted, or the proceeding is discontinued.

48.2 The liability specified in rule 48.1 as being excluded from indemnification is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in the best interests of the Society when acting in the capacity as an Officer, Member, or employee.

48.3 **Insurance:** the Society may, with the prior approval of the Board, effect insurance for an Officer, Member, or employee, of the Society in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in his or her capacity as an Officer, Member, or employee; or
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Officer, Member, or employee in defending any criminal proceedings –
 - (i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, Member, or employee; and
 - (ii) in which they are acquitted.

48.4 Board Members may only vote in favour of authorising the insurance under rule 48.3 if they consider that the cost of effecting the insurance is fair to the Society.

48.5 The power of the Society to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the Society.

PART 6 – LEGAL AND FINANCIAL MATTERS

49. Method of contracting

The Society may enter into a contract or other enforceable obligation as follows:

- (a) An obligation that, if entered into by a natural person, would, by law, be required to be by deed, may, subject to rule 50 (*Common seal*), be entered into on behalf of the Society in writing signed under the name of the Society by –
 - (i) 2 or more Board Members of the Society; or

- (ii) an attorney appointed by the Society, by deed, either generally or in relation to the specific matter.
- (b) An obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority.
- (c) An obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

50. Common seal

- 50.1 In addition to complying with rule 49 (*Method of contracting*), the Society must affix its common seal to any deed, or to any contract or document containing an enforceable obligation that relates to an interest in land, in accordance with this rule 50.
- 50.2 If, and while, required by the Charitable Trusts Act, the Society shall have a common seal, which shall be kept in the custody and control of the Board, and shall be used only as directed by the Board. The common seal must not be affixed to any document unless the Board has already authorised its use on that document by resolution. When a document is to be sealed on the prior authority of the Board, the seal must be affixed to the document in the physical or audiovisual presence of 2 or more Board Members, one of whom must be the Chair, and the Chief Executive Officer, all of whom must then countersign the document (which may be done by scanning and emailing if necessary).

51. Use of Society name

The Society must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the Society; and
- (b) every document issued or signed by, or on behalf of, the Society that evidences or creates a legal obligation of the society.

52. Control and management of finances

- 52.1 The funds and property of the Society shall be:
- (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the Purposes of the Society.
- 52.2 The Society's bank account(s) shall be kept at such trading bank, and operated with such signatories, as may be determined from time to time by the Board.
- 52.3 All monies received by or on behalf of the Society shall be paid promptly to the credit of the Society's bank account.
- 52.4 The Board shall ensure that all payments by or on behalf of the Society are properly authorised before payment by 2 Board Members, or otherwise in such manner as the Board shall decide from time to time, are promptly paid once authorised, and that generally the funds of the Society are properly accounted for.

53. Accounting records and financial statements

53.1 The Board must establish and maintain a satisfactory system of control of the Society's accounting records, and is responsible for ensuring that there are kept at all times proper accounting records that:

- (a) correctly and fully record the affairs, assets and transactions of the Society;
- (b) will allow the Society to produce financial statements that comply with the Act and such other reports as are considered necessary or desirable from time to time; and
- (c) would enable the financial statements to be readily and properly audited (if required).

53.2 The Board must ensure that, within 6 months after the end of each Financial Year, financial statements are:

- (a) completed in relation to the Society and that Financial Year; and
- (b) dated and signed on behalf of the Board by 2 Board Members.

53.3 The Board must also ensure that any annual returns are filed as required by the Act and the Charities Act.

54. Audit

54.1 If the Society is required, or at any time resolves, to appoint an auditor or reviewer, then the Society shall, at its Annual General Meeting, appoint a Qualified Auditor to:

- (a) hold office until the conclusion of the next Annual General Meeting; and
- (b) audit, or review as the case may be, the financial statements of the Society.

54.2 The Board shall ensure that the Qualified Auditor so appointed has access to the documentation of the Society, and to such information and explanations as the Qualified Auditor thinks fit for the proper performance of their duties.

PART 7 – PROCEDURES FOR RESOLVING DISPUTES

55. Raising disputes

55.1 In this Part:

- (a) a "**grievance**" refers to an allegation, by a Member, of damage caused by another Member or by the Society, to a Member's rights or interests as a Member or to Members' rights and interests generally;
- (b) a "**complaint**" refers to a complaint by anyone concerning the alleged conduct or discipline of a Member; and
- (c) a "**dispute**" refers to a complaint or a grievance.

55.2 Any grievance by a Member, and any complaint by anyone, must be lodged by the complainant with the Board in writing, and must provide such details as are necessary to identify the details of the grievance or complaint.

55.3 All Members (including Board Members) are obliged to co-operate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

55.4 The Board, and any complainant raising a grievance or complaint, must consider and discuss whether a grievance or complaint may be best resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

56. Investigating disputes

56.1 **Referral:** rather than investigate and deal with any grievance or complaint, the Board may:

- (a) appoint a complaints subcommittee; or
- (b) refer the same to an external arbitrator, an arbitral tribunal, or an external visitor (or referee),

to deal with the same, so long as minimum standards of natural justice and the following requirements under this Part 7 are satisfied.

56.2 **Decision-maker:** the Board or any such complaints subcommittee or external person considering any grievance or complaint is referred to in this Part as the "**decision-maker**".

56.3 **Avoidance of bias, apparent bias or predetermination:** a person may not make a decision on, or participate as a decision-maker in relation to, a complaint or grievance if 2 or more Board Members, or the decision-maker, or the Members by resolution at a General Meeting, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint:

- (a) impartially; or
- (b) without a predetermined view.

Such a conclusion must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the conclusion is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

56.4 **Decision-maker may decide not to investigate:** the decision-maker in respect of a complaint or grievance:

- (a) shall promptly consider whether to investigate and deal with the grievance or complaint; and
- (b) may decline to do so if the decision-maker is satisfied that:
 - (i) the matter is trivial; or
 - (ii) the complaint or grievance does not appear to disclose:
 - (A) in the case of a complaint, any material misconduct; or
 - (B) in the case of a grievance, any material damage to a Member's rights or interests; or
 - (iii) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the complainant has an insufficient interest in the matter or otherwise lacks standing to raise it; or

- (v) some damage to Members' interests may arise; or
- (vi) the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Society.

56.5 Investigating grievances: where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant, and the Member or the Society which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The Member or the Society which is the subject of the grievance must be given an adequate time to prepare a response.
- (c) The complainant, and the Member or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker. Any written statement or submissions shall be considered by the decision-maker.

56.6 Investigating complaints: where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant, and the Member complained against, must be advised of all allegations concerning the Member, and all details of the complaint.
- (b) The Member complained against must be given an adequate time to prepare a response.
- (c) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker. Any written statement or submissions shall be considered by the decision-maker.

57. Resolving disputes

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including:

- (a) that no further action needs to be taken;
- (b) that the complaint or grievance should be dismissed;
- (c) that the grievance should be upheld, in which case the decision-maker may make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply);
- (d) that the complaint should be upheld, in which case the decision-maker may:
 - (i) require a Member to take specified corrective action;
 - (ii) require the publication of any corrective letter or statement;
 - (ii) suspend the Member from Membership for a specified period of time;
 - (iii) order that the Member's Membership be terminated under rule 27.4 (*Termination for cause*); and/or

- (iv) order the complainant (if a Member) and/or the Member complained against, to meet any of the Society's reasonable costs in dealing with the complaint.

PART 8 – ADMINISTRATION

58. Patrons

The Society may invite the reigning monarch of the Kingitanga for the time being, and the Governor-General of New Zealand for the time being, to be Patrons of the Society. The Society may also invite one or more other persons of distinction to be a Patron of the Society. Each such invitation, if accepted, shall be for such term as the Society may decide. The role of Patron shall be as determined by Board policy. A Patron or their representative may attend and speak at General Meetings, but shall not in that capacity be entitled to vote or be counted for the purposes of establishing a quorum. A Patron may nominate a representative to attend meetings of the Society on their behalf.

59. Amendments to Constitution

- 59.1 This Constitution may only be amended by Special Resolution passed at a properly-convened General Meeting at which prior written notice has been given to all Members in accordance with rules 30 (*Notice of General Meetings*) and 31.7 (*Amendments to Constitution*).
- 59.2 The power of amendment conferred by rule 59.1 may not be exercised to make an amendment:
 - (a) inconsistent with the charitable purposes of the Society; or
 - (b) which would prejudice the charitable nature of the Society.
- 59.3 No amendment to the Constitution shall take effect until registered with the Registrar. Any amendment to this Constitution shall also be notified as required by the Charities Act.

60. Bylaws

- 60.1 The Board may from time to time make, amend and repeal procedural Bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, provided that no such Bylaws, policies or codes of conduct applicable to Members shall be inconsistent with:
 - (a) the Act; or
 - (b) this Constitution; or
 - (c) the Purposes; or
 - (d) any directive given at a General Meeting.
- 60.2 All Bylaws are binding on the Society and its Members until repealed by the Board or set aside by a General Meeting.
- 60.3 The making, amendment, or replacement of a Bylaw is not an amendment of the Constitution.

61. Winding up

- 61.1 The Society may be voluntarily put into liquidation if:

- (a) a Special Resolution to that effect is passed, at a General Meeting that is properly convened and of which prior written notice has been given to all Members in accordance with rules 30 (*Notice of General Meetings*) and 31.8 (*Winding up*); and
 - (b) if required by the Charitable Trusts Act, such resolution is confirmed by Ordinary Resolution at a subsequent Special General Meeting called for that purpose and held not sooner than the 28th day and not later than the 42nd day after the date on which the resolution to be confirmed was passed.
- 61.2 The Society may request the Registrar that it be voluntarily dissolved in the circumstances permitted by the Act.
- 61.3 On the liquidation or dissolution, all surplus assets, after the payment of all costs of winding up and all of the Society's debts and liabilities, must, subject to any trust affecting the same, be distributed to such charitable purposes within New Zealand as the Society shall determine.

62. Matters not provided for

Subject to the Act and this Constitution, the decisions of the Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members unless and until set aside by a resolution of a General Meeting.

SCHEDULE 1: PROCEEDINGS OF THE BOARD

1 Meetings

- 1.1 The Board Members shall meet as often as they consider desirable for the efficient and proper conduct of the affairs of the Society, provided that they meet at intervals of not less than 2 months.
- 1.2 A meeting may be called at any time on the Chair's own motion or if a 2/3 majority of Board Members request it.
- 1.3 Except where this Constitution otherwise expressly provides, each Board Member present at a meeting of the Board is entitled to one vote.

2 Notice of meetings

- 2.1 A schedule of meetings shall be communicated by the Chair by email, or otherwise in writing, to each of the other Board Members at the start of each Financial Year, noting the proposed date, time, and place of each meeting. This schedule of meetings shall be updated as required throughout the year.
- 2.2 At least 5 days' notice of any Board meeting shall be communicated by the Chair by email, or otherwise in writing; to each of the other Board Members. However, all of the Board Members may agree to shorten or waive the period of notice.
- 2.3 The notice of meeting shall include the date, time and place of the meeting and an indication of the matters to be discussed.
- 2.4 No notice is necessary for the resumption of an adjourned meeting. However, a Board Member who was not present at the meeting adjourned must be notified of the time and place of the reconvened meeting.
- 2.5 The Chair shall use all reasonable endeavours to ensure all notices of meeting have been correctly sent. However, the inadvertent failure of any Board Member to receive a notice of a meeting of the Board shall not invalidate such meeting or its proceedings.

3 Methods of holding meetings

- 3.1 A meeting of the Board may be held either:
 - (a) by a number of Board Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (b) by a Teleconference Meeting at which a quorum of Board Members participating can simultaneously hear each other throughout the meeting, provided that all Board Members received notice of the meeting and the requirements of rule 3.2 of this schedule are met.
- 3.2 In the case of a Teleconference Meeting:
 - (a) at the start of the meeting, each participant must acknowledge their presence to all the others taking part; and
 - (b) a Board Member must not disconnect their means of communication without the prior consent of the chairperson.

- 3.3 A Board Member is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the chairperson to leave the meeting.

4 Quorum

- 4.1 A quorum for a meeting of the Board shall be a majority of Board Members in office at the time of the meeting, provided that a quorum shall not be present unless at least one Ngā Tangata Whenua Board Member, and at least one Ngā Tangata Tiriti Board Member, elected under rule 36.1(a) are present at the meeting.
- 4.2 At any meeting of the Board, no business shall be transacted unless a quorum is present.

5 Adjournment

- 5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.
- 5.2 The Chair may adjourn any meeting on the adoption of a resolution for its adjournment.

6 Chair and Officers

- 6.1 Subject to rule 42 (*Chair*), the Chair shall chair all meetings of the Board.
- 6.2 The chairperson of a Board meeting shall have a deliberative vote but, in the event of an equality of votes, shall not have a casting vote.
- 6.3 The Board may, by resolution, appoint, from among themselves or not, a secretary (who may or may not be the Chief Executive Officer) and/or a treasurer, for such term and on such conditions as the Board thinks fit.
- 6.4 The Board may by resolution appoint such other officers as it considers appropriate.
- 6.5 The Board may by resolution remove from office any officer appointed under this rule 6.
- 6.6 All Board appointments shall be recorded in the minutes.

7 Voting on motions

- 7.1 All questions before the Board shall, if possible, be decided by consensus.
- 7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Board. Subject to this schedule, the method of voting shall be decided by the Chair. Different methods may be adopted for different motions. If the voting is tied, the motion shall be lost.
- 7.3 A Board Member present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless they expressly dissent from or vote against the resolution at the meeting.

- 7.4 A written resolution signed or clearly assented to by a majority of the Board Members then entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several duplicated documents, each signed or clearly assented to by one or more of the Board Members, and may be sent by electronic transmission.
- 7.5 A resolution of the Board may be rescinded or varied by the Board in the same manner as it was passed.

8 Minutes

- 8.1 The Board must ensure that minutes are taken of every Board meeting, and are made available to any Board Member on request. The minutes shall record, for each and every meeting of the Board:
- (a) the names of those present;
 - (b) all decisions taken; and
 - (c) any other matters discussed at the meeting.
- 8.2 A minute of a Board meeting which has been signed correct by the chairperson of that meeting, or by the chairperson of the next succeeding meeting, shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Board unless they are shown to be inaccurate.
- 8.3 Decisions recorded in the minutes shall be read in conjunction with this Constitution and, subject to this Constitution, are binding on all persons connected with the Society.

9 Interests Register

- 9.1 The Board must keep and maintain an up-to-date Interests Register, being a register of disclosures made by Officers under rule 10 of this schedule.
- 9.2 The Interests Register must be made available for inspection by the Officers of the Society.
- 9.3 The Interests Register may, subject to the requirements of the Privacy Act and at the Board's discretion, be made available for inspection by Members.

10 Duty to disclose conflicts of interest

- 10.1 As soon as an Officer becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a Matter relating to the Society, they must as soon as practicable disclose all relevant details of the interest to the Board, including:
- (a) the nature and monetary value of that interest (if the monetary value of the Officer's interest is able to be quantified); or
 - (b) if the monetary value of the Officer's interest cannot be quantified, the nature and extent of that interest.
- 10.2 After considering the views of the other Board Members, the chairperson may rule that the affected Officer is not conflicted in relation to a disclosure, where no conflict in fact exists.

- 10.3 A disclosure by an Officer, and the chairperson's ruling in respect of that disclosure, must be recorded in the minutes.
- 10.4 If the Officer is determined to be Interested in the matter, all relevant details of the interest must be recorded in the Interests Register.

11 Voting by Interested Officers

- 11.1 An Officer who is Interested in a Matter relating to the Society:
- (a) must not vote or take part in any decision of the Board relating to the Matter (unless all non-Interested Board Members agree otherwise); and
 - (b) must not sign any document relating to the entry into a transaction in relation to, or the initiation of, the Matter (unless all non-Interested Board Members agree otherwise); but
 - (c) may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and
 - (d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.
- 11.2 Despite rule 11.1 of this schedule, if all Board Members are Interested in the Matter, a Special General Meeting must be called to consider and determine the matter. If 50% or more but less than 100% of the Board Members are Interested in the Matter, a Special General Meeting must be called to consider and determine the matter unless all non-Interested Board Members agree otherwise.

12 Consequences of failing to disclose interest

The Board must notify the Members of a failure to comply with rules 10 or 11 of this schedule, and of any Matter affected, as soon as practicable after becoming aware of the failure.

13 Validity of proceedings

The Board Members may continue to act notwithstanding any vacancy in their number, but if the number of Board Members is reduced below the minimum number as stated in this Constitution, the continuing Board Member(s) may act for the purpose of increasing the number of Board Members to that minimum but for no other purpose.

14 Board spokesperson

Subject to rule 42 (*Chair*), no Board Member is authorised to speak on behalf of the Society unless the Board has given a Board Member specific authority to do so.

15 Board may regulate other proceedings

Except as otherwise set out in the Act or in this Constitution, the Board may regulate its proceedings as it sees fit to efficiently govern the Society.

SCHEDULE 2: GLOSSARY OF MĀORI TERMS

arohatanga - love

hapū – section of a large kinship group

iwi – extended kinship group

kaupapa – way of doing things

kia tū tangata ai – to stand tall

mana – prestige and integrity

Mana Ōrite – equal mana

manaakitanga - unconditional care

mauhere - prisoner

Ngāti Whātua – an iwi of the lower Northland Peninsula of the North Island, comprising a confederation of four hapū (Te Uri o Hau, Te Roroa, Te Taoū, and Ngāti Whātua o Ōrākei) interconnected both by ancestry and by association over time

pā - village or place

rangatahi - youth

rangatiratanga - actualised potential

Tainui – an iwi of the central North Island, comprising a confederation of 4 principal iwi (Hauraki, Ngā Maniapoto, Ngāti Raukawa and Waikato). Other Tainui iwi whose tribal areas lie outside the traditional Tainui boundaries include: Ngāi Tai, Ngāti Toa, Ngāti Rārua and Ngāti Koata

tangata whenua – the people of the land

Te Pā Tūwatawata – fortified pā

Te Tiriti o Waitangi – The Treaty of Waitangi

tikanga - protocol

uri - relative

wairuatanga - individual essence

whakapapa - identity

whānau - family

whanaungatanga - relationship through shared experiences and working together which provides people with a sense of belonging