



**The Rules of  
Te Korowai Hauora  
o Hauraki  
Incorporated**

**April 1994**

# **RULES OF TE KOROWAI HAUORA o HAURAKI INCORPORATED**

## **1.0 NAME**

The name of the society shall be Te Korowai Hauora o Hauraki Incorporated.

## **2.0 OBJECTS**

### **2.1 Aim**

To be a leader in the provision of quality Māori based health and social services.

### **2.2 General Goals**

- (a) To promote the increased health and wellbeing of Hauraki Māori and others.
- (b) To promote and support the social (health and wellbeing), economic, cultural and educational development of Hauraki.
- (c) To enhance the quality of life of all whānau, hapu, iwi, their friends and other persons living within the traditional tribal boundaries of Hauraki.
- (d) To provide programmes, activities, services and facilities for the increased health and wellbeing of all whānau, hapu, iwi, their friends and others living within the traditional tribal boundaries of Hauraki.
- (e) To ensure that appropriate managerial and secretarial structures are established and properly maintained to effectively and efficiently service all requirements and operations of Te Korowai Hauora o Hauraki.

## **3.0 POWERS**

In order to carry out the goals and objectives for which Te Korowai Hauora o Hauraki is established, the Executive Committee may exercise all or any of the following powers:

### **3.1 Property**

- (i) To purchase, take on lease or as gift or otherwise acquire and hold any interest in land.
- (ii) To purchase, take as gift or on loan or otherwise chattels of any kind.
- (iii) To lease, let or grant the use of land and/or buildings or parts thereof held by the Society for any lawful purposes in furtherance of the objects of the Society on such terms as the Executive Committee decide and apply the rents, commission or other payments accruing for the objectives of the Society.
- (iv) To sell, demolish or otherwise dispose of any real or personal property vested in the Society.

- (v) To construct, alter, restore, improve, maintain, develop, work, manage, carry out or control any buildings or works or do anything whatsoever as the Executive Committee may deem necessary or convenient or calculated to advance directly or indirectly the objects of the Society; and to develop, lay out and plant any land and to prepare the same for building and any other purposes consonant with the objectives of the Society and to do or cause to be done all matters ancillary thereto and to enter into contract and arrangements of all kinds with architects, builders and others.

### **3.2 Employment**

- (i) To enter into contracts of employment for or services for any person, body, company, society or authority, to submit quotes or tenders for any such or like work, and to engage in any business or transaction capable of being conducted so as to directly or indirectly benefit the Society and further the operation and objectives of the Society.
- (ii) To employ any persons upon such terms and conditions and at such remuneration for services rendered as the Executive Committee may think fit.
- (iii) To appoint and employ and at the pleasure of the Executive Committee, remove any persons as managers, agents and attorneys in New Zealand or in any part of the world for all or any of the purposes of the Society and to remunerate such persons for their services by wages, salary or commission or partly by one mode and partly by another and to delegate to such persons such discretion and authority for the operation of services provided by the Society as the Executive Committee may think fit.
- (iv) To acquire, hire, operate and maintain any machinery or equipment for the operation of services provided by the Society and any means of transportation whether of persons or of goods or both as the Executive Committee may deem necessary or desirable for the carrying out of the objects of the Society and to make such charges for the use thereof as the Executive Committee shall deem reasonable.

### **3.3. Finance and Investment**

- (i) To seek, accept and receive donations, subsidies, grants, endowments, gifts, legacies, loans and bequests either in money or in kind or partly in money and partly in kind for all the purposes and objects of the Society and to carry out any specified trust attaching or relating to the same or to the intent that donations, grants, etc. made to the Society may be made for the same purpose with the general objects of the Society specified in particular cases by the donor or donors, and lender and lenders.
- (ii) To give donations, grants, gifts and koha either in money or in kind to individual persons, clubs, groups or societies, persons, organisations and institutions whether public, statutory, private, religious or otherwise for the

purpose of assisting and encouraging such persons or clubs etc. in furthering the aims and objects of the Society.

- (iii) To borrow from time to time at the discretion of the Executive Committee for the purposes of the Society from any persons or institution, whether incorporated or not, any sum or sums of money on the security of all or any of the Society's property, both present and future, and generally on such terms and conditions as to rate of interest or otherwise as the Executive Committee think fit.
- (iv) To invest, subject to the terms of any Trust or grant or endowment, any money held by or on behalf of the Society in any securities in which Society funds may be invested by the Executive Committee in accordance with the Trustee Act 1956 or any other statutory authority or in such other manner as the Executive Committee approve.
- (v) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange of lending warrants, debentures and other negotiable or transferable instruments.
- (vi) To invest in the acquisitions of preference or ordinary stock debentures, shares or any other mode of equity being stock issued by any company or co operative, as the Executive Committee may deem appropriate to the objects of the Society.
- (vii) To lend to any person or persons on first or second mortgage including contributory mortgage and with the power to lend through a properly constituted nominee company.

#### **3.4 General Powers**

- (i) To enter into any arrangement with any government or authorities, Government Agencies, Local Bodies Associations, Institutions, Incorporated or Unincorporated bodies, Legislative Bodies, Charitable bodies or any person or persons, to assist with any matter or question arising out of or pertaining to the wellbeing and health of Māori people or Hauraki or any member thereof.
- (ii) To obtain any provision, order or Act of Parliament or town planning ordinance, classification, designation or bylaw enabling the Society to carry out any of its objects or for any other purpose which in the opinion of the Executive Committee is directly or indirectly conducive to the carrying out of the objects of the Society and to oppose any proceedings, applications, classifications, designations, orders, Acts, ordinance or bylaws which may seem to the Executive Committee to be likely, directly or indirectly, to prejudice or injure the interests, objects and purposes of the Society.

- (iii) To promote any other society, trust, association or institution for the purpose of acquiring or taking over all or any of the property rights and liabilities of the Society or for any other purpose which may seem directly or indirectly calculated to benefit the Society and to further or more effectively carry out its objects provided that the objects and purposes of such other society, trust, association or institutions are wholly charitable.
- (iv) To carry out health related services which directly or indirectly are for the benefit and advancement of the wellbeing and health of Māori and Hauraki and to provide healthy opportunities and assistance whether financial or otherwise for those persons who are spiritually, physically, socially, economically, and culturally disadvantages within society.
- (v) To co-operate with any other society, trust or institutions, whether incorporated or not, whose objects are altogether or in part similar to those of the Society and to procure from or communicate to such society, trust or institution which information as may be likely to promote the objects of the Society.
- (vi) To engage in any business or any transaction capable of being transacted so as to directly or indirectly benefit the objects of the Society.

#### **4.0 FUNDS AND PROPERTIES**

- 4.1 The funds and properties vested in Te Korowai Hauora o Hauraki Incorporated shall be administered by the Executive Committee in accordance with these rules.
- 4.2 All monies received shall be paid to the credit of the Society by the Treasurer or Secretary at such trading bank or savings bank as the Executive Committee shall from time to time appoint and cheques on the bank account and other negotiable instruments shall be signed by two (2) members of the Executive Committee or one (1) member of the Executive Committee and the Secretary or Treasurer. Endorsements of cheques and other negotiable instruments in favour of the Trust shall be made by a member of the Executive Committee or by the Secretary or the Treasurer or such other person as may be appointed by the Executive Committee.
- 4.3 Where it shall be made to appear to the Executive Committee that any legacy endowments, contributions or gift has been made to the Society in spite of or in ignorance or without full appreciation of the claim whether legal or moral, of any person upon the duty or bounty of the testator or donor, the Executive Committee notwithstanding that the Society may have expressed its acceptance of such legacy, endowment, contribution or gift either wholly or in part may make such payment of gift in the satisfaction or relief of such claim as the Executive Committee may in their absolute discretion think fit.
- 4.4 The Secretary or Treasurer shall have the power to receive and give receipt for all legacies, donations, subscriptions or other monies bequeathed, made, given or

lent to the Trust and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.

- 4.5 No part of the income or property of the Society shall be paid or transferred directly or indirectly by way of profit to any member of the Executive Committee provided that nothing herein contained shall preclude any reasonable payment to a member of the Executive Committee or any other person for services rendered or for goods supplied or by way of interest on monies borrowed from or by way of rent for premises let or leased to the Society by any member of the Executive Committee or any other person.

## **5.0 REGISTERED OFFICE**

- 5.1 The registered office of Te Korowai Hauora o Hauraki Incorporated shall be located at 210 Richmond Street, Thames or any other locality as the Executive Committee may determine.
- 5.2 Due notice of every change of the place of the Registered Office shall be given to the Registrar for Incorporated Societies.

## **6.0 MEMBERSHIP AND SUBSCRIPTIONS**

- 6.1 The following persons shall be eligible for membership of the Society:
- (i) All descendants of the Iwi of Hauraki, and/or
  - (ii) All Māori resident within the Hauraki tribal area, and/or
  - (iii) Persons who align themselves to the aims and aspirations of Te Korowai Hauora o Hauraki.
- 6.2 Only persons who are aged 18 years and over and who meet the membership criteria in 6.1 shall be eligible to vote.

### **6.2 Application for Membership**

- (i) Every person who signs the application for Incorporation of the Society and who is eligible as a member, shall be the first individual members of the Society.
- (ii) Any person who is eligible for membership of the Society may apply in writing to the Executive Committee to become a member of the Society or alternatively make a verbal request for membership at any ordinary meetings of the Executive Committee.
- (iii) The Executive Committee may require such evidence of the eligibility of the applicant as they consider appropriate.
- (iv) If the Executive Committee shall advise an applicant that his or her application has been approved, such person shall (subject to the provisions of these rules) be a member of the Society.

- (v) Members are required to update their registration every three (3) years.

### **6.3 Termination of Membership**

- (i) Any person who has applied for membership and has been advised of his or her acceptance as a member, shall continue to be a member until such time as their written resignation is accepted by ordinary resolution of the Executive Committee and shall be liable for the full subscription rates ruling up to the time of the receipt of the written resignation.
- (ii) Members who cannot be contacted shall be removed from the database, after attempts have been made to contact them and with approval from the Executive Committee.

### **6.4 Suspension or Expulsion of Members**

The Executive Committee may suspend for such period as the Executive Committee shall determine or expel any member from the Society if such member:

- (iii) Fails to pay any money (including any levy or subscription in arrears) due by that member to the Society, or
- (iv) By his or her conduct, acts in a manner which has adversely affected or may adversely affect the aims, objects or reputation of the Society, or
- (v) For any other reasonable cause,

and a decision by the majority of the Executive Committee present at any meeting in any such case shall be final.

### **6.5 Rules of Suspension or Expulsion of Member or Members**

The Executive Committee may not suspend or expel any member pursuant to rule 6.4 unless:

- (i) That member has first received notice in writing from the Executive Committee giving the grounds upon which suspension or expulsion is being considered; and
- (ii) The member is given an opportunity to respond to the notice either in writing or personally at a meeting of the Executive Committee, prior to the Executive Committee making a final decision for suspension or expulsion and at a time and place specified by the Executive Committee; and
- (iii) The Executive Committee has forwarded to such a member the result of their decision in writing.

### **6.6 Subscriptions and Levies**

The Annual General Meeting of the Society may, from time to time, on the recommendation of the Executive Committee:

- (i) Fix separate annual subscriptions and/or
- (ii) Impose a separate levy for any specified purpose or purposes.

## **7.0 MANAGEMENT**

### **7.1 Appointment of Executive Committee:**

The Society shall have an Executive Committee comprising of five (5) persons who shall be appointed or elected as follows:

- (i) Three (3) persons shall be elected by members of the Society at an Annual General Meeting and;
- (ii) Two (2) persons shall be appointed by the Hauraki Māori Trust Board.
- (iii) That each person appointed or elected to the Executive Committee will hold a term of office for three years and that a rotating Executive Committee be introduced to maintain stability and consistency, and to provide for this the Executive Committee appointed and elected will retain their positions until the end of their term of office.
- (iv) A register shall be kept indicating the date each member was elected on to the Executive Committee.
- (v) Nominations for the Executive Committee must be made in writing 14 days prior to an Annual General Meeting.
- (vi) Nominees must have expertise capable of assisting the Society to carry out its objects by their skill, expertise, professional standing in the community and/or other qualifications.
- (vii) Employees of Te Korowai Hauora o Hauraki cannot be eligible for appointment to the Executive Committee as that is deemed a conflict of interest.

Non members of the Society accepting nomination onto the Executive Committee shall make application for membership within seven (7) days.

### **7.2 Vacancies in the Executive Committee**

- (i) Vacancies in the Executive Committee arising from members appointed at an annual meeting shall be filled by the remaining Executive Committee Members who shall have regard to the need to appoint persons interested in the objects of the Society and capable of assisting the Society to carry out its objects by their skill, expertise, professional standing in the community or other qualifications.



- (ii) A vacancy arising from the membership appointed by the Hauraki Māori Trust Board shall be filled by appointment of the Hauraki Māori Trust Board.

### **7.3 Powers of Executive Committee**

- (i) The Executive Committee shall be responsible for the management of all the affairs of the Society and may exercise all the powers and authorities conferred by these presents or by law.
- (ii) The members of the Society at an Annual General Meeting shall by resolution delegate to this committee any or all of the powers or duties of the Executive Committee.

### **7.4 Chairperson**

- (i) The Executive Committee shall elect one of their number to act as Chairperson either from year to year or for such terms as the Executive Committee may decide.
- (ii) If at any meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the members present may choose one of their number to act as Chairperson for that meeting.

### **7.5 Secretary**

- (i) A Secretary and Treasurer or a Secretary/Treasurer may be appointed by the Executive Committee for such term and upon such conditions as the Executive Committee think fit.
- (ii) Any person so appointed by the Executive Committee may be removed by the Executive Committee at any time.

## **8.0 MEETINGS OF MEMBERS**

### **8.1 General Meetings**

- (i) A general meeting of the Society may be called at any time at the direction of the Chairperson of the Executive Committee and any two (2) members of the Executive Committee and shall be called within twenty one (21) days after receipt by the Secretary of a requisition signed in that behalf.
- (ii) All general meetings of the Society shall be summoned in a manner prescribed by the Executive Committee so as to bring to the notice of members the extent and substance of all matters and business to be discussed and attended to.

- (iii) At every general meeting of the Society, the Chairperson of the Executive Committee shall preside if he or she is present and if he or she is absent, the Executive Committee shall appoint one of their number to act as Chairperson.
- (iv) The Secretary of the Executive Committee or her or his delegate, will be required to attend all such general meetings of the Society.

## **8.2 Annual General Meetings**

- (i) An Annual General Meeting of the Society shall be held no later than six (6) months after the close of the financial year.
- (ii) Members shall be notified of the Annual General Meeting in writing no less than seven (7) days prior to the scheduled date of the meeting and notice of the meeting shall be advertised at least once in a local newspaper no less than seven (7) days prior to the meeting.
- (iii) The business of the Annual General Meeting shall be to:
  - (a) Receive and consider the Chairperson's report;
  - (b) Receive and consider and adopt the Audit Income and Expenditure Account and Balance Sheet.
  - (c) Elect persons to the Executive Committee
  - (d) Appoint an auditor and solicitor.
  - (e) Consider any proposed special resolution for which fourteen (14) days notice has been duly given and is included in the written notice of the meetings.
  - (f) To consider and if thought fit, dispose of such other matters as may properly be brought before the meetings.
  - (g) To consider changes, alterations or amendments to the rules of the Society.

## **8.3 Members Notices of Motion**

- (i) Any member of the Society may give notice in writing to the Secretary of the Executive Committee of any motion that she or he intends to move at a specified general meeting or at the next available general meeting of the Society and in any such case the written notice of the meeting shall include notice of the intended motion.

## **8.4 Quorum**

- (i) No general meeting shall be constituted or deemed to be constituted unless a number of fifteen (15) members are in attendance in person or by proxy.
- (ii) After the cancellations of the second General meeting due to the inability to attain a quorum, then the third meeting shall be deemed to be the General meeting irrespective of numbers present.

## **8.5 Voting**

- (i) Voting at General meetings will be by simple majority on the voices or if any one member shall so request, by a show of hands.
- (ii) If a majority of voices is not clearly identifiable then confirmation will be given by way of a show of hands.
- (iii) Provision is allowed for voting by way of ballot, on proposed changes or election of officers as the Executive Committee think fit.
- (iv) Any member who is in arrears with any subscription levy or similar payment due to the Society shall not be entitled to vote at any meeting.

## **8.6 Proxy**

- (i) Members of the Society may be present at any meeting of the Society either in person or by proxy and may vote at any such meeting either in person or by proxy.
- (ii) Any member wishing to appoint a proxy shall do so in writing to the Secretary of the Executive Committee to be received by the Secretary one week prior to the commencement of the meeting in respect of which it is intended the proxy be exercised. The person to whom such proxy is given shall have absolutely discretion to vote on behalf of the member on all matters as the proxy thinks fit unless the member giving the proxy shall specify in the written notice of appointment the manner in which the proxy is to be exercised in which case the proxy shall be exercised accordingly.

## **9.0 ALTERATIONS TO THE RULES**

9.1 The Rules of the Society shall only be changed, added to and rescinded or altered at an Annual General Meeting and subject to the following conditions.

- (a) Notice of the proposed alterations or additions to the rules shall be included in the notice of the meeting.
- (b) The meeting may amend such proposals as put forward.

- (c) No resolution of any meeting shall affect any alteration or addition to the rules unless it is carried by simple majority of those members present in person or by proxy and eligible to vote.
- (d) That no alteration, amendment or addition to these rules may be in conflict with the provides of Rules 2.1 and 2.2.
- (e) That no alteration or amendment shall be made to paragraphs 13.1 or 15.3 without the approval from Inland Revenue.

## **10.0 ACCOUNTS**

- 10.1 The Executive Committee shall cause to be kept proper book of account in which shall be kept full, true and complete accounts of the affairs and transactions of the Society.
- 10.2 A balance sheet and statement of accounts in such form as the Executive Committee may from time to time appoint, shall be made out at the end of each financial year and presented together with a report by the auditor thereon to the next Annual General Meeting of the Society.
- 10.3 The financial year of the Society shall commence on the 1<sup>st</sup> of July and close on the 30<sup>st</sup> of June in the following year unless otherwise determined by resolution by the Executive Committee.
- 10.4 No member unless he or she be one of the Executive Committee, Auditor or an officer, clerk or accountant or other person whose duty requires him or her to do so, shall be entitled to inspect the books, accounts, documents or writings of the Trust, except all such records shall be produced for that purpose at the Annual General Meeting or if authorised to do so by the Executive Committee at a General Meeting.

## **11.0 AUDIT**

- 11.1 An auditor shall be appointed at the Annual General Meeting or by the Executive Committee if no such appointment is made or a casual vacancy occurs. Any auditor so appointed shall hold office until the end of the next Annual General Meeting.
- 11.2 The auditor shall be a Chartered Accountant or a Chartered Secretary. His or her remuneration if any, shall be fixed by the Executive Committee. No officer or member of the Executive Committee shall be eligible as auditor during her or his tenure of office or within one (1) year after termination thereof.
- 11.3 The auditor shall have the rights of access at all reasonable times to the books, accounts and papers of the Society and to require such information and

explanations from the offers of the Society as she or he thinks necessary for the performance of her or his duties.

- 11.4 The auditor shall make a report to the members upon the balance sheet and statement of accounts indicating whether in his or her opinion they give a true and fair view of the state of affairs of the Society and of its financial transactions for the period. The report shall be read to the Annual General Meeting and be open for inspection at that meeting.

## **12.0 INDEMNITY**

- 12.1 The Executive Committee shall be indemnified by the Society from and against all losses and expenses incurred by them in or about the discharge of their respective duties.

## **13.0 NO PRIVATE PECUNIARY PROFIT OF ANY INDIVIDUAL**

- 13.1 Nothing herein contained shall permit the conduct of the Executive Committee for the private pecuniary profit of any member provided that nothing herein shall prevent the payment in good faith of remuneration to any member or to any other person in return for any services actually rendered to the Society.

## **14.0 COMMON SEAL**

- 14.1 The Seal of the Society shall be such as is determined by the Executive Committee and shall be kept in the custody of the Secretary of the Executive Committee or of such member of the Executive Committee as it may appoint for the purpose.
- 14.2 The Executive Committee may from time to time by resolution change, alter or adopt any new such seal as they may deem proper.
- 14.3 The common seal shall not be affixed to any document except by resolution of the Executive Committee and in the presence of any two (2) members of the Executive Committee.

## **15.0 WINDING UP**

- 15.1 The Society may at any time be wound up voluntarily by the passing of a resolution to that effect at a General meeting of members which is carried by a majority of the members who are present in person or by proxy and a subsequent General meeting held not earlier than 30 days after the date of the passing of the initial resolution.
- 15.2 If a resolution for the winding up of the Trust is confirmed at the subsequent General meeting the members shall then elect five (5) persons or such number not exceeding ten (10) persons who shall be Trustees of the Society and who shall

apply the assets of the Society first to payment of all debts, liabilities, costs and expenses of winding up.

15.3 That any surplus property remaining upon the satisfaction of all debts and liabilities shall be distributed by either:

- (a) Giving or transferring the same to another like-minded, not for profit Māori charitable organisations operating within the Hauraki rohe; or
- (b) at the direction of the courts.