



# **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 (In this Constitution referred to as the 'Society').

## 2.0 CHARITABLE STATUS

The Society is already registered as a charitable entity under the Charities Act 2005.:

## 3.0 DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- 3.1 **'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 3.2 **'Annual General Meeting'** means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.
- 3.3 **'Chairperson'** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- 3.4 **'Executive Committee'** means the Society's governing body.
- 3.5 **'Constitution'** means the rules in this document.
- 3.6 **'Deputy Chairperson'** means the Officer elected or appointed to deputise in the absence of the Chairperson.
- 3.7 **'General Meeting'** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
- 3.8 **'Interests Register'** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- 3.9 **'Matter'** means—
  - (i) the Society's performance of its activities or exercise of its powers; or
  - (ii) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- 3.10 **'Member'** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

- 3.11 **'Notice'** to Members includes any notice given by email, post, or courier.
- 3.12 **'Officer'** means a natural person who is:
- (i) a member of the Committee, or
  - (ii) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including the Chief Executive Officer.
- 3.13 **'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.
- 3.14 **'Secretary'** means the Officer responsible for the matters specifically noted in this Constitution.
- 3.15 **'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

#### 4.0 OBJECTS

##### 4.1 Aim

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

##### 4.2 General Goals

- (i) To promote the increased health and wellbeing of Hauraki Māori and others.
- (ii) To promote and support the social (health and wellbeing), economic, cultural and educational development of Hauraki.
- (iii) To enhance the quality of life of all whānau, hapu, iwi, their friends and other persons living within the traditional tribal boundaries of Hauraki.
- (iv) 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.
- (v) 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.

#### 5.0 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:

## 5.1 **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 in 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.

## 5.2 **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.

### 5.3. 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 Trusts Act 2019 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.

#### 5.4 **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 disadvantaged 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.

#### 6.0 **FUNDS AND PROPERTIES**

- 6.1 The funds and properties vested in Te Korowai Hauora o Hauraki Incorporated shall be administered by the Executive Committee in accordance with these rules.
- 6.2 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. Negotiable instruments shall be signed by two (2) Officers of the Executive Committee or delegate(s). Endorsements of negotiable instruments in favour of the Society shall be made by an Officer of the Executive Committee or by such other person as may be appointed by the Executive Committee.

- 6.3 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.
- 6.4 Delegated person(s) nominated by the Executive Committee shall have the power to receive and give receipts for all legacies, donations, subscriptions or other monies bequeathed, made, given or lent to the Society and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.
- 6.5 No part of the income or property of the Society shall be paid or transferred directly or indirectly by way of profit to any Officer of the Executive Committee provided that nothing herein contained shall preclude any reasonable payment to an Officer 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 Officer of the Executive Committee or any other person.

## **7.0 REGISTERED OFFICE**

- 7.1 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.
- 7.2 Due notice of every change of the place of the Registered Office shall be given to the Registrar for Incorporated Societies.

## **8.0 MEMBERSHIP AND SUBSCRIPTIONS**

- 8.1 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.

8.2 Only persons who are aged 18 years and over and who meet the membership criteria in 6.1 shall be eligible to vote.

8.3 The Society shall keep an up-to-date Register of Members.

#### 8.4 **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. However, all applicants must fill out and sign an application form as proof of consent they applied.
- (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 annually.

#### 8.5 **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.
- (ii) Members who cannot be contacted shall be removed from the database and their membership terminated, after attempts have been made to contact them and with approval from the Executive Committee.

#### 8.6 **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:

- (i) 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
- (ii) 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.

## 8.7 **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.

## 9.0 **COMMITTEE**

### 9.1 **Appointment of Executive Committee:**

The Society shall have an Executive Committee comprising of no less than five (5) persons and up to no more than eight (8) persons who shall be appointed or elected as follows:

- (i) No less than three (3) and up to no more than six (6) 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.

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

## 9.2 Vacancies in the Executive Committee

- (i) Vacancies in the Executive Committee, arising from members appointed at an annual general 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.

## 9.3 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 present 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.

## 9.4 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 Deputy Chairperson will act as Chairperson for that meeting.

## 9.5 Deputy Chairperson

- (i) The Executive Committee shall elect one of their number to act as Deputy Chairperson either from year to year or for such terms as the Executive Committee may decide.

## 9.6 Interests Register

- (i) The Executive Committee at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

## **10.0 MEETINGS OF MEMBERS**

### **10.1 Special General Meetings**

- (i) A special 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 Executive Committee of a requisition signed in that behalf.
- (ii) All special 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 special 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 the Deputy Chairperson to act as Chairperson.

### **10.2 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, consider and adopt the Audited Annual Financial Statements of the Society, prepared in accordance with the requirements of the Charities Act 2005.
  - (c) Elect persons to the Executive Committee
  - (d) Appoint an auditor and solicitor.
  - (e) Consider any proposed special resolution for which fourteen (14) day's 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.

### 10.3 **Members Notices of Motion**

- (i) Any member of the Society may give notice in writing to 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.

### 10.4 **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.

### 10.5 **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.

### 10.6 **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 Executive Committee to be received one week prior to the commencement of the meeting in respect of which it is intended the proxy be exercised. The person to who 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.

## **11.0 ALTERATIONS TO THE RULES**

- 11.1 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.
- (i) Notice of the proposed alterations or additions to the rules shall be included in the notice of the meeting.
  - (ii) The meeting may amend such proposals as put forward.
  - (iii) 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.
  - (iv) That no alteration, amendment or addition to these rules may be in conflict with the provides of Rules 4.1 and 4.2.
  - (v) That no alteration or amendment shall be made, that detracts from the charitable nature of the organisation or allows private pecuniary benefits to any individual(s), within Rules 15.0 or 20.3.

## **12.0 ACCOUNTS**

- 12.1 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.
- 12.2 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.
- 12.3 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.
- 12.4 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 Society, 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.

## **13.0 AUDIT**

- 13.1 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.

- 13.2 The auditor shall be a Chartered Accountant or a Registered Audit Firm. The remuneration, if any, shall be fixed by the Executive Committee. No officer or member of the Executive Committee shall be eligible as an auditor during her or his tenure of office or within one (1) year after termination thereof.
- 13.3 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.
- 13.4 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.

#### **14.0 INDEMNITY**

- 14.1 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.

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

- 15.1 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.

#### **16.0 COMMON SEAL**

- 16.1 The Seal of the Society shall be such as is determined by the Executive Committee and shall be kept in the custody of the Executive Committee or of such member of the Executive Committee as it may appoint for the purpose.
- 16.2 The Executive Committee may from time to time by resolution change, alter or adopt any new such seal as they may deem proper.
- 16.3 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.

## **17.0 EXECUTIVE COMMITTEE MEETINGS**

- 17.1 The quorum for Executive Committee meetings must consist of at least 50% of the total number of members of the Committee
- 17.2 A meeting of the Executive Committee may be held either–
- (i) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - (ii) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 17.3 A resolution of the Executive Committee is passed at any meeting of the Executive Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Executive Committee shall have one vote.
- 17.4 After the cancellation of the second Executive Committee meeting due to the inability to attain a quorum, then the third meeting shall be deemed to be an Executive Committee meeting irrespective of numbers present

## **18.0 EXECUTIVE COMMITTEE MEMBER REMOVAL**

- 18.1 Where a complaint is made about the actions or inaction of an Executive Committee member (and not in the Executive Committee Member's capacity as a Member of the Society) the following steps shall be taken:
- (i) The Executive Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
  - (ii) The Executive Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
  - (iii) The complainant and the Executive Committee 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 by the Executive Committee (excluding the Executive Committee Member who is the subject of the complaint) if it considers that an oral hearing is required
  - (iv) Any oral hearing shall be held by the Executive Committee (excluding the Executive Committee Member who is the subject of the complaint) and/or any oral or written statement or submissions shall be considered by the Executive Committee (excluding the Executive Committee Member who is the subject of the complaint).

- (v) If the complaint is upheld the Executive Committee Member may be removed from the Executive Committee by a resolution of the Executive Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

## **19.0 DISPUTES RESOLUTION PROCESS**

### **19.1 Raising Disputes**

- (i) Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Executive Committee in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- (ii) The complainant raising a grievance or complaint, and the Executive Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **19.2 Investigating Disputes**

- (i) This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- (ii) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- (iii) Rather than investigate and deal with any grievance or complaint, the Executive Committee may:
  - (a) Appoint a sub-committee to deal with the same, or refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
  - (b) The Executive Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- (iv) The decision-maker: shall consider whether to investigate and deal with the grievance or complaint, and may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence

to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

- (v) 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, and/or any written statement or submissions shall be considered by the decision-maker.
  - (e) A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Executive Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision 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 decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

### 18.3 Investigating Disputes

- (i) The decision-maker may:
  - (a) Dismiss a grievance or complaint, or
  - (b) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Member shall comply).
- (ii) Uphold a complaint and:
  - (a) Reprimand or admonish the Member, and/or

- (b) Suspend the Member from membership for a specified period, or terminate the Member's membership, and/or order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

## **20.0 WINDING UP**

- 20.1 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.
- 20.2 If a resolution for the winding up of the Society 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 Executive Committee Members 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.
- 20.3 That any surplus property remaining upon the satisfaction of all debts and liabilities shall be distributed by either:
  - (i) Giving or transferring the same to another like-minded, not for profit Māori charitable organisations operating within the Hauraki rohe; or
  - (ii) at the direction of the courts.