



**TE AKATOKI O TE WHARE WĀNANGA O WAITAHA (MĀORI
STUDENTS' ASSOCIATION) INCORPORATED**

PROPOSED CONSTITUTION 23/3/2026

He toki ngao pae ki te ao Mārama – Chiselling pathways to the world of light

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1. Whakamāramatanga / Definitions and Interpretation

1.1. **Definitions** - In this Constitution, unless the context otherwise requires:

Advisory Board means a group of advisors appointed by the Executive to provide advice to the Executive regarding the governance and operations of Te Akatoki.

Act means the Incorporated Societies Act 2022 or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual General Meeting means a General Meeting convened as an Annual General Meeting in accordance with this Constitution.

Āpiha means the general Executive Members of Te Akatoki.

Chairperson means the Tumuaki of Te Akatoki or such other Executive Member elected by the Executive to chair a General Meeting in the absence of the Tumuaki.

Charities Act means the Charities Act 2005 as amended or replaced from time to time.

Constitution means this document, as amended from time to time.

Contact Person means the person, if any, appointed from time to time under clause 25.

Executive means the Members elected to the Te Akatoki Executive.

Executive Member means a member of the Executive elected in accordance with clause 22 and who meets the criteria for qualification as an officer under section 47 of the Act.

General Meeting means a meeting of Members convened in accordance with this Constitution.

Honorary Member means any person admitted to Membership as an Honorary Member in accordance with clause 9.5 and following a motion at an Annual General Meeting or Special General Meeting to that effect.

Kaitiaki Pūtea means the Finance and Engagement Officer and the Treasurer of Te Akatoki.

Koha means a donation or gift presented or accepted in accordance with Tikanga Māori.

Life Member means a Member admitted to Membership as a Life Member in accordance with clause 9.5 and includes:

- (a) All former Tumuaki or Tumuaki Haumī of Te Akatoki; and
- (b) Such other persons (whether previously Members or Executive Members or not) as may, with their consent, be elected as Life Members by a two-thirds majority vote at a General Meeting.

Matter means the performance of activities or exercise of powers by Te Akatoki pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by Te Akatoki.

Member means any person recorded as a member of Te Akatoki in the Register of Members and **Membership** means the Members collectively.

Notice means information on the Te Akatoki website and social media, and an email to current members of Te Akatoki.

Officer means an Executive Member and any natural person occupying a position in Te Akatoki that allows the person to exercise significant influence over the management or administration of Te Akatoki and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.

Quorum means five (5) Executive Members at an Executive meeting (either in person or via audio link, audiovisual link, or other electronic communication) and at a General Meeting it means at least five (5) Executive Members in attendance (either in person or via audio link, audiovisual link, or other electronic communication), and at least ten (10) non-Executive Members.

Register of Members means the register of Members kept under this Constitution as outlined in clause 26 of the Act.

Register of Interests means the register of interests kept under this Constitution.

Registered Office means the registered office of Te Akatoki described in the New Zealand register of incorporated societies, as updated from time to time.

Returning Officer means a person who is not a Member and who shall be appointed by the Executive to conduct matters at times of electoral process or secret ballot.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose by the Executive or by the written request of Members representing together not less than 10% of the Membership of Te Akatoki.

Tauira means any person of Māori descent enrolled in a course or programme of study at Te Whare Wānanga o Waitaha.

Tauira Māori Member means a Member of Māori descent who has been admitted to Membership as a Tauira Māori Member in accordance with clause 9.5 and includes all Tauira.

Te Akatoki means Te Akatoki o Te Whare Wānanga of Waitaha (Māori Students' Association) Incorporated.

Te Whare Wānanga o Waitaha means the University of Canterbury.

Term Time means Te Whare Wānanga o Waitaha terms during the academic year.

Tikanga means correct procedure and customs held by Te Ao Māori.

Tumuaki means the elected President of Te Akatoki.

Tumuaki Haumī means the two elected Presidents of Te Akatoki.

Tumuaki Tuarua Vice-President of Te Akatoki.

UCSA means University of Canterbury Students' Association Incorporated.

Working Day means any day excluding Saturdays, Sundays and statutory public holidays in Christchurch and excluding any day in the period beginning on 25 December in any year and ending on 5 January in the following year, and if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday.

1.2. **Interpretation** - In this Constitution, unless the context otherwise requires:

- 1.2.1 expressions defined in the main body of this Constitution have the defined meaning in the whole of the Constitution;
- 1.2.2 section, clause and other headings are for convenience only and will not affect the interpretation of this Constitution.
- 1.2.3 reference to one gender includes each other gender.
- 1.2.4 singular will include plural and vice versa;
- 1.2.5 references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental and other regulatory bodies or authorities and other entities, in each case whether having separate legal personality;
- 1.2.6 reference to a statute or regulation will include all amendments and re-enactments thereof and any subordinate legislation made thereunder;
- 1.2.7 the term **including** means including without limitation;
- 1.2.8 any obligation not to do anything will be deemed to include an obligation not to suffer, permit or cause that thing to be done; and
- 1.2.9 the terms **written** and **in writing** include any means of reproducing words, figures or symbols in a tangible and visible form.

2. Te Ingoa / Name

- 2.1 The name of Te Akatoki is Te Akatoki o Te Whare Wānanga of Waitaha (Māori Students' Association) Incorporated.

3. Charitable Status

- 3.1 Te Akatoki is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act.

4. Powers, Act and Regulations

- 4.1 Te Akatoki shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 4.2 Nothing in this Constitution authorises Te Akatoki to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5. Registered Office

- 5.1 The Registered Office of Te Akatoki shall be at such place in New Zealand as the Executive from time to time determines.
- 5.2 At the date of this Constitution, the office for Te Akatoki is located at:

Te Akatoki o Te Whare Wānanga o Waitaha, 129 Ilam Road, Ilam, Christchurch.
- 5.3 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

OBJECTIVES AND PRINCIPLES

6. Purpose

- 6.1 The purpose of Te Akatoki is to support Taura Māori holistically to achieve and succeed at Te Whare Wānanga o Waitaha, through social and cultural support and services, along with advocacy for cultural responsiveness of Te Whare Wānanga o Waitaha and for the high-quality teaching and learning of Taura Māori.

7. Ngā Whāinga / Objects

- 7.1 The objects of Te Akatoki are to:
 - 7.1.1 Develop a strong identity for Te Akatoki that is grounded in whakapapa, ahurea Māori, and Tikanga Māori;
 - 7.1.2 Obtain equitable resourcing to grow a sustainable economic base that will support the operations and services of the organisation
 - 7.1.3 Be kaitiaki for te whenua to ensure sustainability for future generations;
 - 7.1.4 Strengthen relationships between Te Akatoki and mana whenua, Te Whare Wānanga o Waitaha, UCSA, Ngāi Tahu Research Centre and UC Māori, and other student rōpu;
 - 7.1.5 Develop, maintain and extend the principles of Te Tiriti o Waitangi.

8. No Private Pecuniary Gain

- 8.1 No private pecuniary gain may be derived from Te Akatoki (by way of distribution or otherwise) by any Member, except:

- 7.1.1 Te Akatoki may pay reasonable and proper remuneration to any Executive Member by way of salary, wage or similar payment; and
 - 7.1.2 Any Member may be paid by Te Akatoki all reasonable expenses legitimately incurred in professional, business or trade charges for services or goods rendered, time expended and all acts done by that Member or by any firm or entity which that Member represents.
- 7.2 Te Akatoki will reimburse any Executive Member or Member for expenses properly incurred in connection with the affairs of Te Akatoki, in conjunction with Te Akatoki's financial and operational policies as they apply.

MEMBERSHIP

9. Membership

- 9.1 The Members of Te Akatoki shall be such persons as the Executive admits to Membership from time to time and who have not ceased to be Members. Every person admitted to Te Akatoki Membership is deemed to have agreed to be bound by this Constitution.
- 9.2 The categories of Membership are:
 - 8.2.1 Tauira Māori Member.
 - 8.2.2 Life Member;
 - 8.2.2 Honorary Member;
 - 8.2.3 Alumni Member; and
 - 8.2.4 Such other category of Members as may be determined by the Executive from time to time.
- 9.3 The Membership term for all Member categories starts on 1 January and continues for one year, or part thereof if a Member joins after 1 January.
- 9.4 Tauira Māori Membership is granted to current students of Te Whare Wānanga o Waitaha with whakapapa Māori or at the discretion of the Executive.
- 9.5 Before admitting any person as a Member, to any category of Membership, the Executive may require that person to complete an application in such form and manner required by the Executive. Following receipt of an application for Membership, the Executive shall consider and advise the applicant whether their application has been successful. The Executive is not required to provide its reasoning for approving or not approving an application.
- 9.6 Every applicant for Membership must consent to becoming a Member. Submitting an application to become a Member in accordance with clause 9.5 shall be evidence of that Member's consent to becoming a Member.

- 9.7 Members shall be invited to renew their Membership for the forthcoming calendar year by email invitation at the beginning of that year

10. Rights and Obligations of Members

- 10.1 Members of Te Akatoki shall have the rights, privileges and responsibilities set out in this Constitution.
- 10.2 Every Member shall have the right to vote at and attend General Meetings.
- 10.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Te Akatoki.
- 10.4 Members shall promote the interests and the objectives of Te Akatoki and shall do nothing intentionally to bring Te Akatoki and/or its Members into disrepute.
- 10.5 Every Member shall provide the Kaitiaki Pūtea in writing with that Member's name and contact details (namely physical address, email address and a telephone number) and promptly advise Te Akatoki in writing of any changes to those details.

11. Register of Members

- 11.1 The Kaitiaki Pūtea shall keep an up-to-date Register of Members, recording each Member's name, contact details, the date they became a Member, and any other information required by this Constitution or the Act.
- 11.2 The information contained in the Register of Members shall include each Member's:
- 11.2.1 physical and mailing addresses;
 - 11.2.2 phone number (landline and/or mobile);
 - 11.2.3 email address;
 - 11.2.4 the date the Member became a Member; and
 - 11.2.5 any other information prescribed by regulations (if any).
- 11.3 Every current Member shall promptly advise Te Akatoki of any change of the Member's contact details.
- 11.4 Te Akatoki shall also keep a record of the former Members of Te Akatoki. For each Member who ceased to be a Member within the previous seven years, Te Akatoki will record:
- 11.4.1 the former Member's name; and
 - 11.4.2 the date the former Member ceased to be a Member.

12. Cessation of Membership

- 12.1 A Member ceases to be a Member if any of the following occur

- 12.1.1 the Member notifies Te Akatoki of the Member's resignation which, unless otherwise expressed, shall take effect immediately;
 - 12.1.2 the Member's Membership is terminated following a resolution passed by a simple majority of those present and entitled to vote at the relevant General Meeting;
 - 12.1.3 the Member's Membership is terminated following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Kaitiaki Pūtea of, or any subsequent date stated in, the notice of termination of Membership;
 - 12.1.4 the Member ceases to satisfy the relevant Membership criteria, for example by no longer being enrolled at Te Whare Wānanga o Waitaha (unless that Member is a Life Member, Alumni Member or Honorary Member); or
 - 12.1.5 the Member dies or is incapacitated.
- 12.2 A Member who resigns or whose Membership is terminated under this Constitution:
- 12.2.1 shall cease to be entitled to any of the rights of a Member;
 - 12.2.2 shall cease to hold themselves out as a Member of Te Akatoki; and
 - 12.2.3 shall immediately return any property, including intellectual property, of Te Akatoki held by the Member at the time of termination.

NGĀ HUI / MEETINGS

13. Annual General Meetings

- 13.1 The Annual General Meeting of Te Akatoki shall be held:
- 13.1.1 no later than six (6) months following the end of the financial year at a time and place determined by the Executive; and
 - 13.1.2 no later than eighteen (18) months following the prior Annual General Meeting; and
 - 13.1.3 in accordance with any requirements in the Act and this Constitution.
- 13.2 The purpose of the Annual General Meeting shall be to:
- 13.2.1 present the finances for the previous period;
 - 13.2.2 present Te Akatoki's annual report;
 - 13.2.3 present and consider any submitted alterations to this Constitution; and ~~and~~
 - 13.2.4 present notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

- 13.3 Notification of the Annual General Meeting shall be advertised on the Te Akatoki website and social media channels, and through an email to all members, at least twenty-one (21) calendar days in advance of the meeting.

14. Special General Meeting

- 14.1 A Special General Meeting may be called at any time during Term Time by the Executive giving notice to Members:
- 14.1.1 specifying the date and place of the meeting and the matter to be put forward at the meeting; and
 - 14.1.2 which shall be advertised on the Te Akatoki website and social media channels, and through an email to all members at least seven (7) calendar days before the Special General Meeting.
- 14.2 The Executive must call a Special General Meeting in accordance with clause 14.1 upon receipt by the Kaitiaki Pūtea of a written request signed by Members representing together not less than 10% of the Membership of Te Akatoki and specifying the matter to be put forward at the meeting in sufficient detail to allow a person to make a reasoned judgement on the matter. For the purposes of determining 10% of the Membership of Te Akatoki, the presenting Member shall contact the Executive who shall provide to that Member within a reasonable time the total number of Members and which shall be definitive for the purpose of calculating this percentage.
- 14.3 No other matters shall be discussed than those specified in the notice of the Special General Meeting.

15. Whānau Hui

- 15.1 The Executive will call a Whānau Hui at least once during each term at Te Whare Wānanga o Waitaha for the purpose of reporting on the financial, academic, advocacy and Āpiha progress of Te Akatoki and providing an opportunity for Members and Taurira whānau to raise any issues concerning Te Akatoki.
- 15.2 Whanau Hui may be held by means of audio, audio and visual, or electronic communication as approved by the Executive or in person.
- 15.3 For the purpose of voting, Whānau Hui will be regarded as Special General Meetings and follow clause 19.

16. Sub-Committees

- 16.1 Sub-committees can be established and disbanded by the passing of a motion at an Executive meeting for the purpose of dealing with matters requiring focused attention or effort, or requiring specialist input.
- 16.2 Sub-committees may comprise both Members and non-Members of Te Akatoki as well as people nominated by the Executive to assist the sub-committee.
- 16.3 Sub-committee powers are those delegated by the Executive however any decisions made by the sub-committee are subject to the approval of the Executive.

- 16.4 The Executive may require a sub-committee to provide regular updates for the duration of its establishment.

17. Procedure

- 17.1 All General Meetings shall commence and end with a karakia.
- 17.2 All General Meetings will be chaired by the Chairperson. The Chairperson of the General Meeting will keep order and conduct the business of the General Meeting in a fair and unbiased manner.
- 17.3 No General Meeting may be held unless a Quorum is present, being at least five (5) Executive Members in attendance (either in person or via audio link, audiovisual link, or other electronic communication), and at least ten (10) non-Executive Members.
- 17.4 Te Akatoki must keep minutes of all General Meetings. The Kaitiaki Pūtea will ensure that minutes of General Meetings are taken.
- 17.5 After such minutes have been approved by the Executive they will be available upon request to any member of Te Akatoki. The minutes shall record the following for each General Meeting:
- 17.4.1 The names of those present and those submitting an apology for their non-attendance;
- 17.4.2 All decisions that are required by this Constitution to be made or acted upon by the Executive; and
- 17.4.3 Any other matters arising that are discussed at the General Meeting.

18. Speaking

- 18.1 All Members have the right to attend Te Akatoki General Meetings but speaking rights will be limited to the Executive Members and Life Members of Te Akatoki and any person who has been granted speaking rights by the Executive.
- 18.2 Any person who is not a Member shall be introduced by a Member and shall state their name and the purpose of their presence at the General Meeting.

19. Voting

- 19.1 Only Members shall have the right to vote on an issue and any resolution passed in accordance with this clause 19 will be binding on all Members.
- 19.2 Each Member is entitled to one vote on any resolution at a General Meeting.
- 19.3 Voting by proxy is not permitted.
- 19.4 A motion before a General Meeting that is not a Special General Meeting is passed by a simple majority of those Members present at the meeting and entitled to vote on the issue, provided there is a Quorum present.

- 19.5 A motion before a Special General Meeting is passed by a 75% majority of those Members present at the meeting and entitled to vote on the issue, provided there is a Quorum present.
- 19.6 In the event of a tie, the matter can be presented again for further discussion or reconvened to another General Meeting. If a tie continues, the Chairperson of the meeting shall have the casting vote.
- 19.7 Voting on a motion shall be by voice or show of hands, unless two or more Members present request a vote by secret ballot. Secret ballots shall be conducted by the meeting Chairperson.
- 19.8 Te Akatoki may pass a written resolution in lieu of a General Meeting. A written resolution signed by at least 75% of Members entitled to vote and who received notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members to be submitted to Tumuaki within two Working Days of the notified meeting date.

GOVERNANCE

20. Role of the Executive

- 20.1 The role of the Executive is to do all things necessary to carry out the operations and affairs of Te Akatoki in order to achieve the objects of Te Akatoki set out in clause 7 as amended from time to time.

21. Composition of the Executive

- 21.1 The Executive will consist of at least 8 Officers, including the following appointments:
 - 21.1.1 Tumuaki or Tumuaki Haumī;
 - 21.1.2 Tumuaki Tuarua
 - 21.1.3 Kaitiaki Pūtea;
 - 21.1.4 Āpiha (a minimum of five (5) Members may hold these roles).
- 21.2 Appointments to the Executive can only be filled and carried out by Tauira Māori Members of Te Akatoki.
- 21.3 Only persons aged eighteen (18) years or over may be an Executive Member.
- 21.4 Where a person is appointed to the Executive but graduates from Te Whare Wānanga o Waitaha in semester one of the relevant university year, the Executive Member may remain in office until the expiry or termination of the term of office.

22. Election of the Executive

22.1 At least 2 months prior to the proposed Election Date, the **Executive** shall:

- a) Set the Election Date for elections to the **Executive**, and
- b) Appoint a Returning Officer for those elections to the Executive.

22.2 Within 5 Working Days of determining the Election Date Te Akatoki shall give Notice to all Members calling for nominations for Executive positions requiring to be filled, and such Notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed under sub-paragraph (a)(ii) above, such date being not less than 20 Working Days prior to the Election Date.

22.3 A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' clause below) and may be accompanied by a signed biography not exceeding one A4 page.

22.4 At least 15 Working Days prior to the Election Date the Kaitiaki Putea shall give Notice to all Members of the nominations received for Executive positions and, in the event that there are a greater number than required for specific positions, forwarding a link to an electronic voting ballot accompanied by the biographies of the candidates for election.

22.5 In the event of a ballot being required under clause 22.3, the candidate/s polling the highest number of votes of Members shall be declared elected by Te Akatoki or the Returning Officer.

22.6 The failure for any reason of any Member to receive such Notice shall not invalidate the election.

22.7 In the event of any vote being tied the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).

22.8 The Executive shall be elected during August of each year.

22.9 The nomination process will be outlined by the current Executive no later than six weeks prior to the election date.

22.10 Only Members may submit and second nominations.

22.11 The Returning Officer will moderate and conduct the election process during the election period.

22.12 Roles within the Executive can be delegated from the current elected Executive Members, except for the role of Tumuaki, by vote at Executive Meetings.

22.13 Neither Alumni Members nor Life Members of the Te Akatoki may vote in an Executive election if they are a member of the Advisory Board.

23. Appointment of Co-opted Members to the Executive

- 23.1 Where a casual vacancy arises on the Executive for any role other than Tumuaiki, the Executive may vote to fill that vacancy by co-opting a willing Tauria Māori Member aged 18 years or over.
- 23.2 The Executive may also co-opt a Tauria Māori Member to serve as a general Executive Member to assist with the Executive's workload or to provide specific skills, even if no vacancy has arisen.
- 23.3 An appointment by co-option shall require a supporting vote from a simple majority of the remaining Members of the Executive.
- 23.4 At no time shall the number of co-opted Members exceed one-third of the total number of elected Executive positions, excluding the positions of Tumuaiki or Tumuaiki Haumī.
- 23.5 Any co-opted Member shall hold office until the next General Meeting and shall be afforded the same voting rights and responsibilities as all other Executive Members.

24. Terms

- 24.1 Members of the Executive shall take office the year following their election in accordance with clause 22.1.
- 24.2 The term of office for the Executive will be from 1 January to 31 December in the year following the annual election at which an Executive Member was elected to office.
- 24.3 The new Executive may take office earlier than the term specified in clause 24.2 at the direction of the current Executive. This may occur after the election at which the new Executive was elected and no later than 1 January of the year after they were elected to office.
- 24.4 Executive Members are eligible for re-election with no restriction on the number of terms that can be served, subject to eligibility requirements detailed in clause 21.2.

25. Contact Person

- 25.1. The Society shall have at least one but no more than three Contact Person(s) whom the Registrar can contact when needed.
 - 25.2. The Society's Contact Person must be:
 - 25.3. at least 18 years of age; and
 - 25.4. ordinarily resident in New Zealand.
- 25.5. The Contact Person(s) shall be appointed by the Executive.
- 25.6. The Executive shall appoint the Kaitiaki Pūtea as a Contact Person.

- 25.7. Each Contact Person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 25.7.1. a physical address or an electronic address; and
 - 25.7.2. a telephone number.
- 25.8. Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

26. Kaitiaki Pūtea

- 26.1 The Kaitiaki Pūtea will be the person whom the Registrar can contact when needed. The role and duties of the Kaitiaki Pūtea shall also be to:
- 26.1.1 keep and maintain the Register of Members;
 - 26.1.2 keep and maintain the Register of Interests disclosed by Officers;
 - 26.1.3 ensure the correct recording of the minutes of all General Meetings and Executive meetings;
 - 26.1.4 hold all other records, documents and books of Te Akatoki and/or shared with the Te Whare Wānanga o Waitaha and UCSA;
 - 26.1.5 deal with and answer correspondence and perform such other duties as directed by the Executive; and
 - 26.1.6 otherwise meet the requirements of the Act (if applicable).
- 26.2 If there is a vacancy in the position of Kaitiaki Pūtea and Te Akatoki has no other Kaitiaki Pūtea, the Executive will appoint a replacement Kaitiaki Pūtea within ten (10) calendar days of the vacancy occurring and ensure that notice of the change is sent to the Registrar in accordance with the Act.

27. Governance procedures

- 27.1 The Executive shall, as required, review the effectiveness of its governance procedures to ensure they remain current and effective.
- 27.2 Without limiting clause 27.1, the Executive shall conduct a comprehensive review of all governance procedures at least once every three years to ensure they are fit for purpose, support the achievement of Te Akatoki's charitable purposes, and ensure compliance with all legal obligations under the Charities Act 2005 and the Incorporated Societies Act 2022.
- 27.3 The scope of the comprehensive review shall include, but is not limited to, this Constitution and any operational policies, bylaws, or rules that affect the governance of Te Akatoki.

- 27.4 The findings and any resulting actions from the comprehensive review shall be recorded in the minutes of the Executive Meeting.

28. Cessation of Office

- 28.1 The term of office of an Executive Member shall terminate in the following circumstances:
- 28.1.1 the Executive Member's term in office expires pursuant to clause 24.2 of this Constitution without being re-elected; or
 - 28.1.2 the Executive Member becomes disqualified from being an Officer under section 47(3) of the Act; or
 - 28.1.3 the Executive Member dies; or
 - 28.1.4 the Executive Member resigns from office by providing not less than four (4) weeks' written notice to the Tumuaki (or to the Tumuaki Tuarua) if the Executive Member resigning is the Tumuaki); or
 - 28.1.5 the Executive Member is removed from office pursuant to one of the grounds for removal under clause 28.2 by unanimous resolution of the Executive; or
 - 28.1.6 the Executive Member fails to attend three (3) meetings of the Executive without leave of absence.
- 28.2 For the purposes of clause 28.1.5:
- 28.2.1 a grievance or complaint that cannot be resolved in the Executive's opinion under this Constitution; or
 - 28.2.2 an Executive Member's failure to comply with this Constitution, the Act or any of Te Akatoki's policies or standards; or
 - 28.2.3 where a 75% majority of the Executive considers the Executive Member is not working in the best interests of Te Akatoki,
- will be grounds for removal of an Executive Member under clause 28.1.5.
- 28.3 In the event of there being any vacancy on the Executive under this clause 28, the Executive may by a 75% majority vote appoint a person to fill such vacancy until the next General Meeting.

TAKETAKE / POWERS AND OBLIGATIONS OF THE EXECUTIVE

29. Powers

- 29.1 The Executive shall have all the powers necessary for managing, and directing and supervising the management of, the operation and affairs of Te Akatoki, provided those powers are not contrary to this Constitution, the Act, or other applicable laws.
- 29.2 The Executive has the power to:

- 29.2.1 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
- 29.2.2 maintain, improve, manage, invest, or otherwise deal with any real or personal property of Te Akatoki;
- 29.2.3 join or affiliate with any person, organisation, or institution of whatever kind and having similar objectives;
- 29.2.4 assist wherever possible on matters that require consultation or consideration;
- 29.2.5 delegate decision making to sub-committees of the Executive; and

30. Duties of the Executive

- 30.1 At all times each Executive Member of Te Akatoki:
 - 30.1.1 shall act in good faith and in what the Executive Member believes to be the best interests of Te Akatoki;
 - 30.1.2 must exercise all powers for a proper purpose;
 - 30.1.3 must not act, or agree to Te Akatoki acting, in a manner that contravenes the Act or this Constitution;
 - 30.1.4 when exercising powers or performing duties as an Executive Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of Te Akatoki, the nature of the decision, the position of the Executive Member and the nature of the responsibilities undertaken by the Executive Member;
 - 30.1.5 must not agree to the activities of Te Akatoki being carried on in a manner likely to create a substantial risk of serious loss to Te Akatoki or to Te Akatoki's creditors, or cause or allow the activities of Te Akatoki to be carried on in a manner likely to create a substantial risk of serious loss to Te Akatoki or to Te Akatoki's creditors; and
 - 30.1.6 must not agree to Te Akatoki incurring an obligation unless the Executive Member believes at that time on reasonable grounds that Te Akatoki will be able to perform the obligation when it is required to do so.

31. Pūtea / Finance and Accounts

- 31.1 The funds and property of Te Akatoki shall be:
 - 31.1.1 controlled, invested and disposed of by the Executive or the Finance Manager of the UCSA, subject to this Constitution; and
 - 31.1.2 devoted solely to the promotion of the purposes and objectives of Te Akatoki.

- 31.2. All payments made by Te Akatoki shall be authorised in accordance with delegated authorities that have been endorsed by the Executive and must be noted in the minutes for that meeting as part of ensuring proper records are kept for all transactions.
- 31.3 All moneys received by or on behalf of Te Akatoki are to be paid to the credit of Te Akatoki's nominated bank account(s).
- 31.4 The signatories to all accounts shall be the Tumuaki, Kaitiaki Pūtea, and one other Executive Member. The signatures of two (2) signatories are required to authorise expenditure from any Te Akatoki account. The Executive may appoint a substitute signatory if a prescribed signatory is absent for an extended period of time.

32. Annual Accounts

- 32.1 The financial year of Te Akatoki shall be from 1 January to 31 December of each year.
- 32.2 The annual accounts for the past financial year shall be presented for approval at the Annual General Meeting.
- 32.3 A set of approved annual accounts shall be provided to the Registrar and registered on the Incorporated Societies Register.
- 32.4 The Kaitiaki Pūtea shall produce a monthly financial statement that complies with the requirements of the Act and that shall be presented at any General Meeting and, with the Executive's express permission, be posted on the Te Akatoki website.

33. Koha

- 33.1 The payment of any Koha must have prior approval of the Executive.
- 33.2 All Koha received by Te Akatoki must be approved by the Executive and be duly accounted for in accordance with proper financial transaction procedures and the requirements in clause 31.3.

34. Audit/Review

- 34.1 If required by the Act or the Charities Act, or if the Executive otherwise determines it desirable, the Executive shall as soon as practicable after the end of the financial year of Te Akatoki cause the accounts of Te Akatoki to be audited by a chartered accountant appointed by the Executive for that purpose at the preceding Annual General Meeting.

35. Access to Information

- 35.1 A Member may at any time make a written request to Te Akatoki for information held by Te Akatoki.
- 35.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 35.3 Te Akatoki must, within a reasonable time after receiving a request:
 - 35.3.1 provide the information;

- 35.3.2 agree to provide the information within a specified period;
 - 35.3.3 agree to provide the information within a specified period if the Member pays a reasonable charge to Te Akatoki (which must be specified and explained) to meet the cost of providing the information; or
 - 35.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 35.4 Without limiting the reasons for which Te Akatoki may refuse to provide the information, Te Akatoki may refuse to provide the information if:
- 35.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - 35.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of Te Akatoki or of any of its Members;
 - 35.4.3 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 Te Akatoki;
 - 35.4.4 the information is not relevant to the operation or affairs of Te Akatoki;
 - 35.4.5 withholding the information is necessary to maintain legal professional privilege;
 - 35.4.6 the disclosure of the information would, or would be likely to, breach an enactment;
 - 35.4.7 the burden to Te Akatoki 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;
 - 35.4.8 the request for the information is frivolous or vexatious; or
 - 35.4.9 the request seeks information about a Dispute or Complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 35.5 If Te Akatoki 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 Te Akatoki:
- 35.5.1 that the Member will pay the charge; or
 - 35.5.2 that the Member considers the charge to be unreasonable.
- 35.6 Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

36. Indemnity

- 36.1 Te Akatoki indemnifies each Executive Member against all losses and expenses incurred by them in carrying out their duties in relation to Te Akatoki except insofar as they contravene the Executive's duties under the Act or this Constitution.

37. Whakareretanga / Amendment of Constitution

- 37.1 This Constitution may be amended in accordance with the following procedure:

- 37.1.1 Any Member may propose to amend the Constitution by written submission to the Kaitiaki Pūtea;

- 37.1.2 The Executive may:

- a) resolve by simple majority that the proposed amendment be put to the next possible General Meeting (and may resolve by simple majority to call a General Meeting for this purpose), if the Executive considers the proposed amendment to be an appropriate change which reflects the objects of Te Akatoki as outlined in clause 7 or increases understanding of the Constitution or otherwise considers it worthy of wider discussion; or
- b) resolve that the proposed amendment be declined, if the Executive does not act under clause (a).

- 37.1.3 If the Executive resolves to put the proposed amendment forward at the next General Meeting in accordance with clause 37.1.2(a), such proposal must be readily available for all Members to view at least fourteen (14) days prior to the General Meeting and notice of the General Meeting must specify the resolution to be put forward at the General Meeting and the reasons for the proposed change to the Constitution; and

- 37.1.4 Any resolution to amend the Constitution shall not be passed unless carried by at least 75% of Members present at the General Meeting and entitled to vote on the proposed amendment and provided there is a Quorum present.

- 37.2 Notwithstanding clause 37.1, the Executive may, by a resolution carried by at least 75% of the Executive, amend the Constitution to:

- 37.2.1 make minor corrections or amendments to the Constitution that do not change the effect of the Constitution; or

- 37.2.2 corrects errors or makes similar technical alterations.

- 37.3 The Executive must, in accordance with the Constitution, ensure that written notice of the amendment is sent to every Member of Te Akatoki.

- 37.4 The notice must state:

- 37.4.1 the text of the amendment; and

- 37.4.2 the right of the Member to object to the amendment.

- 37.5 If no objection from a Member is received within twenty (20) Working Days after the date on which the notice is sent, the Executive may make the amendment. However, if such an objection is received, Te Akatoki may not make the amendment under this clause.
- 37.6 Following any approval of an amendment to the Constitution, the amendment must be delivered to the Registrar in accordance with the Act.
- 37.7 Following any approval of an amendment of the Constitution, the amendment shall also be notified to Charities Services as required by section 40 of the Charities Act 2005.
- 37.8 No addition or alteration to the Constitution shall be contrary to the laws of Aotearoa.

38. Te Tohu Taketake / Common Seal

- 39.1 The Common Seal of Te Akatoki shall be kept in the safe custody of the Tumuaki or Kaitiaki Pūtea, or such other person as appointed by the Executive, and must be affixed to any document duly passed by a resolution of the Executive.
- 39.2 When required, the Common Seal will be affixed to any document following a resolution of the Executive and will be signed by the Tumuaki or Kaitiaki Pūtea (or nominated member acting as the Tumuaki or Kaitiaki Pūtea) and one other person as appointed by the Executive.

Officers

39. Qualifications of Officers

- 39.1 Every Officer must be a natural person who is a Member and has consented in writing to be an officer of Te Akatoki and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of Te Akatoki.
- 39.2 Officers must not be disqualified under section 47(3) of the Act or under the Charities Act from being appointed or holding office as an Officer of Te Akatoki, namely:
- 39.2.1 a person who is under 16 years of age;
- 39.2.2 a person who is an undischarged bankrupt;
- 39.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- 39.2.4 a person who is disqualified from being an officer of a charitable entity under the Charities Act;
- 39.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
- a) an offence under subpart 6 of Part 4 of the Act;

- b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
- c) an offence under section 143B of the Tax Administration Act 1994;
- d) an offence under section 22(2) of the Act;
- e) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (d); or
- f) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;

39.2.6 a person subject to:

- a) banning order under subpart 7 of Part 4 of the Act;
- b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
- c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
- d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;

39.2.7 a person who is subject to an order that is substantially similar to an order referred to in clause 39.2.6 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

39.3 Prior to election or appointment as an Officer a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office as an Officer by this Constitution or the Act.

39.4 Note that only a natural person may be an Officer and each certificate shall be retained in Te Akatoki's records.

40. Officers' duties

40.1 At all times each Officer:

- 40.1.1 shall act in good faith and in what he or she believes to be the best interests of Te Akatoki;
- 40.1.2 must exercise all powers for a proper purpose;
- 40.1.3 must not act, or agree to Te Akatoki acting, in a manner that contravenes the Act or this Constitution;
- 40.1.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

- a) the nature of Te Akatoki;
 - b) the nature of the decision; and
 - c) the position of the Officer and the nature of the responsibilities undertaken by them;
- 40.1.5 must not agree to the activities of Te Akatoki being carried on in a manner likely to create a substantial risk of serious loss to Te Akatoki or to Te Akatoki's creditors, or cause or allow the activities of Te Akatoki to be carried on in a manner likely to create a substantial risk of serious loss to Te Akatoki or to the Te Akatoki's creditors; and
- 40.1.6 must not agree to Te Akatoki incurring an obligation unless he or she believes at that time on reasonable grounds that Te Akatoki will be able to perform the obligation when it is required to do so.

41. Conflicts of interest

41.1 An Officer is interested in a Matter if that person:

- 41.1.1 may obtain a financial benefit from the Matter; or
- 41.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
- 41.1.3 may have a financial interest in a person to whom the Matter relates; or
- 41.1.4 is a partner, director, member of the Executive and/or committee, Executive Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.

41.2 However, an Officer is not interested in a Matter:

- 41.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- 41.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- 41.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution; or
- 41.2.4 if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

41.3 An Officer who is interested in a Matter relating to Te Akatoki must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- 41.3.1 to the Executive; and
 - 41.3.2 in the Interests Register.
- 41.4 Disclosure must be made as soon as practicable after that Officer becomes aware that it is interested in the Matter.
- 41.5 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
 - 41.5.1 must not vote or take part in the decision of the Executive and/or sub-committee relating to the Matter; and
 - 41.5.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - 41.5.3 may take part in any discussion of the Executive and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive and/or sub-committee (unless the Executive and/or sub-committee decides otherwise).
- 41.6 If 50% or more of the Executive are prevented from voting on the matter under clause 41.5.1, the Executive must call a Special General Meeting to consider and determine the Matter.

DISPUTE RESOLUTION

42. How a complaint is made

- 42.1 A Member or an Officer may make a complaint by giving to the Executive (or a complaints sub-committee) a notice in writing that:
 - 42.1.1 states the Member or Executive Member is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - 42.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 42.1.3 sets out any other information reasonably required by Te Akatoki.
- 42.2 Te Akatoki may make a complaint involving an allegation against a Member or an Executive Member by giving to the Member or Executive Member a notice in writing that:
 - 42.2.1 states that Te Akatoki is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - 42.2.2 states that Te Akatoki is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - 42.2.3 sets out the allegation to which the dispute relates.

- 42.3 The information given under subclause 42.2.1 or 42.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 42.4 A complaint may be made in any other reasonable manner permitted by the Constitution.

43. Person who makes complaint has right to be heard

- 43.1 A Member or an Executive Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 43.2 If Te Akatoki makes a complaint:
 - 43.2.1 Te Akatoki has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 43.2.2 an Executive Member may exercise that right on behalf of Te Akatoki.
- 43.3 Without limiting the manner in which the Member, Executive Member, or Te Akatoki may be given the right to be heard, they must be taken to have been given the right if:
 - 43.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 43.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 43.3.3 an oral hearing (if any) is held before the decision maker; and
 - 43.3.4 the Member's, Executive Member's, or Te Akatoki's written statement or submissions (if any) are considered by the decision maker.

44. Person who is subject of complaint has right to be heard

- 44.1 This clause applies if a complaint involves an allegation that a Member, an Executive Member, or Te Akatoki (the respondent):
 - 44.1.1 has engaged in misconduct; or
 - 44.1.2 has breached, or is likely to breach, a duty under the Constitution or bylaws or the Act; or
 - 44.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 44.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 44.3 If the respondent is Te Akatoki, an Executive Member may exercise the right on behalf of Te Akatoki.

- 44.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- 44.4.1 the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - 44.4.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 44.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 44.4.4 an oral hearing (if any) is held before the decision maker; and
 - 44.4.5 the respondent's written statement or submissions (if any) are considered by the decision maker.

45. Investigating and determining dispute

- 45.1 Te Akatoki must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 45.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

46. Society may decide not to proceed further with complaint

- 46.1 Despite clause 45, Te Akatoki may decide not to proceed further with a complaint if:
- 46.1.1 the complaint is trivial; or
 - 46.1.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - a) that a Member or an Executive Member has engaged in material misconduct:
 - b) that a Member, an Executive Member, or Te Akatoki has materially breached, or is likely to materially breach, a duty under Te Akatoki's Constitution or bylaws or the Act:
 - c) that a member's rights, interests, mana and/or wellbeing, or members' rights, interests, mana and/or wellbeing generally, have been damaged:
 - d) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - e) the person who makes the complaint has an insignificant interest in the matter; or

- f) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- g) there has been an undue delay in making the complaint.

47. Society may refer complaint

- 47.1 Te Akatoki may refer a complaint to:
 - 47.1.1 a sub-committee or an external person to investigate and report; or
 - 47.1.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 47.2 Te Akatoki may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

48. Decision makers

- 48.1 A person may not act as a decision maker in relation to a complaint if two (2) or more Executive Members or a complaints sub-committee consider there are reasonable grounds to believe the person may not be:
 - 48.1.1 impartial; or
 - 48.2.2 able to consider the matter without a predetermined view.

WINDING UP

49. Process

- 49.1 Te Akatoki may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 49.2 The Tumuaki shall give one month's notice to all Members of the proposed motion to wind up, liquidate, or remove Te Akatoki from the Register of Incorporated Societies and such notice shall include:
 - 49.2.1 details of the General Meeting at which any such proposal is to be considered;
 - 49.2.2 the reasons for the proposal; and
 - 49.2.3 any recommendations from the Executive in respect to such notice of motion.

- 49.3 Any resolution to wind up Te Akatoki or remove it from the Register of Incorporated Societies must be passed by a 75% majority of the Members present and voting.

50. Surplus assets

- 50.1 If Te Akatoki is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of Te Akatoki's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.