

TE KAUPAPA (CONSTITUTION)

OF

NGĀTI KĀPO O AOTEAROA

INCORPORATED

(14 November 2009)

**BANNISTER
& VON
DADELSZEN**

**BARRISTERS &
SOLICITORS**

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TE KAUPAPA (CONSTITUTION)

OF

NGĀTI KĀPO O AOTEAROA INCORPORATED

1.0 Constitution

1.1 The Society is constituted by resolution dated 14 November 2009.

2.0 Te Ingoa (Name)

2.1 The name of the Society is **NGĀTI KĀPO O AOTEAROA INCORPORATED** ("the Society").

3.0 Nga Huarahi (Aims and Purposes)

3.1 The objects of the Society are those charitable objects and purposes which are recognised by the Courts of New Zealand and the Charities Act 2005 as being charitable, specifically those objects and purposes that relieve poverty, advance education and are beneficial to the community, including to:

- (a) Provide or enable support, training, services and education opportunities for Ngati Kapo O Aotearoa (blind, vision impaired and deaf blind Māori in New Zealand),
- (b) Provide or enable support, training, services and education opportunities for Māori with various disabilities in New Zealand,
- (c) Uphold and respect the principles of Mana Kapo (the dignity of blind, vision impaired and deaf blind Māori),
- (d) Promote, support, sponsor and otherwise advocate for the better provision of resources and services to meet the needs of Ngati Kapo O Aotearoa,
- (e) Promote awareness and respect for the needs of Ngati Kapo O Aotearoa amongst iwi (Māori) and tauiwi (non-Māori),
- (f) Encourage facilitation with other entities that uphold similar purposes within Te Moana Nui a Kiwa (People of the Pacific Basin),
- (g) Uphold and maintain Nga Tino Rangatiratana (Self-Governing) of the Society by its members (Tangata) and actively involve Tangata in the operations of the Society and its support groups,
- (h) Incorporate Te Tiriti o Waitangi (the Treaty of Waitangi) principles and articles into the day-to-day operation of the Society, with respect to Taha Māori (the embodiment of being Māori) and Taha Wairua (Spiritual embodiment),
- (i) Instill, apply and maintain the principles of Tikanga Māori (Principal application of Māori values) in the ongoing operations of the Society, and
- (j) Make regulations or bylaws to advance the attainment of any of the above objects, and

- (k) Do any act or thing incidental or conducive to the attainment of any of the above objects.

3.2 Notwithstanding Rule 3.1:

- (a) The Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (b) No Member of the Society shall derive any personal pecuniary gain from membership of the Society.

4.0 Nga Mana (Powers)

4.1 In addition to its statutory powers, the Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its aims and purposes, and for that purpose may employ such people as may seem necessary or expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, exchange, bail, lease or otherwise dispose of property, rights or privileges with or without option or purchase to further or carry out its objects as may seem expedient,
- (c) May negotiate agreements and other contracts to achieve the Society's objects stated in clause 3.1,
- (d) May carry on business,
- (e) May invest in any investment, as long as such investment is not contrary to the Society's objects stated in clause 3.1, and
- (e) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all members or by notification in the public notices column of a local daily newspaper.

4.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any member.

4.3 Any transactions between the Society and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5.0 Nga Tangata (Membership)

5.1 The Members of the Society are those persons or organisations that are members of the Society at the time that the Society was incorporated pursuant to the Incorporated Societies Act 1908, and persons or organisations admitted as members of the Society after incorporation.

5.2 Any person resident in Aotearoa (New Zealand) is able to become a member, subject to the discretion of the Executive.

5.3 Classes of Membership

5.3.1 The Society shall have classes of membership as follows:

- (a) **Individual Member** - Any person, who on account of loss of sight are certified blind or partially blind within the definition of blindness recommended by the World Council for the Welfare of the Blind as a world standard may apply to become an Individual Member of the Society. An Individual Member of the Society, subject to being financial, shall have all the rights and privileges afforded to a member of the Society.
- (b) **Life Member** – Any Individual Member (pursuant to Rule 5.3.1(a)) may be afforded Life Member status in recognition of his/her continued and extraordinary service to the Society. In every case any award of Life Member status must be by written application to Te Tumuaki six (6) months prior to the Society’s Biennial Hui. Te Tumuaki will present their recommendation at the Biennial Hui and Life Membership will be confirmed by a resolution of Nga Tangata. Life Member status will entitle a Life Member to all of the rights and privileges of a financial Individual Member for the remainder of that Members life, but the recipient will not be required to pay the annual subscription.
- (c) **Honorary Member** - Any Individual Member (pursuant to Rule 5.3.1(a)) who is not eligible for Life Membership in accordance with Rule 5.3.1(b) may be afforded Honorary Member status in recognition of his or her continued and extraordinary service to the Society. In every case any award of Honorary Member status must be by written application to Te Tumuaki six (6) months prior to the Society’s Biennial hui. Te Tumuaki will present their recommendation at the Biennial Hui and Honorary Membership will be confirmed by a resolution of Nga Tangata. Honorary Member status will entitle an Honorary Member to all of the rights and privileges of a financial Individual Member apart from voting rights for the remainder of that Members life, but the recipient will not be required to pay the annual subscription.

- (d) **Whānau Member** - Any whānau (family) member of an Individual Member (as defined by Rule 5.3.1(a)) may apply to become a Whānau Member of the Society. A Whānau Member of the Society, subject to being financial, shall have all the rights and privileges of an Individual member of the Society apart from voting rights.
- (e) **Associate (Organisation) Member** - Any Organisation, whether incorporated or unincorporated, that operates for primarily charitable purposes may apply to become an Associate (Organisation) Member of the Society. An Associate (Organisation) Member must not do any act or thing that may threaten the Society's charitable nature. An Associate (Organisation) Member of the Society, subject to being financial, shall have the ability to speak at General Meetings of the Society but no other rights and privileges of membership. The annual subscription for Associate (Organisation) Members may be varied subject to that member organisations size, at the sole discretion of the Executive.
- (f) **Group (Single-Entity) Member** - Any Charitable Trust or Society, whether incorporated or unincorporated, whose aims and purposes uphold and carry out the principles of Te Tiriti o Waitangi, instill and apply Tikanga Maori in all spheres of operations, communications and business and whose aims and purposes are wholly similar to those defined at Rule 3.1 may apply to become a Group (Single-Entity) Member of the Society. A Group (Single-Entity) Member must not do any act or thing that may threaten the Society's Single-Entity Status with the Charities Commission. Group (Single-Entity) Members of the Society, subject to being financial, shall have all the rights and privileges of an Individual member of the Society apart from voting rights.
- (g) **Associate (Individual and Whānau) Member** - Any person or whānau who supports and agrees with the aims and purposes of the Society specified at Rule 3.1 may apply to become an Associate (Individual and Whānau) Member of the Society. An Associate (Individual and Whānau) Member of the Society, subject to being financial, shall have no speaking or voting rights.

5.3.2 The voting rights of members are set out in Rules 10, 11, 16 and 17.

- 5.4 The Secretary shall keep a membership register of all members recording their names, postal and street addresses, email addresses, telephone and facsimile numbers and the dates on which each member became a member of the Society. Every existing member has an obligation to advise the Secretary of any change of details, so that the change can be recorded by the Secretary in the register.
- 5.5 All members (and Executive members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.
- 5.6 The rights and duties of members are personal and cannot be assigned or transmitted to

any other person or entity. All of the rights that exist with membership end when membership expires or otherwise ends.

- 5.7 Copies of this constitution shall be provided (at cost) to any member on request.

6.0 Admission of Members

- 6.1 Applicants for any class of membership pursuant to 5.3.1(a)-(g) shall complete an application form provided by the Executive and supply such information as may be required by the Executive.
- 6.2 To become a member a person or organisation must be nominated by an existing member and accepted by the Executive, and must pay the annual subscription in accordance with these rules.
- 6.3 The application form for a person or organisation applying for membership of the Society must be in the form set out in Schedule 1 to these rules and must be lodged with the Secretary of the Society. The Secretary must refer the nomination to the Executive for consideration.
- 6.4 The Executive has the discretion to admit an applicant as a member. The Secretary must promptly notify an applicant requesting membership of the Executive's decision. If an applicant is accepted as a member, then that applicant must then pay the first year's annual subscription, unless that member has been afforded either Life Member or Honorary Member status pursuant to Rules 5.3.1(b) or 5.3.1(c). Once the subscription payment has been made and the Secretary has entered that person or organisation's name in the register of members, that person or organisation is then a member of the Society.

7.0 Subscriptions and Levies

- 7.1 In order to be considered a financial Member of the Society, the Executive requires each member to pay an annual subscription, unless a particular member has been afforded either Life Member or Honorary Member status pursuant to Rules 5.3.1(b) or 5.3.1(c).
- 7.2 The annual subscriptions for each of the Membership categories listed at rule 5.3.1 (or the amount of any periodic payments if the General Meeting decides that it is payable by instalments) for the following calendar year shall be set by resolution of the General Meeting. As noted at 5.3.1(e) the annual subscriptions for Associate (Organisation) Members may be independently set by the Executive.
- 7.3 Any member required to pay an annual subscription that fails to pay an annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears

are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Executive may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

- 7.4 At its sole discretion, the Executive may write off outstanding subscriptions and levies of members or former members.

8.0 Cessation of Nga Tangata Membership

- 8.1 Any member may resign from the Society by written notice to the Secretary, and on receipt by the Secretary such resignation shall take immediate effect.
- 8.2 The Executive may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed into receivership or liquidation.
- 8.3 Expulsion of Member:
- (a) Any person may make a complaint to the Executive that the conduct of a Member of the Society is or has been injurious to the character of the Society. Every such complaint shall be in writing and addressed to the Secretary.
 - (b) If the Executive considers that there is sufficient substance in the complaint made against a Member, it may invite that Member to attend a meeting with the Executive and give that Member the opportunity to be heard by the Executive by way of providing written notice of the complaint at least fourteen (14) days prior to a meeting of the Executive.
 - (c) At any meeting of the Executive, any member that is the subject of a complaint may provide any explanation for the conduct that is being complained of.
 - (d) If the Executive, after due enquiry and having given the member the right to be heard, does not consider that the explanation provided is satisfactory the Executive can resolve to expel that member for failure to comply with these Rules or any of the other duties of a member.
 - (e) After due enquiry and having given the member the right to be heard, the Executive may by letter invite any member within a specified time to retire for failure to comply with these Rules or any of the other duties of a member.
 - (f) If, after being invited by the Executive to resign, the Member does not so retire, the Executive may recommend at a General Meeting that the member be expelled, and after the member has been given the opportunity of being heard by, or providing written comments to the General Meeting, that Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting.
 - (g) A Member expelled by the Executive may, within fourteen (14) days, give written

notice of appeal to the Secretary. The Secretary shall then call a Special General Meeting to take place within twenty-one (21) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the Member shall be reinstated immediately.

- 8.4 A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the Society's financial year in which the membership was terminated, cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

9.0 Readmission of former members

- 9.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by a decision of the Executive.
- 9.2 However, if a former member's membership was terminated under either of Rules 8.2 or 8.3 the applicant shall not be re-admitted by the Executive without the prior approval of the members voting at a General Meeting (or a Special General Meeting called for that purpose).

10.0 Election of Officers and Te Tumuaki (Executive)

- 10.1 The Society shall be administered by the Executive, which shall comprise:
- (a) One (1) President and one (1) Vice-President, both of whom shall be kapo, who shall be elected at a General Meeting,
 - (b) One (1) kapo Executive Member, who shall be elected at a General Meeting and who shall hold office until the close of the next General Meeting after their election,
 - (c) Two (2) other Tumuaki Members, who shall be elected at a General Meeting and who shall hold office until the close of the next General Meeting after their election,
- all of whom shall hold office for the periods prescribed above and all of whom shall be available for re-election or re-appointment for a further term as the case may be, for their current position or different position on the Executive unless their resignation was received prior to the General Meeting.
- 10.2 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Society.
- 10.3 The election of Officers shall be conducted as follows:
- (a) Any nominee for office must, if required, be a financial member under Rule 5.3.1(a), (b), (c), (d), (f), and (g), and written nominations for nominees under Rule 10.1, accompanied by the written consent of each nominee, shall be

- received by the Secretary not less than fourteen (14) clear days before the date of the General Meeting.
- (b) Not less than seven (7) clear days before the date of the General Meeting the Secretary shall post to all Members entitled to vote a voting paper listing all Officer nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
 - (c) If there are insufficient valid nominations received under sub-Rule (a) above, but not otherwise, further nominations may be received from the floor at the General Meeting.
 - (d) Votes shall be cast in such manner as the chairperson of the General Meeting shall determine.
 - (e) The Secretary and some other Member (who is not a nominee) designated by the chairperson of the General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (f) In the event of any vote being tied the tie shall be resolved by the incoming Executive Board.
- 10.4 The Secretary and Treasurer or Secretary/Treasurer (who need not be members and who need not be Executive members elected under Rule 10.1) shall be appointed by the Executive and may be paid such remuneration or honorarium as the Executive may from time to time determine.
- 10.5 If a vacancy in the position of President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer) or other Executive member occurs between General Meetings that vacancy shall be filled by the Executive.
- 10.6 Any officer or other member of the Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

11.0 Management by Te Tumuaki (Executive)

- 11.1 From the end of each General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 11.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 11.3 The Executive shall meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise as convened by the President or Secretary, but must not meet any less than four (4) times per year.
- 11.4 All Executive meetings shall be chaired by the President or in the President's absence by

the Vice-President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

- 11.5 The Executive may co-opt any person to the Executive (in a non-voting role) for a specific purpose, or for a limited period, or generally until the next General Meeting.
- 11.6 The quorum for Executive meetings is three (3) Executive members, subject to the President or the Vice-President being present.
- 11.7 Only Executive members elected under Rule 10.1 or appointed under Rule 10.4 or 10.5 who are present in person or by telephone or video link shall be counted in the quorum referred to in Rule 11.6 and entitled to vote.
- 11.8 The Executive may appoint sub-committees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- (a) The quorum of every sub-committee is half the members of the sub-committee,
 - (b) No sub-committee shall have power to co-opt additional members,
 - (c) No sub-committee may commit the Society to any financial expenditure without express authority, and
 - (d) No sub-committee may delegate any of its powers.
- 11.9 The Executive and any sub-committee may act by resolution approved by not less than half the members of the Executive or sub-committee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 11.10 The Executive from time to time may create guidelines for the conduct and control of Society activities, but no such guidelines shall be inconsistent with these Rules. These Rules, and any other guidelines shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any member on request.
- 11.11 The President (and in the absence of the President, the Vice-President) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Society.
- 11.12 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 11.13 Members:
- (a) Of the Executive shall receive such honoraria as may be set by resolution of a General Meeting, and
 - (b) Of the Executive and of sub-committees shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Executive.

- 11.14 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.
- 11.15 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 11.16 The Executive may employ a person or company (including members pursuant to Rule 5.2.1) for the specific purpose of administering or managing the affairs of the Society ("the Manager"). The person or company so employed may employ other staff (as required and approved by the Executive) to assist with the administration and management of the Society.
- 11.17 Indemnity for the Executive:
- (a) No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
 - (b) The Officers, Executive, any sub-committees, and each of their members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

12.0 Secretary

- 12.1 The Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 12.2 The Secretary shall, after no more than 21 days after the minutes of any General Meeting are confirmed, report to all members with a written summary of those minutes.
- 12.3 The Secretary shall hold, unless otherwise directed, all of the Society's records, documents, and books.
- 12.4 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.
- 12.5 The Secretary shall be responsible to keep members of the Society informed of all significant events, by:
- (a) Maintaining regular communication with members,
 - (b) Providing such information as may be requested from time to time, and

(c) Completing other duties as may be required from time to time.

12.6 The Executive shall have the power in its discretion to suspend or remove the Secretary from office.

13.0 Registered Office

13.1 The Registered Office of the Society shall be at such place as the Executive from time to time determines.

14.0 Nga Putea (Finance)

14.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the General Meeting together with a budget for the next financial year.

14.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by two members of the Executive or the Secretary and counter-signed by a member of the Executive.

14.3 All money received on account of the Society shall be banked within seven days of receipt.

14.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.

14.5 The Society's financial year shall commence on 1 July of each year and end on 31 June of the following year.

14.6 Each General Meeting shall appoint a member of the Institute of Chartered Accountants of New Zealand (who is not a member of the Society) to act as an auditor and conduct an audit or limited review of the accounts of the Society and provide a certificate of correctness of the same.

15.0 Execution of Documents

15.1 The Common Seal of the Society shall be retained by the Secretary.

15.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:

(a) By affixing the Common Seal witnessed by the President or Vice-President and counter-signed by another member of the Executive, or

- (b) Where the document is not required by statute to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of the Society.

16.0 Biennial Hui's (General Meetings)

- 16.1 The General Meeting shall be held no later than 30 September in every second year at a time and place fixed by the Executive.
- 16.2 Special General Meetings may be called by the Executive or by written requisition to the Secretary signed by not less than a quarter of all Members.
- 16.3 At least 14 days before any General Meeting the Secretary shall post to all Members written notice of the business to be conducted at the General Meeting (including copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 16.4 The General Meeting may be attended by all members. Any financial Member entitled to vote pursuant to Rule 5.3.1, is entitled to one (1) vote on any issue to be resolved or decided at a General Meeting. That vote must be given personally or by proxy. If votes on any issue are tied, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.5 Any financial Member entitled to vote pursuant to Rule 5.3.1, is entitled to vote by written proxy in favour of another financial Member with voting rights, but no other proxy voting shall be permitted.
- 16.6 The quorum for a General Meeting is one-quarter (1/4) of all financial Members of the Society with voting rights pursuant to Rule 5.3.1. If a quorum is not present at any General Meeting, then the Executive may resolve to hold a postal ballot in accordance with the procedures set out in rule 16.8(a)(v).
- 16.7 All General Meeting's shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 16.8 (a) Votes shall be exercised as follows:
 - (i) At General Meeting's voting shall be by voices, by show of hands or, on demand of the chairperson or any financial Member present, by secret ballot, and on any secret ballot each financial Member entitled to vote pursuant to Rule 5.3.1, shall be entitled to one (1) vote.
 - (ii) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.

- (iii) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (v) of this Rule,
- (iv) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (v) of this Rule, and
- (v) In respect of postal ballots held under this Rule:
 - Only financial Members entitled to vote pursuant to Rule 5.3.1 may vote in any postal ballot,
 - The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial Members (excluding the date of posting),
 - In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a simple majority of two-thirds of the financial Members entitled to vote pursuant to Rule 5.3.1,
 - Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email,
 - The Secretary shall declare the result of the postal ballot, and
 - The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (b) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting when the resolution was adopted or whether they voted.

16.9 The business of a General Meeting shall be:

- (a) Minutes of the previous General Meeting,
- (b) Annual Report of the Executive,
- (c) Statement of Accounts,
- (d) Election of any Patron(s), the Officers, and the Executive,
- (e) Motions of which notice has been given,
- (f) Approval of a budget for the next financial year, and
- (g) General business.

16.10 Any member wishing to give notice of any motion for consideration at the General Meeting shall forward written notice of the same to the Secretary not less than twenty-eight (28) days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

17.0 Alteration of Rules

17.1 This Constitution may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority vote of the Members present and entitled to vote at

any General Meeting or Special General Meeting, but not in any way which would alter the exclusively charitable nature of the Society or the provisions of Rule 3.2 hereof or alter Rule 18.2 hereof or threaten the registration of the Society as a charitable single-entity with the Charities Commission.

- 17.2 Any proposed motion to amend or replace these Rules shall be signed by at least three (3) members and given in writing to the Secretary at least twenty-eight (28) days before the General Meeting or Special General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 17.3 At least fourteen (14) days before the General Meeting or Special General Meeting at which any such proposal is to be considered the Secretary shall post written notice to all Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.

18.0 Winding up

- 18.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 18.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such charitable purposes in New Zealand as the Executive determines similar to those expressed in rule 3.1 of this constitution, but no distribution shall be made to any Member.

GLOSSARY

Hui: Gathering

Iwi: People

Kaupapa: Constitution

Koreo mo nga take whakarongo ake ki tatou: Listen to those who are discussing issues

Mana Kāpo: The dignity of blind Māori

Moana Nui a Kiwa: People of the Pacific Basin

Nga Huarahi: Aims and Purposes

Nga Mana: Dignity of all

Nga Putea: Finances, money

Nga Tangata: Persons plural

Nga Whakahaere: Co-ordinated responsibilities

Ngāti Kāpo o Aotearoa Inc.: Blind Māori of New Zealand

Roopu: Group

Taha Māori: The embodiment of being Māori

Taha Wairua: Spiritual embodiment

Tangata: Person single

Tangata Whenua: People of the land

Tauīwi: Non-Māori

Te Ingoa: Name

Te Tari: The office of Te Tumuaki

Te Taumata: Structure

Tikanga Māori: Principal application of Māori values

Tino Rangatiratanga: Self-Governing

Tumuaki Matua: President

Tumuaki Tuarua: Vice-President

Whakapumau Mahi: Business of/or work of