

Constitution

of



Te Kaunihera o Nga Neehi Maori o Aotearoa Incorporated

Under the Incorporated Societies Act 1908

We, the undersigned, all being members of Te Kaunihera O Nga Neehi Maori, confirm that this constitution is the current constitution of Te Kaunihera O Nga Neehi Maori following the passing of amendments at the Annual General Meeting held 26th August 2005.

(Name) _____ (Signature) _____

(Name) _____ (Signature) _____

(Name) _____ (Signature) _____

This is the current constitution of Te Kaunihera O Nga Neehi Maori following the passing of amendments at the Annual General Meeting held 26th August 2005.

1.0 Name

- 1.1. The name of the organization shall be **Te Kaunihera o Nga Neehi Maori Incorporated**. For ease of reference in this Constitution it is referred to as “Te Kaunihera o Nga Neehi Maori”.

2.0 Kaupapa

- 2.1 **Waerea Te Ara Ki Te Ora – Clearing the Way to Total Well Being**
- 2.2 The overall mission of Te Kaunihera o Nga Neehi Maori is to contribute to the positive improvement of the health and well being of Maori in Aotearoa / New Zealand, including iwi, hapu and whanau.
- 2.3 Te Kaunihera o Nga Neehi Maori is established exclusively for charitable purposes carried out within Aotearoa/New Zealand and the Executive Committee shall ensure that no part of Te Kaunihera o Nga Neehi Maori’s assets, fund or other property is used for any non-charitable purpose whatsoever.
- 2.4 “Charitable purposes” means purposes for the advancement of education or activities for the benefit of the community, or as otherwise defined from time to time by statute, the Courts or the Inland Revenue Department.
- 2.5 Nothing expressed or implied in this Constitution shall permit the activities of Te Kaunihera o Nga Neehi Maori to be carried out for the private pecuniary profit of any individual.
- 2.6 Nothing in this constitution will authorize the derivation of income to which section CB4 (1) (e) of the Income Tax Act 1994 applies and which is excluded from exemption from income tax by section CB4 (1) (e).

3.0 Objects

- 3.1 Subject to clauses 2.1 – 2.5 above, the objects shall be:

- to contribute to the improvement of the health status of Maori in Aotearoa/New Zealand, including iwi, hapu and whanau
- to contribute to and promote the education of Maori, their communities, iwi, hapu and whanau about health matters, including without limitation, injury and disease prevention and healthy living
- to monitor the provision of health services to Maori, and to contribute to and promote the education of provider staff and organizations to enable them to provide services in a culturally appropriate way
- to provide education and assistance in the achievement of quality health standards and best practice with a view to achieving better health outcomes for Maori
- to contribute to and promote improving access by Maori to health services, and in particular early access
- to acknowledge and promote traditional healing practices which address the cultural and spiritual needs of Maori
- to lead, influence and assist in research, planning and implementation of health service provision, health education and promotion programmes for Maori that may also include Joint Ventures with other similar organisations who support the kaupapa of Te Kaunihera o Nga Neehi Maori throughout Aotearoa/New Zealand and may also include other indigenous communities worldwide.
- to disseminate health information to whanau, hapu and iwi and Maori health and disability provider networks
- to promote and support the recruitment and retention of Maori in all areas of health and disability service provision
- to advocate on behalf of Maori who use health services, and on behalf of Maori staff members who work in the health and disability sector, to contribute to improved service provision and health outcomes for Maori
- Such other objects as the Executive Committee may from time to time determine, provided however that such objects are consistent with the clauses 2.1-2.5 above.

4.0 Membership / Branches

- 4.1 Any person who is approved by the Executive Committee shall be entitled to become a member of Te Kaunihera o Nga Neehi Maori. The Executive Committee shall maintain an up-to-date register of members.

- 4.2 The Executive Committee shall set annual subscription amounts for members and specify the due date for payment. All subscriptions shall be paid to the agent appointed by the Executive Committee. The Executive Committee may declare that any member is deemed to have resigned if that member's subscription remains unpaid for more than 60 days after the due date for payment.
- 4.3 Any member may be elected as a *Life Member* of Te Kaunihera o Nga Neehi Maori at an Annual or Special General Meeting upon passing of a resolution to that effect by a majority of 75% of members entitled to vote.
- 4.4 Any six or more members who live in the same area may form a Branch Committee and shall notify the Executive Committee in writing of its existence. The role of the Branch Committees shall be to monitor at the local level issues and developments which are relevant to Te Kaunihera o Nga Neehi Maori's kaupapa and objectives, disseminate information from Te Kaunihera o Nga Neehi Maori to local whanau, hapu and iwi, to advise the Executive Committee and to forward (in writing) recommendations to the Executive Committee.

5.0 The Executive Committee

- 5.1 Subject to the terms of this constitution and the provisions of the Incorporated Societies Act 1908, the Executive Committee shall be responsible for the activities of Te Kaunihera o Nga Neehi Maori, including without limitation, the pursuance and achievement of Te Kaunihera o Nga Neehi Maori's kaupapa and objectives, and conduct of its day-to-day activities.
- 5.2 The Executive Committee shall have all such powers as are necessary to discharge its responsibilities under clause 5.1 above
- 5.3 Without limiting the generality of clauses 5.1 and 5.2, and by way of illustration only, the Executive Committee shall have the powers set out in Schedule A annexed to this Constitution. These powers include the power to borrow, the control and investment of Te Kaunihera o Nga Neehi Maori common seal as required by sections 6 (h), (i) and (j) of the Incorporated Societies Act 1908.

- 5.4 Te Kaunihera o Nga Neehi Maori Executive Committee will draw its representation from the Branches that have a minimum of six paid National Council Members.
- 5.5 The President shall be a qualified health professional with a minimum of three years experience and a diploma or degree in Nursing or better. The President may reside anywhere in Aotearoa / New Zealand.
- 5.6 All members shall vote for the office of President. Branch Members shall be entitled to vote for their Executive Committee representative prior to attending the Annual General Meeting.
- 5.7 The President and all Executive Committee members shall be elected at Annual General Meetings and subject to clauses 5.9 and 5.10 below and shall serve for terms of three years. The President shall be entitled to stand for re-election.
- 5.8 All Executive Committee members will be announced at Annual General Meetings, and subject to clause 5.9 below shall serve for terms of three years.
- 5.9 The President and all the Executive Committee members may be removed from office at any General Meeting upon the passing of a resolution of no-confidence by a majority of 75% of members entitled to vote. No such resolution shall be proposed or passed without an accompanying resolution proposing new officers.
- 5.10 The Executive Committee shall ensure that at all times, the following documents are in existence and are available for inspection by any member:
- strategic plan for a minimum of three years
 - annual plan
 - annual budget

(Provided however that upon adoption of this Constitution, the Executive Committee shall have six months to produce the first documents)

6.0 Vacancies

- 6.1 The office of any member of the Executive Committee shall be vacated if the member:

- becomes bankrupt; or
- by his or her actions brings the Executive Committee into disrepute; or
- becomes of unsound mind or becomes a protected person under the Personal and Property Rights Act 1988; or
- resigns his or her office in writing to the Executive Committee; or
- is absent without leave from three consecutive meetings of the Executive Committee.

7.0 Executive Committee Meetings

- 7.1 The Executive Committee shall meet at least six monthly or more frequently if necessary. Any Executive Committee member shall be entitled to call a meeting of the Executive Committee by giving 10 days notice in writing to the other Executive Committee members. The notice period may be shorter if all Executive Committee members agree. The Executive Committee shall be entitled to conduct meetings via teleconference or videoconference.
- 7.2 The quorum for any meeting shall be a minimum of five members.
- 7.3 The Executive Committee shall determine its own meeting procedure. In the absence of the President the members present shall elect a chairperson.
- 7.4 Executive Committee members shall endeavor to make their decisions by consensus. In the event that consensus is not reached, the Executive Committee members shall vote and the majority view shall prevail. If the Executive Committee members are evenly split on any issue, the status quo shall prevail.
- 7.5 Notwithstanding clause 7.3, if any Executive Committee member is of the view that there is any issue over which the Executive Committee is in dispute, and which materially effect the achievement of the objects or purposes of Te Kaunihera o Nga Neehi Maori as set out in this Constitution, the Executive Committee member may refer the matter in writing to the Patron / Patroness.
- 7.6 The Executive Committee shall participate in, and abide by the outcome of any dispute resolution process, which may be specified by the Patron / Patroness as a

result of any matter being referred under clause 7.4 for the avoidance of doubt, other than for process, the Patron / Patroness shall not make any decision on any matter, which is in dispute amongst the Executive Committee.

- 7.7 Written minutes shall be kept of all Executive Committee meetings and resolutions. The Executive Committee shall ensure that copies of all minutes are provided to the Patron / Patroness at the same time they are provided to Executive Committee members.
- 7.8 Executive Committee resolutions may be made by way of the proposed resolution being circulated to all Executive Committee members in writing via personal delivery, post, fax, or email. Each Executive Committee member may approve the resolution by signing his or her consent to the document.

8.0 Te Whakaruruhau

- 8.1 At an Annual General Meeting, members shall elect a person to the office of Patron / Patroness for a life term.
- 8.2 The role of the Patron / Patroness shall be to advise and assist the President and the Executive Committee, to facilitate dispute resolution if required under clauses 7.4 and 7.5 and to rule on any voting issues at any General Meeting.
- 8.3 A Kahui kaumatua is integral of Te Whakaruruhau. At an Annual General Meeting kaumatua joining the Kahui will be announced. The term is a life term.
- 8.4 The goals of the Kahui Kaumatua are to demonstrate the qualities of leadership; to provide a kupenga of wellbeing and safety for Te Kaunihera o Nga Neehi Maori; to provide access to the traditional knowledge and skills of whakapapa and tikanga that contribute to the work of Te Kaunihera o Nga Neehi Maori.
- 8.5 The main tasks of the Kahui Kaumatua are to assist Te Kaunihera o Nga Neehi Maori internally and externally of its operations and functions; contribute to the development of all Te Kaunihera o Nga Neehi Maori planning; presentations and development through the use of reo and tikanga; bring to Te Kaunihera o Nga Neehi

Maori their understanding of the wellbeing of our people; promote and support the kaupapa of Te Kaunihera o Nga Neehi Maori.

9.0 Funding

- 9.1 Te Kaunihera O Nga Neehi Maori will be entitled to set annual membership fees.
- 9.2 Te Kaunihera O Nga Neehi Maori through its accountant will keep proper books of accounts.
- 9.3 All funds received by or on behalf of Te Kaunihera O Nga Neehi Maori will be paid into their bank account.
- 9.4 All cheques and withdrawal slips drawn on Te Kaunihera O Nga Neehi Maori's account will be signed by a minimum of two Executive Committee members authorised to do so.
- 9.5 Te Kaunihera O Nga Neehi Maori must cause the accounts of the Trust to be audited by a Chartered Accountant who is a member of the Chartered Accountants Institute of New Zealand appointed for such purpose.

10.0 Annual General Meetings

- 10.1 Te Kaunihera O Nga Neehi Maori shall hold an Annual General Meeting of members in July or August of each year. The quorum shall be a minimum of 15 members present.
- 10.2 The business of any Annual General Meeting shall include:
 - election of President only every three years
 - receipt of the annual report
 - election of officers
 - disposal of resolutions
 - general business
- 10.3 Branch nominations for the Executive Committee positions to be received by the Executive Committee no later than 31st May in any year.

- 10.4 The Executive Committee must receive nominations for President no later than 31st May in the required year (in a form specified by the Executive Committee). Any member wishing to vote for the president by proxy must be a registered financial member and shall notify the Executive Committee in writing of his or her intention to do so no later than 7 days prior to the meeting, and shall sign a proxy form (which shall be in a form specified by the Executive Committee) for presentation at the meeting. Any member may propose any resolution for submission at the Annual General Meeting.
- 10.5 Any member wishing to vote must be a registered financial member 7 days prior to the meeting.
- 10.6 Any proposed resolution must be in writing, seconded, specify the resolution, include reasons for the resolution and be received by the Executive Committee no later than 31st May in any year.
- 10.7 The Executive Committee shall give no less than 20 days written notice to all members of the date, time and place of the Annual General Meeting. In addition to the notice of meeting, the Executive Committee shall forward the meeting agenda, including all nomination for President and proposed resolutions.
- 10.8 Resolutions shall be carried if they are passed with a majority of 51% or more of the members entitled to vote. All financial members of Te Kaunihera O Nga Neehi Maori shall be entitled to vote on any resolution, either in person at the meeting, or by proxy vote.
- 10.9 Any member wishing to vote on any resolution by proxy, must be a registered financial member and shall notify the Executive Committee in writing of his or her intention to do so no later than 7 days prior to the meeting, and shall sign a proxy form (which shall be in a form specified by the Executive Committee) for presentation at the meeting.
- 10.10 If there is dispute or uncertainty about the validity of any proxy vote, the matter shall be referred to the Patron / Patroness whose decision shall be final.

- 10.11 Upon receipt by the Executive Committee of a written request signed by no less than 20 members the Executive Committee shall convene a Special General Meeting no later than 30 days after receipt of the request. The Executive Committee shall forward to every member a notice of meeting, and an agenda, including the proposed resolutions no later than 10 days prior to the meeting.
- 10.12 The written request specified in clause 10.11 shall include the reasons for calling the meeting, and seconded resolutions for submissions to the meeting.
- 10.13 Any non-compliance with any of the meetings provisions of this Constitution may be ratified by a resolution passed by a majority of at least 75% of members entitled to vote.

11.0 Chief Executive and Business Unit

- 11.1 The Executive Committee may from time to time appoint and dismiss such an employee as it is considered necessary for the exercise and performance of the functions and powers of Te Kaunihera O Nga Neehi Maori.
- 11.2 The Executive Committee may pay to its employee a salary and allowances as it thinks fit PROVIDED ALWAYS any income paid to any person employed by the society shall be reasonable and relative to that which would be paid in an open market and no amendments to this provision shall be made at any time.

12.0 Alterations / Additions / Rescinding the Constitution

- 12.0 Subject to clauses 12.2 and 12.3, this Constitution may be altered, added to, or rescinded (whether wholly or in part) upon the passing of a resolution at a General Meeting with a majority in favour of 75% or more of members entitled to vote.
- 12.0 No resolution relating to this Constitution shall be proposed or passed if the effect of such resolution is, or is likely to be, to take away Te Kaunihera O Nga Neehi Maori's charitable status. Without limiting the generality of the preceding sentence, no resolution shall permit the addition of any non-charitable purpose, object or activity or any purpose or activity that is inconsistent with the objects set out in clause 3.1.

- 12.0 No resolution shall be proposed or passed if the effect of such resolution is to permit the activities of Te Kaunihera O Nga Neehi Maori to be carried out for the private pecuniary profit of any individual.

13.0 Winding Up / Disposition of Property

- 13.1 Te Kaunihera O Nga Neehi Maori may be put into liquidation upon passing of a resolution at a General Meeting with a majority of 75% or more of members entitled to vote.
- 13.2 In the event of winding up, Executive Committee or the Liquidator shall transfer Te Kaunihera O Nga Neehi Maori's surplus funds, assets and other property to another organisation which has exclusively charitable purposes to be carried out exclusively within Aotearoa / New Zealand and which are similar to the purposes or objects of Te Kaunihera O Nga Neehi Maori.