

RULES OF THE FEDERATION OF MAORI AUTHORITIES
(Incorporated)

(Amendment for registration under the
Incorporated Societies Act 1908)

1. NAME

The name of the Society is the FEDERATION OF MAORI AUTHORITIES (Incorporated).

2. DEFINITIONS AND INTERPRETATION

2.1 In these Rules unless the context otherwise requires,--

"District" means a district to which a member is determined by these Rules for electoral purposes to belong to either of the Taitokerau, Tainui, Te Arawa, Mataatua, Ngati Tuwharetoa, Tairāwhiti, Takitimu, Aotea, Te Upoko-o-te-Ika, Te Tau Ihu-o-te-waka-a-Maui and Te Waipounamu districts.

"Executive" means the Executive Committee appointed by these Rules.

"Federation" means the Federation of Maori Authorities (Incorporated).

"Maori Authority" means--

(a) A Maori incorporation constituted under or continued by Te Ture Whenua Maori Act 1993;

(b) An Ahuwhenua Trust constituted under or continued by Te Ture Whenua Maori Act 1993;

(c) A Maori Trust Board constituted under the Maori Trust Boards Act 1955 and which manages Maori freehold land;

(d) A company where more than 50 percent of the shareholding of which is owned by Maori authorities; or

(e) The Maori Trustee.

(f) Any other class or classes of membership as may be resolved by the Executive from time to time.

"Secretary" means the person appointed by the Executive as Secretary of the Federation.

"Special resolution" means a resolution under Rule 17 to alter these rules or a resolution under Rule 18 to wind up the Federation or any other resolution considered by the Executive to warrant being so classified.

2.2 In these Rules, where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer also to the other gender.

3 OBJECTS:

3.1 The objects of the Federation shall be:

- (a) Primary Object.--To protect to foster and to advance the interests of the Federation and to do all things necessary conducive incidental or ancillary for the efficient and effective servicing of such interests and objects subject priority to continue and to increase capacity to provide such services.
- (b) Primary Object.--To foster and promote the development, sound management and economic advancement of Maori authorities.
- (c) To promote the interests of the Federation to central Government and other bodies and to make representations or submissions on relevant matters of law, legislative measures, or policies.
- (d) To encourage the formation and improvement of communications.
- (e) To encourage enrolment of eligible members in the Federation.
- (f) To promote or initiate any service for the benefit of members.
- (g) To collect or research economic technical and statistical information of interest to the Federation and to provide information advice and assistance suited to the needs of members.
- (h) To promote or assist training of managers of Maori Authorities and to develop quality assurance measures to enhance the mana of the businesses of Maori Authorities.
- (i) To promote harmony between Maori Authorities and their employees.
- (j) To encourage engagement by Maori Authorities and their commercial enterprises of appropriate skilled persons for special assignments.
- (k) To seek and promote investment opportunities for Maori Authorities.
- (l) To promote the wise and sustainable use of land resources.
- (m) To promote the efficient and effective marketing of products by Maori Authorities.
- (n) To set up or take shares in any company, or to promote any company, joint venture or cooperative enterprise, which is calculated to benefit Maori Authorities either directly or indirectly.

4. MEMBERSHIP AND RIGHTS OF MEMBERS

- 4.01 Subject to these rules, any Maori Authority shall be eligible to be a member of the Federation and to make application for membership in such form as may be prescribed by the Executive from time to time.
- 4.02 Every member shall be deemed to have notice of these rules and of any regulations made and shall be bound by these provisions.
- 4.03 An applicant for membership shall forward with such application payment of the fixed subscription for that year or completion of an approved form or order on some Bank, Firm, or Company for the payment of the amount of such subscription.

4.04 An applicant for membership shall for the purposes of Rule 6.09 nominate the district to which it desires to belong and failing such nomination, the matter shall be determined by the Executive whereafter the member shall be so enrolled. No member shall be enrolled to belong to a district which in the opinion of the Executive it does not belong to unless the Executive is satisfied that the member is identified with that district.

4.05 On confirmation of an application for membership by the Executive, and receipt of payment of the required subscription, the secretary shall enrol the member and notify the member accordingly.

Where the application is not confirmed, any payment received from the applicant shall be returned to the applicant.

4.06 Right to vote

Each financial member shall be entitled to one vote only at general meetings of the Federation and which shall be exercised by one person appointed by the member in form prescribed by the Executive from time to time and lodged with the Secretary before a general meeting.

4.07 Service of notice

Every notice required to be given to the Members or any of them is deemed to have been duly delivered if posted to the Member in a prepaid letter addressed to the Member at the Member's last known place of business or residential address.

4.08 Confidentiality

All information in any way relating to the affairs of the Federation or of any member of the Federation which is received by a Member shall be treated as secret and confidential. This obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the Federation.

4.09 Indemnity

No action in law or other claim may be taken by Members or their executors or administrators against any other member of the Federation or Committee or officer in pursuance of the provisions of these Rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering any act, matter or thing. No member of the Executive is liable for any loss or expenses of the Federation or any Member unless it occurs as a result of wilful default.

4.10 Liability of Members

No member is under any liability in respect of any contract, debt or other obligation made or incurred by the Federation.

5 TERMINATION OF MEMBERSHIP

5.1 Any member of the Federation who fails in the observance of any law, rule, regulation, bylaw or code of ethics of the Federation which for the time being members are expected to observe, or whose character or business methods are considered by the Executive not to be in the best interests of the Federation or whose business activities do not in the opinion of the Executive entitle that member to continue to be a member may be suspended pending redress to the satisfaction of the Executive or may be removed from the Federation by resolution of the Federation at an annual general meeting.

5.2 Any member wishing to resign from the Federation must give 3 months prior written notice thereof to the Secretary.

- 5.3 Any Maori Authority ceasing to be a member of the Federation for any cause whatsoever shall nevertheless remain liable to the Federation for all subscriptions and other moneys which may have become due by such Maori Authority prior to termination of its membership.
- 5.4 The name of any member whose subscription remains unpaid for 6 months after the end of the financial year in respect of which such subscription is payable may be removed from the roll of membership by resolution of the Executive, and in the event of a member's subscription not being paid within 12 months, it shall automatically cease to have the privileges of membership.
- 5.5 A Maori Authority whose membership has been suspended or who has ceased to be a member of the Federation shall not thereafter hold itself out to be a member of the Federation or use any trademark, tradename, logo, or other mark of identification of the Federation, or disclose any confidential information relating to the Federation or any other member of the Federation.
- 5.6 Any Maori Authority ceasing to be a member of the Federation must upon demand of the Executive return to the Federation any property of the Federation then under that Maori Authority's possession or control.

6. GENERAL MEETINGS OF THE FEDERATION

6.01 Notice

Not less than one months written notice shall be given to all financial members of the date place and time of a Annual General Meeting, Conference or Special General Meeting and of the business to be transacted thereat.

6.02 Annual General Meeting

The Federation shall hold an Annual General Meeting once in every calendar year between the 1st of July and 31st of October at a time and place determined by the Executive to attend to the following business:

- (a) To receive the annual report of the Executive and the audited annual accounts of the Federation.
- (b) To approve a budget produced by the Executive for the forthcoming year;
- (c) To fix the annual membership subscription and entrance fee (if any) for the ensuing year;
- (d) To fix the meeting fees of the Executive;
- (e) To elect where necessary persons to fill any vacancies in the membership of the Executive;
- (f) To decide on any special resolution by a majority of at least two thirds of the financial members.
- (g) To consider any other matter as may be properly brought before the meeting.

6.03 Conference

The Executive may in conjunction with the Annual General Meeting hold a conference of the Federation to hear invited speakers, see demonstrations or attend field visits and may for these purposes charge a registration fee for such conference to defray costs of servicing the Annual General Meeting and Conference.

6.04 Special General Meetings

A Special General Meeting of the Federation may be convened at any time by the Executive -

- (1) Upon resolution of the Executive; or
- (2) Upon a requisition in writing signed by not less than one-third of fully paid up financial members of the Federation.
- (3) Any requisition for the calling of a Special General Meeting shall clearly state the purpose for which the meeting is required including the notice of motion to be considered, shall be served on the Chairperson and the Secretary who shall communicate the same to the Executive.
- (4) Each member requisitioning such meeting shall pay a bond and give a written undertaking to the Executive to meet all costs namely:
 - (a) Administration costs and disbursements associated with the convening of such meeting; and
 - (b) All reasonable meeting costs as the Executive thinks fit;
 - (c) A bond of such amount as shall be determined by the Executive. Such undertaking and payment of a bond shall be construed as a condition precedent to the convening of a Special General Meeting.
 - (d) On receipt of any requisition made in accordance with subclauses (1) and (2) of this clause or any resolution by the Executive for the calling of a Special General Meeting, the Executive shall fix a time and place therefore and convene a Special General Meeting accordingly.

Such Special General Meeting shall be held within three months after the receipt of such requisition and undertakings as to costs and payment of bond.

6.05 Chairperson

At all general meetings, the Chairperson or the Deputy Chairperson, or in their absence, any other member of the Executive or otherwise a duly elected Chairperson, must take the chair at the General Meetings.

6.06 Representation at General Meetings

Each financial member shall in the form prescribed by the Executive appoint a person to be its voting representative at meetings of the Federation.

6.07 Quorum

Subject to Rule 18, the quorum at any general meeting of the Federation shall be one-third (1/3) of the financial members.

6.08 Voting

Every financial member shall be entitled on every motion to one vote exercised in person, by proxy or in writing. In the case of an equality of votes the Chairperson shall have a casting vote as well as a deliberative vote. The mode of voting on all questions other than elections shall be by voices or if the Chairperson or any 3 members so require by a show of hands. On all elections and any other issue so determined by the Chairperson, voting shall be by secret ballot for which purpose not less than 2 scrutineers shall be appointed. Where there is a tie in the election, the Chairperson may order a further election or exercise his casting vote.

6.09 Election of the Executive

The Secretary shall receive nominations in writing for vacant positions on the Executive not less than 7 days before the day of the annual general meeting from each of the following ten districts in which members are enrolled: Taitokerau, Tainui, Te Arawa, Mataatua, Tairawhiti, Takitimu, Aotea, Te Upoko-o-te-Ika, Te Tauihu-o-te-waka-a-Maui and Te Waipounamu. Such nominations shall be decided upon by the financial members of each district and where there is more than one nominee from a district there shall be an election held for the district position.

6.10 Voting for Election of a Member to the Executive

Where a vote becomes necessary for the election of a member to the Executive, all financial members of the Federation shall be entitled to exercise a vote.

7. THE EXECUTIVE

7.01 There shall be an Executive Committee ("the Executive") of the Federation consisting of ten (10) persons. Any New Zealand citizen may be elected to be a member of the Executive.

7.02 Term of Office

Each elected member of the Executive shall hold office for a period of about 3 years starting from the date of his election at an annual general meeting and ending upon the date of the annual general meeting in the third calendar year thereafter. Notwithstanding this provision, each member of the Executive inclusive of the Chairperson, unless he sooner vacates office, shall continue to hold office until his successor comes into office.

7.03 Retirement

The order of retirement of members of the Executive shall by year at the annual general meeting and by District and in like continuing manner be:

1993 Mataatua, Tainui, Te Upoko-o-te-Ika, Te Tauihu-o-te-waka-a-Maui
1994 Waipounamu, Takitimu, Te Arawa
1995 Aotea, Tairawhiti, Taitokerau

7.04 Extra-ordinary Vacancies

Where a member of the Executive dies, or becomes mentally disordered, or resigns, or is declared bankrupt, or is convicted of an offence punishable by imprisonment, or fails to attend three consecutive meetings of the Executive in person, the Executive may declare the office of the member to be vacant, and where possible notify the member accordingly. The powers of the Executive shall not be affected by any such vacancy, and any such vacancy shall become the subject of election at the next Annual General Meeting. The person so elected to fill the vacancy shall hold office for the residue of the term of his predecessor.

7.05 Chairperson

At the first Executive meeting following the Annual General Meeting, or following the vacation of office by the Chairperson or Deputy Chairperson, the Executive shall appoint from among its members a Chairperson and Deputy Chairperson and may for the Chairperson pay such honorarium as the Executive sees fit.

7.06 Deputies

Every Executive member may from time to time in writing appoint a deputy to attend any meeting of the Executive in his stead. Such deputy shall have all the powers (excepting that of Chairman or as signatory to Federation cheques and any other financial instruments) of the Executive member being deputised.

7.07 Meetings and Quorum

Meetings of the Executive may be convened at such times or places as the Chairperson appoints, or as the Secretary appoints in the case of the Chairperson's absence disability or refusal to act. The quorum of the Executive shall be six Executive members.

7.08 Telephone Meetings

The Executive may hold telephone meetings. Before a telephone meeting proceeds to business, the Chairperson shall ask each member taking part in turn to respond by way of confirmation that he is in fact linked to and is taking part in the telephone meeting. The Chairperson shall thereupon announce to the telephone meeting the names of those members who have responded. The members so named shall be conclusively deemed to be present at the telephone meeting and, unless given permission to leave by the Chairperson, to have been present at all times during the telephone meeting. A minute of the proceedings at a telephone meeting shall be conclusive evidence of the proceedings and the regularity of the meeting if certified as a correct minute by the Chairperson.

7.09 Procedure

Except as provided for in these rules, the Executive shall regulate its procedures as it sees fit.

7.10 Fees and expenses

Executive members shall be paid such meeting fees as may be fixed by the Federation in general meeting and shall be reimbursed reasonable travelling and other expenses incurred in attendance upon meetings of the Executive.

8. POWERS OF THE EXECUTIVE

The powers of the Federation are vested in the Executive, inclusive of any power conferred by these Rules or by special resolution passed at a general meeting, and powers--

- (a) To pursue the primary objects and all or any of the objects of the Federation and to limit such activity for the benefit of members.
- (b) To exercise within and outside New Zealand full capacity rights powers and privileges in the discharge of the obligations of the Federation in the best interests of members, to carry on or undertake any business or activity, do any act, or enter into any transaction.
- (c) To appoint any person sub-Committee or body under the proper control of the Executive to carry out any specified tasks or duties, and to terminate any such appointment from time to time.
- (d) To invest and re-invest from time to time in such securities and upon such terms as it thinks fit the whole or any part of the funds which are not required for the immediate business of the Federation.
- (e) To charge for services provided.

- (f) To borrow or raise money, with or without security, and to secure payment of moneys so borrowed by mortgage or debenture over, or charge upon, all or any of the real or personal property of the Federation.
- (g) To contract with or act as agent for any authority corporation Government Department, State-Owned Enterprise or person to facilitate or carry out any scheme of benefit or advantage to members of the Federation, subject to prior and proper acceptance of authority to do so.
- (h) To hold any agency for any insurance company in respect of all or any type of insurance writing including reinsurance.
- (i) To purchase lease or otherwise acquire land, buildings, and other real and personal property, and to sell lease exchanges and otherwise deal with same.
- (j) To construct maintain or alter any buildings or work necessary or convenient for the Federation.
- (k) To exercise any power or authority conferred by any act of Parliament.
- (l) To prevent stop or reduce any wasteful use of the resources of the Federation.

9. DUTIES OF THE EXECUTIVE

It is the duty of the Executive to ensure the proper management and conduct of the affairs of the Federation and to attend to all service requirements of the Federation required by these rules.

10. STAFF AND EMPLOYEES

10.1 Secretary and Treasurer

The Executive may from time to time appoint a fit and proper person, to be the Secretary of the Federation and may pay such person a rate of remuneration it considers to be reasonable and commensurate with tasks to be performed. The Executive may at any time remove the Secretary from office. The Executive may also similarly appoint a Treasurer or the Secretary as Treasurer.

The Secretary (who may be designated as the Chief Executive) shall have all such powers and duties specified by these Rules and as the Executive may from time to time determine. The Secretary shall at all times conform to the directions of the Executive.

10.2 Other Appointments or Employees

The Executive may from time to time appoint or employ any person to carry out any service it considers to be necessary or expedient, and may from time to time dismiss any such appointee or employee.

11. COMMON SEAL

11.1 Custody.--The Secretary, or such other person as may be nominated by the Executive, shall have custody of the Common Seal.

11.2 Application.--The use of the seal can be authorised only by resolution of the Executive and its application is to be witnessed by the Chairman or Deputy Chairperson and two other members of the Executive.

- 11.3 Register.--Every application of the seal must be recorded in a register kept for that purpose and a copy of every document to which the seal has been affixed must be kept together with the register.

12. ACCOUNTS BOOKS AND RECORDS

- 12.1 The financial year of the Federation shall be from the 1st of July to the 30th of June in the following year inclusive.
- 12.2 The Executive shall hold in safe custody all records of the business of the Federation.
- 12.3 The Executive shall keep or cause to be kept all usual and proper books of account all posted up in which shall be kept full, true and complete accounts of the affairs and transactions of the Federation.
- 12.4 All monies received by or on behalf of the Federation must forthwith be paid to the credit of the Federation in an account with such bank as is from time to time fixed by the Executive.
- 12.5 All cheques and withdrawal slips drawn on the account must be signed by the Secretary/Treasurer together with one of two other members authorised by the Executive.
- 12.6 No portion of the income or property of the Federation shall be paid or transferred directly or indirectly by way of profit to any member or members of the Federation.
- 12.7 The Executive shall submit to the annual general meeting of the Federation an audited statement of the annual accounts of the Federation for the financial year ended 30th June and any other statement it deems necessary.

13. AUDITOR

The books of the Federation must be audited annually and reported upon by an auditor appointed at the annual general meeting of the Federation who shall be a member of the New Zealand Society of Accountants.

If a vacancy occurs in the office of the auditor during any year, the Executive shall appoint an auditor to hold office until the next annual general meeting.

The Auditor shall be paid such fee as may from time to time be fixed by the Executive.

14. REGISTERED OFFICE

The registered office of the Federation is to be at such place as the Federation from time to time determines in General Meeting. Due notice of change of office is to be given to the Registrar of Incorporated Societies.

15. WHERE NO RULE APPLIES

If any case arises which is not in the opinion of the Executive provided for in these Rules, and which the Executive finds it must act in what it considers to be the best interests of the Federation, the Executive may decide accordingly. Such decisions made by the Executive shall be final, but shall be reported in the Annual Report to members.

16. REGULATIONS

The Federation may from time to time by resolution in general meeting make amend or cancel regulations not inconsistent with these Rules governing procedure at its meetings and conduct of its activities in pursuance of its objects.

17. ALTERATION OF RULES

17.1 These rules may be altered, added to, or rescinded by an Annual General Meeting. Notice of any proposed alteration, addition, or rescission shall be given to the Executive not less than 60 days before the date of the Annual General Meeting which is to consider any proposed alteration, addition, or rescission, and a copy of the notice containing the proposed alteration, addition, or decision shall be forwarded by the Executive to each member not less than 30 days before the date of the said Annual General Meeting.

The Executive itself may similarly make any such proposed alteration or report comment or make recommendation upon any such proposal to the Federation.

17.2 Every such proposed alteration shall not be repugnant at law or inconsistent with the balance of the rules and the Executive shall not notify any such proposal until it is assured that it is.

18. WINDING UP AND DISPOSITION OF SURPLUS ASSETS

18.1 The Federation may be wound up if:

- (a) The Society suspends its operations for a period of one year; or
- (b) The members of the Society are reduced in number to less than 15; or
- (c) The Society is unable to pay its debts; or
- (d) In the opinion of the Federation, it is just and equitable that the Society should be wound up;

AND the Federation at a special general meeting called for the purpose passes a resolution to wind up the Federation and if a subsequent general meeting called for the purpose and held not earlier than 30 days from the date of the meeting confirms the resolution to wind up the Federation.

18.2 A resolution under this Rule means a resolution carried by not less than two-thirds of the valid votes cast by members voting in person.

18.3 On winding up the Federation, the Federation's assets shall be sold and all cash standing to its credit after all outstanding accounts have been paid shall be distributed to each current member in proportion to that member's total amount of subscriptions paid to the Federation over the preceding 5 years.

19. SAVINGS

19.1 All Maori Authorities enrolled as members of the Federation at the commencement of these Rules shall, subject to the provisions of these Rules, continue to be enrolled as members of the Federation.

19.2 The members of the Executive Committee of the Federation in office at the commencement of these Rules shall, subject to the provisions of these Rules, continue in office for the residue of the term for which they were appointed.

19.3 In these rules, reference to any statute includes any amendment or re-enactment thereof.

