

Te Kawenata Motuhake a (te)

The Constitution of the

Whangaroa Papa Hapū Incorporated Society

1. Rārangi Take

Whārangi

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Te Kawenata

The Constitution

1. The name of the organisation is the **Whangaroa Papa Hapū Incorporated Society.**
2. The short name will be the **Papa Hapū.**
3. This organization shall come into being following the cessation of the current Crown Forestry Rental Trust contract with the Whangaroa Papa Hapū and upon registration of this Deed in the month of November 2020.
4. The Address of the Whangaroa Papa Hapū Incorporated Society is:

8 Waikare Street,

P O Box 96,

Kaeo 0448

Kōrero Whakataki***Preamble***

We, the members of this organisation, will have as our guiding principles the maintenance of the mana, te tino rangatiratanga and the revival of ngā tikanga o ngā hapū o Whangaroa/Whaingaroa as asserted and guaranteed in He Wakaputanga me Te Tiriti O Waitangi and set out in the evidence of Whangaroa whanaunga before the Waitangi Tribunal, now recorded in the Wai 1040 Te Paparahi O Te Raki Record of Inquiry and summarised in the Stage 1 Report of that Tribunal.

We will promote wherever possible and appropriate, mātauranga and tikanga practices of kaitiakitanga and whanāungatanga as these areas impact on the wellbeing of our people and our environment.

We determine to enable the Papa Hapū to engage and participate in activities that aim to protect our Whangaroa natural environment, in particular our native species of plant and animal life, together with our natural resources and their impact and interconnectedness to and on the wellbeing of Whangaroa people.

We will articulate and ensure that the mana of Whangaroa is maintained in accordance with the whakataukī:

“Mā Whangaroa a Whangaroa e kōrero.”

Kōrero Tāhuhu***Background of the Whangaroa Papa Hapū***

In 1991 Te Runanga O Whaingaroa applied for resources from the Crown Forestry Rental Trust (CFRT) to research the Otangaroa Crown Forests lands under their Wai 58 Waitangi Tribunal claim. Acceptance of their application resulted in the formation of Te Taumata O Tangitū to hold and manage the research with resources from the Crown Forestry Rental Trust.

Following a change of strategy by CFRT in 1995, research was suspended until CFRT had formulated a new strategy and process.

In 2001 with a new CFRT process formulated, Wai 58 reactivated Te Taumata O Tangitū and with a group of three more Whangaroa Wai claimants they determined to work together within the criteria of the Crown Forestry Rental Trust as the Whangaroa Papa Hapū. A founding statement, was agreed to and signed as a Memorandum of Understanding that stated simply:

*“Kua whakaae mātou katoa ki te haere ā-rōpū Papa Hapū ki te whakahaere i o mātou
kohikohi kōrero mō ngā taonga katoa”*

On the 19th September 2003, a charter was formed and agreed to that enabling continued receipt of funding from the Crown Forestry Rental Trust and giving support to a larger number of Whangaroa WAI Claimants through the Te Paparahi o Te Raki (Northland District) Waitangi Tribunal Inquiry.

With the conclusion of the Te Paparahi o Te Raki Inquiry hearings in August 2009 a new constitution was needed to enable the Whangaroa Papa Hapu to continue to operate on behalf of its Whangaroa Wai Claimants until at least the release of the final Waitangi Tribunal Reports on the Te Paparahi O Te Raki (Northland District) Inquiry. The MOU continues to be operational within the new activities of the Whangaroa Papa Hapū.

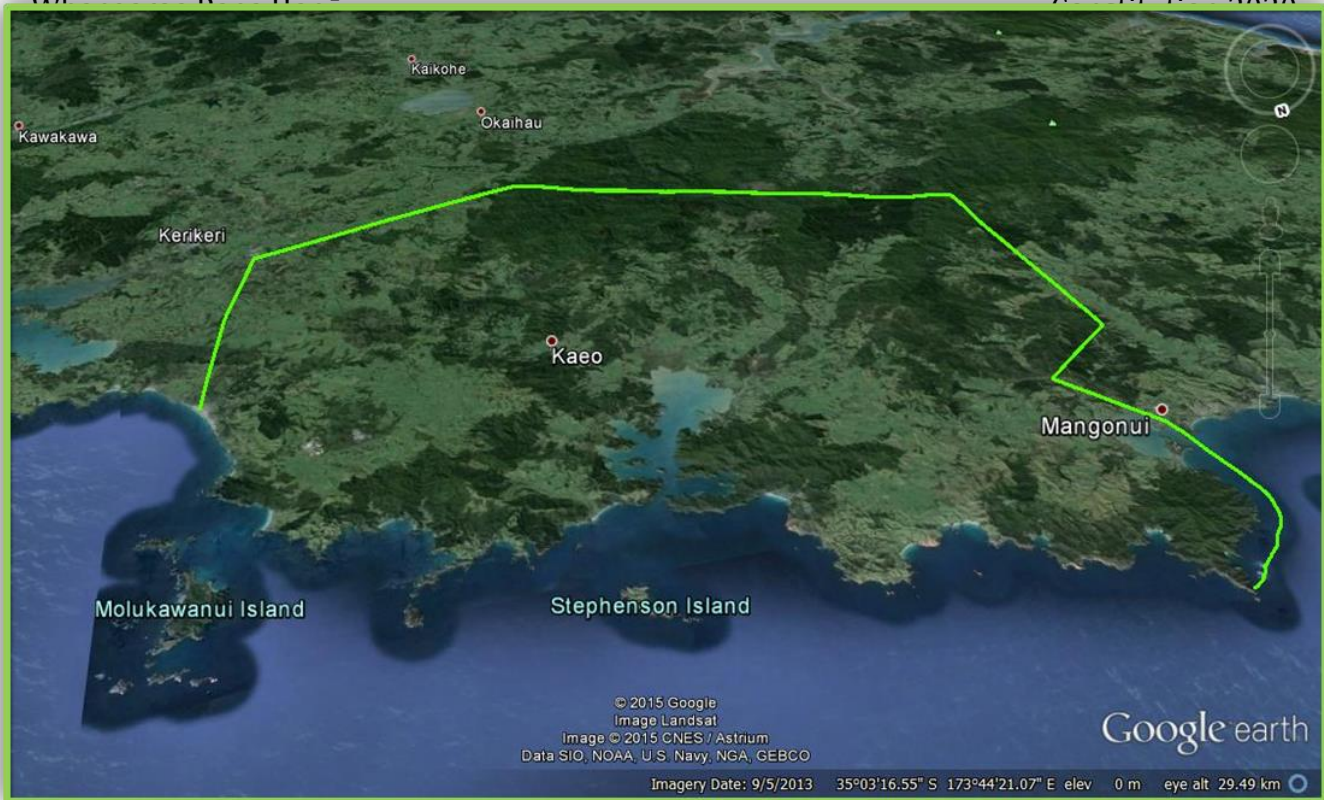


Figure 1: The Whangaroa Region

Te Rohe o Whangaroa

Whangaroa Region

He kōrero nā Arapeta Tāniora, 1905¹

I Tīmatanga I Ōruru tae noa ki te awa o Ōrua-iti. Me huri aku kamo ki te whatu o Parikahana i Mangonui, i Taipa. Whakawhiti atu ana ki Maungataniwha ki te hauauru o Ōtāngaroa tae noa ki te ngahere o ngā puke tītī o te waka o Mātāatua. I rere tēnei o ngā manga rā roto whenua, rā runga whenua o Waipapa, o Te Whau, o Ūpokorau. I mārere atu au ki te moana o Tākou ki te awa o Te Kōpua Kawau te wāhi i takoto mai ana te waka tūpuna o Matāatua. Toro atu ki te takutai o Te Rāwhiti, me huri anō te kanohi ki Te Pokopoko o Hine-nui-te-pō me Te Urenui o Māui-pōtiki. Mai i Te Aukanapanapa, he tohu mo te ara takutai moana tae noa atu ki te tuawhenua ki a Tangitū. Revised on 6th August 2009, in noting this rohe, the Whangaroa Papa Hapū recognizes that there are effectively three (3) rohe boundaries for Whangaroa.

1. Traditional cultural boundary
2. Gazetted, 1948 boundary
3. Commercial Fishing Management Areas

¹ Oral and Traditional History Report for Te Rohe o Whangaroa
Te Uira Associates, April 2012

We, as the Whangaroa Papa Hapu Incorporated Society endorses this as the area of Whangaroa to which we belong and in which we will focus our activities.

Whangaroa Hapū

Kai Tangata, Kaitore, Mata Rahurahu, Ngā Uri o Te Pona, Ngāi Tū Pango, Ngāti Aukiwa, Ngāti Haiti, Ngāti Hao, Ngāti Imiū, Ngāti Kahuiti, Ngāti Kawau, Ngāti Kawhiti, Ngāti Kohu, Ngāti Kura, Ngāti Miro, Ngāti Mokokohi, Ngāti Pakahi, Ngāti Pou, Ngāti Rahurahu, Ngāti Rangi Matamomoe, Ngāti Rangi Matakakā, Ngāti Rihea, Ngāti Roha, Ngāti Rua, Ngāti Ruamahue, Ngāti Takiora, Ngāti Tara, Ngāti Tū, Ngāti Uru, Ngāti Whakaeke, Te Aetō, Te Hoia, Te Mata Kairiri, Te Moana, Te Tahāwai, Te Teke Tanumea, Te Uri Pūtete, Te Uri Kai Whare, Te Uri o Te Aho, Te Whānau Pani, Whanau Pani

Whangaroa Marae

Karangahape, Mangaiti, Matauri, Matangirau, Ōtangaroa, Otere, Te Huia, Te Ngaere, Te Patunga, Tahāwai, Whakaari, Mangatōwai, Tākou, Te Tangata, Taupō, Taemārō, Waihapa. Waimahana, Wainui, Waitāruke.

Whangaroa WAI Claims

58, 179, 230, 234, 258, 295, 320, 375, 510, 513, 515, 517, 520, 523, 573, 736, 919, 1145, 1253, 1259, 1312, 1333, 1380, 1384, 1400, 1487, 1513, 1536, 1540, 1541, 1582, 1613, 1661, 1666, 1673, 1681, 1684, 1719, 1722, 1816, 1832, 1838, 1843, 1845, 1846, 1848, 1849, 1850, 1851, 1852, 1853, 1854, 1855, 1856, 1917, 1918, 1943, 1968, 2004, 2115, 2116, 2148, 2149, 2151, 2179, 2254, 2325, 2371, 2376, 2377, 2389.

5. Purpose

The purpose of the Whangaroa Papa Hapū is:

- 5.1. To maintain representation and leadership with and for Whangaroa Tiriti claimants, hapū and whānau where requested, in all matters pertaining to the Te Tiriti o Waitangi claims of Whangaroa Māori and the settlement of their claims.;
- 5.2. To continue its interactive relationship with the Waitangi Tribunal until the release of its WAI 1040 Te Paparahi o Te Raki (Northland District) Inquiry Stage Two Report and its Reports for current and future Kaupapa Enquiries that Whangaroa Tiriti claimants have presented their claims to the Waitangi Tribunal and have had their claims addressed by the Tribunal.
- 5.3. To assist Whangaroa Tiriti O Waitangi claimants and hapū members to prepare for the outcome of Ngāpuhi claims of Crown breaches of Te Tiriti o Waitangi against Whangaroa Maori;
- 5.4. To maintain on behalf of, and with, Whangaroa hapū and whānau the proclamation that Whangaroa hapū did not, at any stage, cede their sovereignty, their mana or their Tino Rangatiratanga to the Crown.
- 5.5. To provide Whangaroa hapū and whānau with a platform on which progress can be made to enter into negotiations and redress for claims of Crown's breaches of Te Tiriti o Waitangi;
- 5.6. To facilitate, where requested by Whangaroa people, activities that align to the wellbeing of our Whangaroa hapū and whanau, to increase our knowledge, understanding and practices as undertaken through the mātauranga of our tūpuna. These activities may apply in all areas that impact on Whangaroa whānau.
- 5.7. To maintain the mana of Whangaroa hapū and whanau through activities that give account to the views and individuality of hapū mana and personal rangatiratanga in situations that impact on Whangaroa Maori.
- 5.8. To maintain the kōrero presented as submissions by Whangaroa hapū and whānau to the WAI 1040 Te Paparahi o Te Raki (Northland District) Waitangi Tribunal Inquiry by:
 - 5.8.1. storing and maintaining those submissions in a Whangaroa based archive;

- 5.8.2.** ensuring that the kōrero and mātauranga in those submissions are made available to Whangaroa whānau.
- 5.8.3.** providing a learning opportunity for whānau who wish to learn how to maintain and utilize archival material.
- 5.9.** To facilitate the maintenance and implementation of the mana of Whangaroa in and through the whakataukī;
- “Ma Whangaroa a Whangaroa e kōrero.”
- 5.9.1.** Seek out opportunities whereby Whangaroa whānau can increase their knowledge and ability to learn and practice Whangaroa mātauranga.
- 5.10.** Seek a recommendation from the Waitangi Tribunal that the submissions filed by Whangaroa claimants as evidence to the WAI 1040 Te Paparahi o Te Raki (Northland District) Waitangi Tribunal Inquiry Hearings are given copyright status in the same way that evidence from professional historians and research writers have copyright status for their documents filed on the Tribunal’s records.
- 5.11.** To enable Whangaroa hapū to engage and participate in activities that aim to protect our Whangaroa natural environment, in particular our native species of plant and animal life, together with natural resources.
- 5.12.** To promote where ever possible and appropriate, mātauranga and the practices of kaitiakitanga and whanaungatanga.

6. Aims

The aims of the Whangaroa Papa Hapū Incorporated Society will be:

- 6.1.** To work towards the participation of Whangaroa hapū, whānau and claimants in activities, including negotiations, aimed at addressing, redressing and settling Waitangi Tribunal claims against the Crown of Aotearoa New Zealand.
- 6.2.** To retain, preserve and utilize the historical information gathered by Whangaroa hapū and whānau in their preparation and presentation of evidence for claims before the Waitangi Tribunal.
- 6.3.** To utilize the historical and cultural kōrero of nga tohunga o Whangaroa to enhance the understandings that have been depleted and lost through Colonial supremacy.

- 6.4. To assist Whangaroa hapū, whānau and claimants to progress through negotiations with the Crown as we seek redress for the actions and omissions of the Crown that have breached Te Tiriti o Waitangi.
- 6.5. To carry out, strengthen and heighten research of kaupapa important to the history and wellbeing of Whangaroa hapū and whānau;
- 6.6. To work with Whangaroa hapū whanau to develop and strengthen their hapū memberships and relationships
- 6.7. To gather together and support leadership for Whangaroa as we seek to restore the mana of rangatiratanga within our Whangaroa hapū and whānau.
- 6.8. In assisting Whangaroa hapu whanau to progress through the Crown's Treaty Settlement processes; the Whangaroa Papa Hapu will
 - 6.8.1 develop and maintain a record of Whangaroa hapū whanau;
 - 6.8.2 establish a register of Māori who whakapapa to Whangaroa for the purpose of identifying and maintaining an accurate Māori population figure for Whangaroa Maori;
 - 6.8.3 facilitating fully inclusive consultation and decision making and supporting Whangaroa whakawhanaungatanga.

7. **Function:**

- 7.1. The principal objective of the Whangaroa Papa Hapū is to operate in a manner that:
 - 7.2. is consistent with tikanga Māori;
 - 7.3. acknowledges the mana of Whangaroa claimants, whānau and hapū, and
 - 7.4. is committed to establishing and maintaining a positive, cooperative and enduring relationship within its members and with the Whangaroa community.
- 7.5. The Whangaroa Papa Hapū will do this by:
 - 7.5.1. Actively working together using shared knowledge and expertise;
 - 7.5.2. Co-operating in partnership with hapū in a spirit of good faith, integrity, honesty, transparency and accountability;
 - 7.5.3. Enabling and supporting the use of Te Reo and tikanga Māori;

7.5.4. Acknowledging that the Whangaroa Papa Hapū and its work are evolving;

7.5.5. Working together to resolve any issues that may arise;

7.5.6. Facilitating research projects for the benefit of Whangaroa; and

7.5.7. Maintaining the Whangaroa Papa Hapū library and archives as a research facility.

7.6 The Papa Hapu will have such powers as are reasonably necessary for it to carry out its functions.

8. Membership

8.1. Membership of the Whangaroa Papa Hapū shall be all persons who identify their whakapapa as being to tūpuna Maori of a named Whangaroa hapū.

8.1.1. Whanaunga who whakapapa to a named hapū during their era outside of Te Rohe o Whangaroa, may register with that hapū, should that hapū agree. However, they may not be listed as a member of the Whangaroa Papa Hapu. For clarity, Ngāti Pou moved into Whangaroa and lived here, then moved out to Hokianga. A person living in Taiamai or Hokianga may register as being Ngāti Pou, however they should not to be classified as Whangaroa for population purposes.

8.2. Membership shall commence when:

8.2.1. Hapū confirm that they agree with the Memorandum of Understanding as stated in 7.3.2:

8.2.2. *“kua whakaae mātou ki te haere ā-rōpū Whangaroa Papa Hapū, ā, ki te whakahaere a mātou kohikohi kōrero e pā ana ki ngā taonga katoa”*

8.3. Individual membership commences when:

6.3.1 An adult signs a Papa Hapu Registration form, and

6.3.2 Confirms that they agree to uphold the Memorandum of Understanding

8.4. Members may identify a maximum of four Whangaroa hapū that they will register with and work within.

- 8.5.** Whangaroa whanau who register only with a hapū and do not register with the Papa Hapu will be deemed to **not** be a member of the Papa Hapu, however they will be registered for Whangaroa population purposes.
- 8.6.** Children of registered members shall be considered minors until the age of 16 years when they will be required to register as full members.
- 8.7.** A register of all members shall be kept by the Whangaroa Papa Hapū administration; such register shall be used specifically for the purposes of maintaining a population figure of Whangaroa Māori and for the dissemination of information relevant to the aims and purposes of the Whangaroa Papa Hapū.
- 8.8.** Such register of members shall be kept by the Papa Hapū in a digital and hard copy format.
- 8.9.** The information of all members may only be viewed by that member, and shall not be transferred to any other person or body, other than their named hapu, without the express approval of the listed member.
- 8.10.** All registrations will be given to the hapū named on the member's registration form once the hapu is in a position to maintain its own operations.
- 8.11. Ceasing to be a member; Resignation and Termination of membership.**
- 8.12.** Members may resign at any time in writing to the secretary and become an inactive member. However, resignation shall not delete an individual from the Whangaroa Papa Hapū population figures for Whangaroa.
- 8.13.** Cessation of membership and their inclusion in population figures shall occur only on the death of an individual member.
- 8.14.** Membership may be withdrawn, suspended or terminated by the Board if a Member:
- 8.14.1 Fails to comply with this Constitution including any codes of conduct or requirements set out in the rules, policies or procedures of the Whangaroa Papa Hapu as stated;
- 8.14.2 acts in a manner that is considered by the Board to be harmful to the Whangaroa Papa Hapū or is inconsistent with the standards of behaviour expected of a member.

8.14.3 A member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as specified in the Conflicts regulations, or in the absence of any relevant provisions, then by a general meeting of the Whangaroa Papa Hapū; and

8.14.4 If the issue goes to a General Meeting, then the decision of the Board may be varied or overturned by a special resolution, passed at such a general meeting otherwise the decision of the Board stands.

9. Organisational Structure

9.1. The Whangaroa Papa Hapū registered members will elect a Board.

9.2. The Whangaroa Papa Hapū registered members will elect a treasurer.

9.3. The Whangaroa Papa Hapū Board will appoint a Rōpū Kaumātua.

9.4. The Whangaroa Papa Hapū Board will appoint a Secretary.

9.5. The Whangaroa Papa Hapū will establish an Administration Centre.

10. Officers of the Whangaroa Papa Hapū Incorporated Society

10.1. Elected officers must be registered members of the Whangaroa Papa Hapū.

10.2. Officers appointed by the Board for their specific expertise, may or may not be registered members of the Whangaroa Papa Hapū

10.3. All officers will be required to fully support and endorse the decisions of the Whangaroa Papa Hapū

10.4. The Board will appoint an accountant

10.5. The Board will appoint an auditor

10.6. Ineligibility for appointment as an officer of the Papa Hapū are

10.6.1. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967; or

10.6.2. A person who has been convicted of any offence punishable by a term of imprisonment of two or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them;

10.6.3. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company that attracts personal gain to that individual;

10.6.4. Persons who currently use illegal drugs or alcohol abuse;

10.6.4.1. Accordingly, the Board shall have the right to require an officer of the Papa Hapū to submit to testing for drug and/or alcohol use as a continuing condition, as the Board deems necessary for the safe and efficient operation of the Papa Hapū; and

10.6.4.2. An Officer of the Board who refuses to submit to drug or alcohol testing or who tests positive to such testing may be suspended from duty pending further investigation.

11. The Board

11.1. The Whangaroa Papa Hapū shall be governed by “The Board”.

11.2. At the registration of the Whangaroa Papa Hapū Incorporated Society

the current elected Board members will become the Board of the Whangaroa Papa Hapū Incorporated Society operating under this Constitution, until its first Annual General Meeting. Thereafter, the Whangaroa Papa Hapū Board shall be elected by its registered membership at its first Annual General Meeting.

11.2.1 At the registration of the Whangaroa Papa Hapū Incorporated Society, the current Treasurer, Secretary and Accountant will automatically remain in those positions and transfer into the new Constitution.

11.2.2 Also, at the registration of the Whangaroa Papa Hapū Incorporated Society the existing administrative operation, with the Project Coordinator, will automatically transfer into the new Whangaroa Papa Hapū Constitution.

11.3. Within six (6) months following registration, the Board will evolve its processes and strategies to prepare for the election of a new Board at its first Annual General Meeting.

11.4. For its first year of operation following registration, changes to the election process of the Board may take place as Whangaroa hapū develop their own structures and memberships. Such changes may be confirmed at an ordinary meeting of Whangaroa Papa Hapū members called by the Board for that specific purpose.

11.5. Following the first Annual General Meeting of the Whangaroa Papa Hapū, under this new Constitution, the Board shall consist of 8 elected members one of who will be elected as the Chairperson and one other elected as the Deputy Chairperson.

11.5.1 Board members must be registered members of the Papa Hapū present at the meeting.

11.5.2 In choosing its Board members, the Papa Hapū shall give consideration to ensuring that there is a mix of Waitangi Tribunal claimant holders and non claimant holders on its elected Board. Should there not be a mix of members as noted, the Board may consider co-opting members to provide the mix required.

11.6. Responsibilities of the Board

11.6.1. To govern the operation of the Whangaroa Papa Hapū

11.6.2. To provide and regularly review and update a Strategic Plan for the Whangaroa Papa Hapū

11.6.3. To ensure maintenance of sound procedures of the Whangaroa Papa Hapū

11.6.4. To ensure financial integrity of the Whangaroa Papa Hapū

11.6.5. To build and maintain positive relationships within Whangaroa and with neighbouring Māori and non-Māori entities.

11.6.6. To maintain good working relationships with funders, with members, with Whangaroa hapū, and with the Whangaroa community.

11.6.7. Carry out regular monitoring of its operations to ensure appropriateness and effectiveness of its activities.

11.6.8. Address any shortcomings in its operations in a timely manner.

- 11.6.9.* Act in good faith and in the best interest of the Whangaroa Papa Hapū at all times;
 - 11.6.10.* Formulate policies and procedures as appropriate for the Whangaroa Papa Hapū;
 - 11.6.11.* Where appropriate, engage in activities to promote, represent and fundraise for the Whangaroa Papa Hapū;
 - 11.6.12.* The Board may appoint sub committees to carry out specific responsibilities.
 - 11.6.13.* Meet monthly to carry out its functions.
 - 11.6.14.* Do such other things with these responsibilities as the Board agrees, to promote the objectives of the Whangaroa Papa Hapū.
- 11.7.** Board members will be expected to attend any meeting called in the name of the Whangaroa Papa Hapū.

12. Powers of the Board

The Board shall have the power to:

- 12.1.** Appoint contractors as required;
- 12.2.** Define delegations of authority;
- 12.3.** Adopt and review the strategic plan for the Whangaroa Papa Hapū;
- 12.4.** Adopt and review the annual plan and budget for the Whangaroa Papa Hapū;
- 12.5.** Receive applications from members;
- 12.6.** Hold meetings and forums for the members, including General Meetings;
- 12.7.** Establish sub-committees or other groups to carry out any work of the Board by its delegated authority;
- 12.8.** Employ, contract, engage or otherwise individuals and other support personnel for the Whangaroa Papa Hapū and, to determine the terms and conditions of such appointments, and if necessary, terminate such appointments;
- 12.9.** Determine the yearly calendar for the Whangaroa Papa Hapū;

- 12.10. Subject to this Constitution, fill vacancies on the Board and any commissions, committees or other groups which are established by it;
- 12.11. Control expenditure and secure funds to fulfil the objects of the Whangaroa Papa Hapū;
- 12.12. Open and operate in the name of the Whangaroa Papa Hapū, such bank accounts as deemed necessary;
- 12.13. Make or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- 12.14. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 12.15. Establish such corporate and other entities to carry out and conduct all or any part of the affairs of the Whangaroa Papa Hapū as required;
- 12.16. Resolve and determine any disputes or matters not provided for in this Constitution; and
- 12.17. Do all other acts and things which are within the powers and objectives of the Whangaroa Papa Hapū and which the Board considers are appropriate; and
- 12.18. If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of the Whangaroa Papa Hapū, the matter will be determined by the Board.

13. Terms of Office

- 13.1. Board Members are elected for a term of one (1) year, unless the member resigns or is discharged by the Whangaroa Papa Hapū during that term; and
- 13.2. Board Members may be re-elected for a maximum of three terms.
- 13.3. The Treasurer is elected for a period of two years and may be re-elected for a maximum of three terms.
- 13.4. The Secretary is appointed for two years and may be reappointed.

14. The Executive

- 14.1.** The Board shall appoint the Chair, the Deputy Chair, the Treasurer and two other board members who shall together comprise the Executive of the Whangaroa Papa Hapū.
- 14.2.** The Executive shall assist the Administration and management to facilitate the requirements of the Board and the Whangaroa Papa Hapū.
- 14.3.** In times of urgency, the Chair may appoint alternative Board members to form an urgent Executive Committee for a specific meeting.

15. Secretary

- 15.1.** A Secretary shall be appointed at the Annual General Meeting or by the Board.
- 15.2.** The secretary need not be a registered member of the Whangaroa Papa Hapū.
- 15.3.** The secretary shall be responsible to the Board and shall take minutes of all meetings.
- 15.4.** The Secretary shall:
 - 15.4.1.** be an ex officio member of the Board, the Executive and all Committees appointed by the Board;
 - 15.4.2.** keep files of all past minutes and reports;
 - 15.4.3.** advise members of dates of meetings;
 - 15.4.4.** maintain a schedule of correspondence;
 - 15.4.5.** assist in keeping a record of membership with contact details;
 - 15.4.6.** Prepare papers for Board meetings.
 - 15.4.7.** Keep full minutes of all meetings to be made available upon request by members;

16. Treasurer

- 16.1.** A Treasurer shall be appointed at the Annual General Meeting.
- 16.2.** The Treasurer need not be a member of the Whangaroa Papa Hapū.
- 16.3.** The Treasurer shall be responsible for oversight of the sound maintenance and management of the financial processes of the Whangaroa Papa Hapū. These will include:

16.3.1 the keeping of accurate financial records;

16.3.2 preparation of accounts for audit;

16.3.3 reporting to the Board

16.3.4 advising the Board of matters relating to finances including financial planning and budgets

17. Administration

17.1. The Board shall appoint a Manager who shall be responsible for the sound management of its operations.

17.2. Administration requirements shall be established to:

17.2.1. Ensure that administrative needs are available to all sectors of the Whangaroa Papa Hapū;

17.2.2. Distribute information as required in the strategic plan and operational plan;

17.2.3. Maintain all records pertaining to the Whangaroa Papa Hapū and Whangaroa regional meetings;

17.2.4. Co-ordinate meetings, agenda for meetings and the notification of meetings as required by the Board and officers.

17.2.5. Assist with the running of meetings of the Board and other activities as required in employment criteria.

17.2.6. Work cooperatively with the Secretary and Treasurer

18. Te Rōpū Kaumātua

18.1. The Board shall name a minimum of six (6) kaumātua (kuia and koroua) to be Te Rōpū Kaumātua

18.2. The Rōpū Kaumātua shall be an integral element within all Whangaroa Papa Hapū meetings, discussions and activities.

- 18.3.** Two kaumātua from the named Rōpū Kaumātua may be included in a quorum for the purposes of a Board meeting.
- 18.4.** A kaumātua shall remain a member of the Rōpū Kaumātua until he or she determines that they no longer wish to be a member.

19. Meeting Rules and Procedures

19.1. Board meetings

- 19.1.1.* Except to the extent specified in this Constitution, the Board shall regulate its own procedures;
- 19.1.2.* The Chairperson is to chair all meetings of the Whangaroa Papa Hapū and if unavailable, shall be replaced by the Deputy Chair.
- 19.1.3.* In the event of the unavailability of the Chairperson or Deputy Chair, then another board member present shall undertake the role of Chairperson during the period of unavailability.
- 19.1.4.* Meetings may be called at any time by the Chairperson or two Trustees, but generally the Board shall meet at monthly intervals agreed by the Board.
- 19.1.5.* All meetings will be conducted in a respectful manner, according to tikanga.
- 19.1.6.* The Whangaroa Papa Hapū tikanga and the application of these will be determined by the Board in consultation with the Rōpū Kaumātua.

19.2. Regular, Committee or Special Meetings.

- 19.2.1.* Committee meetings shall be conducted in the same respectful manner as if they were Board meetings.
- 19.2.2.* Chairpersonship of the meetings shall be by the Board appointed Committee chair, or in his or her absence, by a member of the Committee present at the meeting nominated and agreed to by those members present.
- 19.2.3.* Minutes of Committee meetings shall be kept and presented to the Board at the next Board meeting for their receipt and consideration.
- 19.2.4.* A full attendance register shall be kept of those attending meetings.

19.2.5. Non-registered Whangaroa Papa Hapū persons may be appointed to a Committee for their specific expertise in that take/issue. Such members shall be approved by the Board prior to their appointment to a Committee.

19.2.6. Any issues that are discussed and are not able to be determined by a simple majority vote of members in attendance, shall be referred to the Board for consideration and decision.

19.2.7. The Board may, at any time, call a Taiwhenua hui of its members to advise or discuss any matter relevant to Papa Hapu activities or intentions.

19.3. Any irregularity, error or omission in notices, agendas and relevant papers of general meetings, or the omission to give notice within the required timeframe, or the omission to give notice to all members and any other error in the organisation of the meeting shall not invalidate the meeting, nor prevent the meeting from considering the business of the meeting provided that:

19.3.1. The Chairperson in his/her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and

19.3.2. A motion to proceed is put to the meeting and a majority is obtained in favour of the motion to proceed.

19.4. Voting

19.4.1. Voting at Board meetings shall be by voice acknowledgement or show of hands.

19.4.2. Voting at regular meetings shall be carried out by a simple majority vote of registered members present.

19.4.3. Each member shall have one vote.

19.4.4. The chair does not have a casting vote and in the event of equality of votes, the status quo will remain.

19.4.5. When required by a registered member of the meeting, voting may take place by a show of hands or by written ballot voting.

19.4.6. When a written ballot is called for, two non-voting person(s) shall be appointed as scrutineers.

19.4.7. Voting papers shall be held in security by the Secretary for a period of three (3) months following voting, after which papers shall be destroyed.

19.5. Annual General Meeting and Special General Meetings

The Annual General Meetings of the Whangaroa Papa Hapū Incorporated Society shall take place during the month of November each year.

19.5.1. The Chair may exercise a casting vote;

19.5.2. Proxy voting is permitted:

19.5.3. Proxies must be submitted to the Secretary prior to the commencement of the meeting;

19.5.4. Proxies must be on a standard form available from the Secretary;

19.5.5. Proxy forms must be signed by both parties

19.5.6. Voting shall be by voices or upon request of any registered Papa Hapū member by a show of hands or by a secret ballot;

19.5.7. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes;

19.5.8. A resolution in writing, signed or consented to by email, or other forms of visible or electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board;

19.5.9. Any such resolution may consist of several documents in the same form, each signed by one or more registered members of the Board;

19.5.10. Any Registered Member may participate in any normal or special meeting of the Whangaroa Papa Hapū and vote on any proposed resolution at a meeting without being physically present – this may only occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication provided that prior notice of the meeting is given to all registered persons participating in the meeting and they are able to hear each other effectively, and simultaneously;

19.5.11. Registered Members in this manner at a meeting shall constitute the presence of that member at that meeting;

19.5.12. The Board may, by majority, vote to pay an honorarium and/or reimburse its Registered Members for their actual and reasonable expenses incurred in the conduct of the Whangaroa Papa Hapū business; and

19.5.13. Prior to doing so, the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

19.6. Special General Meetings

19.6.1. The Board must call a Special General Meeting (SGM) upon a written request from:-

19.6.2. The Board itself; or

19.6.3. At the request of at least ten (10) registered members of the Papa Hapū;

19.6.4. The written request for a Special General Meeting must state the purpose for which the Special General Meeting is requested and be signed by all members making the request.

19.6.5. The SGM must only deal with the business for which the SGM is requested; and

19.6.6. The notice requirement for an SGM is 30 days unless the Board at its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to members.

19.7. Urgent Meetings

19.7.1. The Board may from time to time call an urgent meeting of the Board or Executive to consider matters that require an urgent response.

19.7.2. The Board Chairperson shall consider the nature of the urgency and determine whether there is a need to ensure that a quorum must be present to determine a response to the urgency.

19.7.3. The nature of the urgency and the outcome of the meeting must be reported in full to the next Board meeting.

19.8. Rules of Elections

Board elections

- 19.8.1.* The Board shall be elected from amongst its registered membership in attendance at the meeting called for this purpose.
- 19.8.2.* In choosing its Board members, the Whangaroa Papa Hapū shall give consideration to ensuring that there is a mix of Waitangi Tribunal claimant holders and non-claimant holders on its elected Board.
- 19.8.3.* Should there not be a mix of members (18.5.3) the Board may consider co-opting members to provide the mix required.

19.9. Representatives

- 19.9.1.* The Board may from time to time, appoint representatives to other bodies or organisations.
- 19.9.2.* All persons appointed as representatives of the Whangaroa Papa Hapū must be registered members of the Whangaroa Papa Hapū
- 19.9.3.* In appointing representatives, the Board shall take into consideration the skills of the individual to carry out the role required, and as well to fully represent the aims and objectives of the Whangaroa Papa Hapū.
- 19.9.4.* Where there is a need to seek a representative from amongst the hapū of Whangaroa, then the Board shall carry out and oversee such election from amongst those hapū members who are registered on the Whangaroa Papa Hapū register.

19.10. Committees

18.10.1 The Board may from time to time, appoint members o Committees formed for a specific purpose and for a finite period. Such members may be selected from the registered members of the Papa Hapū or from outside that membership for their specific expertise.

18.10.2 All persons appointed to a Committee of the Whangaroa Papa Hapū will be expected to uphold the aims and objectives of the Whangaroa Papa Hapū and conduct themselves and exercise their position with respect.

18.10.3 All Committees of the Papa Hapū must conduct their meetings in a manner consistent with all Papa Hapū meetings; minutes of meetings must be kept and presented to the next Board meeting of the Papa Hapū for confirmation.

20. Quorum

20.1. No business shall be transacted at any meeting of the Papa Hapū unless a quorum is present at the time when the meeting is due to commence.

20.2. The quorum for a Board meeting shall be five (5) members of the Board.

20.3. The quorum for a Committee meeting shall be 60% of the members of that Committee.

20.4. The quorum for any general meeting shall be 60% of the registered membership of the Whangaroa Papa Hapū.

20.5. An apology from a registered member shall be taken as attendance at that general meeting.

20.6. The quorum must be present at all times during the meeting; and

20.7. If a quorum is not obtained within half an hour of the intended commencement time of the meeting, then the meeting may continue its discussions with any motions being set aside for approval at the next meeting.

20.8. Two Kaumātua from the recognised Rōpū Kaumātua shall be included in a quorum for the purposes of a Board meeting (**14.2.4**).

21. Policies and Procedures for Financial Management

21.1. Financial Management

21.1.1 The Board is ultimately responsible for the financial management of the organisation.

21.1.2 The Board shall, at the Annual General Meeting, appoint an accountant who will work collaboratively with the Treasurer and the Board.

21.1.3 Regular monthly reviews of the financial position and performance will be tasked to the Board; and

21.1.4. Annual audited accounts will also be conducted by an Independent Auditor.

21.1.5 The financial year of the organisation shall be from 01 July to 30 June the year following, with the balance date being 30 June.

21.2. Financial Planning

21.3. A Financial plans outlining the expected total expenditure for the next 12-month duration will be developed and include the following:

20.2.1 Budget – forecasting income and expenditure for the period; and

20.2.2 Cash flow Forecast – a monthly breakdown of money coming in and going out (receipts and payments) including the opening and closing bank account balances.

20.2.3 Budget shall be developed by the Accountant the Treasurer and the Board.

20.2.4 Cash flow Forecast – Forecasting will be done per month in order for the board to monitor and predict when there may be increases and decreases in income. Planning activities around these fluctuations will help ensure that the organisation meets its monthly fixed costs when income is irregular.

20.3 The Board will nominate and task the Accountant to undertake the following duties with the specific tasks delegated to the Managers job description;

21.3.1.1. Setup and oversee bank accounts on behalf of the organisation;

21.3.1.2. Ensure money received is receipted recorded and banked promptly;

21.3.1.3. Invoice any person(s) or organisation(s) who has purchased goods and services from the organisation;

21.3.1.4. Make payments as required;

- 21.3.1.5.** Maintains accurate records of income and expenditure;
- 21.3.1.6.** Files IRD returns as required;
- 21.3.1.7.** Keeps an accurate wages book and makes relevant Tax payments such as PAYE payments as required;
- 21.3.1.8.** Prepares annual budgets for the forthcoming year;
- 21.3.1.9.** Collates and submits relevant data to the Accountant for processing of monthly financial statements;
- 21.3.1.10.** Submits monthly statements as received by the Accountant to the Board;
- 21.3.1.11.** Maintains an appropriate accountability system for grants received;
- 21.3.1.12.** Prepares and presents monthly financial reports for management meetings;
- 21.3.1.13.** Prepares accounts for auditing and provides information for the auditor as required;
- 21.3.1.14.** Prepare and presents the Annual Financial Report to the AGM;
- 21.3.1.15.** Maintain Financial statements of performance and position;
- 21.3.1.16.** Maintain budgets;
- 21.3.1.17.** Maintain Tax obligations PAYE, GST etc. as appropriate; and
- 21.3.1.18.** Maintain funding application reporting requirements.

21.3.2. The Board will maintain regular monthly financial monitoring and management for the purpose of:

- 21.3.2.1.** Assessing the organisations financial position;
- 21.3.2.2.** Assessing the organisations performance;
- 21.3.2.3.** Ensuring that the finances are being used to meet the organisations objectives;
- 21.3.2.4.** Ensuring the results are cost effective (i.e. prudent fiscal use);

21.3.2.5. Ensure all legal requirements are being met; and

21.3.2.6. Assessing the extent to which planning for the future is being undertaken.

22. Amendments and Alterations to the Constitution

22.1. For the first twelve (12) months of its operations, changes/variations to this Constitution/Deed may be made by the Board on a simple majority of Board members present at a formally constituted meeting. All variations must be presented to a meeting of members, such as a Taiwhenua hui, at its first opportunity.

22.2. Within those first 12 months, the Board shall finalise its rules of operation that shall be presented to its next AGM for approval by its members.

22.3. Thereafter, the Board shall make changes and or variations according to those rules.

23. Dispute and conflict resolution

23.1. Should any conflict or dispute arise between two or more members of the Papa Hapū or between any member of the Papa Hapu and any staff of the Papa Hapū, which relates to issues relevant to the objectives, purposes, goals and functions of the Pap Hapū then in the first instance the parties will, in good faith, use their best efforts to resolve the dispute between themselves.

23.2. Disputes shall be issue focused and not personal.

23.3. If the dispute cannot be resolved by the parties themselves, then they can refer the matter to a meeting of the Papa Hapū for the matter to be set down for resolution by a dispute resolution panel.

23.4. The panel shall consist of: two kaumātua (kōroua and kuia) and one member of each affiliated Wai claim of the Papa Hapū not being a party to the dispute.

23.5. Written referrals to the panel shall be sent to the Secretary in the first instance. The Secretariat is then responsible for copying and distributing any written notice of the dispute to each party to the dispute and each member of the panel.

23.6. The panel shall set a time, date and venue to hear the matters under dispute. The Secretariat shall send written notice to each of the parties to the dispute and each member of the panel in respect of the time, date and venue.

23.7. At a meeting of the panel held in accordance with the above, the panel:

23.7.1. Shall give notice to each member being a party to the dispute an opportunity to be heard;

23.7.2. Shall give due consideration to any written statement submitted by the members being a party to the dispute;

23.7.3. Shall have the discretion to hear any third party who may wish to be heard in respect of the issues under dispute; and

23.7.4. Shall by resolution determine an appropriate outcome to the dispute including any steps which the parties should take to facilitate resolution of the issues.

24. Common Seal

During the first year following registration of this Constitution, the Board shall consider its Common Seal and the rules for its use.

25. Powers to Borrow

The Board shall, following registration of its Constitution, consider the likelihood of its need to borrow funding and if so, determine rules for borrowing.

26. Cessation

26.1. The Whangaroa Papa Hapū shall, within 12 months of its establishment, determine a cessation clause that meets its requirements.