

TE TAI TOKERAU PARTY

**MŌ NGĀ TAMARIKI,
MOKOPUNA TE TAKE**

CONSTITUTION

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TE TAI TOKERAU PARTY CONSTITUTION

1 THE PARTY

1.1 Name of the Party

The name of the party is “Te Tai Tokerau Party” and it may also be known as “TTTP”. In this Constitution it will be referred to as “the Party”.

1.2 Office of the Party

The registered office of the Party will be at such a place as the Board will from time to time determine. Notice of every change in the place of registered office will be given to the Electoral Commission.

1.3 Review of the Party

This Constitution will be reviewed at a Hui Whānui held at least six (6) months after the registration of the Party but before the one (1) year anniversary of registration to enable Members to contribute to the amendment of this Constitution to ensure the processes and structures best reflect Ngā Mātāpono of the Party, including whether or not to register the Party as an incorporated society.

2 DEFINITIONS

2.1 Defined Terms

In this Constitution, unless the context requires otherwise:

Auditor means the person or organisation that undertakes an audit or review of the Party's finances;

Board means the Officers of the Party elected in accordance with clause 6.5;

Business Day means any day not being a Saturday or Sunday, a public holiday observed in Whangārei, or the period from 26 to 31 December each year;

Election means an election of a Member of the House of Representatives or any local election, and includes a General Election and a By-Election as those terms are defined in the Electoral Act;

Electoral Act means the Electoral Act 1993 or any replacement or substituting legislation;

Electorate Candidate means a List Candidate who has been selected by the Board to run for the Party in an electorate other than Te Tai Tokerau in accordance with clause 9.2;

Hui ā-Tau means the Annual General Meeting of the Party to be held on a date determined by the Board in accordance with clause 10.5 and notified in accordance with clause 10.6;

Hui Motuhake means a Special General Meeting of the Party to be held on a date determined by the Chairperson, or on another date called by at least 50 Members and notified in accordance with clause 10.7;

Hui Whānui means a Hui ā-Tau or Hui Motuhake of Members held in accordance with clause 10.4;

List Candidate means a candidate appointed to the Party List in accordance with clause 8.4;

Member means a registered financial member of the Party who meets the eligibility requirements under clause 5.1;

Ngā Kaupapa Here means the objects of the Party set out in clause 4.1;

Ngā Mātāpono of the Party means the mātāpono (principles) of the Party set out in clause 3.2;

Party means Te Tai Tokerau Party;

Party List means the list of ranked List Candidates produced by the Board and circulated to Members in accordance with clause 8.4;

Rangatahi Member means a rangatahi member of the Party who has registered in accordance with the requirements under clause 5.2.

Special Resolution means a resolution passed at a Hui Whānui supported by no less than 75% of Members present at a Hui Whānui;

Te Tai Tokerau Candidate means the candidate nominated in accordance with clause 7.4 to stand in Te Tai Tokerau Māori Electorate in any General Election; and

Te Tai Tokerau Māori Electorate means the Māori electorate that covers all of Northland from Cape Reinga/Te Rerenga Wairua to the North Shore suburbs of Auckland city, with the southern boundary bisecting the Auckland Harbour Bridge, and incorporates the west Auckland communities of Henderson, Swanson, and Waitākere, but not the ranges, or any other boundaries as defined by the Representation Committee from time to time.

3 KAUPAPA AND MĀTĀPONO

3.1 The Kaupapa of the Party

The Party is grounded in Māori values, leadership, and accountability structures that centre whanau, uplift rangatahi, and prioritise intergenerational wellbeing. The kaupapa is to operate not just as a political party, but as a values-led movement grounded in lived practice.

3.2 Ngā Mātāpono of the Party

Ngā Mātāpono of the Party are:

- a) Tika;
- b) Pono;
- c) Aroha;
- d) Manaaki;
- e) Kotahitanga; and
- f) Transparency.

4 NGĀ KAUPAPA HERE

4.1 Ngā Kaupapa Here

The Party has the following Kaupapa Here:

- a) to work toward the full realisation of He Whakaputanga and Te Tiriti o Waitangi within the New Zealand Parliamentary sphere and within hapori Māori;
- b) to prioritise and uphold whānau-centred governance and accountability;
- c) to develop a leadership model that reflects marae-based systems where:
 - (i) leadership is relational, collective, and service based;
 - (ii) authority and power exists across roles and not solely as a hierarchy;
 - (iii) mana wāhine is valued and centred correctly in accordance with Te Tai Tokerau tikanga; and
 - (iv) discipline and integrity are core leadership expectations.
- d) to actively develop rangatahi and rangatahi succession plans to ensure rangatahi are enabled to participate in leadership and decision-making spaces;
- e) to ensure all decisions are guided by long-term outcomes and prioritise tamariki mokopuna and intergenerational wellbeing; and
- f) to ensure the Party operates as a movement that connects with people across the motu and shows up consistently.

5 MEMBERSHIP

5.1 Membership Eligibility

Membership of the Party is open to any natural person 18 years or older who:

- a) completes and submits to the Secretary an application form (in the form from time to time approved by the Board);
- b) pays the membership fee; and
- c) consents to being a Member of the Party.

5.2 Rangatahi Membership

Rangatahi Membership of the Party is open to any natural person 13 years or older who:

- a) completes and submits to the Secretary an application form (in the form from time to time approved by the Board); and
- b) consents to being a Rangatahi Member of the Party.

5.3 Effect of Rangatahi Membership

Rangatahi Members will receive communications and updates from the Party, and will be encouraged and supported to contribute during wānanga of the Party, but will not be eligible to vote on resolutions at Hui Whānui until they become a Member in accordance with the requirements under clause 5.1.

5.4 Membership Register

The Secretary will keep and maintain a register of Members of the Party, and separately a register of Rangatahi Members, in which the Secretary will enter the full name, residential address, email address, telephone number, and date of entry of the name of each Member.

5.5 Membership Fee

The Membership fee is the fee payable to become, and remain, a Member of the Party and will be paid at the level and frequency determined by the Board from time to time.

5.6 Membership Fee Non-Refundable

Membership fees once paid are non-refundable.

5.7 Termination of Membership

A person will cease to be a Member, and the Secretary will record in the register of Members the date on which the Member ceased to be a Member, when:

- a) the Member gives notice in writing to the Secretary of their termination of their membership;
- b) the Board believes, in its absolute discretion, that a Member has failed to comply with this Constitution, has substantially breached the Membership Tikanga set out in clause 5.9, or is guilty of conduct that is prejudicial to the interests of the Party, or that their continued Membership would be prejudicial to the interests of the Party, and has provided notice to that Member of its resolution to expel them;
- c) the Member has not paid their Membership fee within three months of the date on which it was due; or
- d) the Member dies.

5.8 Appeal of Termination of Membership

A Member may appeal the termination of their Membership by raising a dispute in accordance with clause 14.1 and their membership will be treated as valid until the conclusion of any dispute resolution process.

5.9 Membership Tikanga

The Members of the Party will abide by this Constitution and any policies the Party adopts, including the following Membership Tikanga:

- a) *Tika* – to be just and fair when carrying out any mahi related to the Party or the Kaupapa Here;
- b) *Pono* – to be truthful, genuine, and sincere when carrying out any mahi related to the Party or the Kaupapa Here;
- c) *Aroha* – to show and exercise compassion when carrying out any mahi related to the Party or the Kaupapa Here;
- d) *Manaaki* – to show respect and be supportive and caring when carrying out any mahi related to the Party or the Kaupapa Here;
- e) *Kotahitanga* – to promote solidarity within and across communities when carrying out any mahi related to the Party or the Kaupapa Here; and
- f) *Transparency* – to be transparent and honest when carrying out any mahi related to the Party or the Kaupapa Here.

6 GOVERNANCE STRUCTURE

6.1 Officers

The Officers of the Party will be, at least, the:

- a) Chairperson;
- b) Deputy-Chairperson;
- c) Secretary,

and any other person who is appointed as an Officer, as determined by the Members at a Hui Whānui, with the intention for them to exercise a position of significant influence over the management or administration of the Party, including Te Tai Tokerau Candidate, Treasurer, rangatahi representatives, kaumātua representatives, or any other significant roles as the Members see fit.

6.2 **Officer Eligibility**

To be eligible to occupy a position as an Officer of the Party, a person must:

- a) be a Member of the Party;
- b) understand and agree to operate under Ngā Mātāpono of the Party;
- c) not be disqualified under section 47(3) of the Incorporated Societies Act 2022 from being appointed or holding office as an Officer; and
- d) before becoming an Officer, supply a signed consent form to the Board.

6.3 **Officer Nomination**

Any Member may stand for election as an Officer by self-nomination to the Board. Self-nominations must be open for at least three weeks prior to a Hui Whānui for which Officer elections have been notified in the agenda. Any self-nomination must be accompanied by any material prescribed by the Board including, at least:

- a) a signed letter from the Member that confirms their willingness to be elected as an Officer; and
- b) a brief statement detailing the skillset and mātauranga they bring that they consider will be valuable upon election as an Officer; and
- c) a written reference by another Member of the Party,

the Board will compile a list of eligible candidates and present the candidates for election at the upcoming Hui Whānui.

6.4 **Voting for Officers**

The candidate or candidates who receive the most votes from Members at a Hui Whānui will be elected as an Officer or Officers. A candidate that stands unopposed for election as an Officer will be deemed elected.

6.5 **Election of Officers**

Election of Officers will be confirmed by ordinary resolution of Members present at a Hui Whānui for which the election of Officers has been designated as an agenda item. Each Officer elected at a Hui Whānui will sign an Officer consent form and provide the signed consent form to the Board at the Hui Whānui.

6.6 **Vacation of Office**

An Officer will vacate their position as Officer if that Officer:

- a) ceases to be a Member of the Party;

- b) resigns by giving notice in writing to the Secretary or, in the case of the Secretary resigning, to the Chairperson;
- c) becomes bankrupt;
- d) is assessed as lacking mental capacity to manage their own affairs; or
- e) dies.

6.7 Removal of Officer by Members

Members may remove an Officer by Special Resolution at a Hui Whānui, where:

- a) the Officer has brought the Party into significant disrepute;
- b) the Officer has seriously or repeatedly breached this Constitution or Ngā Mātāpono of the Party; or
- c) the Officer has failed to disclose a significant conflict of interest that has caused the Members to lose confidence in the Officer.

6.8 Board

The Board will be comprised of the Officers of the Party and will be no fewer than three (3) and no more than nine (9) persons who are Members of the Party, being:

- a) at least the Chairperson, Deputy-Chairperson and the Secretary; and
- b) any other Officer appointed by Members at a Hui Whānui, including Te Tai Tokerau Candidate and Treasurer as determined from time to time.

6.9 Delegation of Board Powers

The Board may delegate its powers to committees, groups of Members of the Party, or individual Members of the Party, and may revoke delegated powers at any time. Delegates will only have the powers and duties that are conferred on them by the Board.

6.10 Board Appointment of Advisory Officer

If the Board considers that a necessary skillset or mātauranga is missing from the Board, the Board may appoint a Member as an Advisory Officer who may provide advice and guidance to the Board, but that Advisory Officer may not vote on Board resolutions. At the next Hui Whānui, the appointment of the Advisory Officer must be put to Members to ratify by ordinary resolution. If the resolution does not pass at the Hui Whānui, the appointment of the Advisory Officer ceases at the close of the Hui Whānui.

6.11 Removal of Officer by Board

The Board may remove an Officer by a majority vote at a meeting of the board, where:

- a) the Officer has brought the Party into significant disrepute;
- b) the Officer has seriously or repeatedly breached this Constitution or Ngā Mātāpono of the Party; or
- c) the Officer has failed to disclose a significant conflict of interest that has caused the Board to lose confidence in the Officer.

6.12 Term of Officers

Officers will hold office for a period of three years.

6.13 Consecutive Terms

The maximum number of consecutive terms an Officer may serve is 2, with the exception of Te Tai Tokerau Candidate who may hold office until they resign, are replaced at a Hui Whānui for which the election of Te Tai Tokerau Candidate is a designated agenda item, or are removed from office under clause 7.5.

7 TE TAI TOKERAU CANDIDATE

7.1 Te Tai Tokerau Candidate

In the 12-month period preceding a General Election, the Board must seek nominations for a candidate to stand in Te Tai Tokerau Māori Electorate.

7.2 Notice to Members

The Secretary must provide notice to all Members that the board is seeking nominations for a Te Tai Tokerau Candidate. The notice provided by the Secretary will invite members to forward written nominations to the Board within a time period set by the Board. The nominations will include:

- a) a signed letter from the nominee that confirms their willingness to be elected;
- b) a statement from the nominee setting out their understanding of Ngā Mātāpono of the Party and their vision for Te Tai Tokerau;
- c) a written reference in support of the nominee from at least two Members who hold recognised mana within Te Tai Tokerau communities;
- d) a written disclosure of any actual or perceived conflicts of interest of the nominee; and
- e) a photograph of the nominee,

and the Board will compile a list of eligible Te Tai Tokerau Candidate nominees and present the nominees for election at the upcoming Hui Whānui.

7.3 Voting for Te Tai Tokerau Candidate

The nominee who receive the most votes from Members at the Hui Whānui for which the election of Te Tai Tokerau Candidate has been designated as an agenda item will be elected as Te Tai Tokerau Candidate.

7.4 Election of Te Tai Tokerau Candidate

Election of the Te Tai Tokerau Candidate will be confirmed by ordinary resolution of Members present at a Hui Whānui for which the election of Te Tai Tokerau Candidate has been designated as an agenda item.

7.5 Removal of Te Tai Tokerau Candidate

Members may remove an appointed Te Tai Tokerau Candidate by a Special Resolution at a Hui Whānui where Te Tai Tokerau Candidate:

- a) has brought the Party into serious disrepute; or
- b) has seriously or repeatedly breached this Constitution or Ngā Mātāpono of the Party.

7.6 Quorum for Removal of Te Tai Tokerau Candidate

The quorum for a Hui Whānui called for the removal of a Te Tai Tokerau Candidate will be 250 Members.

7.7 Effect of Removal of Te Tai Tokerau Candidate

If Te Tai Tokerau Candidate is a sitting Member of Parliament and is removed as the Te Tai Tokerau Candidate for the Party in Te Tai Tokerau Māori Electorate under clause 7.5, Te Tai Tokerau Candidate will immediately cease their use of all Party resources, funds, branding, marketing materials, communication channels, intellectual property and any other Party resources.

8 PARTY LIST CANDIDATES

8.1 List Candidates

The Board may also produce a Party List of List Candidates for a General Election, if the Board considers it beneficial to the Party.

8.2 List Candidate Nominations

At least three months prior to a General Election, the Secretary may provide notice to Members that the Board is seeking nominations for the Party List. The notice may invite Members to provide written nominations to the Board which include:

- a) a signed letter from the nominee that confirms their willingness to be elected;
- b) a statement from the nominee setting out their understanding of Ngā Mātāpono of the Party and their vision for Te Tai Tokerau;
- c) a written reference in support of the nominee from at least two Members who hold recognised mana within Te Tai Tokerau communities;
- d) a written disclosure of any actual or perceived conflicts of interest of the nominee; and
- e) a photograph of the nominee,

8.3 Candidate Assessment Framework

The Board may develop a candidate assessment framework from time to time to assess the suitability of nominees, including considering a nominee's:

- a) alignment with the Kaupapa and Ngā Mātāpono of the Party;
- b) integrity and reputation;
- c) communication and engagement skills;
- d) community involvement;
- e) relevant skills, experience and expertise; and
- f) and other factors the Board considers necessary.

8.4 List Candidate Appointment

Following any candidate assessment process, the Board may produce a Party List which will consist of ranked List Candidates and the Secretary will circulate the list to Members.

8.5 Removal of List Candidate

The Board may amend the Party List as the Board deems necessary, including by removing a List Candidate by providing written notice to the List Candidate where the List Candidate has:

- a) brought the Party into serious disrepute; or
- b) seriously or repeatedly breached this Constitution or Ngā Mātāpono of the Party.

8.6 Appeal of Termination of Membership

A List Candidate may appeal their removal from the Party List by raising a dispute in accordance with clause 14.1 and their candidacy will be treated as valid until the conclusion of any dispute resolution process.

8.7 Effect of Removal of List Candidate

If a List Candidate is a sitting Member of Parliament and is removed as a List Candidate for the Party, the List Candidate will immediately cease their use of all Party resources, funds, branding, marketing materials, communication channels, intellectual property and any other Party resources.

9 ELECTORATE CANDIDATES

9.1 Board may appoint Electorate Candidates

Following the Board's production of a Party List, the Board may ask a List Candidate to stand for the Party as an Electorate Candidate in an electorate other than Te Tai Tokerau.

9.2 Electorate Candidate Selection Process

The process of selecting Electorate Candidates will be at the discretion of the Board and any decisions made by the Board will be final.

10 HUI

10.1 Board Hui

Board Hui will be held once a month on a date determined by the Board at the previous Board Hui, or on an alternative date agreed to in writing by the Board.

10.2 Quorum for Board Hui

Quorum for Board Hui will be 50% of Officers.

10.3 Deadlock of Officers

If, at any time, the Officers are unable to come to a majority decision on a matter significant to the Kaupapa Here or the Party, a Hui Motuhake will be called for the purpose of inviting Members to vote on the matter.

10.4 Hui Whānui Proceedings

Hui Whānui, including Hui ā-Tau and Hui Motuhake, will be run in accordance with the following tikanga:

- a) Hui Whānui will be run in accordance with Ngā Mātāpono of the Party.
- b) Notice of Hui Whānui will be served on a Member or Rangatahi Member by email to the email address recorded in the register of Members and register of Rangatahi Members.

- c) Hui Whānui may be run electronically, or simultaneously in person and electronically, as long as the Board has determined the Party has the technological capabilities to manage electronic verification of Members and voting procedures.
- d) Quorum for a Hui Whānui will be 50 Members.
- e) The chairperson for any Hui Whānui will be the elected Chairperson of the Board or, if the Chairperson is not present, another person nominated by Members at the Hui Whānui.
- f) A Hui Whānui may be called by the Chairperson or by 50 Members by written request to the Board.
- g) All decisions will be made by ordinary resolution except those required under this Constitution to be made by Special Resolution.
- h) If a quorum is not present within one hour, the Hui Whānui will be adjourned until the same time on a date four weeks later.
- i) Hui Whānui will be held at a venue determined by the Board and will include election of Officers, ratification of Advisory Officers, or election of Te Tai Tokerau Candidate when required.
- j) The Board may remove a person from a Hui Whānui if the Board considers that person is disruptive and holding up the proceedings of the Hui Whānui without just cause.
- k) Minutes will be taken at all Hui Whānui and will include:
 - (i) Members in attendance;
 - (ii) proceedings of the Hui Whānui;
 - (iii) details of any resolutions passed,and once signed by the Chairperson the minutes will be conclusive evidence of the matters recorded.
- l) The minutes of each Hui Whānui will be distributed to all Members and Rangatahi Members.

10.5 **Hui ā-Tau**

Hui ā-Tau will be held no later than six (6) months after the balance date of the Party at a time and place determined by the Board and notified in accordance with clause 10.6.

10.6 **Notice of Hui ā-Tau**

Notice of a Hui ā-Tau will be given 40 Business Days prior to the Hui ā-Tau and include the following agenda items:

- a) consideration of the annual report;
- b) consideration of the statement of accounts of the Party and the Auditor's Report;
- c) appointment of Officers, ratification of Advisory Officers and/or election of Te Tai Tokerau Candidate;

- d) disclosure of any conflicts of interest;
- e) consideration of any recommendations of any working committee as determined appropriate by the Board;
- f) consideration of any kaupapa proposals put forward by the Board; and
- g) consideration of any other kaupapa proposal put forward by at least 5 Members during the year that the Board has determined should be considered at a Hui Whānui.

10.7 Notice of Hui Motuhake

Notice of a Hui Motuhake will be given 20 Business Days prior to the Hui Motuhake by notice of the Chairperson, or by notice signed by at least 50 Members and specify the:

- a) date, time and place of the Hui Motuhake;
- b) the object of the proposed Hui Motuhake; and
- c) the subject matter intended to be submitted to the Hui Motuhake.

10.8 Voting at Hui Whānui

Each Member will be entitled to one vote at a Hui Whānui by show of hands (unless a poll is demanded in accordance with clause 10.9) and a declaration by the chairperson of the meeting that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Party, is evidence of that fact. The chairperson does not have a casting vote and in the event of an equality of votes, wānanga will be continued and a further vote will be cast.

10.9 Voting by Poll

If at least five Members at a Hui Whānui demand that a vote be taken by anonymous poll, the chairperson of the meeting must comply with that demand.

10.10 Proxy Voting

A Member may appoint another Member as their proxy at a Hui Whānui by giving the Secretary notice in writing of the member's appointment of the proxy no later than 24 hours before the time of the meeting.

10.11 Electronic Voting

If a Hui Whānui is held electronically, or simultaneously electronically and in-person in accordance with clause 10.4c), voting by those Members attending electronically will be taken by electronic poll in a manner approved by the Board.

11 POWERS

11.1 Powers of the Board

The control and governance of the affairs of the Party will be vested in the Board who may exercise any or all of the powers, functions and discretions vested in the Party to carry out the Kaupapa Here including, but without limitation, the power to:

- a) appoint a Party leader;
- b) determine how the Party uses its funds to pay the costs and expenses of furthering or carrying out the Kaupapa Here, and for that purpose may employ such people as necessary;

- c) purchase, lease, hire or otherwise acquire, exchange, and sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as necessary;
- d) negotiate and enter into any arrangements with any other organisation in order to achieve the Party's Kaupapa Here, and do all things necessary in order to carry out those arrangements; and
- e) borrow or raise money with or without security on such terms as the Board thinks fit.

11.2 **Conflicts of Interest**

If a conflict of interest, or a potential conflict of interest, arises in relation to an Officer, that Officer must disclose to the remainder of the Board the nature of the interest and the aspects that may conflict.

11.3 **Proceedings for Conflicts of Interest**

When a conflict of interest is disclosed:

- a) the conflict of interest will be recorded in a conflicts of interest register;
- b) that Officer will not be permitted to take part in the discussions or vote in relation to any resolution relating to the matter for which the Officer is conflicted;
- c) that Officer will not be counted for the quorum of Officers; and
- d) the remainder of the Board must carefully consider whether a decision is in the best interests of the Party, in line with Ngā Mātāpono of the Party, and the Kaupapa Here.

12 **MEMBER KAUPAPA PROPOSALS**

12.1 **Member Kaupapa Proposals**

Members may submit a kaupapa or policy proposal to the Board which is signed by at least 5 Members of the Party which contains a statement summarising the kaupapa proposal and includes:

- a) the nature of the problem to be addressed or the vision of the Members for the Party;
- b) how the kaupapa proposal advances the Kaupapa Here or reflects Ngā Mātāpono of the Party;
- c) an indication of the evidence base for the kaupapa proposal; and
- d) details of further research required to develop the kaupapa proposal,

the Board will consider the kaupapa proposal and determine if it should be put forward for consideration at a Hui Whānui.

12.2 **Decline of Member Kaupapa Proposals**

If the Board declines to put a kaupapa proposal forward for consideration at a Hui Whānui, Members may call a Hui Motuhake for the purpose of hearing the kaupapa proposal by following the process set out in clause 10.7.

13 **FINANCE**

13.1 Balance Date

The balance date of the Party will be 31 March or as may otherwise be determined by the Board.

13.2 Annual Financial Statements

Every year a set of annual financial statements will be prepared by the Treasurer, or the Chairperson if no Treasurer has been appointed, showing all the receipts and expenditure of the Party since the preceding annual financial statements and will include a general statement of the funds, effects, liabilities, assets and all mortgages, charges and securities of any description affecting any property of the Party.

13.3 Financial Records

The Board must ensure that, at all times, the Board keeps accounting records for the current accounting period and for the last seven completed accounting periods of the Party that:

- a) correctly record the transactions of the Party;
- b) allow the Party to produce financial statements that comply with the requirements of the Electoral Act; and
- c) would enable the financial statements to be readily and properly audited (if required under any legislation).

13.4 Audit

The board will appoint a suitably qualified person who meets the criteria under the Electoral Act as the Party's Auditor to audit the Party's accounts and returns to the extent required by the Electoral Act.

13.5 Devoted Funds

The funds of the Party will be devoted solely to carry out the Kaupapa Here of the Party as set out in this Constitution and will be under the sole control of the Board.

13.6 No Financial Gain

The Party must not operate for the purpose of, or with the effect of any financial gain of any of its Members. However, the Party will not operate for the financial gain of Members simply if the Party:

- a) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Party or while pursuing the Party's purposes;
- b) provides benefits to members of the public or of a class of the public and those persons include Members or their families; or
- c) pays a Member a salary or wages or other payments for services to the Party on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Party).

14 DISPUTE RESOLUTION

14.1 Raising a Dispute or Complaint

A complainant may raise a dispute or complaint by providing written notice of the complaint to the Secretary who will be authorised to receive the complaint. The complainant must provide the details necessary to understand the dispute. The Secretary will then refer the dispute to the Board.

14.2 Tikanga Process

In the event of a dispute, the Board will take an approach with the goal of resolving the dispute in accordance with Ngā Mātāpono of the Party. For this purpose, the Board will be authorised to organise a forum to settle a debate or a grievance. The Board may utilise the Party funds to cover the reasonable costs of this forum in connection with its relevance to the Kaupapa Here of the Party to prioritise and uphold whānau-centred governance and accountability.

14.3 Appointing a Decision-Maker

If the Board and the complainant are unable to resolve the dispute through a tikanga process undertaken under clause 14.2, the Board may:

- a) appoint a sub-committee or single Officer to deal with the dispute (or may deal with the dispute itself); or
- b) refer the dispute to an external arbitrator, arbitral tribunal, kaumātua or other external person, so long as minimum standards of natural justice, Ngā Mātāpono of the Party, and the requirements of this clause are satisfied.

The person/people considering any dispute under this clause is/are referred to as a "decision-maker".

14.4 Decision-Maker to Consider Investigation

The decision-maker may:

- a) investigate and deal with a dispute; or
- b) decline to investigate and deal with a dispute if:
 - (i) the dispute is trivial;
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (aa) that an Officer has engaged in material misconduct;
 - (bb) that, an Officer, or the Party has materially breached, or is likely to materially breach, a duty under this Constitution, or the Electoral Act;
 - (cc) that a Member's rights or interests have been materially damaged;
 - (iii) the dispute appears to be without foundation or there is no apparent evidence to support it;
 - (iv) the conduct, incident, event, or issue giving rise to the dispute has already been investigated and dealt with; or
 - (v) there has been an undue delay in raising the dispute.

14.5 Dispute Resolution

In resolving a dispute:

- a) the complainant and decision-maker may agree to resolve the dispute through informal discussions, a tikanga process, facilitation or mediation, or arbitration; and/or
- b) the decision-maker may:
 - (i) dismiss a dispute; or
 - (ii) uphold a dispute and make directions as the decision-maker sees fit and the Board will comply with these directions.

14.6 Manaaki Tangata

During any dispute process, the complainant, the Board, and the decision-maker will respect the mana of all people involved in the dispute process in order to uphold Ngā Mātāpono of the Party, including by showing aroha and manaakitanga to achieve the overarching Kaupapa of the Party that is tika and pono, and exemplifies kotahitanga.

14.7 Dispute requiring Hui Motuhake

If any dispute is unable to be resolved through a tikanga based process or another dispute resolution process set out in this clause 14, and the Board determines that the dispute has raised an issue that is fundamental to Ngā Mātāpono of the Party, the Board will call a Hui Motuhake for Members to wānanga the key issues raised and determine the appropriate pathway to ensure the Party continues to carry out the Kaupapa Here in accordance with Ngā Mātāpono of the Party.

15 OFFICER LIABILITY AND INDEMNITY

15.1 Limitation of Officer Liability

- a) An Officer will only be liable for loss incurred by the Party that originated from the dishonesty, wilful misconduct or gross negligence of that Officer.
- b) An Officer will not be liable for any loss that originated from any other breach of this Constitution by that Officer.
- c) An Officer will not be liable for loss incurred by the Party that originated from a breach of this Constitution by another Officer, and that Officer will also not be required to take a case against that Officer for breach of constitution.

15.2 Officer Indemnity

The Officers will be indemnified by the Party for all liabilities and costs on the Officer in relation to their work for the Party (including defending or asserting a case in court) for issues that did not originate from dishonestly, wilful misconduct or gross negligence by that Officer.

16 MISCELLANEOUS

16.1 Amendments to Constitution

This Constitution may be amended in whole or part by Special Resolution of Members present at any Hui Whānui of the Party. No amendment is to be approved if it has the effect of breaching any provisions of the Electoral Act or would allow for the personal financial gain of any individuals, except for reasonable remuneration for services as set out in clause 13.6. The provisions and effect of this clause will not be removed from these rules, and will be included and implied into any amendment or replacement of these rules.

16.2 Notification of Constitution Amendments

The Secretary will supply the Electoral Commission with a copy of the changes within one month after the date on which the changes are adopted at a Hui Whānui.

16.3 Winding Up

The Party may be wound up voluntarily if, at a Hui Whānui, a Special Resolution of Members present at the Hui Whānui is passed requiring the Party to be wound up and the resolution is confirmed at a subsequent Hui Whānui called for that purpose and held not sooner than thirty (30) days nor more than two (2) calendar months after the date on which the resolution to be confirmed was passed.

16.4 Disposal of Surplus Assets

If the Party is wound up, the surplus assets after payment of all debts, costs and liabilities will be disposed of in accordance with the terms of a resolution passed at a meeting of the Board called for that purpose. The surplus assets or funds must be given or transferred to some other not-for-profit organisation within New Zealand having objectives similar to those of the Party. No portion of the assets or the funds of the Party may be transferred directly to any Member or Members of the Party.