

# NGĀ KURA Ā IWI O AOTEAROA INCORPORATED

*‘E kore au e ngaro he kākano i ruia mai i Rangiatea’*

## CONSTITUTION

NGĀ KURA Ā IWI O AOTEAROA

Te Tihī o Angitu | *Mō tātou, mā tātou, e ai ki a tātou*



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# PART ONE

## 1. NAME

- 1.1 The name of the Society is **Ngā Kura ā Iwi o Aotearoa Incorporated Society** referred to in this Constitution as the “Society”.

# PART TWO

## 2. DEFINITIONS AND OPERATIVE DATE

- 2.1 In this Constitution, unless otherwise stipulated:

“Ngā Mātāpono” means the guiding principles of this Society.

“Ngā Kaupapa Here” means the objects and aims of the Society.

“Act” means the Incorporated Societies Act 1908 including all amendments to it or any successor enactments.

“Society” means **Ngā Kura ā Iwi o Aotearoa Incorporated Society**.

“Uri” means all tamariki mokopuna enrolled at any Kura ā Iwi, all staff employed at any Kura ā Iwi and people who have a close association with and allegiance to each Kura affiliated to this Society.

“Ngā Ringa Raupā” is the collective that includes the Tumuaki of each affiliated Kura.

“Ngā Ringa Raupā Executive” is the elected board comprising of up to seven members including a Chairperson and the Pou Kōkiri (CEO) to represent all of Ngā Kura ā Iwi.

“Te Maru” is the collective that includes: Iwi Representatives, Te Kāhui Pakeke, Tumuaki, Poumarumarū Representatives and Ngā Kura ā Iwi Kaimahi, Uri (akonga) and Kaihāpai.

“Ngā Kura ā Iwi” are Kura considered by their iwi as representing iwi interests in the education of their tamariki mokopuna.

“Ngā Tūnga Motuhake I Waenganui I Ngā Ringa Raupā” includes the office holders of the management board in accordance with ‘Part Seven’ of this Constitution.

“Te Kāhui Reo Taketake” means the guardian or elders group of this rōpū ruru hau.

“Special Resolution” means a resolution passed at a general meeting supported by no less than six Kura ā Iwi.

## 2.2 **Operative Date**

This version of the Constitution will be effective on and from the date that it is approved in accordance with Rule 10.1.

# PART THREE

## 3. **NGĀ MĀTĀPONO**

- 3.1 The legacy of mana that is unique to each Iwi is at the heart of our organisation.
- 3.2 The bond that ties us together are our traditional tangata whenua links that extend across our respective tribal boundaries.
- 3.3 Holding faithful to the cultural legacy bequeathed to us by our ancestors is our core kaupapa.

# PART FOUR

## 4.1 **CHARITABLE OBJECTS**

The objects of the Society are the charitable purposes of advancing education and providing benefits to the community including by way of:

- (a) Supporting the educational aspirations of local iwi, families, schools and communities by providing and facilitating educational programs;
- (b) Establishing and supporting opportunities for our people to work together and learn from each other;
- (c) Facilitating opportunities to support the capability building of iwi, hapū, school boards, principals, staff and students;
- (d) Advocating on a national and international level for the rights and aspirations of our iwi, families, schools, staff and students;
- (e) Establishing and nurturing partnerships with tribal entities, government agencies and the private sector to support our kaupapa and strategic priorities.

## 4.2 NGĀ KAUPAPA HERE

- (a) To hold steadfast and faithful to the knowledge and customs of each tribe and tribal area.
- (b) To create an authentic curriculum framework that originates from our tribes.
- (c) To keep faithful to our respective tribal dialects.
- (d) To promote and foster the world of our ancestors nationally and internationally.
- (e) To collaborate with and care for one another.
- (f) To reflect our customary practices in the way we work.
- (g) To be a commentator on educational matters.
- (h) To take responsibility for our own capability and capacity building.
- (i) To revive our genealogical ties.
- (j) To work in accordance with Te Tiriti o Waitangi - this is at the core of our existence.
- (k) To provide representatives for Ngā Kura ā Iwi to progress their aims and objectives.
- (l) To establish a mandated voice to facilitate the interests of Ngā Kura ā Iwi to the Ministry of Education.
- (m) To uphold the principles of mana ōrite/equal authority in all that we do.

## PART FIVE

### 5. MEMBERSHIP REPRESENTATION

#### 5.1 General

- (a) Each Kura will pay a subscription fee relative to its size.
- (b) A Kura ceases to be a member of the Society upon:
  - (i) receipt of written resignation.
  - (ii) written notice being received from a Kura that the representative

nominated by that Kura has been removed as its representative by a resolution passed at a duly held Kura Hui.

## 5.2 Hui of the Kura Representatives

- (a) A Ringa Raupā Hui will be held once a term at a venue determined by the Executive. All Kura are expected to have a Representative at every Ringa Raupā Hui.
- (b) Hui procedures will be in accordance with customary practices.
- (c) The Convenor for the Hui will be the elected Chairperson.
- (d) Hui may be called by the Chairperson at any time or by seventy five percent of the voting representatives of the Society.
- (e) Decisions shall be made via consensus.
- (f) An Annual General Meeting will be held at a venue determined by the Executive and will include in its business the election of office holders for the Ngā Ringa Raupā Executive.
- (g) Office holders will conduct their offices responsibly in accordance with Ngā Mātāpono.
- (h) The presence of at least six Kura Representatives will be necessary to form a quorum for the Annual General Meeting.
- (i) Minutes will be recorded of all meetings of the Society.

The minutes will record the names of the member representatives present and the proceedings of each Hui.

The minutes will be confirmed at the following meeting, signed by the Chairperson, and shall be conclusive evidence of the matters recorded.

The minutes of all meetings shall be available to all Kura.

5.3 No representative is entitled to receive any financial or unauthorised benefit from the Society as a direct result of their office as a member of the Society.

5.4 Ngā Ringa Raupā will maintain a register of Kura and Kura representatives.

# PART SIX

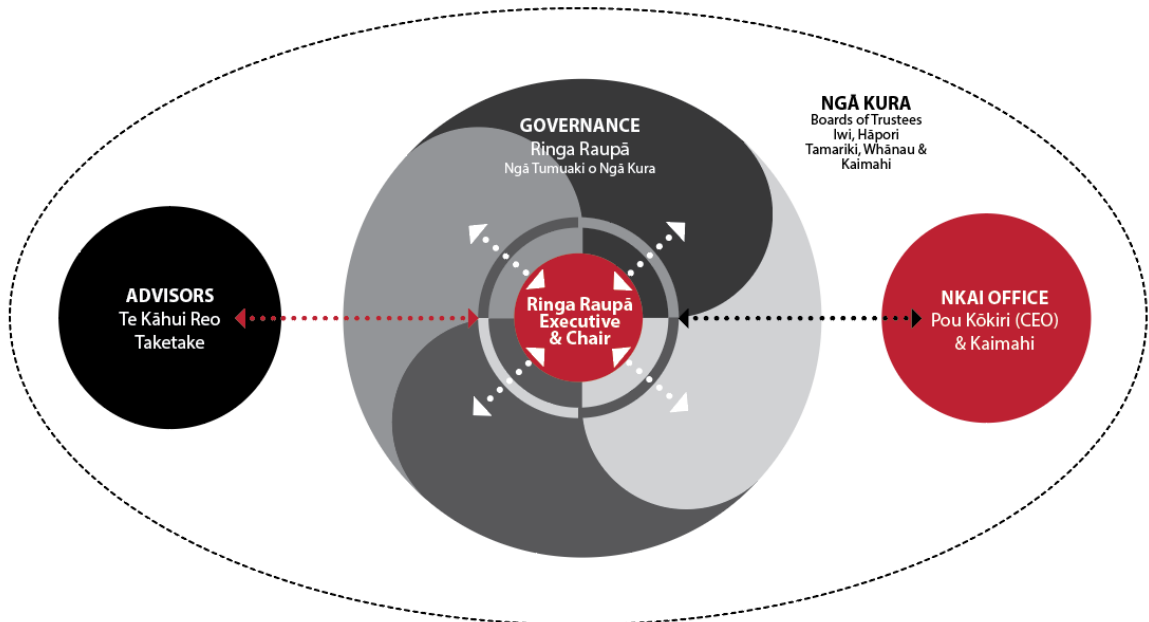
## 6. NGĀ RINGA RAUPĀ EXECUTIVE - MANAGEMENT BOARD

6.1 The Society will be managed by Ngā Ringa Raupā Executive also known as the Board for Ngā Kura ā Iwi o Aotearoa.

6.2 The Ngā Ringa Raupā Executive will comprise of up to seven members voted on by the collective. Included within those seven members will be the elected Ringa Raupā Chairperson and the Pou Kōkiri (CEO). All members of the Executive except for the Pou Kōkiri (CEO) are to be Tumuaki of Kura affiliated to the Organisation.

*See diagram:* All members of Ngā Kura ā Iwi are members of Te Maru o Ngā Kura ā Iwi o Aotearoa. This includes Board Members, Tumuaki, Kaumātua, Iwi Representatives, Students of Kura and Parents.

**Te Maru o Ngā Kura ā Iwi**  
ORGANISATIONAL STRUCTURE



### Explanation:

- (a) Ringa Raupā are the representatives of each Kura who are the Ngā Kura ā Iwi governance body and meet each term.
- (b) Ringa Raupā Executive are the governance board who meet each month to advance the aspirations of Ngā Ringa Raupā and Te Maru o Ngā Kura ā Iwi o Aotearoa.

- (c) Te Kāhui Reo Taketake consists of the elders of each iwi who advise the Ringa Raupā.
  - (d) Ngā Kura ā Iwi Office consists of the employees of Ngā Kura ā Iwi including the Pou Kōkiri (CEO). This is the management group who advance the aspirations as set out in the Annual Plan and Budget.
- 6.4
- (a) Ngā Ringa Raupā is made up of a representative from each Kura affiliated to the society and can be either the Tumuaki, an Iwi member or a Poumarumarū member.
    - (i) a Chairperson.
    - (ii) a representative of each Kura affiliated to the Society.
  - (b) A member of Ngā Ringa Raupā may resign by giving notice in writing to the Society and a new member from that Kura must be appointed.
  - (c) A member of Ngā Ringa Raupā absent without leave for four consecutive Hui will forfeit and vacate office, and the Kura who appointed the officer will appoint a replacement to hold office.
  - (d) A Kura will appoint a person to replace its representative on Ngā Ringa Raupā where that member is absent with leave or is removed from office by the Kura in accordance with Rule 6.4 (f) or Rule 7.3 (c) (iii).
  - (e) The elected representative of Ngā Ringa Raupā Executive will hold office for a period of two years. At each Annual General Meeting at least three representatives who have completed their two-year term will retire from office (such persons to be determined at a Hui of Ngā Ringa Raupā Executive). A member retiring pursuant to this sub rule is eligible for re-election.
  - (f) If the Society is registered as a charity in accordance with the Charities Act 2005 then all members of the Ngā Ringa Raupā Executive must be eligible to act as an officer of a register charity under that Act. If at any time any officer of the Society becomes disqualified from acting as an officer under that Act, then they shall inform the Ngā Ringa Raupā Executive and shall be immediately removed from their position.

## 6.5 Powers

Ngā Ringa Raupā may exercise all or any of the powers, functions and discretions vested in Ngā Kura ā Iwi but not by way of limitation:

- (a) To carry out the objectives of the Society.



- (b) Represent the Kura and the Society in dealing with the Ministry of Education in matters relating to education and Ngā Kura ā Iwi.
- (c) Control and administer the funds of the Ngā Kura ā Iwi.
- (d) Invest funds in any manner as the Society determines and in the investment of funds, Ngā Ringa Raupā Executive has all the powers of an ordinary person.
- (e) Receive and allocate money coming to the Society subject to and in accordance with any directions and conditions attached to it.
- (f) Make rules for the control and management of the affairs of the Society.
- (g) Establish working committees, determine their powers and functions and members as co-opt working committee members as Ngā Ringa Raupā Executive determines.
- (h) To commence, carry on, promote, support, undertake and encourage all such projects, fundraising campaigns, fairs, lotteries, plans, clubs, organisations, matters or things of any kind whatsoever that Ngā Ringa Raupā Executive may decide as necessary or desirable for achieving or promoting any of the objectives or purposes of Ngā Kura ā Iwi.
- (i) To adopt such means of making known the activities and objects of the Society and facilities, displays, exhibitions, concerts and courses of tuition under its sponsorship as may seem expedient to realise the objects of the Society.
- (j) To construct, maintain, alter, restore, improve, develop, work, manage, carry out or control buildings, works or property or do anything whatsoever as Ngā Ringa Raupā Executive may deem necessary to advance the objects of the Society.
- (k) To obtain any provision, Court Order, Regulation, Order in Council or Act of Parliament or Town Planning ordinance, classification, designation or by-law for enabling Ngā Ringa Raupā Executive to carry any of its objects into effect.
- (l) To raise funds and receive grants from any agency or Government Department to further the purposes of the Society and to account prudently for these monies.
- (m) To apply to the Registrar of Incorporated Societies for incorporation as a Society under the name **“Ngā Kura ā Iwi Incorporated Society”**.

- (n) To repay and reimburse Ngā Ringa Raupā Executive for all reasonable travelling and out-of-pocket expenses properly and necessarily incurred by them in their administration of the Society.
- (o) To employ officers, administrators and/or servants, either full time or part time whether they are member representatives of the Society or not, and to pay them such salaries or wages and employ them on such terms as Ngā Ringa Raupā Executive may think proper.
- (p) To apply the assets and income of the Society howsoever derived towards attainment of all or any of the aforesaid objects and purposes of the Society.
- (q) To manage productive activities.
- (r) To do all such other things as may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

## PART SEVEN

### 7. OFFICERS

#### 7.1 Members of 'Ngā Ringa Raupā':

- (a) consists of (at least) one representative for each affiliated Kura.

#### 7.2 Eligibility to be a member of Ngā Ringa Raupā Executive:

- (a) must be a Tumuaki.
- (b) must be a current financial membership Kura.
- (c) must attend at least four Ngā Kura ā Iwi Hui including wānanga.

#### 7.3 Appointment of Officers

- (a) Ngā tūnga motuhake i waenganui i Ngā Ringa Raupā are firstly nominated representatives of their Kura and are voted into Office at the Annual General Meeting in accordance with Rule 7.3 (c) (iii) or at the Annual General Meeting in accordance with Rule 6.4 (e).
- (b) Office holders (e.g. Chairperson) will be determined as per 6.4 (a).

- (c) Any of the officers will be removed upon;
  - (i) the death of the officer, or his/her becoming mentally disordered or the subject of an order made under the Protection of Personal and Property Rights Act 1988 or;
  - (ii) the officer being adjudicated bankrupt or;
  - (iii) written notice being received from a Kura advising that the officer appointed by that Kura has been removed as its representative by a resolution passed at a duly held Kura Hui; or
  - (iv) becoming disqualified as a person that can act as an officer of a registered charity under the Charities Act 2005.

7.4 The Ringa Raupā Executive Board will:

- (a) Consist of up to seven members including the Pou Kōkiri (CEO).
- (b) Excluding the Pou Kōkiri (CEO), all members of the Ringa Raupā Executive need to be Tumuaki of membership Kura of Ngā Kura ā Iwi.
- (c) Will meet monthly to advance the aspirations of Ngā Kura ā Iwi.
- (d) Will meet with the wider Ringa Raupā group once a term.

#### 7.5 **Indemnity**

Ngā Ringa Raupā are indemnified by the Society against all losses and expenses incurred by them in carrying out their duties except when due to their willful neglect.

#### 7.6 **Authorities to represent the Society**

Any person required to represent the Society in any of its dealings shall act in accordance with Ngā Mātāpono, Ngā Kaupapa Here and then with specific or general authorities approved by Ngā Ringa Raupā prior to such representation. That person must then undertake all activities for that representation as being a waha kōrero for the Society and must not represent any personal interest. Then that representative must report his/her findings accurately to Ngā Ringa Raupā at the next most convenient Hui.

## PART EIGHT

### 8. ADMINISTRATION AND POWERS

#### 8.1 Governance

The Society shall be governed by Ngā Ringa Raupā. Ngā Ringa Raupā shall manage in accordance with Ngā Mātāpono and Ngā Kaupapa Here.

#### 8.2 Capacity

Ngā Ringa Raupā will act in accordance with our Constitution. This Constitution shall adhere to Ngā Mātāpono and Ngā Kaupapa Here.

#### 8.3 Common Seal

The Common Seal may only be used with the authority of Ngā Ringa Raupā. Every document to which the Common Seal is fixed must be signed by any two Ringa Raupā. A register of every document to which the Common Seal is fixed shall be maintained and tabled at each Hui of Ngā Ringa Raupā.

#### 8.4 Funds and Property

The funds and property of the Society shall be administered by Ngā Ringa Raupā in accordance with this Constitution:

- (a) All money received is to be paid to the credit of the Society at such bank as Ngā Ringa Raupā appoints.
- (b) Cheques and other negotiable instruments are to be signed or endorsed in such manner as Ngā Ringa Raupā directs.
- (c) The financial year shall end on the 31<sup>st</sup> day of March.
- (d) The books and accounts of the Society are to be audited annually by the Auditor and the financial records of the Society shall be prepared in accordance with all applicable laws.
- (e) If the Society is registered as a charity under the Charities Act 2005 then an annual return shall be submitted in accordance with that Act.

#### 8.5 Role of Te Kāhui Reo Taketake

A group of elders determined by each tribe will constitute the guardians/elders who shall advise the Society in Māori customary practice and lore.

## 8.6 Registered Office

The registered office of the Society will be at such a place as the Society will from time to time determine. Notice of every change in the place of registered office will be given to the Registrar of Incorporated Societies.

# PART NINE

## 9. GENERAL MEETINGS

### 9.1 Annual General Meetings

- (a) The Annual General Meeting will be held at a time and place determined by the Society from time to time.
- (b) At each Annual General Meeting the following business shall be transacted:
  - (i) consideration of the Annual Report.
  - (ii) consideration of the Statement of Accounts of the Society and the Auditor's Report.
  - (iii) appointments.
    - Chairperson
    - Management Board (see PART SIX)
    - Office Holders (see PART SEVEN)
  - (iv) consideration of any resolution submitted by any Kura and in respect of which proper notice has been given.
  - (v) set membership fees on the recommendation of the Society.
  - (vi) consideration of any recommendations of the working committees as appropriate.

### 9.2 Special General Meetings

- (a) A Special General Meeting may be called at any time by Ngā Ringa Raupā or Ngā Ringa Raupā Executive or on the written request of the Kura. When making a written request, the object of the proposed meeting must be stated.

- (b) Ngā Ringa Raupā must give twenty clear days' notice of a Special Meeting to each Kura. The notice must specify the date and place of the Special Meeting and the subject matter intended to be submitted to the Hui.

### **9.3 Conduct of Meetings/Hui**

- (a) The Chairperson will chair all general Hui of the Society. In the absence of the Chairperson, Ringa Raupā members will elect a person to chair the meeting.
- (b) Representatives from 65% of membership Kura present in person will form a quorum.
- (c) All decisions will be made by consensus.
- (d) If a quorum is not present within one hour of the appointed time the Hui will be adjourned until the same time on a date four weeks later and if a quorum is not present then, those representatives present in person will form a quorum and may deal with the business for which the Hui was originally called but no other business may be considered.

## **PART TEN**

### **10. RULE CHANGES AND WINDING UP**

#### **10.1 Rule Changes**

- (a) Subject to the provisions of the Act, the rules of the Society may be amended in whole or part by resolution carried by a 75% of the overall affiliated membership kura present at any Annual or Special General Meeting of the Society of which required notice has been given. No amendment is to be approved if it has the effect of altering the charitable nature of the objects of the Society or which is inconsistent with or contrary to the Act or the Income Tax Act 2007 (or any successor enactments).

#### **10.2 Winding Up**

- (a) The Society may be put into liquidation or dissolved in any of the ways provided for in the Act.
- (b) In the event of liquidation or dissolution of the Society, Ngā Ringa Raupā shall call a Special General Meeting of the Society to resolve how the surplus assets are to be disposed of and ensure that those surplus assets will be applied to either further a charitable purpose (as defined by section 5(1) of the Charities

Act 2005) or to another organisation within New Zealand having similar charitable purposes to that of the Society. A resolution under this Rule as to the disposal of surplus assets must be passed by a special resolution passed by the voting Kura present in person.

## PART ELEVEN

### 11.1 No Pecuniary Gains

The funds and property of the Society will be devoted solely to the purposes specified in Rule 4.1, and no pecuniary gains will be derived by any person from the operations or property of the Society, provided that at its discretion the Ngā Ringa Raupā Executive may pay remuneration and/or pay such honorarium to members of that Executive or the Chairperson as it deems appropriate (if any) from time to time. For the avoidance of doubt, this Rule 11.1 does not prohibit reimbursement of reasonable travelling and out-of-pocket expenses properly under Rule 6.5 (n).

- (a) No member of the Ngā Ringa Raupā Executive may vote on any matter where that member (or a family member) will or could derive a financial benefit in relation to that matter. Where such a conflict exists, that member shall declare their interest and may not vote on that matter.
- (b) No member of the Ngā Ringa Raupā Executive or any employee of the Society may enter into any contract with the Society except with the unanimous approval of the Ngā Ringa Raupā Executive (excluding the interested person) or Kura at a Ringa Raupā Hui, or in the event that the contract is an employment contract between an employee of the Society and the Society.
- (c) No Kura or any person associated with a Kura shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Kura or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value) and shall not be for the private pecuniary profit of that Kura or associated person.
- (d) Paragraph (c) does not prohibit any payment for:
  - (i) a salaried employee of the Society appointed in accordance with these rules;
  - (ii) professional services rendered to the Society in the course of its business

charged at no greater than current market rates in circumstances where the provisions in these rules governing conflicts of interests have been complied with;

- (iii) goods supplied, on arm's length terms, to the Society in the ordinary course of business.
- (e) A Kura's membership in the Society shall not confer upon that Kura any right, title, or interest, either legal or equitable, in the property of the Society.