



## **THE RULES OF ARA TAIOHI INCORPORATED**

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## 1. CONSTITUTION

The Society was incorporated on 17 January 2011.

These Rules were adopted by way of amendment on [date] ~~18 October 2022~~ and supersede the October 2016 and October 2022 amendments.

## 2. NAME AND REGISTERED OFFICE

The name of this Society is 'Ara Taiohi Incorporated'.

The Registered Office of the Society is Level 3, 148 Cuba Street, Te Aro, Wellington 6011.

## 3. TANGATA WHENUA

- 3.1 The Society acknowledges the unique place of Māori as indigenous people and Tangata Whenua of Aotearoa New Zealand. Active implementation of Te Tiriti o Waitangi is fundamental to the philosophy and activities of the Society and the Society will ensure that this relationship is valued as applicable throughout every level of its function.
- 3.2 In attaining its objects, the Society will require and give respect to the various views and recommendations of Tangata Whenua, and will continue dialogue where needed to encompass respective world views.
- 3.3 The Society recognises that New Zealand's constitutional framework, including the documents of the 1835 Declaration of Independence and Te Tiriti o Waitangi, provides a guide to the unique relationship between Māori and non-Māori in Aotearoa. The Society recognises the 1835 Declaration of Independence as the document establishing Māori sovereignty of Aotearoa and the Māori version of the 1840 Treaty of Waitangi as the legal document in any dispute over interpretation.
- 3.4 The Society recognises the Treaty-based relationship that iwi kainga and hapū have with the Crown and will actively acknowledge the roles and responsibilities of whānau, hapū and iwi in whose rohe we operate.

## 4. CHARITABLE PURPOSE AND OBJECTS

- 4.1 **Kaupapa** : Te Puāwaitanga Taiohi O Aotearoa: Young People Thrive in Aotearoa
- 4.2 **Mission Statement:** To support people who work with young people, and thereby enhance youth development so that young people thrive.
- 4.3 **Exclusively Charitable Objects and Purposes:** The primary purposes of the Society are to:
  - a) Connect the youth sector by fostering a nationwide movement of people who work with young people.
  - b) Raise the standards in the youth sector by providing information and research, quality self-assessment tools, education and training, and improving accountability for youth workers.
  - c) Champion youth development and youth voice including youth health, education and justice, by providing effective leadership and a cohesive voice on issues affecting young people.
- 4.4 In addition the Society shall carry out the following activities to be helpful to the above purposes:
  - a) Promote the incorporation of Te Tiriti o Waitangi in the practice of people who work with young people.

- b) Promote and encourage co-operation between organisations and individuals who work with young people in a youth development context.
  - c) Develop partnerships with government agencies, private enterprise and others in the tangata whenua and community sector for the benefit of young people and people who work with young people in Aotearoa.
  - d) Establish and operate an up-to-date information and resource base on youth development, youth health and youth work.
  - e) Promote and/or undertake research, evaluation and policy development activities related to the youth sector in Aotearoa.
  - f) Educate and train on youth development, youth health, youth education and youth work issues through workshops and seminars.
  - g) Promote training for people to work with young people in a safe, skilled, ethical and appropriate manner.
  - h) Influence and change public attitudes to young people by promoting youth development, youth health and Youth Work,
  - i) Do any other such things, including money-raising activities, that are consistent with the Rules of the Society to realise the Objects listed above.
- 4.5 Notwithstanding the preceding rules:
- a) The Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
  - b) No Member of the Society shall derive any personal pecuniary gain from membership of the Society.

## 5. POWERS

The Society will have the following powers:

- 5.1 To purchase, lease, hire, borrow or otherwise acquire any real or personal property and any rights or privileges which the Board thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease with or without option of purchase or, in any other manner dispose of such property, rights or privileges.
- 5.2 To maintain or later construct any buildings or property.
- 5.3 To borrow, raise or invest money in accordance with the Society's investment policy,
- 5.4 To enter into any arrangement with Government or Authority, supreme, municipal, local, or otherwise, that may seem conducive to the Society's Objects.
- 5.5 To pay all or any of the expenses incurred in establishing and running the Society.
- 5.6 To use its funds as the Board thinks necessary or proper in payment of its costs and expenses, including the employment or dismissal of counsel/advisors, solicitors, agents, staff, according to relevant legislation.
- 5.7 To alter the Powers and Rules of the Society provided that no alteration or addition detracts from the charitable purposes of the Society.
- 5.8 To do all other things that in the opinion of the Society will further its charitable purpose.

## 6. MEMBERSHIP AND MEMBERSHIP FEES

- ~~6.1 — There shall be three classes of membership: Personal Members, Group Members and Life Members.~~
- 6.1 Membership of the Society is open to any individual or organisation in Aotearoa/New Zealand involved in the youth sector.
- 6.2 ~~Personal and Group~~ Membership of the Society shall be by application. Applicants will signify their written acceptance of the Ara Taiohi kaupapa and purposes outlined in Rule 4 as part of their application.
- 6.3 ~~Each Personal Member and Group~~ Members shall contribute a membership fee towards Ara Taiohi expenses, at the discretion of the Board.
- 6.4 Membership fees ~~and classes of Membership~~ shall be set by the Board on an annual basis, including any fee waiver or provision to opt out of fees.
- 6.5 ~~Personal Members or Group Members: will hold~~ Membership for a period of one year. ~~and shall renew their~~ Renewal of annual membership shall be by payment of their membership fee, or acceptance of the fee waiver or opt-out provision as set by the Board, on an annual renewal date of 1 July. Fees will be proportionate for members who sign up during the year.
- 6.6 Annual membership fees will become due upon signing of the membership form and on the annual renewal date of 1 July.
- ~~6.7 — Voting rights are limited to one per Personal Member or Life Member. Group Members will get one organisational vote and members of that organisation, working in youth development who have been registered to that membership, will also get one vote unless they have exercised a personal vote.~~
- 6.7 A register of Members of the Society will be maintained in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.
- 6.8 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- ~~6.9 — Any Personal Member who has rendered outstanding service to the Society may be nominated by any other Member to be a Life Member of the Society. Any such nomination must be sent to the Board for consideration. If the Board agrees by Consensus that such a Personal Member should become a Life Member, the Members at the next Annual General Meeting may elect that Personal Member as a Life Member by a simple majority vote.~~

## 7. TERMINATION OF MEMBERSHIP

- 7.1 Members shall cease to be Members either:
- a) By written notification of their resignation; or
  - b) By failure to pay their annual membership fee or to opt out as approved by the Ara Taiohi Board within six months of the notification of renewal;
  - c) By serious breach of Ara Taiohi Objects, Purposes or these Rules, or relevant Code of Ethics. In cases of an alleged breach of Ara Taiohi Objects, Purposes, these Rules or Code of Ethics, the following procedures are to be observed:
    - i. The Board shall notify the Member concerned in writing, specify the nature of the alleged serious breach, and request a written response from the Member.
    - ii. Upon receipt of the written response (if no written response is received within a

reasonable time of the Board's notice), the Board may:

- a) determine that there has been no serious breach; or
  - b) request the Member to attend a meeting of the Board to enable the Board and the Member to discuss the alleged breach.
- iii. If the Board determines there has been no serious breach, the Board shall notify the Member accordingly.
- iv. If the Board requests the Member to attend a meeting the Board shall, after the meeting, determine whether there has been a serious breach by the Member, and either:
- a) notify the Member that there has been no serious breach; or
  - b) notify the Member that there has been a breach, but not serious enough to justify termination of the Member's membership; or
  - c) notify the Member that there has been a serious breach, and terminate the Member's membership.
- v. the principles of restorative culture and Justice shall be followed at all times

## 8. ELECTION OF OFFICERS AND EXECUTIVE

- 8.1 Number of Board Members: The number of Board Members must not be less than six (6) nor more than ~~nine (9)~~. ~~seven (7)~~
- 8.2 ~~Three (3) Board Members will be elected each year for a two (2) year term, making up a total of six (6) elected Board Members,~~ one of which is Te Kaihautū who is appointed by Ngā Kaihoe.
- 8.3 ~~Where the Board considers there is a need for particular skills or knowledge on the Board, or to be more inclusive of the diverse membership, the Board may co-opt up to three (3) Board Members if required, bringing the Board to a total of no more than nine (9). Where the Board is co-opting to be more inclusive of the diverse membership, they will take into account any recommendations from relevant rōpū.~~
- 8.4 ~~The Board may co-opt any person to be a Board Member where the Board considers that there is a need for a particular skill set on the Board.~~ A co-opted Board Member is eligible to remain a Board Member until the subsequent Annual General Meeting. The co-opted Board Member may then be re-appointed by the Board as a co-opted Board Member or they may stand for election to the Board.
- 8.5 ~~Of these, four Members will be elected, and the Board has the power to co-opt two Board Members.~~ If at any time there are less than six (6) Board Members, the process of appointing or co-opting additional Board Members must be undertaken as soon as reasonably practicable to increase the number to at least six (6). The remaining Board Members will be entitled to act until the number of Board Members is so increased. However, no decisions affecting the charitable status or membership of the Society can be made by the remaining Board Members during that period.
- 8.6 **Composition of Board Members:** Board Members must have the necessary attributes and competencies to fulfil their responsibilities, roles and duties as Board Members.
- 8.7 **Eligibility:** The following persons shall be eligible for election as Members of the Board of the Society:
- a) any individual who is a Member ~~person who has a Personal or Life Membership of the~~

~~Society~~; and

- b) has been nominated orally or in writing by Members; and
  - c) has completed a nomination form.
- 8.8 Board Members must be able to demonstrate connections and linkages with the membership and wider youth sector. Where co-opted members are sought for particular skills this can be waived.
- 8.9 Each nominee must fulfil the requirements for a Society pursuant to Rule 3 of these Rules.
- 8.10 **Term of Office:** Board Members who are elected shall be elected for a term of two years. Elected Board members may stand for re-election after the expiry of their term, but may only serve a maximum of three terms and then stand down for at least one year before becoming eligible for re-election.
- 8.11 **Period of Office:** Board Members will hold office for one (1) term being a two (2) year period, unless they:
- a) resign on giving at least thirty (30) days' notice in writing to the co-chair;
  - b) are unable to perform ~~their his or her~~ duties;
  - c) do not attend three (3) consecutive Board Meetings without adequate explanation;
  - d) ~~have their membership terminated in accordance with Rule 7;~~
  - e) are removed as a Board Member in accordance with Rule 8.10;
  - f) are precluded from holding office as a Board Member under Rule 8.12.
- 8.12 **Election of Board Members:** All prospective Board Members are required to complete a nomination form at least one week before the Annual General Meeting.
- a) The Secretariat shall give notice of the Annual General Meeting to all Members not less than 28 days before the date fixed for the Annual General Meeting, and call for nominations for the election of Board Members.
  - b) Nominations for the Board may be by way of written or oral nomination by a current Member, provided that no Member will be elected who has not completed a nomination form.
  - c) The Secretariat shall then post or email, a ballot card with all the nominations, as well as a paper which provides a brief nominee CV, to each Member.
  - d) ~~Members have one vote each. Organisations will designate a person to vote on their behalf. Group Members have one organisational vote and members of that organisation, working in youth development who have been registered to that membership, also get one vote unless they have exercised a personal vote. Personal Members and Life Members each have one vote.~~
  - e) Any Member may complete and post or email the ballot card to be received by the Secretariat before commencement of the Annual General Meeting, or attend and vote personally at the Annual General Meeting.
  - f) All votes cast by ballot card shall be counted first past the post. Te Kaihautū and the Co-Chair (to be agreed by Consensus), or the Chair of the Annual General Meeting where Te Kaihautū and the Co-chair are not present at the Annual General Meeting, shall have absolute discretion to issue a duplicate ballot card to any Member and to determine the validity of any ballot card received for voting.

- g) In the event of an equality of votes, Te Kaihautū and the Co-chair shall have one casting vote (to be agreed by Consensus between them). Where Consensus cannot be agreed or where Te Kaihautū and the Co-chair are not present at the Annual General Meeting, the Chair of the Annual General Meeting shall determine by lot which Member shall be elected.

8.13 **Removal of elected and appointed Board Members:** Members may request that a Board Member's appointment is terminated. This process would require a General Meeting of the Members of the Society. A vote of three-quarters of the Members present at the meeting will be required to pass the resolution to remove the Board Member. Natural justice principles will apply.

The Board Member concerned must be given:

- a) adequate time to prepare a response;
- b) the reasons for the proposed removal;
- c) an opportunity to speak at the meeting where ~~their his/her~~ removal is being considered.

8.14 **Resignation of Board Members:** Board Members need to supply written notice of their resignation to the Co-chair. The resignation will take effect thirty (30) days from the date on which the Co-chair receives the written notice. The Board Member will cease to be a Board Member on that date.

8.15 **Non-eligibility of Office Holders:** The following persons may not be appointed as Co-chair Te Kaihautū, or Treasurer:

- a) A bankrupt
- b) A person who has been held by a court to have been guilty of misconduct in the

administration of a society or trust as defined by the Crimes Act.

8.16 The Board will appoint the office holders of Co-chair and Treasurer at the first meeting of the Board after the Annual General Meeting.

8.17 Te Kaihautū will be appointed by Ngā Kaihoe. This will be one of the ~~(up to) nine seven~~ Board Member positions and co-chair of the Board. The term of appointment will be a two-year term.

8.18 Board Members may not hold more than one officer position at any one time.

~~8.19 Either the Co chair or Te Kaihautū will chair all meetings as agreed.~~

8.19 Te Kaihautū will carry out the functions allocated to Te Kaihautū, as described in the governance policies.

8.20 The Co-chair and Treasurer will carry out functions allocated to their roles as described in their respective position descriptions.

8.21 **Resignation of Office Holders:** If an Office Holder is unable to serve their full two-year term, Board Members may appoint from among the Board Members a person to fill the vacant office.

## 9. BOARD MEETINGS

9.1 At least four (4) Board Meetings must be held every year.

9.2 Board Meetings may be held via video or telephone conference, or other formats as the Board may decide.

- 9.3 The date for each year's Board Meetings will be determined at the first Board Meeting after the Annual General Meeting. The secretariat will ensure Board Members receive in advance, relevant papers and information to support smooth functioning of the Board Meetings.
- 9.4 No Board Meeting may be held unless **more than half the** ~~at least four~~ Board Members attend.
- 9.5 The Co-chair or Te Kaihautū shall chair Board Meetings, or if they are absent, the Board shall elect a Board Member to chair that meeting.
- 9.6 The Co-chair, Te Kaihautū or their nominee shall adjourn the Board Meeting if necessary.
- 9.7 Board Members may establish Sub-committees to review finances, and nominations and any other Board responsibilities deemed necessary. Sub committees are accountable to the Board and will always include Board Members, which maybe a co-opted Board Member.
- 9.8 Board Members will endorse rōpū established in response to specific interests of member groups that align with the Society's core purposes.
- 9.9 The Board will nominate the Co-chair, Te Kaihautū or their nominee to work directly with the Executive Officer to fulfil its good employer responsibilities.
- 9.10 Subject to these Rules, the Board may regulate its own practices.

## 10. VOTING AT BOARD MEETINGS

- 10.1 All motions before the Board will be decided by unanimous Consensus where possible.
- 10.2 When Consensus cannot be reached, decisions will be made by a majority vote. If the voting is tied, the Board Member chairing the Board Meeting shall have a casting vote as well as a deliberative vote.

## 11. FINANCE

- 11.1 The Board Members shall ensure that proper financial and accounting management systems are in place for the management of the Society's funds through the Treasurer and shall keep proper books of account.
- 11.2 Banking of money: All funds received by or on behalf of the Society shall be paid into the Society's nominated bank account.
- 11.3 Withdrawal of money: All withdrawal slips and electronic payments drawn on the Society's account will be authorised by two persons designated by resolution of the Board Members.
- 11.4 All payments made by the Society will be authorised by the Society.
- 11.5 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must:
- be a suitably qualified person;
  - be a member of Chartered Accountants Australia and New Zealand; and
  - not be a Board Member, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.
- 11.6 The Board is responsible for providing the auditor with:
- access to all information of which the Board is aware that is relevant to the



- preparation of the financial statements such as records, documentation and other matters;
  - b) additional information that the Auditor may request from the Board for the purpose of the audit; and
  - c) reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.
- 11.7 The income and property of the Society shall be applied solely to further the objects of the Society. No income or property shall be paid or transferred directly or indirectly to Members of the Society.
- 11.8 Retention of Rule: The provisions and effect of this Rule (11.1 to 11.10) shall not be removed from this document and shall be included or implied in any document replacing this document.
- 11.9 The financial year of the Society will be from 1 July to 30 June.
- 11.10 At the first meeting of the Board Members in each financial year, the Board Members will decide the following by resolution:
- a) who will be allowed to authorise payments, and the names of signatories; and
  - b) the policy concerning the investment of money by the Society, including what type of investment will be permitted.

## 12. GENERAL MEETINGS

- 12.1 General Meeting refers to both Annual General Meeting and Special General Meeting unless otherwise specified.
- 12.2 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 12.3 Notification of a General Meeting will be sent to the postal or email address of all Members at least twenty eight (28) days prior to the Meeting and will specify the time, date and place of the Meeting. Notification will also include any motions to be put to the Meeting and any other matters that will be considered, and will specify what further and more detailed information on these matters is available from the Board. Full information will be provided concerning any proposed amendments to the Rules or any matter which is the business of a General Meeting. Such information will be supplied to any Member requesting it.
- 12.4 Motions that could not have reasonably been raised prior to the General Meeting may be received from the floor of the Meeting.
- 12.5 The General Meeting will be chaired by the Co-chair or Te Kaihautū (as determined between them by Consensus) or a Member selected by them if the Co-chair or Te Kaihautū cannot attend the General Meeting. In the event that the Co-chair or Te Kaihautū are not in a position to select a Member to chair the General Meeting the Board may select a Member to chair the General Meeting.
- ~~12.6 A Member may be represented at a General Meeting by a nominee appointed by notice in writing from the Member to the Secretariat and received by the Secretariat at least 2 days before the General Meeting ("Proxy"). A Member will have the right at any time to change, withdraw or revoke the appointment of the Member Proxy by notice in writing to the~~

#### ~~Secretariat.~~

- 12.7 Any person who is not a Member of the Society may attend a General Meeting by notifying the Secretariat prior to the meeting but may only be granted speaking rights if the Board agrees.
- 12.8 Twenty-five (25) Members shall form a quorum. The quorum shall comprise Members who are present, ~~including those present by electronic means and Members who have appointed a Proxy.~~
- 12.9 Voting at General Meetings shall be by:-
- a) show of hands of eligible voting Members present; plus
  - ~~b) show of hands of Proxies present; plus~~
  - b) counting of Postal ~~and Email~~ Votes.
- 12.10 All questions shall be determined by a simple majority of all votes.
- 12.11 If any motion in respect of which Postal ~~or Email~~ Votes have been received is amended, voting in respect of that amended motion shall only be by:-
- a) show of hands of Members present; plus
  - ~~b) show of hands of Proxies present.~~

#### ~~12.12 If any Member requests a secret ballot on a vote, a secret ballot will be held.~~

- 12.12 In the event of an equality of votes, Te Kaihautū and the Co-chair shall have one casting vote (to be agreed by Consensus between them) as well as each having one deliberative vote. Where Consensus cannot be agreed the motion shall be lost. Where Te Kaihautū and the Co-chair cannot attend the General Meeting, the Chair of the Annual General Meeting shall have a casting as well as a deliberative vote.

### 13. SPECIAL GENERAL MEETINGS

- 13.1 Notwithstanding anything in the preceding Rule 12, a Special General Meeting of the Society may be called by the Board at any time. This can include the call for a virtual (electronic) meeting (including but not limited to teleconference, video conference, internet based communication).
- 13.2 A Special General Meeting of the Society may be called at any time by written notice to the Secretariat from at least fifteen (15) Members, stating the reasons for wanting a Special General Meeting.
- 13.3 The Secretariat will give notice of a Special General Meeting to all Members as described in Rule ~~12.32~~.

### 14. ANNUAL GENERAL MEETING

- 14.1 An Annual General Meeting of Members shall be held within four **(4)** months following the end of the financial year.
- 14.2 The business of the Annual General Meeting will include:
- a) receiving the audited financial accounts for the previous year;
  - b) receiving annual reports from committees and staff (if appropriate);
  - c) the appointment of an auditor to audit the financial accounts for the year;

- d) the election and appointment of the Board;
  - e) confirmation of Te Kaihautū appointment by Nga Kaihoe;
  - ~~f) the election of Life Members;~~
  - g) the consideration of any other business;
  - ~~h) setting annual membership levies if required;~~
  - i) consideration and decisions on any proposed changes (remits) to the Rules.
- 14.3 The Secretariat will give notice of the Annual General Meeting to all Members not less than twenty-eight (28) days prior to the Annual General Meeting.

## 15. AUTHORITY TO BIND

- 15.1 A contract or other enforceable obligation may be entered into by the Society as follows:
- a) an obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Society in writing signed under the name of the Society by 2 or more Board Members.
  - b) an obligation which, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Society in writing by a person acting under the Board's express or implied authority.
  - c) an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the Board's express or implied authority.

## 16. ALTERATION OF RULES

- 16.1 The Society may alter, add or cancel any Rules at a General Meeting of the Society, provided that:
- a) written notice of the proposed change(s) is included in the notice calling the General Meeting;
  - b) the General Meeting may amend the proposed changes;
  - c) the voting procedures for General Meetings and Board Meetings as contained in these Rules are adhered to;
  - d) no addition to or alteration of the non profit aims, personal benefit Rule (17) or the winding up Rule shall be approved without the approval of Inland Revenue;
  - e) the provisions and effect of this Rule shall not be removed from this document and shall be included or implied in any document replacing this document.
- 16.2 At least twenty-eight (28) days before the General Meeting at which any Rule change is to be considered, the Secretariat shall give all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations of the Board.
- 16.3 When a Rule change is approved by a General Meeting, no Rule change shall take effect until the Secretariat has filed the changes with the Registrar of Incorporated Societies.

## 17. INCOME BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS

- 17.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- 17.2 No member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income or benefactor advantage whatsoever.
- 17.3 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).
- 17.4 The provisions and effect of this Rule shall not be removed from this document and shall be included or implied in any document replacing this document.

## **18. COMMON SEAL**

- 18.1 The Common Seal of the Society will be kept in the custody and control of the Board or delegated to the Executive Officer. The seal shall be affixed to any deed or document following a resolution by the Board. The seal should be affixed by two authorised Board members who shall also sign the document.

## **19. WINDING UP**

- 19.1 The Society may wind up and be liquidated if a majority of the Members at a Special General Meeting pass a resolution to wind up the Society.
- 19.2 This resolution to wind up the Society must be confirmed at a subsequent General Meeting which has been called for that specific purpose and is held not earlier than thirty (30) days after the original resolution was passed.
- 19.3 If the Society is wound up, the society's debts, costs and liabilities will be paid on liquidation.
- 19.4 Any Surplus Money and Other Assets of the Society may be disposed of by resolution to another charitable organisation within Aotearoa that shares the same or similar objectives. No distribution may be made to any Member.

## **20. INTERPRETATION OF RULES**

- 20.1 Any questions arising as to the interpretation of these Rules or any question on any subject within the scope of the Society's authority shall be decided by a duly constituted meeting of the Board of the Society whose decision shall be final.

## **21. DISPUTES**

- 21.1 If any dispute arises between the Members and the Board in relation to the interpretation or operation of these Rules or the running of the Society, the parties undertake in good faith to use all reasonable efforts to resolve the dispute by putting relationships at the centre of the resolution process and enacting the principles of restorative justice or, if that is unsuccessful, by formal restorative process.
- 21.2 The formal restorative process will be conducted by a restorative facilitator, and under a process agreed between the parties or, failing agreement, by a mediator nominated by the then Chairperson of the New Zealand Chapter of the Resolution Institute and pursuant to a process nominated by that mediator so appointed.
- 21.3 If the parties are unable to resolve the dispute through the formal restorative process

outlined above, the dispute shall be determined at arbitration upon the reference of one of the parties. The arbitration shall be conducted by an arbitrator agreed to by the parties, or failing agreement within 21 days, by an arbitrator appointed by the then President of the Arbitrators and Mediators Institute of New Zealand (AMINZ) and in accordance with the current arbitration protocol of the **AMINZ**.

## 22. INTERPRETATION OF TERMS

In these Rules:

Board	means the governing body of the Society as constituted in accordance with Rule 8.
Board Meetings	means meetings of the Board as described in Rule 9.
Board Members	means the members of the Board.
Chair of the Annual General Meeting	means the person for the time being chairing the Annual General Meeting as determined in accordance with Rule 12.4.
Co-chair	means the Board Member appointed as the Co-Chair of the Board in accordance with Rule 8.13 who works alongside Te Kaihautū to chair the Board.
Consensus	means unanimous agreement arrived at through discussion and mutually agreed processes.
Rōpū	means a group of <del>members personal or organisational Members, of the Society.</del> who come together to address a common interest that is aligned with Ara Taiohi's core purposes. <del>the Board will approve rōpū based on a Terms of reference.</del>
Sub-committees	means a group established by the Board and delegated to carry out specific responsibilities and functions within the Board's governance remit (e.g. finance, HR).
Chief Executive Officer	means the staff person who has the overall management responsibility for the Society and reports to the Board.
<del>Life Member</del>	<del>means any person who was a life member of New Zealand Aotearoa Adolescent Health and Development and any person elected as a life member in accordance with Rule 6.11.</del>
General Meeting	means any Annual General Meeting, or any Special General

Meeting, but not a Board Meeting.

Member means any Member of the Society as described in Rule 6 of these Rules.

Money or Other Assets means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

Postal or Email Vote method of voting whereby ballot papers are distributed to and/or returned by post or email by Members.

~~Proxy~~ as defined in Rule 12.5.

Rules means the rules of the Society set out in this document and any alteration, amendment or deletion of these rules.

Society means 'Ara Taiohi Incorporated'.

Treasurer means the Chair of the Finance Audit and Risk Committee who is responsible for, among other things, overseeing the finances of the Society.

Use of Money or Other Assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

Written Notice means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.