

## RULES OF NGĀ AHO WHAKAARI MĀORI IN SCREEN INCORPORATED SOCIETY

*E kore te tōtara e tū noa i te pārae, engari me tū i te wao.*

(The Totara does not stand lonely on the plain, but stands in the forest.)

### 1. NAME

The name of the society shall be NGĀ AHO WHAKAARI MĀORI IN SCREEN INCORPORATED (the Society).

### 2. AIMS

#### 2.1 The Society aims to:

2.1.1 Provide an industry support group exclusively for Māori working in the industry.

2.1.2 Provide the industry group which advocates and promotes the interests of Māori working in the industry.

2.2 The Society acknowledges Te Tiriti o Waitangi and the Treaty of Waitangi (Te Tiriti) as the founding documents of Aotearoa, New Zealand and regards Te Tiriti as an integral component of all that the Society represents. Through Te Tiriti, the Society is a partner with the Crown (and its entities).

### 3. REGISTERED OFFICE

The registered office of the Society shall be at such a place as the Board from time to time determines and described in the Register. Due notice of every change of the place of the registered office shall be given to the Registrar and takes effect on a date stated in the notice (being at date that is at least five (5) Working Days after the notice is registered).

### 4. INTERPRETATION

4.1 In the interpretation of these Rules (unless the context requires a different construction):

**Act** means the Incorporated Societies Act 2022;

**Alteration** means any alterations, amendments, additions or decisions of these Rules made in accordance with rule 23 of these Rules;

**Annual Financial Statement** means the annual financial statements of the Society during the most recently completed accounting period;

**Annual General Meeting** means a meeting of Members held in accordance with rule

10 of these Rules;

**Annual Report** means an annual report on the operations and affairs of the Society during the most recently completed Financial Year which must include any information that is required under the Act or any other applicable laws or regulations;

**Associates** means those individuals determined to be associates in accordance with rule 7 of these Rules;

**Balance Date** means 30 June each year;

**Board** means the Board Members including the Chair, Deputy-Chair, Treasurer, Secretary and any other Board Member constituted under rule 15 of these Rules;

**Board Meeting** means any meeting of the Board to conduct business of the Board;

**Chair** means the individual appointed as the Society's chair in accordance with rule 16.3 of these Rules;

**Committees** means any committee formed by the Board for time to time.

**Deputy-Chair** means the individual appointed as the Society's deputy-chair in accordance with rule 15.3(e) of these Rules;

**Industry** means the New Zealand screen production (including the non-broadcasting) industry;

**Financial Year** means the financial year of the Society which shall be from the first day of July in one (1) year until the last day of June the next year, or as may be determined by the Board from time to time;

**Friends** means those individuals determined to be friends in accordance with rule 7 of these Rules;

**General Meeting** means any Annual General Meeting or Special General Meeting;

**Members** means the members of the Society;

**Nominees** means those nominated to the Board to be Board Members in accordance with rule 16.3;

**Policies** means any policy of the Society from time to time;

**Secretary** means the individual appointed as the Society's secretary in accordance with rule 15.3(e);

**Society** means "NGĀ AHO WHAKAARI MĀORI IN SCREEN INCORPORATED";

**Special General Meeting** means a meeting of Members held in accordance with rule 11 of these Rules; **Register** means the register of Members maintained in accordance with rule 8 of these Rules; **Regulations** means the regulations made by the Governor-General by Order in Council from time to time; **Rules** means this document constituting the Rules of the Society;

**Te Tiriti** means the Treaty of Waitangi/Te Tiriti o Waitangi;

**Treasurer** means the individual appointed as the Society's treasurer in accordance with rule 15.3(e) of these Rules and whose duties include those provided for in rule 22 of these Rules; and

**Working Days** means a day (that is not a Saturday or Sunday), where registered banks are normally open for business.

4.2 Unless context requires otherwise, in these Rules:

4.2.1 Reference to a statute or statutory provision in the Rules includes that statute or provision as amended, modified, reenacted, or replaced from time to time.

4.2.2 References in these Rules to:

- (i) a person includes an individual, body corporate, an association of persons (whether corporate or not) and a trust (in each case, whether or not having separate legal personality);
- (ii) one gender includes the other gender;
- (iii) the singular includes the plural and vice versa; and
- (iv) "month" or "monthly" shall mean, respectively, calendar month or calendar monthly.

4.2.3 Headings are for ease of reference only and must be ignored in interpreting the Rules.

4.2.4 These Rules are governed by, and will be construed in accordance with, the laws of New Zealand.

## 5. OBJECTS

The Society is established as a professional organisation to ensure that the interests of Māori are recognised and supported throughout the screen industry in New Zealand. In particular the Society is established to:

- 5.1 Provide a support network for Māori practitioners.
- 5.2 Provide a base for career support through information exchange.
- 5.3 Further the professional education of Māori through seminars, workshops and other training opportunities.
- 5.4 Encourage and recognise the achievements of Māori working in the industry.
- 5.5 Facilitate guidelines on cultural protocol in the industry.
- 5.6 Build a profile for the Society as a professional Māori organisation, the activities of which will be of benefit to the screen industry as a whole and Māori people generally.
- 5.7 Promote the usage of te reo Māori and ngā tikanga Māori in the screen industry.
- 5.8 Purchase, take on lease, hire or otherwise acquire and hold real and personal

property rights and privileges which the Society may think necessary or convenient to the attainment of the objects of the Society.

- 5.9 Sell, lease, hire, charge or otherwise dispose of any of the property of the Society, and to grant such rights and privileges thereover in such a manner as the Society may from time to time think necessary and proper.
- 5.10 Invest the funds of the Society upon such securities and in such a manner as is authorised by the Rules.
- 5.11 Contract Board Members to deliver services as required.
- 5.12 Do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.

## 6. MEMBERSHIP

- 6.1 To be eligible to apply to be a member, an individual must:
  - 6.1.1 be Māori; and
  - 6.1.2 work in the industry.
- 6.2 An application for membership shall be considered by a membership sub-committee. In each application to be a member, the individual applying to be a member must:
  - 6.2.1 confirm that the person consents to being a member;
  - 6.2.2 undertake to act in accordance with these Rules and any Policies of the Society; and
  - 6.2.3 provide a prescribed membership registration to the Secretary.
- 6.3 A Member may cease to be a member where that Member terminates their membership by notice in writing to the Secretary;
- 6.4 A Member who fails to comply with the Rules and Policies of the Society may incur a period of suspension by a majority vote of the Board. Such a suspension being subject to appeal to a General Meeting.
- 6.5 The annual subscriptions of Members shall be determined from time to time by the Board.

## 7. FRIENDS AND ASSOCIATES

- 7.1 Those who are deemed to be ineligible for membership may apply to be a “Friend” or “Associate” of the Society. For the avoidance of doubt:
  - 7.1.1 Friends may be non-Māori; and
  - 7.1.2 Associates are Māori who are not working in the industry, including students and whānau of Members.
- 7.2 Friends and Associates are entitled to:

- 7.2.1 attend Society activities (unless for whatever reason the activity is restricted to Members only);
- 7.2.2 be present but not vote at General Meetings; and
- 7.2.3 be eligible for appointment to any Committee. However, Friends shall not be eligible for election to the Board.
- 7.3 Every application for status as a Friend or Associate shall be accompanied by a prescribed membership registration to the Secretary.
- 7.4 The annual subscriptions of Friends and Associates shall be determined from time to time by the Board.

## 8. THE REGISTER OF MEMBERS

- 8.1 The Society must keep a register of its Members (the Register).
- 8.2 The Register must contain:
  - 8.2.1 the name of each Member;
  - 8.2.2 the last known contact details of each Member;
  - 8.2.3 the date on which each person became a member;
  - 8.2.4 the name of each person who has ceased to be a member within the previous seven years and the date on which each person ceased to be a member; and
  - 8.2.5 all other information prescribed by the Regulations from time to time (if any).
- 8.3 The Members are responsible for updating their information details with the Society from time to time and as necessary.
- 8.4 The Board is responsible for updating the Register at all times and as soon as practicable after becoming aware of changes to the information recorded on the Register.

## 9. ANNUAL GENERAL MEETING

- 9.1 An Annual General Meeting of the Society shall be held each year:
  - 9.1.1 no later than six (6) months after the end of the Financial Year; and
  - 9.1.2 no later than 15 months after the previous Annual General Meeting.
- 9.2 The agenda of the Annual General Meeting, with proxy forms for those Members who cannot attend the Annual General Meeting, shall be disseminated to all Members no less than 21 days before the Annual General Meeting.
- 9.3 At each Annual General Meeting, the Board must present the following information:
  - 9.3.1 the Annual Report for that period;

9.3.2 the Annual Financial Statement for that period; and

9.3.3 notice of any disclosures of interests during that period.

9.4 A quorum for an Annual General Meeting shall consist of at least 25% of the total number of Members. For the avoidance of doubt, those Members present by proxy vote, casting postal or electronic votes as the case may be, are included for the purposes of quorum. If within half an hour from the time appointed for such an Annual General Meeting, a quorum is not present, the Members present may transact the business of that Annual General Meeting as if they constituted a quorum.

9.5 The Board shall ensure:

9.5.1 the Annual General Meeting is held on the date on which it is called to be held and in accordance with these Rules; and

9.5.2 written minutes of all Annual General Meetings are kept.

## 10. SPECIAL GENERAL MEETINGS

10.1 A Special General Meeting may be held at any time as deemed appropriate by the Board. The Board shall call a Special General Meeting within 21 days before the Special General Meeting in the manner contemplated in rule 12 of these Rules.

10.2 The business to be dealt with at such Special General Meeting shall be limited to the matters stated in the requisition and / or the notice of such Special General Meeting.

10.3 A quorum for the Special General Meeting shall consist of at least 25% of the total number of Members. If within half an hour from the time appointed for such a Special General Meeting, a quorum is not present, the Members present may transact the business of that Special General Meeting as if they constituted a quorum.

10.4 The Board shall keep written minutes of all Special General Meetings.

## 11. NOTICE OF GENERAL MEETINGS

11.1 Notice of all General Meetings shall be deemed to be duly given if notice is provided not less than 21 days' prior to the date of the General Meeting by way of:

11.1.1 last known postal address of each Member;

11.1.2 email of each Member; or

11.1.3 social media of each Member (Notice).

11.2 The Notice shall contain:

11.2.1 the agenda of the General Meeting;

11.2.2 where an election of Board Members is being held, the names of all

Nominees;

- 11.2.3 proxy forms for those Members who cannot attend the General Meeting;  
and

## 12. VOTING AT GENERAL MEETINGS

- 12.1 Subject to rule 13.5 below, the method of voting at all General Meetings shall be by way of:
  - 12.1.1 show of hands;
  - 12.1.2 secret ballot; or
  - 12.1.3 electronic meansas decided by the Members.
- 12.2 The Board will allow proxy votes, the hard copy forms for which shall have been distributed to all Members within the Notice of the General Meeting.
- 12.3 No Member shall be entitled to more than one vote.
- 12.4 The Chair shall have at all General Meetings a deliberative vote; and in the case where there is an equality of votes, will also have a casting vote.
- 12.5 A declaration by the Chair at any General Meeting to the effect that any resolution submitted at such General Meeting has been carried by a particular majority or lost, an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

## 13. FINANCIAL STATEMENT

- 13.1 Every year the Annual Financial Statement shall be prepared showing all receipts and expenditure of the Society since the preceding Annual Financial Statement together with a general statement of the funds and effects and liabilities and assets of the Society and every such statement shall be signed by the Chair and Treasurer and certified by the auditor and be put before the Members at an Annual General Meeting.
- 13.2 The Annual Financial Statement must be audited by a qualified auditor in the following circumstances:
  - 13.2.1 if the Society is not charitable; and
  - 13.2.2 in each of the two (2) preceding accounting periods of the Society, the total operating payments of the Society, and all entities it controls if any, are \$3,000,000.00 or more.
- 13.3 The Society must ensure that an annual return is given to the Registrar within six months after the Balance Date. The annual result must contain the following information:
  - 13.3.1 the name of the Society:

- 13.3.2 the Balance Date:
- 13.3.3 the New Zealand Business Number and registration number of the Society:
- 13.3.4 the physical address of the registered office of the Society:
- 13.3.5 the name and contact details of at least one contact person of the Society:
- 13.3.6 the name of, and a physical address used by, each Board Member:
- 13.3.7 confirmation that, at the time the return is given to the Registrar, the Society has 10 or more Members;
- 13.3.8 confirmation that a named Board Member considers that, at the time the return is given to the Registrar, the information about the Society on the register of incorporated societies is correct (and if it is not correct, what the correct information is); and
- 13.3.9 any further information required under the Act, Regulation or at law.

#### 14. BOARD

- 14.1 The Board shall comprise of no less than six (6) and no more than nine (9) persons, including the Chair.
- 14.2 Board Members, including the position of Chair, shall be elected in accordance with the process set out at rule 16.
- 14.3 That Board shall meet regularly for Board Meetings in accordance with the following:
  - 14.3.1 Board Meeting dates will be selected at the first Board Meeting after the Annual General Meeting, and at such other times as the Chair shall require.
  - 14.3.2 Board Meetings shall be held either in person or using other electronic methods;
  - 14.3.3 A quorum for Board Meetings shall be no less than 50% of total Board Members and must include either the Chair or Deputy-Chair. In the case where the Board has an odd number of Board Members, a quorum will be 50% of the Board Members, rounded down to the nearest whole number.
  - 14.3.4 At Board Meetings, each Board Member shall have one vote per move. The Chair shall have a deliberative vote and, in the case, where there is an equality of votes, will also have a casting vote.
  - 14.3.5 At the first Board Meeting following the Annual General Meeting, appoint or confirm the appointment of the Deputy-Chair, Secretary and Treasurer, should positions be vacant.

#### 15. ELECTION OF BOARD MEMBERS

- 15.1 Board Members shall be elected for a term of five (5) years and will be eligible for



re-election. The tenure of all Board Members shall terminate on the appointment of their successor.

15.2 The Chair shall be elected for a term of two (2) years and shall be eligible for re-election as Chair.

15.3 A person will be eligible to be a Board Member if:

15.3.1 that person is a member or an authorised representative of a body corporate Member;

15.3.2 that person has:

- (i) consented in writing to being an Officer; and
- (ii) certifies that they are not disqualified from being appointed or holding office as an Officer in accordance with this Constitution or the Act; and

15.3.3 that person is not:

- (i) under 16 years of age;
- (ii) an undischarged bankrupt;
- (iii) prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
- (iv) disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years of being elected:
  - A. an offence under subpart 6 of Part 4;
  - B. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
  - C. an offence under section 143B of the Tax Administration Act 1994;
  - D. an offence resulting in disqualification under the Act;
  - E. an offence, in a country other than New Zealand, that is substantially similar to an offence specified at A. - C. above; or
  - F. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere; or
- (vi) a person subject to any of the following:
  - A. a Court order disqualifying that person from holding office as an

Officer;

- B. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
- C. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
- D. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act; or

(vii) otherwise disqualified from holding office as an Officer under the Act or at law generally.

15.4 The process to elect Board Members shall be as follows:

15.4.1 The Board shall call for nominations for Board Members, including the position of Chair, by no later than 30 Working Days before the Annual General Meeting.

15.4.2 Nominations must be provided to the Board in writing by no less than 21 Working Days before the Annual General Meeting (Nominees). Nominees:

- (i) may nominate themselves or be nominated by any other Member;
- (ii) must have at least two (2) years' experience in the industry;
- (iii) must be present at the Annual General Meeting at which that person is to be elected, except in extenuating circumstances, and by notification in writing to the Secretary;
- (iv) must provide their consent in writing to be a Board Member and certify that they are not disqualified from being elected or appointed otherwise holding office as a Board Member.

15.4.3 The Board shall include the names of all Nominees in the Notice of the Annual General Meeting.

15.4.4 The election of Board Members, including the position of Chair, shall take place at the Annual General Meeting. In the event that the total number of vacancies is less than, or equal to, the number of Nominees, no election will be necessary, and the Nominees will be deemed to have been duly elected.

15.5 The Board shall have power to fill any casual vacancy in its elected Board Members.

15.6 Within 20 Working Days of receiving the election results or any casual vacancy being filled, the Board must ensure that notice of the following is given to the Registrar:

- 15.6.1 an election or appointment of a Board Member;
- 15.6.2 a person ceasing to hold office as a Board Member; and/or
- 15.6.3 any change in information relating to a Board Member, including a change in the Board Member's name or the Board Member's physical address and

the date such change took place.

## 16. REMOVAL OF BOARD MEMBERS

16.1 A person ceases to be a Board Member, if the person:

- 16.1.1 resigns by written notice of resignation and giving it to the Society. Such notice of resignation is effective when it is received by the Society or at a later time specified in the notice;
- 16.1.2 is removed from office by a vote of all remaining Board Members;
- 16.1.3 becomes disqualified from being a Board Member as a result of no longer meeting the eligibility requirements set out at rule 15.3 of these Rules;
- 16.1.4 is absent from three (3) consecutive Board Meetings without a leave of absence shall, unless otherwise resolved by the majority of the Board; or
- 16.1.5 dies.

## 17. DUTIES OF THE BOARD

17.1 At all times when exercising powers and performing duties as a Board Member, each Board Member must:

- 17.1.1 act in good faith and in what the Board Member believes to be the best interests of the Society;
- 17.1.2 exercise powers as a Board Member for a proper purpose;
- 17.1.3 not act or agree to the Society acting, in a manner that contravenes the Act or these Rules;
- 17.1.4 exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
  - i) the nature of the Society;
  - ii) the nature of the decision; and
  - iii) the Position of the Board and the nature of the responsibilities undertaken by them;
- 17.1.5 not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- 17.1.6 not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

## 18. FUNCTIONS OF THE BOARD

- 18.1 The Board shall have the power by resolution to do all things which it may consider necessary or expedient in the interests of the Society and which are not expressly directed or required to be done by Members in the General Meeting. The Board shall be responsible for all policy decisions of the Society.
- 18.2 Without prejudice to the general powers of the Board it is hereby expressly directed that the Board shall be entrusted with, and may exercise and perform any or all of the following powers and duties:
- 18.2.1 Enter into all negotiations, contracts and agreements in the name and on behalf of the Society as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with the objects of the Society.
  - 18.2.2 Make provision for the signing and endorsing of payments on behalf of the Society and to open such other negotiable instruments on behalf of the Society and to open such accounts as the Board may see fit.
  - 18.2.3 Receive, give receipts and execute discharges for all the gifts, legacies, bequests and other monies, and to execute any trusts created for any of the objects of the Society or for the purpose of furthering any of the objects of the Society.
  - 18.2.4 Raise money for the Society by:
    - (i) subscriptions and the granting of rights and privileges to subscribers;
    - (ii) grants;
    - (iii) contract for services;
    - (iv) ticketed Events;
    - (v) merchandise sales; or
    - (vi) by any other activities as deemed appropriate by the Board.
  - 18.2.5 Exercise all rights, powers and duties which under these Rules are required to be performed by the Board.
  - 18.2.6 Engage, control and dismiss the Society's contractors/employees and paid officials, and exercise all such administrative powers as may be necessary to affect the purposes of the Society.
  - 18.2.7 At its discretion, appoint honorary legal counsel and auditors.
  - 18.2.8 From time to time, co-opt persons with special expertise to serve the Board or any Committee upon such conditions as the Board may determine. Their appointment shall be reviewed annually at the first Board following the Annual General Meeting.
  - 18.2.9 Approve the reimbursement for reasonable expenses legitimately incurred by any Member on behalf of the Society or while pursuing the Society's purposes.

- 18.2.10 Pay a Member (including any Board Member) a salary, wage, or other payments for services, or enter into any other transaction with a Member 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; or are terms less favourable to the Member than those terms).
- 18.2.11 Deal with any matter not provided for in these Rules and generally manage the affairs of the Society in accordance with its Rules and objects.
- 18.2.12 Appoint kaumātua and / or kuia to serve the Board or any Committee upon such conditions as the Board may determine.

## 19. DISCLOSURE OF INTEREST

- 19.1 Where any Board Member is, or may be, interested or concerned directly or indirectly in a matter, including:
  - 19.1.1 the Society's performance of any of its activities or exercise of its powers; or
  - 19.1.2 an arrangement, agreement or contract made or entered into, or proposed to be entered into by the Society,that Board Member must disclose the nature and extent of their interest to the other Board Members (including the monetary value of that interest if it can be quantified).
- 19.2 Disclosure under rule 19.1 of these Rules must be made as soon as practicable after the Board Member becomes aware that they are, or may be, interested in the matter and as soon as it is made, the disclosure must be included in the Register of Interests kept in accordance with rule 19.3 of these Rules.
- 19.3 The Society shall hold and maintain a register of interests for the purpose of recording matters in which Board Members may have an interest. The register of interests shall be maintained and kept up to date to date by the Secretary.
- 19.4 Where a Board Member makes a disclosure in accordance with rule 19.1 of these Rules, that Board Member:
  - 19.4.1 must not vote or take part in a decision of the Committee relating to the matter; and
  - 19.4.2 must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - 19.4.3 may take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise),however:
  - 19.4.4 a Board Member who is prevented from voting on a matter may still be counted for the purposes of determining whether there is a quorum at any

meeting at which that matter is considered; and

19.4.5 subject to rule 19.6 of these Rules, Rules 19.4(a) and 19.4(b) above will not apply to a Board Member in relation to a particular matter if all Board Members who are not interested in the matter consent to that a Board Member acting in the manner contemplated in those rules.

19.5 Notwithstanding any other provision of these Rules, if 50% or more of the Board Member's are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise.

19.6 Subject to rule 19.7 of these Rules, a Board Member will be interested in a matter if the Board Member:

19.6.1 is a party to, or may derive a material financial benefit from the matter;

19.6.2 is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter;

19.6.3 may have a financial interest in a person to whom the matter relates;

19.6.4 is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or

19.6.5 is otherwise directly or indirectly interested in the matter.

19.7 A Board Member will not be interested in a matter for the following reasons:

19.7.1 merely because that Board Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act or these Rules; or

19.7.2 if the Board Member's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members;

19.7.3 if the Board Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board Member in carrying out the Board Member's responsibilities under the Act or these Rules; or

19.7.4 if the Board Member is a member of the committee of a union and the Board Member's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

## 20. PECUNIARY PROFIT, BENEFITS, ADVANTAGES AND FUNDS

20.1 The Society must not be carried on for the financial gain of any of the Members. Subject to rule 20.2 of these Rules, the Society shall be treated as having a purpose of being carried on for the financial gain of any of the Members if:

- 20.1.1 the Society distributes, or may distribute, any gain, profit, surplus, dividend or other similar financial benefit to any of the Members (whether in money or in kind);
  - 20.1.2 the Society has, or may have, capital that is divided into shares or stock held by its members; or
  - 20.1.3 the Society holds or may hold property in which the Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Society or otherwise).
- 20.2 The Society will not operate for the financial gain of Members merely because the Society will or may:
- 20.2.1 engage in trade;
  - 20.2.2 reimburse a member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
  - 20.2.3 provides benefits to members of the public, or of a class of the public, including Members or their families;
  - 20.2.4 provide benefits to Members or their families to alleviate hardship;
  - 20.2.5 pay a Member a salary, wage, or other payments for services, or enter into any other transaction with a Member 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; or are terms less favourable to the Member than those terms); and
  - 20.2.6 provide a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purpose of the Society.
- 20.3 Subject to rule 20.1, the funds and property of and belonging to the Society may be applied in the manner and for the purposes following;
- 20.3.1 Payment of all expenses of and incidental to the carrying out of the objects of the Society or any of them.
  - 20.3.2 Purchase and improvement of real and personal property to be used for and in connection with all or any of the objects of the Society.
  - 20.3.3 Investment upon any security hereby authorised.
  - 20.3.4 Any manner which may from time to time be authorised by the Board or Members in General Meetings.
- 20.4 The income and property of the Society shall be applied solely towards the promotion of the objects set forth above, and no portion shall be paid or transferred directly or indirectly for the financial gain of any Member in accordance with rule 20.1.

## 21. COMMITTEES

- 21.1 The Board shall have the power to appoint such Committees as it shall from time to time deem advisable and may delegate and assign to such Committees such powers, duties and responsibilities as the Board shall think fit.
- 21.2 Committees shall meet and report as required to carry out their functions and shall be allocated sufficient funds to meet expenses by the Board.
- 21.3 Committees shall not expend any monies or incur any liabilities in excess of any budget approved by the Board without the prior approval of the Board.
- 21.4 Each Committee shall keep written minutes of all meetings and forward the same monthly to the Board.
- 21.5 The Board shall have power to fill any casual vacancies or make any further appointments to the Committee from time to time.

## 22. COMMON SEAL

- 22.1 The Society shall provide a common seal which shall be in the custody of the Secretary. The common seal shall not be affixed to any instrument except:
- 22.2 in pursuance of a resolution of the Board and / or Society; and
  - 22.2.1 in the presence of the Chair or the Deputy-Chair, one other Board Member and the Secretary who shall sign every document or instrument to which the Common Seal is affixed.

## 23. DUTIES OF THE TREASURER

- 23.1 The Treasurer shall oversee the charge and custody of all funds and the deposit of such funds in the Society's name in the bank account directed by the Board and shall render a statement of the conditions of the finances to the Board at all regular Board Meetings and in general shall perform other duties as the Board may from time to time establish.
- 23.2 All transactions made on behalf of the Society shall be approved and signed by the Treasurer and countersigned by another Board Member. The Treasurer shall furnish returns as required by section 109 of the Incorporated Societies Act 2022.

## 24. ALTERATION TO RULES

- 24.1 Subject to rule 23.2, any alterations, amendments, additions or decisions of these Rules (Alterations) shall be made in accordance with the following process:
  - 24.1.1 Notice of a motion for Alterations must be given to the Secretary not less than one (1) calendar month prior to the General Meeting.



- 24.1.2 Notice of the Alterations must be included in the Notice for the General Meeting.
- 24.1.3 At the General Meeting, a resolution on the Alterations must be passed by a majority of Members entitled to vote and voting on the question.
- 24.2 For any Alteration to these Rules which has no more than a minor affect or corrects or makes similar technical alterations, the Board may amend these Rules in accordance with the following process:
  - 24.2.1 Written notice of the Alteration is sent to every Member which sets out the text of the Alteration and the right of the Member to object to the Alteration; and
  - 24.2.2 if no objection is received within 20 Working Days after the date the notice is sent, the Board may make the Alteration. However, if an objection is received, the Board may not make the Alteration under this rule 23.2.
- 24.3 Any Alteration shall forthwith be registered with the Registrar of Incorporated Societies.
- 24.4 No Alteration shall be made that in any way detracts from the purposes of the Society.

## 25. DISPUTES

- 25.1 If a dispute arises at any time in respect of:
  - 25.1.1 a matter which is not provided for in these Rules
  - 25.1.2 any doubt exists as to the interpretation of the Rules or
  - 25.1.3 any other matter pertaining to the Society, its property or interests,the dispute shall be determined by the Board whose decision shall be conclusive and binding on all Members unless revoked at a Special General Meeting held not later than the next following Annual General Meeting.
- 25.2 All disputes must be consistent with the rules of natural justice.

## 26. WINDING UP

- 26.1 The Society may be wound up in a manner prescribed by the Act in particular section 216 which sets out the rules for disposal of any surplus assets.
- 26.2 In the event of such winding up or dissolution of the Society, all the real and personal property of the Society after the satisfaction of all its liabilities, shall be paid to the charity of the choice of the Board at the time.

This version of the Rules of Ngā Aho Whakaari Māori in Screen Production Incorporated was updated and agreed at a General Meeting held on 22 November 2023 at Taumata a Kupe, Te Māhurehure Marae and Huitopa.