

# **Rules of the Tangata Whenua, Community and Voluntary Sector Research Centre Incorporated**

## **1 Name:**

- 1.1 The name of the Society shall be the Tangata Whenua, Community and Voluntary Sector Research Centre Incorporated (hereinafter referred to as The Research Centre).

## **2 Principals and Functions:**

- 2.1 The Research Centre is an organisation with participants from Tangata Whenua, Community and Voluntary Sector organisations (hereinafter referred to as The Sector) and NZ tertiary and research institutions who are committed to a Research Centre which aims to contribute to the strengthening of the Sector through research. It will operate within a Tiriti/Treaty relationships framework
- 2.2 It will promote the gathering and dissemination of research which is collaborative and inclusive, and which demonstrates the highest standards of research.
- 2.3 The Centre would demonstrate ways to raise the standards of research within the Sector and tertiary institutions through better use of our collective understanding and analysis of our experience.
- 2.4 The Centre would provide a hub able to disseminate new ideas, approaches and good practice from New Zealand and overseas - leading towards more forward thinking, innovation and enhanced capacity. The Research Centre values Kotahitanga, which is the principle of unity of purpose and direction as demonstrated through the achievement of harmony and moving as one while ensuring all are encouraged to make a contribution, express their views and act in unison..The Research Centre would encompass a Sector focus reflecting the distinct norms, values and principals which distinguish the Sector from the market and the state.

## **3 The Objects of the Research Centre are:**

- 3.1 To strengthen the Sector through research which contributes to a greater understanding and knowledge of the Sector and the role it plays in the provision of public benefits in New Zealand
- 3.2 To promote a Tiriti/Treaty based approach to research in the community.
- 3.3 To support innovation and offer leadership in promoting the Sector to the nation and the world.
- 3.4 Promote collaboration and cooperation in research initiatives involving both the community and tertiary institutions in New Zealand
- 3.5 To undertake and promote the gathering and dissemination of research which is collaborative and inclusive, and which demonstrates the highest standards of research

- 3.6 To promote principles and standards by which those engaged in community research can assess their work.

#### **4 Powers**

- 4.1 The society shall have all the powers necessary to achieve its objectives. Without derogating from the generality of its powers the Research Centre shall have the following powers:
- 4.1.1 To make, amend revoke by-laws, rules and regulations affecting the conduct of the Research Centre, its members, staff and officers.
  - 4.1.2 To acquire by purchase, take on lease, or acquire any real or personal property.
  - 4.1.3 To sell, exchange, maintain, improve, lease, hire, dispose of, manage, control, invest, reserve, lend, mortgage charge, gift or otherwise deal with and turn to account any real or personal property of the Research Centre.
  - 4.1.4 To borrow or raise money and upon such conditions as to security or otherwise as the Research Centre may deem fit.
  - 4.1.5 To remunerate or pay honoraria to officers of the Research Centre, employ staff and engage agents and representatives.
  - 4.1.6 To engage in, prosecute, defend, and otherwise undertake any legal action or legal proceedings on behalf of the research centre and for that purpose to expend such money and employ solicitors counsel and other advisors the Research Centre deems necessary.
  - 4.1.7 To edit, print, publish, post on web sites and distribute, including electronically, magazines, newsletters, newspapers, books, pamphlets and other information and publications.
  - 4.1.8 To be bound by contract to undertake lawful activities.
  - 4.1.9 To join and affiliate with any other organisation having similar objects.
  - 4.1.10 To apply for and acquire any licenses or permits deemed necessary by the Research Centre.
  - 4.1.11 To commission and pay for any research, reports, surveys and conferences on matters of concern to the Research Centre.
  - 4.1.12 To accept gifts and other contributions.
  - 4.1.13 To make, amend and revoke by-laws, rules and regulations affecting the conduct of the Research Centre.

## **5 Public Benefit**

- 5.1 No member or any person associated with a member shall participate in or materially influence any decision made by the Research Centre in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in any arms length transaction.

## **6 Membership**

- 6.1 Membership will be open to all Tangata Whenua, Community and Voluntary Sector organisations and Tertiary and Research institutions in New Zealand which support the principles and objects of the Research Centre at the discretion of the Council
- 6.2 Organisations or institutions wishing to become members shall apply in writing to the Research Centre Governing Council. The Governing Council will have the power to accept or decline any application for membership.
- 6.3 Non voting, associate membership shall be available to individuals who support the aims and objects of the Research Centre, at the discretion of the Council
- 6.4 All members will have the opportunity to caucus as they should from time to time determine.
- 6.5 A member organisation or associate member may at any time withdraw from membership by notice in writing to that effect, but will remain liable for all amounts due at that time.
- 6.6 A member organisation or associate member may be expelled on the carrying, by any general or special meeting, a motion to so expel the member, on the grounds that continued membership is not considered by the Governing Council to be in the interests of the Research Centre.

## **7 Executive Committee**

- 7.1 The Governing Council shall select from among the representatives of its members two Co- Chairs who shall jointly act as the conveners of the Governing Council. The Co Chairs will include one Tangata Whenua and one Tangata Tiriti representative.
- 7.2 An Executive Committee shall be selected by the Governing Council and shall consist of no less than 6 and no more than 14 persons who are representatives of member organisations and include equal representation of Tangata Whenua and Tangata Tiriti. These representatives together with the Co-Chairs shall constitute the Executive Committee.
- 7.3 The Executive Committee shall serve for a term of three years. All Executive Committee Members will be eligible for re-selection.
- 7.4 The Executive Committee shall select from among its membership a Treasurer and Secretary.

- 7.5 The Executive Committee and the Co- Chairs shall be selected at the Annual General Meeting of the Research Centre.
- 7.6 The Executive Committee may fill casual vacancies as they occur. Such persons shall serve until the next Annual Meeting.
- 7.7 The Executive Committee may, on the recommendation of Tangata Whenua members, include additional Kaumatua as members of the Executive Committee.
- 7.8 Meetings of the Executive Committee shall be convened by the Co-Chairs. The Executive Committee shall meet as required including by teleconference, in order to administer the activities of the Research Centre.
- 7.9 The Executive Committee will have the power to appoint sub-committees and working groups to assist in carrying out of the work of the Research Centre.
- 7.10 Membership of the Executive Committee shall be forfeited if the member has been absent for three consecutive meetings of the Executive Committee without leave.
- 7.11 Except in exceptional circumstances, at least 7 days notice shall be given of all meetings of the Executive Committee to all members of the Committee.
- 7.12 The Executive Committee shall ensure that job descriptions and contract of employment are given to all employed staff.
- 7.13 The Executive Committee shall submit an Annual Financial Report and Statement of Income and Expenditure for the preceding financial year to the Annual General meeting.
- 7.14 The Executive Committee shall submit to the Governing Council a plan and budget for the operation of the Research Centre for the forth coming year.

## **8 Voting and Notice**

- 8.1 As far as possible members of the Governing Council and the Executive Committee shall strive to make decisions by consensus.
- 8.2 Prior to voting the Tangata Whenua and Tangata Tiriti members will have the opportunity to caucus.
- 8.3 Four weeks notice in writing of meetings of the Governing Council will be given to members along with details of the agenda and any remits that will be decided at the meeting.
- 8.4 Notice will be given to the email address provided by the member for notices or to the member's physical address where no email address is provided.

- 8.5 In the event of doubt as to the achievement of a consensus at any meeting, a member representative may call for a formal vote to be taken in which case the following rules shall apply:
- 8.5.1 The method of voting at a meeting of the Governing Council or Executive Committee shall be by a show of hands unless a member representative requests a secret ballot;
- 8.5.2 Unless otherwise provided for in these rules, every motion shall be deemed to be carried by a simple majority of those member representatives present and eligible to vote;
- 8.6 Member organisations may have more than one person present at a meeting but shall be entitled to only one vote through their member representative.
- 8.7 A quorum for a general meeting of the membership shall be one third of the current member organisations.
- 8.8 A quorum of the Executive Committee shall be one half of its members.
- 8.9 Proxy voting will not be permitted.

## **9 Governing Council**

- 9.1 A Governing Council of members shall be established consisting of one representative from each member organisation.
- 9.2 The Governing Council shall have the authority to exercise all of the powers as set out at paragraph 4 above.
- 9.3 The Governing Council shall have the authority to delegate to the Executive Committee any and all such powers as it sees fit with the exception of 4.1.1 which is the power to make, amend, and revoke by-laws, rules and regulations affecting the conduct of the Research Centre, its members, staff and officers.
- 9.4 The Governing Council shall meet no less than once each year and one of the meetings shall be the Annual General Meeting of the Research Centre.
- 9.5 The Governing Council AGM will be held within 6 months of the Research Centre's financial year end.
- 9.6 The Governing Council will approve a plan and budget, as submitted by the Executive Committee, for the forthcoming year.
- 9.7 The Governing Council will appoint an auditor who is a qualified accountant at the Annual General Meeting of the Research Centre

## **10 Registered Offices**

- 10.1 The Registered Offices of the Research Centre shall be situated at such a place as may be decided by the Executive Committee. Notice of every change of location of the registered office shall be duly sent to the Registrar of Incorporated Societies.

## **11 Winding Up**

- 11.1 Should a meeting of the Governing Council called under these rules expressly for the purpose, decide to wind the Research Centre up and put it into liquidation, and which decision is confirmed in a subsequent meeting of the Governing Council held in accordance with S.24 of the Incorporated Societies Act 1924, the Executive Committee shall ensure that an assessment of the Research Centre's accounts is conducted and shall realize all the valuable assets and meet all the liabilities of the Research Centre.
- 11.2 If upon winding up of the Research Centre there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Research Centre but shall be given or transferred to some other approved charitable organisation or body with similar objects to the research Centre that also has an income tax exemption or for some other charitable purpose within New Zealand.

## **12 Alteration of Rules**

- 12.1 These Rules may at any time be altered by the consent of Governing Council who have reached a consensus during an Annual General Meeting or at a Special General Meeting of the Research Centre called for this specific purpose. Notice and the wording of the proposed changes shall be supplied to all members at least one month prior to the meeting.
- 12.2 No addition or alteration of the charitable aims, personal benefit clause or the winding up clause shall be approved without the approval of either Inland Revenue Department or the Charities Commission. The provisions and effect of this clause shall not be removed from the rules and shall be included and implied into any document replacing this document.

## **13 Finances and Financial Year**

- 13.1 The financial year of the Research Centre shall end on the 30th of June each year.
- 13.2 All money received by the Research Centre shall be receipted and all payments authorized.

## **14 Common Seal**

- 14.1 A Common Seal of the Research Centre, bearing the registered name of the Research Centre, shall be held by the Secretary. It shall be affixed in the presence of any two of the officers of the Research Centre who will affix their signatures to any documents which may require to be executed with the Common Seal

## **15 Disputes**

- 15.1 In the event of any dispute over the interpretation of these rules the disputing parties will use all reasonable endeavors to settle the dispute among themselves.
- 15.2 If resolution is not possible the matter will be referred to an independent arbitrator as agreed between the parties and if agreement is not possible an arbitrator appointed by a sitting referee of the Porirua District Court Disputes Tribunal.
- 15.3 The decision of the arbitrator shall be final and binding on all parties.