ENVIRONMENT NETWORK MANAWATŪ INCORPORATED

CONSTITUTION - TE TUREPAPA O ENM

Hutia te rito o te harakeke, kei whea te kōmako e kō?
Ki mai koe ki a au, he aha te mea nui o tēnei ao?
Māku e kī atu, he tangata, he tangata, he tangata.

Ka topa te manu mihimihi ki runga i ngā paemaunga o Tararua, o Ruahine
Ka heke iho ki ngā wai o Manawatū
Ka rere i te whānui me te whāroa o te whenua nei
Tae atu rā ki ngā wae karekare o Te Tai Hauāuru
Ka mihi kau atu ki te iwi manawhenua o Rangitāne
Ka mihi ki tēnā hapū, ki tēnā hapū
Ki tēnā marae, ki tēnā marae
Ko koutou te mana rangatira, te mana taketake o te taiao e noho nei tātou
Ko te reo mihi o ENM tēnei i runga i ngā kaupapa e whakakotahi nei i a tātou;
Oranga nuku, oranga rangi, oranga tangata!

Historical Note

Environment Network Manawatū (**ENM**) was first established in 2000 as “The Manawatu Collective”
In 2001, **ENM** incorporated under the Incorporated Societies Act 1908.
In 2008, **ENM** registered as a Charity under the Charities Act 2005.

Previous reviews of **ENM**’s **Constitution** were adopted by membership in 2002, 2003, 2010, 2015, 2019, 2020 and 2022.

This **Constitution** was adopted by the membership at the Annual General Meeting on 28 October 2025 to enable **ENM** to be re-registered under the Incorporated Societies Act 2022.

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1. Introductory Rules - Ngā Ture Whakataki

Manaaki whenua, manaaki tangata, haere whakamua.

Name

1.1 The name of the society is Environment Network Manawatū Incorporated, also known as and hereafter referred to as "**ENM**".

Te Tiriti o Waitangi

1.2 **ENM** affirms Te Tiriti o Waitangi ('Te Tiriti') as the founding covenant of Aotearoa New Zealand and will honour and uphold Te Tiriti in all our activities.

Charitable status

1.3 **ENM** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

Definitions

1.4 In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

1.4.1 **'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

1.4.2 **'Annual General Meeting'** means a meeting of the Members of **ENM** held once per year which, among other things, will receive and consider reports on **ENM**'s activities and finances.

1.4.3 **'Chair'** means Co-Chair and the **Officer** responsible for chairing **General Meeting**s and **ENM Board** meetings, and who provides leadership for **ENM.**

1.4.4 **ENM**'s committee is called the **'ENM Board'**, which is **ENM**'s governance body. The **ENM Board** strives to optimise **ENM** performance in the achievement of its purposes.

1.4.5 '**Constitution**' means the rules in this document.

1.4.6 '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

1.4.7 **'Interested Member**' means a Member who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

1.4.8 '**Interests Register**' means the register of interests of Officers, kept under this **Constitution** and as required by section 73 of the **Act**.

1.4.9 **‘Matter’** means:

a. **ENM**’s performance of its activities or exercise of its powers, or
b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by **ENM**.

1.4.10 **‘Member’** means a person who has consented to become a **Member** of **ENM** and has been properly admitted to **ENM** who has not ceased to be a **Member** of **ENM**.

1.4.11 **‘Notice’** to **Member**s includes any notice given by email, post, or courier.

1.4.12 **‘Officer’** means a natural person who is:

a. a member of the **ENM Board**, or
b. occupying a position in **ENM** that allows them to exercise significant influence over the management or administration of **ENM**.

1.4.13 **‘Register of Members’** means the register of **Member**s kept under this **Constitution** as required by section 79 of the **Act**.

1.4.14 **‘Special General Meeting’** means a meeting of the **Member**s**,** other than an **Annual General Meeting,** called for a specific purpose or purposes.

1.4.15 **‘Working Days’** as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

1.5 **ENM** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

1.5.1 The aim of **ENM** is to promote a network of collective community action to realise a vision of an enhanced Manawatū environment.

1.5.2 The purposes of **ENM** will be to:

a. coordinate and communicate the efforts of the **Member** groups:

i. actively protect, maintain, restore and enhance the environment of the Manawatū River Catchment,

ii. promote ideas to the wider community to encourage them to participate in environmental projects,

iii. develop concerted long-term plans of action to enhance the environment and actively progress the implementation of these plans,

iv. encourage the provision of “green” areas for passive recreation,

v. work together to identify, initiate, support, implement and maintain environmental projects that benefit the wider community,

vi. initiate, develop, implement and participate in environmental education,

b. advocate for ecological sustainability and matters of agreed environmental significance,

c. act as a central point of access to environmental information,

d. liaise with similar organisations elsewhere in Aotearoa New Zealand and around the world as appropriate to source and share ideas for environmental projects and issues,

e. work respectfully and collaboratively as tangata tiriti, in partnership with mana whenua, to recognise kaitiakitanga, environmental aims and objectives in common,

f. obtain sponsorship funding and donations to carry out the charitable purposes of **ENM**,

g. carry out other activities consistent with the charitable purposes of **ENM**.

1.6 Any income, benefit or advantage must be used to advance the charitable purposes of **ENM**.

1.6.1 As a not-for-profit organisation, the **Officer**s and **Member**s may not receive any distributions of profit or income from it. This does not prevent **Officer**s or **Member**s:

a. receiving reimbursement of actual and reasonable expenses incurred, or

b. entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

1.6.1.1 Provided no **Officer** or **Member** is allowed to influence **any** such decision made by **ENM** in respect of payments or transactions between **ENM** and them, their direct family or any associated entity.

1.6.2 The provision and effect of this clause shall not be removed from this **Constitution** and shall be implied into any document replacing this constitution.

Acts and Regulations

1.7 Nothing in this **Constitution** authorises **ENM** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

Powers

1.8 **ENM** will have the following powers:

1.8.1 To use its funds as the **ENM Board** thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, **Officers** and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.

1.8.2 To purchase, take on, lease, exchange or hire, or otherwise acquire any real or personal property and any rights or privileges which the **ENM Board** thinks necessary or proper for the purpose of attaining the purposes of **ENM** 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.

1.8.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the **ENM Board** thinks fit.

1.8.4 To borrow or raise money from time to time, with security and upon such terms as to give priority to the purposes of **ENM**, as the **ENM Board** thinks fit.

1.8.5 To carry on any business approved by the **ENM Board**.

1.8.6 To do all things as may from time to time be necessary or desirable to give effect to and attain the charitable purposes of **ENM**, which have been approved by the **ENM Board**.

Registered Office

1.9 The registered office of **ENM** shall be at such place in Aotearoa New Zealand as the **ENM Board** from time to time determines.

1.9.1 Changes to the registered office shall be notified to the Registrar of Incorporated Societies (Registrar):

a. at least five working days before the change of address for the registered office is due to take effect, and

b. in a form and as required by the Act.

Contact Person

1.10 **ENM** shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

1.10.1 **ENM**'s contact person must be:

a. At least 18 years of age, and

b. Ordinarily resident in Aotearoa New Zealand.

1.10.2 A contact person can be appointed by the **ENM Board** or elected by the **Members** at a **General Meeting**.

1.10.3 Each contact person's name must be provided to the Registrar, along with their contact details, including:

a. a physical or electronic address, and

b. a telephone number.

1.10.4 Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 **Working Days** of that change occurring, or **ENM** becoming aware of the change.

2. Membership - Ngā Māngai

Mā pango, mā whero ka oti te mahi.

Minimum number of members

2.1 **ENM** shall maintain the minimum number of **Members** required by the **Act**.

Types of members

2.2 A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

2.2.1 The classes of membership and the method by which a **Member** is admitted to different classes of membership are as follows:

2.2.1.1 Group **Member**:

Any voluntary, non-profit, group (whether formal or informal) with an interest in the environment of the greater Manawatū area that agrees with the purpose of **ENM** may apply to become a Group **Member** of **ENM**.

2.2.1.2 Affiliate **Member**:

i. Any person or organisation that agrees with the purpose of **ENM** may apply to become an Affiliate **Member** of **ENM**.

ii. Any business that agrees with the purpose of **ENM** may apply to become an Affiliate Business **Member** of **ENM** under one of the following categories:

a) A business the purpose of which is substantially committed to contributing to positive environmental outcomes.

b) A business which commits to improve its environmental impact through a series of targeted actions.

Becoming a Member

2.3 Every applicant for membership must consent in writing to becoming a **Member**.

2.3.1 The consent of a body corporate (**A**) to become a **Member** of **ENM** may be given on A's behalf in writing by a person acting under A's express or implied authority.

2.4 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **ENM Board** regarding an application for membership and will become a **Member** on acceptance of that application by the **ENM Board**.

2.4.1 The **ENM Board** may accept or decline an application for membership at its sole discretion.

2.4.2 The **ENM Board** must advise the applicant of its decision.

2.4.3 The signed written consent of every **Member** to become an **ENM Member** shall be retained in **ENM**'s membership records.

2.5 Affiliate Business Membership will be reviewed annually. Where appropriate, the Affiliate Business **Member** will be offered the opportunity to renew their membership upon payment of the applicable membership fee.

Members Obligations and Rights

2.6 Every **Member** shall provide **ENM** in writing with that **Member**'s name and contact details (namely, physical or email address and a telephone number) and promptly advise **ENM** in writing of any changes to those details.

2.7 Each Group **Member** shall appoint a representative to attend and vote at **General Meeting**s and act as the key liaison person between the Group **Member** and **ENM**. Representatives may also stand for a position on the **ENM Board**. The appointment may be changed from time to time but no person may represent more than one organisation at any one time. Appointments of representatives need not be in writing but each representative attending a **General Meeting** shall be required to sign an attendance register indicating the name of the Group **Member** they represent.

2.8 Affiliate **Member**s will not have representative voting rights (see clause 3.2).

2.9 All **Members** shall promote the interests and purpose of **ENM** and shall do nothing to bring **ENM** into disrepute.

2.10 The **ENM Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by **ENM**, and to participate in **ENM** activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and Fees

2.11 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

2.12 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 20 **Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **ENM** activity or to access or use **ENM**'s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 80 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **ENM Board** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

Ceasing to be a Member

2.13 A **Member** ceases to be a **Member**:

a. by resignation from that Member's class of membership by written notice signed by that Member to the ENM Board, or

b. on termination of a Member's membership following a dispute resolution process under this Constitution, or

c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

d. by resolution of the ENM Board where:

    i. The Member has failed to pay a subscription due to ENM within eighty (80) Working Days of the due date for payment, or

    ii. In the opinion of the ENM Board the Member has brought the Society into disrepute.

e. with effect from (as applicable):

    i. the date of receipt of the Member's notice of resignation by the ENM Board (or any subsequent date stated in the notice of resignation), or

    ii. the date of termination of the Member's membership under this Constitution, or

    iii. the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

iv. the date specified in a resolution of the ENM Board and when a Member's membership has been terminated the ENM Board shall promptly notify the former Member in writing.

Obligations Once Membership has Ceased

2.14 A **Member** who has ceased to be a **Member** under this **Constitution**:

a. remains liable to pay all subscriptions and other fees to the **ENM**'s next balance date,

b. shall cease to hold themselves as a **Member** of **ENM**, and

c. shall return to **ENM** all material provided to **Member**s by **ENM**.

d. shall cease to be entitled to any of the rights of an **ENM Member**.

Becoming a Member Again

2.15 Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **ENM Board**.

2.15.1 But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **ENM Board**.

No Responsibility for Loss

2.16 No **Member** shall be responsible for any loss to **ENM** unless the same is attributable to their own dishonesty or to the willful commission or omission by them of any act known to be a breach of trust.

3. General Meetings - Ngā Hui Whānui

He waka eke noa.

3.1 The **ENM Board** shall give all **Members** at least 14 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

3.1.1 That **Notice** will be addressed to the **Member** at the contact address notified to **ENM** and recorded in **ENM**'s **Register** of **Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

3.2 Besides Group **Member** representatives, ordinary members of Group **Member**s and also Affiliate **Member**s are eligible to attend **General Meetings** and to vote, *except that* before a vote is taken a Group **Member** representative may request that the vote be a "Representative Vote" in which case

only Group **Member** representatives can vote. Additionally, the Chair may at their discretion rule before putting any motion that it be a Representative Vote.

3.2.1 Group **Member** representatives may vote at **General Meetings**:

a. in person, or

b. via real-time audio, audio and visual, or electronic communication, or

c. by a signed written proxy (original or electronic copy) in favour of some individual entitled to be present at the meeting and received by, or handed to, the ENM Board before the commencement of the General Meeting, or

d. through the authorised representative of a body corporate as notified to the ENM Board, and

e. no other proxy voting shall be permitted.

3.3 No **General Meeting** may be held unless at least 20% eligible **ENM Members** attend throughout the meeting and this will constitute a quorum.

3.3.1 Attendance may be in person or by means of audio, or audio and visual, or electronic communication by which all **ENM Members** constituting a quorum can simultaneously hear and participate in the meeting.

3.3.2 If, within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Member**s – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chair** of **ENM**, and if at such adjourned meeting a quorum is not present those **Member**s present in person or by proxy shall be deemed to constitute a sufficient quorum.

3.4 Any **Matter** requiring determination will if possible be made by consensus. However, where a consensus decision cannot be reached on a **Matter**, the decision will be made by a majority vote. In the case of a Representative Vote the majority will be of Group **Member** representatives present.

3.4.1 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

3.4.2 Any decisions made when a quorum is not present are not valid.

3.5 The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Member**s who are entitled to vote on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of

one or more **Member**s. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

3.6 **General Meeting**s may be held at one or more venues by **Member**s present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

3.7 All **General Meeting**s shall be chaired by the **Chair**. If there are Co-Chairs, they shall agree between them who will chair the **General Meeting** or, in case of disagreement, this shall be decided by a majority vote of the **ENM Board**. If the **Chair** is absent, the meeting shall elect a member of the **ENM Board** to chair the meeting.

3.7.1 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, no casting vote. If voting is tied, the motion will lapse.

3.7.2 Any person chairing a **General Meeting** may:

a. With the consent of a simple majority of **Member**s present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chair** be removed from the **General Meeting**, and

c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

3.8 The **ENM Board** may propose motions for the **Society** to vote on (**'ENM Board Motions'**), which shall be notified to **Member**s with the notice of the **General Meeting.**

Minutes

3.9 **ENM** must keep minutes of all **General Meeting**s.

Annual General Meetings

3.10 An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **ENM Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meeting**s shall apply.

3.10.1 The **Annual General Meeting** must be held no later than the earlier of the following:

a. Six months after the balance date of **ENM**, or

b. 15 months after the previous annual meeting.

3.11 The **Annual General Meeting** will carry out the following business:

3.11.1 Confirm the minutes of the previous **Annual General Meeting** and of any other **Special General Meeting** held since the last **Annual General Meeting**,

3.11.2 Adopt the **ENM Board**'s annual report on the operations and affairs of **ENM**,

3.11.3 Adopt the **ENM Board**'s report on the finances of **ENM**, and the annual financial statements,

3.11.4 Elect the **ENM Board** members,

3.11.5 Set any subscriptions for the current year,

3.11.6 Consider any motions of which prior notice has been given to **Member**s with notice of this meeting, and

3.11.7 Consider any general business.

3.12 The **ENM Board** must, at each **Annual General Meeting**, present the following information:

3.12.1 an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,

3.12.2 the annual financial statements for that period, and

3.12.3 notice of any disclosures of conflicts of interest made by **Officer**s during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

3.13 A **Special General Meeting** may be called at any time by the **ENM Board** by resolution.

3.13.1 The **ENM Board** must call a **Special General Meeting** within 28 days if it receives a written request signed by at least 10 percent of **Group Members**.

3.13.2 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

3.14 The rules in this **Constitution** relating to the procedure to be followed at a **General Meeting** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **ENM Board**'s resolution or the written request by a **Member** for the meeting.

4. The ENM Board - Te Rōpū Whakahaere

Ehara taku toa i te toa takitahi, engari he toa takitini.

Board Composition

4.1 The **ENM Board** will consist of at least five **Officer**s and no more than 10 **Officer**s. **ENM** will aspire to achieve a board membership that reflects the diversity of the Manawatū community and **ENM**'s commitment to Te Tiriti.

4.1.1 A majority of the **Officer**s on the **ENM Board** must be either:

a. **Member**s of **ENM**, or

b. representatives of bodies corporate that are **Member**s of **ENM**.

4.1.2 The **ENM Board** will include a **Chair** and a Treasurer.

4.1.3 The **ENM Board** may also include a Youth Board Member. The **ENM Board** will have a mentoring responsibility toward Youth Board Members until they reach the age of 18. The goal of mentoring is to support young people as they continue to develop their capacity for governance and leadership within the environmental sector. The Youth Board Member:

a. must be between the ages of 16 and 24 at the time of appointment,

b. may complete their term regardless of their age at completion,

c. will have full discussion and voting rights, but no person under the age of 18 will be an **Officer** or be legally accountable for the actions of the **ENM Board**.

Functions of the Board

4.2 From the end of each **Annual General Meeting** until the end of the next, **ENM** shall be managed by, or under the direction or supervision of, the **ENM Board**, in accordance with the **Act**, any Regulations made under that **Act**, and this **Constitution**.

Powers of the Board

4.3 The **ENM Board** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of **ENM**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.4 The **ENM Board** will at all times be bound by the decisions of **General Meeting**s.

Board Honoraria

4.5 **ENM Board** members may be paid an honorarium as long as policies and procedures are in place to:

4.5.1 manage any conflicts of interest, and

4.5.2 ensure any honoraria is reasonable and not more than the market rate, taking into account the nature of ENM's activities, in particular:

a. the number of members of the ENM Board, and

b. the likely cost of such fees as a reasonable and viable part of ENM's operation.

Sub-committees and Delegates

4.6 The **ENM Board** may appoint sub-committees consisting of such persons (whether or not **Members** of **ENM**) and for such purposes as it thinks fit; and may delegate any of its powers and duties to any such sub-committee or to any person. Unless otherwise resolved by the **ENM Board**:

4.6.1 the quorum of every sub-committee is half the members of the sub-committee but not less than two,

4.6.2 no sub-committee shall have power to co-opt additional members,

4.6.3 a sub-committee must not commit **ENM** to any financial expenditure without express authority from the **ENM Board**,

4.6.4 a sub-committee or delegate may without confirmation by the **ENM Board** exercise or perform the delegated powers or duties in the same way and with the same effect as the **ENM Board** could itself have done. When desired, the **ENM Board** may give the sub-committee or person a title to make their authority more transparent to those with whom they interact,

4.6.5 a sub-committee or delegate is required to regularly advise the **ENM Board** of actions and decisions taken under delegated authority, and

4.6.6 a sub-committee must not further delegate any of its powers.

4.7 Any sub-committee or person to whom the **ENM Board** has delegated powers or duties will be bound by the charitable terms of **ENM** and any terms or conditions of the delegation set by the **ENM Board**.

4.8 The **ENM Board** will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the **ENM Board**.

5. ENM Board Meetings - Ngā Hui a te Te Rōpū Whakahaere

Ko au ki tēnei, ko koe ki tēnā kīwai o te kete.

Procedure

5.1 The quorum for **ENM Board** meetings is at least half the number of members of the **ENM Board**.

5.2 A meeting of the **ENM Board** may be held either:

5.2.1 by a number of the members of the **ENM Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or

5.2.2 by means of audio, or audio and visual, or electronic communication by which all members of the **ENM Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

5.3 A resolution of the **ENM Board** is passed at any meeting of the **ENM Board** by consensus, if possible. If a consensus cannot be reached, then a resolution is passed if a majority of the votes cast on it are in favour of the resolution. Every **Officer** and the Youth Board Member on the **ENM Board** shall have one vote.

5.3.1 if voting is tied, the motion will lapse.

5.4 Each meeting will be chaired by the **Chair** of **ENM**, or, in their absence, the **ENM Board** will elect a person to chair the meeting from among its members. Where there are Co-Chairs, chairing of meetings will generally be agreed by them, with a preference for rotating chairing if each wants this role. In the event of disagreement or uncertainty, a majority vote of the **ENM Board** will decide which Co-Chair will chair at any given meeting of the **ENM Board**. The **Chair** does not have a casting vote.

5.5 Except as otherwise provided in this **Constitution**, the **ENM Board** may regulate its own procedure.

5.6 The **ENM Board** will ensure that minutes of **ENM Board** meetings are maintained and are available to any **Member** of **ENM** and which, for each meeting of the **ENM Board** records:

a. the names of those present,

b. all decisions which are required by the **Constitution** or by law to be made by **ENM**, and

c. any other matters discussed at the meeting.

Frequency

5.7 The **ENM Board** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair**.

5.8 The **Chair**, or other person nominated by the **ENM Board**, shall give to all **ENM Board** members not less than five **Working Days**' notice of **ENM Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers - Ngā Āpiha

Mā mua ka kite a muri, mā muri ka ora a mua.

Qualification of Officers

6.1 Every **Officer** must be a natural person who:

a. has consented in writing to be an **Officer** of **ENM**, and

b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of **ENM**.

6.2 An **Officer** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of **ENM**, namely:

a. a person who is under 16 years of age,

b. a person who is an undischarged bankrupt,

c. a person who is 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, or any other similar legislation,

d. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005,

e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:

i. an offence under subpart 6 of Part 4 of the **Act**, or

ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961), or

iii. an offence under section 143B of the Tax Administration Act 1994, or

iv. an offence, in a country other than Aotearoa New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii), or

v. a money laundering offence or an offence relating to the financing of terrorism, whether in Aotearoa New Zealand or elsewhere.

f. a person subject to:

i. a banning order under subpart 7 of Part 4 of the **Act**, or

ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

iv. 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.

g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside Aotearoa New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

6.3 Prior to election or appointment as an **Officer** a person must:

a. consent in writing to be an **Officer**, and

b. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

6.4 Note that only a natural person may be an **Officer,** and each certificate shall be retained in **ENM**'s records.

Officers' Duties

6.5 At all times each **Officer**:

a. shall act in good faith and in what he or she believes to be the best interests of **ENM**,

b. must exercise all powers for a proper purpose,

c. must not act, or agree to **ENM** acting, in a manner that contravenes the **Act** or this **Constitution**,

d. when exercising powers or performing duties as an **Officer**, must 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 **ENM**,

ii. the nature of the decision, and

iii. the position of the **Officer** and the nature of the responsibilities undertaken by them.

e. must not agree to the activities of **ENM** being carried on in a manner likely to create a substantial risk of serious loss to **ENM** or to **ENM**'s creditors, or cause or allow the

activities of **ENM** to be carried on in a manner likely to create a substantial risk of serious loss to **ENM** or to **ENM**'s creditors, and

f. must not agree to **ENM** incurring an obligation unless they believe at that time on reasonable grounds that **ENM** will be able to perform the obligation when it is required to do so.

Election or Appointment of Officers

6.6 The election of an **Officer** shall be conducted as follows:

a. Only Affiliate **Member**s, or members of Group **Member** organisations are eligible to stand for elections.

b. Written nominations must be proposed or seconded by a Group **Member** representative and endorsed with the consent of the nominee and given to **ENM** at least 10 **Working Days** before the date of the **Annual General Meeting**.

c. At least seven **Working Days** before the date of the **Annual General Meeting, ENM** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to **ENM** by or on behalf of each nominee, in support of the nomination.

d. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.

e. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.

f. Votes shall be cast in such a manner as the **Chair** of the **Annual General Meeting** determines.

g. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair** of the **Annual General Meeting** will act as scrutineers for the counting of the votes and destruction of any voting papers.

h. The failure for any reason of any financial **Member** to receive such **Notice** will not invalidate the election.

i. In the event of any vote being tied the tie will be resolved by the incoming **ENM Board** (excluding those in respect of whom the votes are tied).

j. In addition to an **Officer** elected under the foregoing provisions of this rule, the **ENM Board** may appoint other **Officer**s for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by

the **ENM Board** any person so appointed shall have full speaking and voting rights as an **Officer** of **ENM**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

6.7 The term of office for all **Officers** elected to the **ENM Board** shall be two years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

Removal of Officers

6.8 An **Officer** shall be removed as an **Officer** by resolution of the **ENM Board** or **ENM** where in the opinion of the **ENM Board** or **ENM**:

a. The **Officer** elected to the **EMN Board** has been absent from two meetings without leave of absence from the **ENM Board**,

b. The **Officer** has brought **ENM** into disrepute,

c. The **Officer** has failed to disclose a conflict of interest, or

d. The **ENM Board** passes a vote of no confidence in the **Officer**.

Ceasing to Hold Office

6.9 An **Officer** ceases to hold office when they resign (by notice in writing to the **ENM Board**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

6.10 Each **Officer** shall within 14 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **ENM Board** all books, papers and other property of **ENM** held by such former **Officer**.

Conflicts of Interest

6.11 An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by **ENM**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

6.11.1 to the **ENM Board** and or sub-committee, and

6.11.2 in an **Interests Register** kept by the **ENM Board**.

6.12 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

6.13 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

6.13.1 must not vote or take part in the decision of the **ENM Board** and/or sub-committee relating to the **Matter** unless all members of the **ENM Board** who are not interested in the **Matter** consent, and

6.13.2 must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **ENM Board** who are not interested in the **Matter** consent, but

6.13.3 may take part in any discussion of the **ENM Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **ENM Board** and/or sub-committee (unless the **ENM Board** and/or sub-committee decides otherwise).

6.14 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

6.15 Where 50 per cent or more of **Officers** 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 **Officers** agree otherwise.

6.16 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **ENM Board** shall consider and determine the **Matter**.

7. Records - He Mauhanga Kōrero

Tūngia te ururoa ki tipu whakaritorito te tipu o te harakeke.

Register of Members

7.1 **ENM** shall keep an up-to-date **Register** of **Members**.

7.1.1 For each current **Member**, the information contained in the **Register of Members** shall include:

a. Their name, and

b. The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and

c. Their contact details, including:

i. A physical address or an electronic address, and

ii. A telephone number.

7.1.2 The register will also include each **Member**'s email address (if any).

7.1.3 Every **Member** must promptly advise **ENM** of any change of the **Member's** contact details.

7.1.4 **ENM** will also keep a record of the former **Members** of **ENM**. For each **Member** who ceased to be a **Member** within the previous seven years, **ENM** will record:

a. The former **Member's** name, and

b. The date the former **Member** ceased to be a **Member**.

Interests Register

7.2 The **ENM Board** will at all times maintain an up-to-date register of the interests disclosed by **Officer**s and by members of any sub-committee.

Access to information for members

7.3 A **Member** may at any time make a written request to **ENM** for information held by **ENM**.

7.3.1 The request must specify the information sought in sufficient detail to enable the information to be identified.

7.3.2 **ENM** must, within a reasonable time after receiving a request:

a. provide the information, or

b. agree to provide the information within a specified period, or

c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to **ENM** (which must be specified and explained) to meet the cost of providing the information, or

d. refuse to provide the information, specifying the reasons for the refusal.

7.3.3 Without limiting the reasons for which **ENM** may refuse to provide the information, **ENM** may refuse to provide the information if:

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

b. the disclosure of the information would, or would be likely to, prejudice the commercial position of **ENM** or of any of its **Member**s, or

c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to **ENM**, or

d. the information is not relevant to the operation or affairs of **ENM**, or

e. withholding the information is necessary to maintain legal professional privilege, or

f. the disclosure of the information would, or would be likely to, breach an enactment, or

g. the burden to **ENM** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or

h. the request for the information is frivolous or vexatious, or

i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

7.3.4 If **ENM** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs **ENM**:

a. that the **Member** will pay the charge; or

b. that the **Member** considers the charge to be unreasonable.

7.3.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8. Financial Arrangements - Te Taha Ahumoni

Ko te pae tawhiti whāia kia tata, ko te pae tata whakamaua kia tīna.

Control and Management

8.1 The funds and property of **ENM** shall be:

a. controlled, invested and disposed of by the **ENM Board**, subject to this **Constitution**, and

b. devoted solely to the promotion of the purposes of **ENM**.

8.1.1 At the first meeting of the **ENM Board** following each **Annual General Meeting**, the **ENM Board** will ensure that there are appropriate policies and procedures in place and action taken to authorise and to govern the following:

a. how money will be received by **ENM**,

b. who will be entitled to produce receipts,

c. what bank accounts will operate for the ensuing year, including the purposes of and access to accounts,

d. who will be allowed to authorise the payments and the names of payment signatories, and

e. policy concerning the investment of money by **ENM** for that financial year to be audited by a person appointed for that purpose.

8.1.2 The decisions will be recorded, and the Treasurer will act in accordance with the directions contained in that record.

8.2 The **ENM Board** shall maintain bank accounts in the name of **ENM**.

8.3 All money received on account of the **Society** shall be banked within 15 **Working Days** of receipt.

8.4 All accounts paid or for payment shall be submitted to the **ENM Board** for approval of payment.

8.5 The **ENM Board** must ensure that there are kept at all times accounting records that:

a. correctly record the transactions of **ENM**,

b. allow **ENM** to produce financial statements that comply with the requirements of the **Act**, and

c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Constitution**).

8.6 The **ENM Board** must establish and maintain a satisfactory system of control of **ENM's** accounting records.

8.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of **ENM**.

8.8 The **ENM Board** may arrange for the accounts of **ENM** for that financial year to be audited by a person appointed for that purpose.

Balance date

8.9 **ENM**'s financial year commences on 1 July of each year and ends on 30 June (the latter date being **ENM**'s balance date).

9. Dispute Resolution - Hei Whakatau i ngā Tautohetohe

Mahia te mahi hei pāinga mō te iwi.

Meanings of Dispute and Complaint

9.1 A dispute is a disagreement or conflict involving **ENM** and/or a **Member** in relation to specific allegations set out below.

9.1.1 The disagreement or conflict may be between any of the following persons:

a. 2 or more **Member**s,

b. 1 or more **Member**s and **ENM**,

c. 1 or more **Member**s and 1 or more **Officer**s,

d. 2 or more **Officer**s,

e. 1 or more **Officer**s and **ENM**, or

f. 1 or more **Member**s or **Officer**s and **ENM**.

9.1.2 The disagreement or conflict relates to any of the following allegations:

a. a **Member** or an **Officer** has engaged in misconduct,

b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Constitution** or bylaws or the **Act**,

c. **ENM** has breached, or is likely to breach, a duty under the **Constitution** or bylaws or the **Act**, or

d. a **Member**'s rights or interests as a **Member** have been damaged or a **Member**'s rights or interests generally have been damaged.

9.1.3 A **Member** or an **Officer** may make a complaint by giving to the **ENM Board** (or a complaints sub-committee) a notice in writing that:

a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Constitution**, and

b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against, and

c. sets out any other information or allegations reasonably required by **ENM**.

9.1.4 **ENM** may make a complaint involving an allegation against a **Member** or **Officer** by giving to the **Member** or **Officer** a notice in writing that:

a. states that **ENM** is starting a procedure for resolving a dispute in accordance with **ENM**'s **Constitution**, and

b. sets out the allegation to which the dispute relates.

9.1.5 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

9.1.6 A complaint may be made in any other reasonable manner permitted by the **Constitution.**

9.1.7 All **Member**s (including the **ENM Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to **ENM**'s activities.

9.1.8 The complainant raising a dispute, and the **ENM Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Complaint and Dispute Process

9.2 How complaints are made

9.2.1 A **Member** or an **Officer** may make a complaint by giving to the **ENM Board** (or a complaints sub-committee) a notice in writing that:

a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Constitution**, and

b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against, and

c. sets out any other information reasonably required by **ENM**.

9.2.2 **ENM** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:

a. states that **ENM** is starting a procedure for resolving a dispute in accordance with the **ENM**'s **Constitution**, and

b. sets out the allegation to which the dispute relates.

9.2.3 The information given under subclause (9.2.1b) or (9.2.2b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

9.2.4 A complaint may be made in any other reasonable manner permitted by the **Constitution**.

9.3 Person who makes complaint has right to be heard

9.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

9.3.2 If **ENM** makes a complaint:

a. **ENM** has a right to be heard before the complaint is resolved or any outcome is determined, and

b. an **Officer** may exercise that right on behalf of **ENM**.

9.3.3 Without limiting the manner in which the **Member**, **Officer**, or **ENM** may be given the right to be heard, they must be taken to have been given the right if:

a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held), and

b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and

c. an oral hearing (if any) is held before the decision maker, and

d. the **Member**'s, **Officer**'s, or **ENM**'s written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is subject of complaint has right to be heard

9.4.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or **ENM** (the 'respondent'):

a. has engaged in misconduct, or

b. has breached, or is likely to breach, a duty under the **Constitution** or bylaws or this **Act**, or

c. has damaged the rights or interests of a **Member** or the rights or interests of **Member**s generally.

9.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

9.4.3 If the respondent is **ENM**, an **Officer** may exercise the right on behalf of **ENM**.

9.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response, and

b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held), and

c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and

d. an oral hearing (if any) is held before the decision maker, and

e. the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining dispute

9.5.1 **ENM** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.

9.5.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 **ENM** may decide not to proceed further with complaint

9.6.1 Despite the 'Investigating and determining dispute' rule above, **ENM** may decide not to proceed further with a complaint if:

a. the complaint is considered to be trivial, or

a. the complaint does not appear to disclose or involve any allegation of the following kind:
   i. that a **Member** or an **Officer** has engaged in material misconduct,
   ii. that a **Member**, an **Officer**, or **ENM** has materially breached, or is likely to materially breach, a duty under **ENM**'s **Constitution** or bylaws or the **Act**,
   iii. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged,

b. the complaint appears to be without foundation or there is no apparent evidence to support it, or

c. the person who makes the complaint has an insignificant interest in the matter, or

d. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**, or

e. there has been an undue delay in making the complaint.

9.7 **ENM** may refer complaint

9.7.1 **ENM** may refer a complaint to:

a. a sub-committee or an external person to investigate and report, or

b. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

9.7.2 **ENM** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.8 Decision makers

9.8.1 A person may not act as a decision maker in relation to a complaint if two or more members of the **ENM Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

a. impartial, or

b. able to consider the matter without a predetermined view.

10. Liquidation and Removal from the Register - Kia Whakamutua, kia Tangohia rānei i te Rēhita

Resolving to put ENM into Liquidation

10.1 **ENM** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

10.1.1 The **ENM Board** shall give 30 **Working Days** written **Notice** to all **Member**s of the proposed resolution to put **ENM** into liquidation.

10.1.2 The **ENM Board** shall also give written **Notice** to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

10.1.3 Any resolution to put **ENM** into liquidation must be passed by a two-thirds majority of all **Member**s present and voting.

Resolving to Apply for Removal from the Register

10.2 **ENM** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

10.2.1 The **EMN Board** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove **ENM** from the Register of Incorporated Societies.

10.2.2 The **ENM Board** shall also give written **Notice** to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

10.2.3 Any resolution to remove **ENM** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Member**s present and voting.

Surplus Assets

10.3 If **ENM** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member,** and if any property remains after the settlement of **ENM's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

11. Alterations to the Constitution - Te Panoni i ngā Ture

Mā te kimi ka kite, mā te kite ka mōhio, mā te mōhio ka mārama.

Amending this Constitution

11.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Member**s as outlined in section 31 of the **Act**.

11.2 No addition to, deletion from or alteration of the **Constitution** shall be made which would allow personal pecuniary profits to any individuals.

11.3 **ENM** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

11.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 15 per cent of eligible **Members** and given in writing to the **ENM Board** at least 42 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

11.5 At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **ENM Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **ENM Board** has.

11.6 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

11.7 As **ENM** is registered as a charity under the Charities Act 2005, the amendment shall also be notified to Charities Services as required by section 40 of that Act.

12. Common Seal - Te Tohu Motuhake

12.1 **ENM** will have a common seal that must be kept in the custody of an **Officer**.

12.2 The common seal may be affixed to any document:

a. by resolution of the **ENM Board**, and must be countersigned by two **Officer**s, or

b. by such other means as the **ENM Board** may resolve from time to time.

He Kupu Whakamārama – An Explanation for the Te Reo Phrases in our Constitution.

The mihimihi, whakataukī, whakatauākī, and phrases that appear throughout our constitution are listed below. We have also provided a short explanation of their meaning, and how they guide our work at ENM, in relation to the respective parts of our constitution under which they appear.

Hutia te rito o te harakeke, kei whea te kōmako e kō?
Ki mai koe ki a au, he aha te mea nui o tēnei ao?
Māku e kī atu, he tangata, he tangata, he tangata.
If you pluck the heart from the flax bush (which will then die), where will the bellbird perch?
What is the most important thing in this world?
I will say, to you, it is people, people, people.
This whakatauākī was composed by Meri Ngaroto, wahine rangatira of Te Aupouri.
Although widely used as a waiata and whakatauākī, it can sometimes be misunderstood when using the word "important" as in this English translation. As any weaver will tell you, cutting the rito from a harakeke plant will cause it to die. The "importance" then, of people in this context is that they know how to respectfully interact with their environment, not that they are "the most important thing in the world" as the English text may prompt us to think.

Ka topa te manu mihimihi ki runga i ngā paemaunga o Tararua, o Ruahine
Ka heke iho ki ngā wai o Manawatū
Ka rere i te whānui me te whāroa o te whenua nei
Tae atu rā ki ngā wae karekare o Te Tai Hauāuru
Ka mihi kau atu ki te iwi manawhenua o Rangitāne
Ka mihi ki tēnā hapū, ki tēnā hapū
Ki tēnā marae, ki tēnā marae
Ko koutou te mana rangatira, te mana taketake o te taiao e noho nei tātou
Ko te reo mihi o ENM tēnei i runga i ngā kaupapa e whakakotahi nei i a tātou;
Oranga nuku, oranga rangi, oranga tangata!
The bird of greeting soars above the peaks of Tararua and Ruahine
It descends upon the waters of Manawatū
It flies the length and breadth of the land
Til it meets the waves of the seas of our Western Coast
Acknowledging Rangitāne
At each hapū, each marae
It says "you are the rangatira, the indigenous mana of the environment we now all live in."
This bird is the greeting of ENM and it speaks in relation to the kaupapa that bind us as one:
Wellness of the earth, sky, and everything in between, including humanity!

Manaaki whenua, manaaki tāngata, haere whakamua.
Care for the land, care for the people, advance together into the future.

Mā pango, mā whero ka oti te mahi.
By black, by red the work shall be done.
The colours used here remind us of the different roles of people across traditional Māori society - from leaders and experts to those doing the mahi on the ground. It is a metaphorical reference to co-operation and collaboration between different people with different skill sets and knowledge. Because ENM is a network of smaller groups, this whakataukī reminds us of the importance of all our different member groups and the need to work together.

He waka eke noa.
A canoe which we are all in, without exception.
Through collaboration, our waka will travel well - we are all in this together.

Ehara taku toa i te toa takitahi, engari he toa takitini.
Success is not the work of one, it is the work of many.
This whakataukī reminds us to stay humble and keep our efforts centred on the work of the collective.

Ko au ki tēnei, ko koe ki tēnā kīwai o te kete.
I will take this, and you take that handle of the kete.
We carry the basket of our kaupapa together. A further reminder of the collaborative nature of our organisation and the need to help each other with our respective loads we carry.

Mā mua ka kite a muri, mā muri ka ora a mua.
Those who lead give sight to those who follow, those who follow give life/reason to those who lead.
Acknowledges the importance of those in leadership and governance, and their responsibility to stay connected to those they represent.

Tūngia te ururoa kia tipu whakaritorito te tipu o te harakeke.
Clear out the undergrowth so the harakeke will grow strong and healthy.
We must keep our kaupapa in good order by keeping track of what we do, and reflecting regularly. This occasionally means changing our practice or getting rid of old practices that no longer serve our kaupapa. It also reminds us to work to remove barriers, and work toward equitable outcomes.

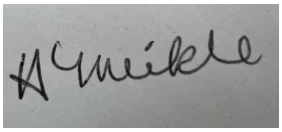
Mahia te mahi hei pāinga mō te iwi
We must work for the wellbeing of everyone.
The words of Te Puea Herangi of Waikato remind us of our responsibility to each other. Our actions must benefit the wellbeing of all our people.

Ko te pae tawhiti whāia kia tata, ko te pae tata whakamaua kia tīna.
Seek out new and distant horizons, and cherish those we attain.
A reminder that the financial side of our mahi is often dependent on funding from other organisations / government, and requires seeking out. We continue to do this, while trying to appreciate and make the best use of what funding we are granted.

Mā te kimi ka kite, mā te kite ka mōhio, mā te mōhio ka mārama.
Seek and discover, discover and know, know and become enlightened.
Change is ongoing and necessary in the nature of our work, and we continue to strive in order to best serve the environment and community.

Tūturu whakamaua kia tīna, hui e, tāiki e!

We the officers of **Environment Network Manawatū Incorporated** confirm that the attached **Constitution** was approved by the **Members** at a **General Meeting** on 28 October 2025:

Rebecca Bell Chairperson		5 Nov 2025
Kendall Palmer-Frecklington Treasurer		6 Nov 2025
Dustin Fellerhoff Board Member		11 Nov 2025
Heather Meikle Board Member		11 Nov 2025
Jean Hera Board Member		5 Nov 2025
Sivee Chawla Board Member		11 Nov 2025
Dave Mollard Board Member		5 Nov 2025
Nelson Harper Board Member		12 Nov 2025