



**Te Akatoki o Te Whare Wānanga o Waitaha
(Māori Students' Association) Incorporated**

Te Akatoki Executive Charter

Organisation	Te Akatoki o Te Whare Wānanga o Waitaha (Māori Students' Association) Incorporated (Te Akatoki)
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Version	2
Approved by	Te Akatoki Executive, after consultation with the Te Akatoki Advisory Board or equivalent advisory body, once established.
Approval Date	14 September 2026
Owner	Tumuaki

1. Purpose

- a) The purpose of this charter is to clarify the roles, responsibilities, and governance arrangements of the Te Akatoki Executive, including its relationship with the Te Akatoki Advisory Board. It gives practical effect to Te Akatoki's kaupapa Māori values of whanaungatanga, manaakitanga/aroha, and ūkaipōtanga, and is to be read in accordance with the Te Akatoki Constitution.
- b) The Executive's role, composition, powers, duties, officer obligations, and remuneration are set out in the Te Akatoki Constitution. This charter supports the practical operation of those provisions and must be read consistently with the Constitution. If this charter is inconsistent with the Constitution, the Constitution prevails.

2. Principles

- a) **Whanaungatanga, transparency, and accountability:** This charter supports clear, transparent, and accountable decision-making by recognising relationships, connection, and shared responsibility across the Executive, Advisory Board, members, whānau, and the wider Te Akatoki community.
- b) **Manaakitanga/aroha, equity, and fairness:** This charter is to be applied consistently and fairly across Te Akatoki governance processes, with care, generosity, respect, and support for others.
- c) **Ukaipōtanga and ethical conduct:** Members of the Executive and the Advisory Board are expected to always act with integrity and in the best interests of Te Akatoki, grounded in belonging, home, and connection to place, and in accordance with the Te Akatoki Code of Conduct.

3. Governance Structure

3.1. Membership

- a) The composition of the Executive, including the required Officer roles and eligibility requirements, is set out in the Te Akatoki Constitution.

3.2. Responsibilities

- a) The Executive is responsible for carrying out the role, powers, and duties assigned to it under the Te Akatoki Constitution, as noted below:
 - i. Develop a strong identity for Te Akatoki that is grounded in whakapapa, ahurea Māori, and Tikanga Māori;
 - ii. Obtain equitable resourcing to grow a sustainable economic base that will support the operations and services of the organisation
 - iii. Be kaitiaki for te whenua to ensure sustainability for future generations;
 - iv. Strengthen relationships between Te Akatoki and mana whenua, Te Whare Wānanga o Waitaha, UCSA, Ngāi Tahu Research Centre and UC Māori, and other student rōpū;
 - v. Develop, maintain and extend the principles of Te Tiriti o Waitangi.

- b) For the purposes of this charter, the Executive should focus on applying those constitutional responsibilities in a way that supports effective, transparent, and accountable governance.

3.3. Committees

- a) The Executive may use sub-committees in accordance with the Te Akatoki Constitution to support focused work, specialist input, or additional capacity.
- b) Sub-committees remain accountable to the Executive, and any delegated work or decisions must be managed consistently with the Constitution and any applicable Executive approvals.

4. Relationship with the Advisory Board

- a) The Advisory Board is appointed by the Executive to provide advice to the Executive on the governance and operations of Te Akatoki.
- b) The Advisory Board has an advisory role only. It does not replace the Executive, exercise the Executive's constitutional powers, or make decisions on behalf of Te Akatoki unless the Executive has expressly authorised a matter in accordance with the Te Akatoki Constitution.
- c) The Executive remains accountable for all decisions, delegations, and obligations assigned to it under the Te Akatoki Constitution, including where it seeks or receives advice from the Advisory Board.
- d) The Executive should engage with the Advisory Board in a way that supports transparency, accountability, tikanga, and the effective operation of Te Akatoki.

5. Governance Board

- a) If the Executive is unable to carry out its duties, an interim Governance Board may be formed to support continuity of governance and provide advice to the Executive until the Executive is able to resume its role under the Te Akatoki Constitution.
- b) The Executive will be treated as unable to carry out its duties only where one of the following occurs:
 - i. resignations, removals, or vacancies mean the Executive cannot meet quorum or otherwise carry out its duties, in which case the remaining Executive Members should use the vacancy, co-option, election, and Special General Meeting processes available under the Te Akatoki Constitution to restore effective governance; or
 - ii. at least two thirds of current Executive Members state in writing that they do not believe the Executive is able to carry out its duties.
- c) The Governance Board will comprise:
 - i. all current Executive Members; and
 - ii. all current Advisory Board members, where an Advisory Board has been appointed by the Executive.
- d) Quorum for the Governance Board will be one half of its members, or one half plus one

where there is an uneven number of members.

- e) The Governance Board is an interim continuity mechanism only and does not amend, replace, or override the Executive's role, powers, duties, or decision-making requirements under the Te Akatoki Constitution.
- f) The Governance Board will be disbanded as soon as the Executive is able to carry out its duties again, including where:
 - i. there are sufficient Executive Members to meet quorum for an Executive meeting;
 - ii. at least two thirds of current Executive Members state in writing that they believe the Executive is able to carry out its duties; or
 - iii. the circumstances preventing the Executive from carrying out its duties no longer exist.

6. Governance Practice

6.1. Meetings and decision-making

- a) The Executive should meet regularly enough to carry out its governance responsibilities effectively and respond to the needs of Te Akatoki, its members, and the wider community.
- b) Executive meetings should be supported by an agenda, relevant papers where practicable, and accurate records of key discussions, decisions, actions, and delegations. Where possible, the Executive should seek to make decisions through discussion and consensus, guided by tikanga, whanaungatanga, manaakitanga/aroa, and the best interests of Te Akatoki.

6.2. Conflicts of interest

- a) Executive Members, Advisory Board members, and any members of sub-committees must disclose any actual, potential, or perceived conflict of interest as soon as they become aware of it.
- b) Conflicts of interest should be managed in a way that protects the integrity, transparency, and accountability of Te Akatoki governance.
- c) The Executive should decide how a conflict is managed, which may include requiring the affected person to leave part of a meeting, refrain from discussion, abstain from voting, or take any other appropriate step.
- d) Any declared conflict and the way it is managed should be recorded in the relevant meeting records and, where required, in Te Akatoki's interests register.

6.3. Voting and Flying Minutes (Circular Resolutions)

- a) Flying minutes may be used only for urgent matters requiring a decision before the next scheduled Executive hui. As circular resolutions, flying minutes do not allow real-time discussion and may therefore be used only for straightforward, low-risk matters where members have already been adequately briefed.
- b) A flying minute requires **100% approval** from all Executive members to pass. If any member withholds approval, requests further kōrero, or identifies risk, the matter must be deferred to a hui.
- c) All flying minute decisions must include a clear motion, be circulated to all Executive

members, recorded in the minutes at the next Executive hui.

- d) The table below outlines quorum and voting requirements for the different types of hui, as set out in the Te Akatoki Constitution.

Hui Type	Who Votes	Quorum Required	How Motions Pass	Notes
Executive Hui	Executive Members only	5 Executive Members	Simple majority of those present	Chair has casting vote if tied.
Executive Circular Resolution (Flying Minute)	Executive Members only	All Executive Members must participate	100% approval required	Used only for urgent, straightforward matters; no real-time discussion possible.
General Meeting (GM)	All members (one vote each)	5 Executive Members + 10 Members	Simple majority of Members present	No proxy voting; secret ballot if requested by ≥2 Members; Chair has casting vote if tied.
Special General Meeting (SGM)	All members	Same as GM	75% majority of Members present	No proxy voting. Higher threshold due to significance of decisions.
Written Resolution (in lieu of GM)	All members entitled to vote	No meeting quorum; applies to those who received notice	75% approval required	Must be submitted within 2 Working Days; may be signed across multiple documents or emails.

6.4. Delegations

- The Executive may delegate work, functions, or responsibilities to office holders, sub-committees, volunteers, staff, or other appropriate people, in accordance with the Te Akatoki Constitution.
- Delegations should be clear, documented where practicable, and include any relevant scope, authority limits, reporting requirements, and timeframe.
- The Executive remains accountable for any delegated work or decisions and may amend or revoke a delegation at any time.
- Matters that are reserved to the Executive under the Constitution, law, or this charter must not be delegated unless expressly permitted.

4.4. Induction and handover

- The Executive should ensure that incoming Executive Members receive an appropriate induction into their governance role, responsibilities, legal duties, key documents, current priorities, and tikanga-based governance practices.
- Outgoing Executive Members should support an effective handover to incoming Executive Members wherever practicable.
- Induction and handover should promote continuity, institutional knowledge, accountability, and confidence in Te Akatoki governance.

6.5. Records and document control

- Te Akatoki should maintain accurate records of Executive meetings, key decisions, delegations, policies, procedures, financial approvals, interests disclosures, and governance documents.

- b) Governance records should be stored securely and in a way that allows authorised Executive Members to access them when required.
- c) The Executive should ensure that this charter and other key governance documents are clearly version-controlled, including issue dates, approval dates, owners, and review dates.

6.6. Risk, compliance, and financial oversight

- a) The Executive is responsible for supporting the financial sustainability, legal compliance, and responsible stewardship of Te Akatoki's resources.
- b) The Executive should regularly consider key risks affecting Te Akatoki, including financial, operational, reputational, cultural, legal, and member-related risks.
- c) The Executive should ensure that Te Akatoki meets its reporting, filing, financial, and governance obligations under applicable law, including the Incorporated Societies Act 2022, the Charities Act 2005, and the Te Akatoki Constitution.
- d) Financial decisions should be made transparently, recorded appropriately, and guided by Te Akatoki's purposes, values, budget, and any approved financial policies.

6.7. Governance concerns and escalation

- a) Governance concerns should be raised early and addressed in a way that reflects whanaungatanga, manaakitanga/aroa, fairness, confidentiality, and the best interests of Te Akatoki.
- b) Where practicable, concerns should first be raised with the Tumuaki, another appropriate Executive Member, or the Executive as a whole.
- c) Where a concern cannot be resolved by the Executive, the Executive may seek advice from the Advisory Board, external advisers, or other appropriate support, consistent with the Te Akatoki Constitution.
- d) Nothing in this section limits any rights, processes, or obligations under the Te Akatoki Constitution, the Code of Conduct, or applicable law.

7. Review of this Charter

- a) The Tumuaki, or their delegate, is responsible for coordinating each review of this charter.
- b) This charter should be reviewed as part of Te Akatoki's governance procedure review, including the comprehensive review required at least once every three years under the Te Akatoki Constitution. Any amendments to this charter must be approved by the Te Akatoki Executive before taking effect.