



TE RŪNANGA O NGĀI TAHU

STANDING ORDERS / TE ARA WHAINGA

Te Rūnanga o Ngāi Tahu
Standing Orders / Te Ara Whaingā

¹As reviewed and amended November 2018.

GENERAL

1. Purpose

- 1.1 These Standing Orders / Te Ara Whaingā contain rules and regulations for the conduct of any Meetings of Te Rūnanga o Ngāi Tahu (“Te Rūnanga”) and for the efficient disposal of business at such Meetings.

2. Interpretation

- 2.1 The Kaiwhakahaere (or any person fulfilling that role at a Meeting) is responsible for ruling whenever a question arises as to the interpretation or application of these Standing Orders and for deciding questions not otherwise provided for in these Standing Orders.
- 2.2 ²Unless otherwise stated words defined in the Charter of Te Rūnanga o Ngāi Tahu have the same meaning when used in these Standing Orders.
- 2.3 Where Standing Orders refer to a “Rūnanga Representative”, unless expressly stated otherwise, that term shall be interpreted to include an Alternate Rūnanga Representative or proxy if they are at the Table representing a Member at a Meeting.

3. Chairperson

- 3.1 The Kaiwhakahaere or, failing him or her, the Deputy Kaiwhakahaere, will preside over and have control of every Meeting.
- 3.2 ³If neither the Kaiwhakahaere nor the Deputy Kaiwhakahaere is present at the time appointed for holding a Meeting, or if neither of those persons is willing and/or able to preside over the Meeting, the Rūnanga Representatives present may choose any of their number (or a third party) to preside over the Meeting.
- 3.3 ⁴At any time during the Meeting, subject to the Conflicts of Interest Policy any Rūnanga Representative may, at the request of the person presiding over the Meeting, temporarily preside over the Meeting.

PREPARATION OF REGULAR MEETINGS

4. Agenda

- 4.1 ⁵Subject to clause 4.7, the Kaiwhakahaere and Secretary, must prepare an agenda (“the Agenda”) for each Meeting showing the business of that Meeting in the order in which it is intended to be transacted.
- 4.2 The Agenda may include a provisional allocation of time for each item.
- 4.3 ⁶The Agenda for a Meeting must be circulated to each Member and their Rūnanga Representative and Alternate Rūnanga Representative together with the notice of that Meeting no later than **14** Clear Days prior to that Meeting.
- 4.4 In the case of a Meeting at which it is proposed that a Special Resolution be put, **28** Clear Days’ notice must be given.

¹ Sub-heading was amended by Ordinary Resolution on 22 May 2010

² Sub-clause 2.2 was amended by Ordinary Resolution on 22 May 2010

³ Sub-clause 3.2 was amended by Ordinary Resolution on 22 May 2010

⁴ Sub-clause 3.3 was amended by Ordinary Resolution on 22 May 2010

⁵ Sub-clause 4.1 was amended by Ordinary Resolution on 22 May 2010

⁶ Sub-clause 4.2 was amended by Ordinary Resolution on 22 May 2010

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- 4.5 However where the required notice has not been given in accordance with either sub clause 4.3 or 4.4, then the short notice provisions of the Charter may be invoked (Clause 15.8).
- 4.6 A copy of the Agenda will be made available for whānau tautoko or other members of Ngāi Tahu whānui present at the Meeting.
- 4.7 Where a Requisitioned Meeting is called under sub-clause 14.1(c) of the Charter the Agenda for the Requisitioned Meeting will be as set out in the requisition.

5. Meeting Papers

5.1 ⁷Papers that will be considered at a Meeting are:

- (a) Decision Papers
- (b) Discussion Papers
- (c) Information Papers

These must be marked accordingly, signed by the author and dated.

5.2 ⁸A Decision Paper, Discussion Paper or Information Paper shall usually accompany all verbal reports.

5.3 ⁹In addition to Decision Papers, Discussion Papers and Information Papers, the following items are examples of the type of matters that may be considered at a Meeting:

- (a) Minutes from previous Meetings;
- (b) Financial reports;
- (c) Written reports from the Chief Executive Officer; the Office of Te Rūnanga and NTHC ; and
- (d) Reports from Te Here, Te Apārangi or any other Committees established in accordance with Clause 19 of the Charter.

Such items shall be marked accordingly and included in the schedule of Meeting papers forwarded with the Agenda to each Member and their Rūnanga Representative and Alternate Rūnanga Representative (unless they are In Committee in which case distribution is limited in accordance with these Standing Orders) in accordance with these Standing Orders.

6. Decision Papers

6.1 ¹⁰Decision Papers are papers submitted to Te Rūnanga with the intention that Te Rūnanga will make a decision on a matter raised in the paper. Decision Papers shall be presented in the template form adopted by Te Rūnanga and include the following information:

- (a) The name of the person responsible for providing the Decision Paper, (legible) signed by him/her and where the Decision Paper is submitted:
 - (i) on behalf of the Office of Te Rūnanga is countersigned by the Chief Executive Officer;
 - (ii) on behalf of NTHC is countersigned by the Chief Executive of NTHC.
- (b) A clear summary of the subject matter and a summary of the main issues.
- (c) All the options and consequences of each option (if applicable).
- (d) Recommendations.
- (e) Decision/Action Date: A date by when the particular action is to be completed and the person responsible.

⁷ Sub-clause 5.1 was amended by Ordinary Resolution on 22 May 2010

⁸ Sub-clause 5.2 was amended by Ordinary Resolution on 22 May 2010

⁹ Sub-clause 5.3 was amended by Ordinary Resolution on 22 May 2010

¹⁰ Sub-clause 6.1 was amended by Ordinary Resolution on 22 May 2010

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- (f) Supporting information.
- (g) Form of proposed resolution(s), which must be specific, include the title of the paper and what is being agreed to.
- (h) Dates when signed and have pages numbered.

6.2 ¹¹Whenever possible the author of a Decision Paper and Discussion Paper should attend the Meeting when the paper is being discussed.

6.3 Except for a Requisitioned Meeting, no Decision Paper will be submitted to a Meeting of Te Rūnanga without the sign off from the Kaiwhakahaere, or in his/her absence or if the Kaiwhakahaere has a conflict of interest, the Deputy Kaiwhakahaere or the Chief Executive Officer or his/her nominee if both the Kaiwhakahaere and Deputy Kaiwhakahaere are absent or they both have a conflict of interest.

7. ¹²Discussion Papers

7.1 ¹³Discussion Papers are papers submitted to Te Rūnanga with the intention that Te Rūnanga will discuss the matters raised in the paper. Discussion Papers shall be presented in the template form adopted by Te Rūnanga and include following information:

- (a) The name of the person responsible for providing the Discussion Paper (legible) signed by him/her.
- (b) A clear summary of the subject matter and a summary of the main issues.
- (c) Discussion points for Te Rūnanga to consider.
- (d) Recommendations.
- (e) Action required (if any).
- (f) Supporting information.

8. Information Papers

8.1 ¹⁴Information Papers are papers submitted to Te Rūnanga with the intention of conveying information to Te Rūnanga. Information Papers shall be presented in the template form adopted by Te Rūnanga and include the following information:

- (a) The name of the person responsible for providing the Information Paper (legible) signed by him/her
- (b) A clear summary of the subject matter contained and a summary of the main issues.
- (c) Supporting information.
- (d) Action required (if any).

9. Submission of Meeting Papers

9.1 ¹⁵Subject to Standing Order 4.1 the Kaiwhakahaere, Deputy Kaiwhakahaere, Chief Executive Officer, Secretary, NTHC any Committee of Te Rūnanga, any Rūnanga Representative (but not an Alternate Rūnanga Representative or a proxy unless they are at the Table) and any party authorised by Te Rūnanga may submit a Decision Paper, Discussion Paper, Information Paper, or resolution for consideration at a Meeting.

¹¹ Sub-clause 6.2 was amended by Ordinary Resolution on 22 May 2010

¹² Clause 7 was added by Ordinary Resolution on 22 May 2010.

¹³ Sub-clause 7.1 was amended by Ordinary Resolution on 22 May 2010

¹⁴ Sub-clause 8.1 was amended by Ordinary Resolution on 22 May 2010

¹⁵ Sub-clause 9.1 was amended by Ordinary Resolution on 22 May 2010

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- 9.2 ¹⁶The Kaiwhakahaere shall act fairly and reasonably when exercising his/her authority to set the Agenda under Standing Order 4.1. Where the Kaiwhakahaere does not include a paper or resolution on the Agenda submitted under Standing Order 9.1, the Kaiwhakahaere shall report this decision and the rationale for the decision at Te Rūnanga's next Meeting.

10. Timetable for Submission of Meeting Papers

- 10.1 ¹⁷Decision Papers (unless the paper is In Committee) must be submitted to the Secretary no later than **16 Clear Days'** before the Meeting at which it is proposed that the paper be considered, for inclusion in the Agenda. The Secretary must send the Agenda together with Decision Papers (unless the paper is In Committee) to each Member and their Rūnanga Representative and Alternate Rūnanga Representative no later than **14 Clear Days'** before the Meeting.
- 10.2 ¹⁸All other papers must be submitted to the Secretary for inclusion in the Agenda, no later than **9 Clear Days** before the Meeting at which it is proposed that the paper be considered, for inclusion in the Agenda. The Secretary must send the Agenda together with general Meeting Discussion Papers and general Meeting Information Papers to each Member and its Rūnanga Representative and Alternate Rūnanga Representative no later than **7 Clear Days** before the Meeting. The Secretary must send In Committee papers to Rūnanga Representatives and Alternate Rūnanga Representatives (In Committee papers do not go to Members) no later than **7 Clear Days** before the Meeting.

Late Papers

- 10.3 ¹⁹A Decision Paper, Discussion Paper or Information Paper, which has not been received by all Rūnanga Representatives and Alternate Rūnanga Representatives before a Meeting in accordance with these Standing Orders, may be introduced to a Meeting, if a majority of the Rūnanga Representatives present at the Meeting approve its introduction.
- 10.4 ²⁰Any Minutes, any Decision Papers, Discussion Papers or Information Papers for In Committee discussion are to be identified by being a different colour to other papers and may be marked "confidential".
- 10.5 ²¹If the introduction of any Decision Paper, Discussion Paper or Information Paper at a Meeting is not approved, the Kaiwhakahaere may either:
- (a) Requisition a Requisitioned Meeting to deal with the subject of the Decision Paper, Discussion Paper or Information Paper;
 - (b) Defer tabling the Decision Paper, Discussion Paper or Information Paper until the next scheduled Meeting.

11. Order of Business

- 11.1 ²²At each Meeting, business shall be transacted in such order as Te Rūnanga considers appropriate from time to time.

¹⁶ Sub-clause 9.2 was added by Ordinary Resolution on 22 May 2010

¹⁷ Sub-clause 10.1 was amended by Ordinary Resolution on 22 May 2010

¹⁸ Sub-clause 10.2 was added by Ordinary Resolution on 22 May 2010

¹⁹ Sub-clause 10.4 was amended by Ordinary Resolution on 22 May 2010

²⁰ Sub-clause 10.5 was amended by Ordinary Resolution on 22 May 2010

²¹ Sub-clause 10.6 was amended by Ordinary Resolution on 22 May 2010

²² Sub-clause 11.1 was amended by Ordinary Resolution on 22 May 2010

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12. Resolutions and Debate

12.1 Introduction of Ordinary Resolutions or Majority Resolutions at a Meeting

²³Any Ordinary Resolution or Majority Resolutions²⁴ may be introduced at a Meeting at Te Rūnanga's discretion if a majority of the Rūnanga Representatives present at the Meeting agree.

12.2 When a resolution has been moved by a Rūnanga Representative and seconded, the Kaiwhakahaere will accept the resolution if it does not conflict with Standing Orders and put it before the Meeting for discussion.

12.3 The Kaiwhakahaere is to inform the Meeting if, in his or her opinion, any resolution is in conflict with any policy already adopted by Te Rūnanga and in force at that time.

12.4 When a resolution is not seconded it will not be accepted by the Kaiwhakahaere and no entry of the resolution will be made in the minute book. There is to be no debate on a resolution which lapses for want of a seconder.

12.5 A resolution or amendment before a Meeting must not be withdrawn except by leave of the Meeting. Leave of the Meeting means leave granted without the dissenting voice of any Rūnanga Representative.

12.6 Except with the permission of the Kaiwhakahaere, no Rūnanga Representative, other than the Rūnanga Representative exercising a right of reply, is to speak more than once on any resolution.

12.7 The mover of a resolution is to have the right of reply before a vote is taken on that resolution.

12.8 Once the Kaiwhakahaere determines that the discussion has concluded, he/she may summarise the key issues, ask for the resolution to be read out once more and then call for a vote on the resolution – or, simply put the matter to a vote. The method of voting shall be at the discretion of the Kaiwhakahaere. Where the Kaiwhakahaere calls for a vote, the smaller number of either:

- (a) those in favour of the motion;
- (b) those opposed to the motion;

will be recorded, as will abstentions and absentees.

The Kaiwhakahaere shall call for a show of hands when uncertain as to the result of a voice vote or when called upon to do so by any Rūnanga Representative after the result of the voice vote is declared.

12.9 The votes will be counted and recorded in the minutes. The Kaiwhakahaere will then declare whether the resolution has been carried or lost.

12.10 Subject to 12.11, where a Rūnanga Representative is present at a Meeting and able to represent their Member, subject to the Conflicts of Interest Policy, the Rūnanga Representative will be the only person entitled to vote or speak on behalf of the Member he or she represents.

12.11 If a Rūnanga Representative joins a Meeting part way through consideration of a matter ("the Late Rūnanga Representative"), the person chairing the Meeting may grant (at their discretion) permission for the Alternate Rūnanga Representative or a proxy who was representing the Late Rūnanga Representative's Member to vote or speak on behalf of the Late Rūnanga Representative's Member in relation to the matter before the Meeting.

²³ Sub-clause 12.1 was amended by Ordinary Resolution on 22 May 2010

²⁴ Sub-clause 12.1 was amended by Ordinary Resolution on 23 November 2018

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13. Amendments

- 13.1 ²⁵When a resolution has been seconded and has been accepted by the Kaiwhakahaere for discussion, an amendment to that resolution may be moved by any Rūnanga Representative, other than the mover or seconder of the original motion. Such amendment must be seconded before being accepted by the Kaiwhakahaere.
- 13.2 A Rūnanga Representative may speak to the amendment even though that person has already spoken to the original resolution.²⁶
- 13.3 If an amendment is carried it will become and will be stated from the chair, to be part of the main resolution.
- 13.4 No amendment may be proposed which is a direct negation of the main resolution before the Meeting.
- 13.5 No amendment of an amendment will be accepted by the Kaiwhakahaere.

14. In Committee Proceedings

- 14.1 ²⁷A Rūnanga Representative can propose a resolution at any time during a Meeting that the Meeting move into In Committee. The following are matters that Te Rūnanga would usually expect to be considered In Committee:
- (a) matters that are commercially sensitive;
 - (b) employee disputes;
 - (c) matters that are legally sensitive;
 - (d) matters that are reputationally sensitive;
 - (e) matters where a free and frank discussion could not occur if held in an open forum.
- 14.2 ²⁸At the beginning of an In Committee session of a Meeting, the Kaiwhakahaere will ensure that the Meeting room is cleared of those other than Rūnanga Representatives, the Secretary, the Chief Executive Officer and those who, as decided by the Meeting, may remain. Alternate Rūnanga Representatives, are entitled to attend In Committee Meetings of Te Rūnanga as observers but (unless expressly allowed to do so by any other section of these Standing Orders or the Charter) are not entitled to speak at such Meetings. The right to attend a Meeting is subject to there not being a conflict of interest that means it is inappropriate the relevant person attends the Meeting.
- 14.3 ²⁹Under these Standing Orders it is agreed:
- (a) That all In Committee papers must contain a summary of what information can be circulated following the Te Rūnanga Meeting at which the paper is tabled for discussion.
 - (b) That the minutes of In Committee Meetings, together with the In Committee papers can be retained by Rūnanga Representatives on the basis that they are confidential documents and are not to be disclosed to any other person except in the manner and to the extent authorised by a Te Rūnanga resolution.
 - (c) ³⁰Resolutions passed while Te Rūnanga is In Committee shall remain In Committee unless Te Rūnanga resolves otherwise.

²⁵ Sub-clause 13.1 was amended by Ordinary Resolution on 22 May 2010

²⁶ Sub-clause 12.2 was removed by Te Rūnanga on July 2003

²⁷ Sub-clause 14.1 was amended by Ordinary Resolution on 22 May 2010

²⁸ Sub-clause 14.2 was amended by Ordinary Resolution on 22 May 2010

²⁹ Sub-clause 14.3 was amended by Ordinary Resolution on 22 May 2010

³⁰ Sub-clause 14.4(a) was amended by Ordinary Resolution on 22 May 2010

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- (d) ³¹Te Rūnanga shall, when making a decision in relation to any recommendation in an In Committee paper, resolve whether or not the paper or a summary of that paper can be circulated to the General Meeting. A resolution addressing this issue shall be included in all papers submitted to Te Rūnanga on an In Committee basis.

15. Minutes

15.1 Minutes are a record of:

- (a) Who attended a Meeting;
- (b) A precis of what was discussed;
- (c) What decisions were made;
- (d) What action the Meeting decided upon;
- (e) Who was asked to carry out decisions.

The purpose of minutes is to:

- (a) Satisfy legal obligations;
- (b) Record decisions formally;
- (c) Give authority to a person to take action;
- (d) Assign duties in writing;
- (e) Act as an historical record of proceedings;
- (f) Contribute to the efficiency and effectiveness of the Meeting by adding structure;
- (g) Act as a reminder; and
- (h) Act as a reporting system.

15.2 ³²Draft minutes are to be sent to the Rūnanga Representatives within **14** Clear Days of the Meeting.

15.3 ³³Corrections and matters arising from the minutes are to be submitted to the Secretary no later than **16** Clear Days before the next scheduled Meeting. Any matters requiring clarification are to be addressed directly to the Kaiwhakahaere, Deputy Kaiwhakahaere or Secretary prior to the next scheduled Meeting.

15.4 Amended draft minutes submitted for approval at a Te Rūnanga Meeting, must include the tracked changes made in accordance with Standing Order clause 15.3.

³⁴15.5 Recording of Te Rūnanga Meetings

15.5.1 All audio and/or audio visual recording of a Meeting requires a prior Te Rūnanga resolution of approval. The following circumstances are ones where Te Rūnanga may consider it appropriate to record a Meeting:

- (a) important ceremonial or historical occasions;
- (b) where Te Rūnanga considers recording would prevent inappropriate behaviour;
- (c) where Te Rūnanga considers transparency is a priority and such transparency cannot be facilitated through normal Te Rūnanga processes;
- (d) technical/complex discussions that are difficult to capture in minutes;

³¹ Sub-clause 14.4(b) was amended by Ordinary Resolution on 22 May 2010

³² Sub-clause 15.2 was amended by Ordinary Resolution on 22 May 2010

³³ Sub-clause 15.3 was amended by Ordinary Resolution on 22 May 2010

³⁴ Sub-clause 15.5 was added by Ordinary Resolution on 18 November 2016

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(e) discussions in te reo where the minute taker does not have the language skills to minute the discussion.

15.5.2 If Te Rūnanga approve recording of a Te Rūnanga Meeting this will be carried out by the Office and the recording will be maintained by the Office within Te Rūnanga's records;

15.5.3 If a person authorised under the Charter or Standing Orders wants access to any such recording this will be controlled, i.e. they would be able to come to the Office (or some other agreed location) to listen (or view) the recording, but would not be given a copy without Te Rūnanga approval;

15.5.4 Nothing in these Standing Orders will prevent disclosure of information where required by law;

15.5.5 Te Rūnanga notes that recording Meetings has a number of consequences, including potentially creating documents that may be discoverable in legal proceedings.

16. Register of Attendees

16.1 ³⁵A register will be kept of whānau tautoko, Alternate Rūnanga Representatives and other observers in attendance at Te Rūnanga Meetings.

17. Mode of Address

17.1 The person in the chair will be addressed by his/her title - as Kaiwhakahaere, Deputy Kaiwhakahaere or by any such other terminology as the Kaiwhakahaere directs.

17.2 The Kaiwhakahaere will address each Rūnanga Representative by the name of the Papatipu Rūnanga that person represents.

18. Control of Meetings

18.1 The Kaiwhakahaere is to be heard without interruption and in silence.

18.2 Every Rūnanga Representative on being called to speak is to address the Kaiwhakahaere and, through the Kaiwhakahaere, the Meeting.

18.3 When two (2) or more Rūnanga Representatives begin to speak at the same time, the Rūnanga Representative called upon by the Kaiwhakahaere is entitled to speak. The Kaiwhakahaere is to call upon the Rūnanga Representative who, in his or her opinion, first indicated a desire to speak.

18.4 The Kaiwhakahaere can at any time temporarily suspend Meeting procedures for the purpose of receiving visitors who have been invited to the Meeting.

19. Time Limits

19.1 The Kaiwhakahaere may exercise discretion at any time during the Meeting to impose a time limit on speakers, whether generally or on the speakers to any particular resolution or amendment then before the Meeting.

20. Points of Order

20.1 Any Rūnanga Representative may raise a point of order. A point of order takes precedence over other business until ruled on by the Kaiwhakahaere.

³⁵ Sub-clause 16.1 was amended by Ordinary Resolution on 22 May 2010

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- 20.2 The Kaiwhakahaere may rule on a point of order when it is raised without allowing any discussion apart from the Rūnanga Representative raising the point of order. The ruling of the Kaiwhakahaere upon any point of order is not open to any discussion and will be final.
- 20.3 A Rūnanga Representative raising a point of order and any Rūnanga Representative permitted by the Kaiwhakahaere to speak to a point of order must put the point briefly and clearly and speak only to the point of order raised. A point of order is to be heard in silence by the remaining Rūnanga Representatives.
- 20.4 The Rūnanga Representative raising the point of order may request that words or actions objected to in the point of order, be recorded in the minutes.
- 20.5 The following are to be recognised as matters for points of order:
- (a) Discussion of a question not before the Meeting;
 - (b) Use of offensive or malicious language;
 - (c) A breach of Standing Orders or of any of the procedural provisions of the Charter;
 - (b) Misrepresentation of any statement made by a Rūnanga Representative;
 - (e) Imputation of improper motives against a Rūnanga Representative or the making of offensive remarks upon the private affairs of any Rūnanga Representative;
 - (f) Any Rūnanga Representative creating a disturbance or disorder;
 - (g) Introduction of matters which are irrelevant to the resolution or paper being debated;
 - (h) Indulgence in repetition;
 - (i) Time wasting;
 - (j) Providing factually incorrect or misleading information.

21. Treatment of Confidential Information

- 21.1 ³⁶No Rūnanga Representative or Alternate Rūnanga shall be entitled to receive any In Committee Papers or other papers or information which are marked as “Contains Confidential Information”, or may be, confidential in nature, to attend any In Committee sessions of Te Rūnanga, or to participate in any discussions of matters which are or may be confidential in nature, unless they have first signed an express undertaking that they:
- (a) understand that any and all information received from either Te Rūnanga or from within Te Rūnanga Group which is either marked confidential or In Committee or is of a confidential nature is to remain confidential, unless:
 - re-classified by a resolution of Te Rūnanga; or
 - as agreed in writing by the Kaiwhakahaere; or
 - following the public release of the information through the appropriate channels of information; and
 - (b) will not share, discuss, or disclose by any means, information which is confidential to Te Rūnanga or Te Rūnanga Group to any third party except in accordance with the agreed procedures adopted by Te Rūnanga for the release of such information; and
 - (c) will institute and maintain measures to ensure that any information of a confidential nature is not accidentally disclosed to any third party.

³⁶ Sub-clause 22.1 was amended by Ordinary Resolution on 22 May 2010

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22. Disorderly conduct

- 22.1 The Kaiwhakahaere may order any Rūnanga Representative or Alternate Rūnanga Representative whose conduct is in his or her opinion disorderly, to withdraw immediately from the Meeting for such period as the Kaiwhakahaere determines.
- 22.2 ³⁷Any Rūnanga Representative ordered to withdraw from a Meeting may be replaced by their Alternate Rūnanga Representative if in attendance.
- 22.3 The Kaiwhakahaere is to subsequently notify the Member of their Rūnanga Representative's or Alternate Rūnanga Representative's disorderly behaviour.
- 22.4 The Kaiwhakahaere can at any time temporarily suspend Meeting procedures for the purpose of allowing time for the situation to settle.

23. Definitions

- 23.1 As stated at 2.2, unless otherwise stated words defined in the Charter of Te Rūnanga o Ngāi Tahu have the same meaning when used in these Standing Orders. If the Charter amends a definition the new definition will apply to these Standing Orders even if Standing Orders are not amended. At the date of these Standing Orders the Charter includes the following definitions:

“Conflicts of Interest Policy” means the policies stipulated by Te Runanga from time to time for the management of conflicts of interest between entities, staff or Directors within the Te Runanga Group, Rūnanga Representatives, Alternate Rūnanga Representatives a and/or their proxies and or Directors within the Te Rūnanga Group.

“Meeting” means any Annual General Meeting, Requisitioned Meeting or Regular Meeting of the Members of Te Rūnanga Representative and includes any such Meeting of the Members of Te Rūnanga as the Trustee of the Charitable Trust.

“Member” means the eighteen Papatipu Rūnanga [note the Charter lists all the Papatipu Rūnanga].

“Requisitioned Meeting” means any Meeting of Te Rūnanga which is requisitioned under sub-clause 13.3.

“Special Resolution” means a resolution that has been approved by not less than 14 of the Members, represented by their Rūnanga Representatives, Alternate Rūnanga Representatives or by proxy, at a Meeting of which notice specifying the intention to propose the resolutions as a Special Resolution has been properly given under sub-clause 15.4.

³⁷ Sub-clause 21.2 was amended by Ordinary Resolution on 22 May 2010.