

FORMAL CONSTITUTION AND APPLICABLE CODE OF GROUP CONDUCT

1. NAME

The name of the entity/agency is Telreia.com and is a subsidiary of Ara-Mataki Holdings (formally LMC Associates).

2. OBJECTIVES

- a. The agency has been constituted and considered flexible enough to undertake any feasible area of product promotion and sales, applicable network sponsorships and marketing services that can be utilised via an online platform.
- b. To foster and promote added value activities for clients, online operators, and applicable organisations with a view to facilitate sales, product marketing and extend client network development.
- c. Facilitate online mechanisms that enable improved outcomes for users online , and supplier network channels.
- d. To cooperate with any person, group, or organisation in any manner to promote the reasonable interests of contributing clients, approved shareholders, and affected parties.
- e. The agency will remain non sectarian and non political, but shall be free, in the pursuit of its objectives to express opinions or take action in respect of any act or omission of any person, group, or organisation and to express its opinion on events, issue, or topics it has reasonable grounds to do so.
- f. In keeping with the concept of key Maori tradition, the agency shall be free to receive donations acknowledged as koha, receive grants, and gifts either in money or in kind from individuals, persons, and organisations, whether public, statutory, private, religious or otherwise for the purposes of payment for services, or for the purposes of assisting specified research; specified funding by such persons or organisations will enter into a formal agreement with the agency to assist funding ratification and appropriate transparency for the designated authorities.

4. AGENCY EXECUTIVE

The Executive Officers of Telreia.com shall be

- a. An Agency Director(AD), who shall chair all proceedings of the Agency Executive, and shall ex-officio be a member of any committee, or sub committee set up by the Group Executive, the AD also is the executive representative on the board of Ara-Mataki Holdings.
- b. Where required an Agency Secretary(AS), appointed by the AD, on such terms and conditions as may be agreed; and shall be responsible for the recording of all proceedings of the AD. This person will be afforded the office of administrative head of Telreia.com and will be tasked with keeping appropriate records of business transacted by the agency, as a shared appointment with the AD, the AS will have shared responsibility for any staff appointed, and act where required as the organization's deputy.
- c. If applicable an Agency Treasurer(AT), who shall keep the records of the financial transactions of the agency, and shall be responsible for the coordination and publication of all the agencies annual accounts, including those of any any committee, or sub committees.

5. GROUP EXECUTIVE

Comprising of the Ara-Mataki Holdings Executive , Telreia Trading Executives and where applicable, associated Directors in the Group, and such other persons as decided by the Annual General Meeting, who shall be representative of applicable committees, branches, or sub committees shall be appointed and reviewed each year, the overall Group Owner shall be responsible for conducting and overseeing all the affairs of its subsidiaries in accordance with the decisions made at an Annual General or General Meeting of its members. The Group Executive shall meet at least once per quarter, and more frequently as the Group Executive decides.

- a. Any member of the Group Executive who absents him/herself from three consecutive meetings should be re-evaluated with a view of forfeiting his/her authority unless leave of absence from the Group Executive is granted.

6. VACANCIES

- a. Vacancies occurring during the year for Executive Officers or Group Executive members may be filled in the first instance internally before being offered to outside applicants, any such election to fill a vacancy shall be made at a general meeting of appropriate members.

7. COMMITTEES AND SUBCOMMITTEES

a. From time to time further consultation is required to be undertaken for wider iwi and tangata whenua discussions to occur, this is especially evident in sensitive or customary significant objectives, this constitution recognises that these requirements are a necessary component and as such committees and subcommittees may be set up as and where decided by the applicable Agency Executives or its approved representative, and shall within the rules and bylaws of the Group regulate their own proceedings.

b. Each Committee should have the following officers:

1a. A Chairperson, who shall chair all proceedings of the committee, and shall ex-officio be a member of any committee or sub-committee set up by the Committee.

1b. A Secretary, who shall keep the records of business transacted by the Committee.

A Treasurer, responsible for keeping the financial records of the Committee, and who shall cause to be provided to the Agency Treasurer copies of the Committees audited accounts for publication

1c. A Committee, the size and composition of which to be decided in discussion with the appropriate Agency Executive Officers and Committee members.

8. ANNUAL GENERAL MEETING

a. The AGM shall be held on a date, time, and place decided by the Group Executive, and shall take place within two months of the commencement of the fiscal year.

b. Notice of the AGM shall be given no less than twenty-one days in advance of the meeting, either via email, individual notices, or by publication in the media.

9. GENERAL AND SPECIAL MEETINGS

- a. General and Special General Meetings of the Agency Executive or Group Executive or Committees may be held
- b. Such meetings shall be given either by notice in writing to individual members or email, not less than ten days in advance
- c. Any member of the group can request in writing a special general meeting, but in so doing must state the reason for such a meeting to be held. Upon receipt of such a written request, the Group Executive, or Agency Executive, or Committee must give the required notice of such a meeting, and set a time, date, and place for the meeting.

10. VOTING RIGHTS

Voting at meetings shall be in a manner prescribed by the meeting

11. QUORA

- a. The quorum for any general meeting shall in its minimum capacity require at least one-half of the senior executives and any three such persons nominated to be approved representatives/witnesses, whichever shall be the lesser.
- b. The quorum for any committee meeting shall be one-half the committee plus one

12. ALTERATION OF CONSTITUTION

The rules of the constitution may be added to, altered or rescinded by a resolution of the AGM or Special General Meeting, or in a Special Response from the Group Executive, called for that purpose, provided that twenty-one days notice has been given.

13. FUNDING

- a. Any funding designated to Group subsidiaries shall be held in any banking institution from time to time decided by the Group Executive, and shall at times be invested in any manner, consistent with the rules and bylaws of the Group Executive
- b. Cheques or any other negotiable instruments shall contain the signature of the Group Executive, or approved Executive signatures, at the direction of the Group Executive

14. AUTHORITY TO BORROW OR LEND MONEY

a. Normally most agreed funding has a determined set of conditions outlining the formal requirement and understanding of how such funds can be used, importantly, the Group Executive believes in honoring any such understanding and in keeping with this constitution, any funding will be evaluated relative to the conditions that such funding has been given.

b. The Group Owner at this stage is the only approved member to have the power to borrow or lend money on such terms and conditions as determined from time to time for and on behalf of the company.

c. The Group Executive or any Agency Executive may grant to any person, group, or organisation, any sum of money on terms and conditions determined by the Group Executive

15. BOOKKEEPING

Applicable members, accounting, or auditing associations shall have access to the applicable ledgers of the Group, and appropriate Agency Executive Officers shall open these ledgers for inspection upon being given at least 48 hours notice.

16. CLIENT DATABASE

Agency Executive Officers shall keep a register of clients, staff and addresses for administrative requirements and this register should be freely available to all approved personnel of the Group

17. FINANCIAL YEAR

The financial year for the group shall commence on 1 July and end on 30 June of the year following.

18. BYLAWS

The Group Executive or applicable Agency Executive Office may introduce policy or by-laws which are not inconsistent with the Group Constitution.

19. CONSTITUTION

The constitution shall be available online and viewable by client and group members

Upon any changes these should be reflected in the constitution and made available for online perusal as soon as applicable.

Any by-laws instigated must be reviewed and approved by the Group Executive, AGM, or Special General Meeting, in all instances a hard copy of such policies and bylaws should be made available as soon as applicable

20. LEVIES

The Group Executive shall have the authority to impose a levy or levies upon individual members, or Committees, but in so doing must state the reason for such a levy or levies being imposed.

21. AUDITOR

The Group shall at its discretion appoint at its AGM or Special General Meeting an Auditor or Auditors, and the Auditor(s) shall, at all times have access to the appropriate ledgers of account of the Group.

The Auditor shall produce an audit certificate for the AGM, and at such other times as may be required by the Group Executive or Committee for each account held by the Group

22. PATRONS/PATRONESSES

The AGM may appoint any number of persons to be a Patron or Patroness of the Group, and persons so appointed will hold office until their successor is appointed.

23. WINDING UP

In the event of the Group or any of its subsidiaries winding up, any property or funds of the applicable entity shall be disposed of in a manner determined by the final meeting, or in default, by a decision of any Judge of the High Court of New Zealand.
