

Constitution of Hauora Taiwhenua Rural Health Network Incorporated

Certified as the rules adopted by the society on
application for incorporation:



Date: 25 November 2021

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1 NAME AND COMMENCEMENT

- 1.1 The name of the society is Hauora Taiwhenua Rural Health Network Incorporated (in this **Constitution** referred to as the '**Society**').
- 1.2 This **Constitution** will take effect as the rules of the Society from the date they are registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 or any replacement or subsequent legislation.

2 Commitment to Te Tiriti o Waitangi.

- 2.1 As described in the Purposes and Principles, the Society is committed to the values and principles of Te Tiriti o Waitangi. The enabling mechanism is a partnership with Te Rōpū Ārahi, formalised through a separate Kawenata to be signed by the Society and Te Rōpū Ārahi.

3 Definitions

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

Act means the Incorporated Societies Act 1908 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.

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

Associate means any individual or organisation who is not a member and is admitted as an associate in accordance with Rule 14.

Bicultural Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a bicultural Chapter.

Board means the Society's governing body elected and appointed in accordance with Rule 25.

Chair means the chair of the Council and the Board elected in accordance with Rule 20.2.1.

Chapter (Te Whare Taumata) means a Chapter established by the Council in accordance with Rule 8.

Chapter Representatives means the two individuals elected by a Chapter to represent that Chapter on the Council.

Charter means a charter that is adopted by the Council to regulate and manage the operation of the Society and/or the Chapters.

Chief Executive means the Chief Executive of the Society appointed under Rule 35.

Commencement Date means the date these rules are registered by the Registrar of Incorporated Societies in accordance with the Act.

Constitution or **Rules** means this document.

Contact Person means the contact person or persons appointed pursuant to Rule 28.

Council means the group of Chapter Representatives elected or appointed by each Chapter.

Deputy Chair means the Board member elected or appointed by the Board to deputise in the absence of the Chair.

General Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a general Chapter.

General Meeting means either an Annual General Meeting or a Special General Meeting.

Health and Disability Services is defined in Section 5(1) of the Health and Disability Services Act 2001

Health Workforce means all people engaged in actions whose primary intent is to enhance health (The World Health Report, WHO, 2006). i.e. those people required to directly deliver Health and Disability Services.

Individual Member means an individual with direct interests in common with the Society and admitted to membership under Rules 11 and 13.

Life Member means a person admitted to membership under Rule 14.

Māori Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a Māori Chapter.

Matter means the Society's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Society.

Member means an individual or organisation properly admitted to the Society in accordance with this Constitution and who has not ceased to be a Member.

Member Organisation means any organisation with direct interests in common with the Society and admitted to membership under Rules 11 and 12.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Council and for clarity includes transmission of a link to a Notice.

Principles means the principles set out in Rule 5.

Purposes means the charitable purposes set out in Rule 4.

Register of Interests means the register of interests of Board members and any committee members kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Te Rōpū Ārahi means the Māori advisory group of iwi representatives and kaumātua acting as the Treaty advisory partner for the Society.

Transitional Period means the period of 12 months from the Commencement Date until the first Annual General Meeting (or any other timeframes as unanimously agreed upon by the Council).

Working Days means complete days which are not a Saturday, Sunday or a national New Zealand public holiday. Working Days exclude the first and last-named days (for instance, excluding the date a Notice is sent to Members and the date of any meeting).

4 Purposes

4.1 The Society is established to:

- 4.1.1 promote health and well-being for rural New Zealanders;
- 4.1.2 advocate for equitable access to Health and Disability Services for rural Māori;
- 4.1.3 advocate for equitable access to Health and Disability Services for rural New Zealanders;
- 4.1.4 be the trusted and united voice of rural health and wellbeing in New Zealand;
- 4.1.5 promote a coordinated Health and Disability Service for rural New Zealand;
- 4.1.6 advocate for training and education that results in a rural Health Workforce that is sufficient in size, proficient and competent;
- 4.1.7 provide support for the rural Health Workforce;
- 4.1.8 promote research opportunities that positively influence rural health and wellbeing outcomes;
- 4.1.9 provide effective representation and leadership on rural health and wellbeing issues; and
- 4.1.10 do such other things as are incidental or conducive to the attainment of any of the above purposes.

5 Principles

5.1 The work of the Society is governed by the following set of Principles with a commitment to these being evident in practice. The Society shall:

- 5.1.1 carry out its Purposes aligned to the values and concepts of Te Tiriti o Waitangi;
- 5.1.2 establish a Code of Conduct that its Board, Council and Chapters follow;
- 5.1.3 operate Board, Council and Chapters with an empowering culture which ensures all voices are heard;
- 5.1.4 foster a culture of collaboration, partnership and effective governance with groups and communities that share our Purposes;
- 5.1.5 operate through constructive, influential and expert advice in collaboration with our Chapters;

- 5.1.6 implement policies and practices that are inclusive of wider community, cultures and industries and acknowledge the unique place of Māori as tangata whenua; and
- 5.1.7 understand that this Society is a learning organisation and is open to this Constitution changing at any stage to better reflect the aims and purposes of the Society and its commitment to Te Tiriti o Waitangi.

6 Powers, Act and Regulations

- 6.1 The Society shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 6.2 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 6.3 Without limiting the rights of the Society in this Rule 6, the Society has the power to:
 - 6.3.1 develop standards and processes and to act on behalf of all Members in promoting the interests of its Chapters and its Members; and
 - 6.3.2 develop policies, by-laws and regulations to govern the Society and its Members; and
 - 6.3.3 to do such other things as are incidental or conducive to the attainment of any of the Purposes.

7 Registered office

- 7.1 The registered office of the Society shall be at such place in New Zealand as the Council from time to time determines, and changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

CHAPTERS AND CHARTERS

8 Chapters

- 8.1 To further the Purposes, the following membership groups (each a **Chapter**) will be deemed to have been formed as at the Commencement Date:
 - 8.1.1 Rural General Practice / Te Whare Taumata o Ngā Tākutatanga Taiwhenua;
 - 8.1.2 Rural Hospitals / Te Whare Taumata o Ngā Hōhipere Taiwhenua;
 - 8.1.3 Rural Nurses NZ / Te Whare Taumata o Ngā Nēhi Taiwhenua o Aotearoa;
 - 8.1.4 Students of Rural Health Aotearoa / Te Whare Taumata o Ngā Taura Taiwhenua o Aotearoa;
 - 8.1.5 Rural Communities Aotearoa / Te Whare Taumata o Ngā Hapori Taiwhenua o Aotearoa;
 - 8.1.6 Rural Midwifery and Maternity / Te Whare Taumata o Ngā Kaiwhakawhānau me te Whare Kōhanga Taiwhenua ;
 - 8.1.7 Rural Scientific, Technical and Allied Health / Te Whare Taumata o te Mātauranga Pūtaiao Hangarua;

8.1.8 Te Whare Taumata o Whānau Whānui; and

8.1.9 Rural Health Research and Education / Te Whare Taumata o te Mātauranga Taiwhenua.

8.2 The Council may add, remove, merge, redefine and rename Chapters at its sole discretion from time to time. In the event an existing Chapter is to be removed, merged, redefined or renamed, the Council will first consult with the Members associated with that Chapter.

8.3 Each Chapter will be comprised of Member Organisations and/or Individual Members that:

8.3.1 nominate the Chapter in accordance with Rule 12.5 upon applying to be a Member of the Society; and

8.3.2 are accepted into that Chapter.

8.4 Associates may not be members of a Chapter.

8.5 Members of any Chapter may vote, by simple majority, to appoint 2 of their members as Chapter Representatives on to the Council.

9 Council

9.1 The Chapter Representatives elected and appointed by each Chapter under Rule 8.5 shall form the Council.

9.2 The Council shall meet at least twice a year at such times and places and in such manner (including by using any real-time audio, audio and visual, or other electronic communication) as it may determine and otherwise where and as convened by the Chair.

9.3 The Chair elected under Rule 20.2.1 shall chair the Council.

9.4 The Chair shall ensure minutes are kept of all Council meetings.

10 Functions of Council

10.1 The Council:

10.1.1 has the powers to establish Charters and By-Laws in accordance with Rule 11;

10.1.2 will meet regularly in accordance with Rule 9.2 and provide a forum for interdisciplinary discussions, in order to raise issues of strategic importance to the Board;

10.1.3 will consider any applications for membership to a Chapter; and

10.1.4 will meet at Annual General Meetings to consider business in accordance with Rule 21.2.

11 Charters and By-Laws

11.1 The Charter sets out the relationship between the Chapter and the Council and provides operating guidelines for Members of the Chapter.

11.2 The Charter will set out various regulations for the Chapters, including:

- 11.2.1 the fact that each Chapter shall operate in keeping with the Principles and Purposes of the Society;
 - 11.2.2 how Chapters meet, which shall expressly include also meeting by real-time audio, audio and visual, or other electronic means;
 - 11.2.3 what types of Member are accepted into a Chapter and any specific criteria for each type of member;
 - 11.2.4 voting entitlements of each type of Member;
 - 11.2.5 how Chapter members vote within their Chapters (which may differ depending on the type and size of each Member); and
 - 11.2.6 how Chapter members elect their Chapter Representatives to the Council.
 - 11.2.7 how Chapter members empower their Chapter Representatives to vote on any issue at Council meetings and General Meetings.
- 11.3 A Charter will be developed by a Chapter and presented to the Council for approval.
 - 11.4 The Council has the discretion to modify or vary a Charter. This will not be done without due consultation with the Chapter concerned.
 - 11.5 A Chapter may seek Council approval for a modification or variation of its Charter.
 - 11.6 The Council may from time to time make and amend by-laws and policies for the conduct and control of Society activities and codes of conduct applicable to Members (including Chapters), but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or this Constitution.

MEMBERSHIP

12 Membership

- 12.1 The membership of the Society shall comprise the following classes of membership:
 - 12.1.1 Member Organisations; and
 - 12.1.2 Individual Members.
- 12.2 The Members referred to in Rule 12.1 have the rights, privileges and responsibilities set out in this Constitution.
- 12.3 To become a Member, all applicants must:
 - 12.3.1 satisfy such membership criteria as determined by the Council from time to time;
 - 12.3.2 while acknowledging a Member may have its own focus and views that may from time to time be inconsistent with the Society, do nothing to bring the Society into disrepute;
 - 12.3.3 abide by the Constitution;
 - 12.3.4 abide by the Charter applicable to them as a Member of the Society and the Chapter(s) to which they belong;

- 12.3.5 complete the applicable application form for membership set by the Council from time to time and submit it to the Council; and
- 12.3.6 supply any additional information that the Council requests.
- 12.4 The application for membership shall be deemed consent to becoming a Member of the Society.
- 12.5 An applicant (whether for membership as a Member Organisation or an Individual Member) shall nominate in their application the Chapter or Chapters that they most closely align with. An applicant for membership as a Member Organisation may request the Council to add a new Chapter if there is not an existing Chapter that the applicant aligns with. The addition of new Chapters shall be at the sole discretion of the Council under Rule 8.2. If that applicant's membership is approved, they will become a member of, and associated with, such Chapter or Chapters that they are admitted in.
- 12.6 A Member is permitted to apply to, and be admitted as a member of, more than one Chapter.
- 12.7 The Council may accept or decline an application for membership. The Council must advise the applicant of its decision (but is not required to provide reasons for that decision).

13 Member Organisations

- 13.1 An organisation that has a direct interest in the Purposes of the Society may apply to become a Member Organisation.
- 13.2 While Member Organisations have voting rights within their Chapter(s), Member Organisations do not have the right to vote at General Meetings.

14 Individual Members

- 14.1 Any individual with a direct interest in the Purposes of the Society, being someone who:
 - 14.1.1 would not otherwise be able to participate in the Society through a Member Organisation; or
 - 14.1.2 someone who does participate through a Member Organisation but also wishes to participate in the Society in their own right,may apply to become an Individual Member.
- 14.2 While Individual Members have voting rights within their Chapter(s), Individual Members do not have the right to vote at General Meetings.

15 Life Membership

- 15.1 A Life Member is an individual who has rendered exceptional service to the Society over a number of years, whom has achieved extraordinary outcomes for the Society in line with the Purposes of the Society and whom has been admitted as a Life Member in accordance with Rule 15.2.
- 15.2 The Council may appoint an individual as a Life Member of the Society at a General Meeting.

15.3 An appointed Life Member will hold all of the powers of an Individual Member, until they die, without having to pay an annual subscription.

16 Associates

16.1 Any individual or organisation with an interest in the Purposes of the Society, but who is not directly involved in the work of the Society, may apply to become an Associate.

16.2 Any application to become an Associate of the Society shall be in the applicable form set by the Council from time to time.

16.3 For the avoidance of doubt, Associates are not Members of the Society and have no right to attend General Meetings or any voting rights.

17 Obligations and rights of Members

17.1 Members have the right to attend General Meetings and may be invited to speak.

17.2 Every Member shall provide the Contact Person with that Member's full contact details and promptly advise the Contact Person of any changes to those details. Any Member that is an organisation shall provide the Contact Person with the name and contact details of the person who is the authorised representative of that Member.

17.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

17.4 A Member is only entitled to exercise the rights of membership, including attending General Meetings, if all subscriptions and any other fees have been paid to the Society by the due date, but no Member is liable for an obligation of the Society by reason only of being a Member.

18 Subscriptions and fees

18.1 The annual subscriptions and any other fees for membership for the then current financial year shall be set by the Council.

18.2 The annual subscriptions may differ depending on the type of Membership and, for Member Organisations, the size of the organisation.

18.3 Any Member failing to pay the annual subscription (including any periodic payment) or any other amounts owing to the Society, within 3 calendar months of the date such payment 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 Society activity. If such arrears are not paid within 6 months of the due date for payment of the annual subscription or any other amounts owing to the Society, the Council may terminate the Member's membership (without being required to give prior notice to that Member).

19 Ceasing to be a member

19.1 A Member ceases to be a Member:

19.1.1 by resignation, by Notice to the Contact Person; or

on termination of a Members membership following a dispute resolution process under this Constitution, with effect from the date of receipt by the Contact Person, or any subsequent date stated in the notice of resignation, or termination of membership in accordance with Rule 18.3 or following a relevant dispute resolution process under this Constitution.

20 Obligations on resignation

- 20.1 A Member who resigns or whose membership is terminated under this Constitution remains liable to pay all subscriptions and other fees to the Society's next balance date; shall cease to hold themselves, himself or herself out as a Member of the Society; shall return to the Society any material provided to Member by the Society; and shall cease to be entitled to any of the rights of a Member.

GENERAL MEETINGS

21 Annual General Meetings

- 21.1 An Annual General Meeting shall be held:
- 21.1.1 no later than 31 December each year on a date and at a location determined by the Council; and
 - 21.1.2 in accordance with any requirements in the Act and this Constitution.
- 21.2 The business of an Annual General Meeting shall be to:
- 21.2.1 elect the Board and the Chair;
 - 21.2.2 set or amend subscriptions;
 - 21.2.3 receive the minutes of previous General Meeting(s);
 - 21.2.4 receive a report on the finances of the Society, and the annual financial statements;
 - 21.2.5 appoint auditors.
 - 21.2.6 consider any applications for new Chapters and changes to Chapters (including Charters);
 - 21.2.7 consider any motions; and
 - 21.2.8 consider any general business.
- 21.3 If a Chapter Representative is elected to the Board or to the position of Chair under Rule 21.2.1 he or she must step down as a Chapter Representative and that Chapter shall elect and appoint a replacement Chapter Representative.

22 Special General Meetings

- 22.1 Special General Meetings may be called at any time by the Chair by Notice.
- 22.2 The Chair must call a Special General Meeting if he or she receives a written request (including electronic) signed on behalf of at least 50% of the Chapters. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 22.3 A Special General Meeting shall only consider and deal with the business specified in the Chair's Notice or the written request by Chapters for the Special General Meeting.

23 Procedure

- 23.1 The Chair shall give all Members at least 20 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 23.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 23.3 All Members may attend and may be invited to speak at General Meetings but will not be entitled to vote.
- 23.4 Chapters will be entitled to vote at General Meetings through their Chapter Representatives.
- 23.5 No General Meeting may be held unless at least 50% of the Chapters are in attendance, represented by at least one of their Chapter Representatives. This will constitute a quorum.
- 23.6 General Meetings may be held at one or more venues using any real-time audio, audio and visual, or other electronic communication that gives each Chapter a reasonable opportunity to participate.
- 23.7 All General Meetings will be chaired by the Chair. If the Chair is absent, then the Deputy Chair will chair the General Meeting. If both the Chair and the Deputy Chair are absent, the Council shall elect another Chapter Representative to chair that meeting.
- 23.8 Any Chapter may request that a motion be voted on at a General Meeting, by giving Notice to the Chair at least 20 Working Days before that meeting. The Chair may request the Chapter to provide information in support of the motion.

24 Delegates and Proxies

- 24.1 Each Chapter shall be entitled to have their two Chapter Representatives, who may attend and vote at all General Meetings as part of the Council. Chapter Representatives shall cast votes jointly.
- 24.2 Each Chapter Representative must be a member of the Chapter and have been validly elected or nominated by that Chapter.
- 24.3 In the absence of both Chapter Representatives at a General Meeting, a Chapter may appoint a proxy to vote on behalf of that Chapter at that General Meeting. A proxy must be appointed by notice in writing signed by a member of that Chapter and delivered to the Chair not later than the start of the meeting.

25 Voting on Resolutions

- 25.1 The votes of the Council at General Meetings shall be allocated by the Board at least 15 Working Days prior to a General Meeting as follows:

- 25.1.1 100 votes shall be allocated to Māori Chapters (**Māori Votes**) and 100 votes shall be allocated to General Chapters (**General Votes**);
- 25.1.2 each Māori Chapter shall be allocated an equal number of the Māori Votes and each General Chapter shall be allocated an equal number of the General Votes, provided that the maximum number of votes a single Chapter may have is 25;
- 25.1.3 a Bicultural Chapter may be allocated half of the Māori Votes and half of the General Votes that are allocated to a Māori Chapter and a General Chapter (as applicable), provided that the maximum number of votes a Bicultural Chapter may have is 25;
- 25.1.4 if there are unallocated Māori Votes or General Votes following the allocation under Rules 25.1.1 – 25.1.3, those votes will be held as unallocated;
- 25.1.5 all votes allocated to a Chapter shall be rounded to the nearest whole number;
- 25.1.6 by way of example, if there are 4 General Chapters, 2 Māori Chapters and 1 Bicultural Chapter, the votes would be allocated as follows:
- (a) the 100 General Votes would be divided by 4.5 Chapters, with each Non- Māori Chapter receiving 22 votes and the Bicultural Chapter receiving 11 votes, leaving 1 General Vote unallocated; and
 - (b) the 100 Māori Votes would be divided by 2.5 Chapters, with each Māori Chapter receiving the maximum allowable 25 votes and the Bicultural Chapter receiving 13 votes (the Bicultural Chapter having 24 votes in total), leaving 37 Māori Votes unallocated.
- 25.1.7 each resolution voted on at a General Meeting shall be cast by the Chapter Representatives (acting jointly) through the method of voting prescribed for by the General Meeting either in person, or by audio and visual or other electronic means in accordance with the number of votes allocated to that Chapter under this Rule 25.1.
- 25.2 Except for through their Chapter Representatives no Member shall have the right to vote at General Meetings.
- 25.3 Voting at a General Meeting will be as directed by the Chair (which may include electronic voting) or otherwise.
- 25.4 In the event of a tie on any vote at a General Meeting, the Chair shall have the casting vote.
- 25.5 Unless otherwise provided in these Rules, any vote or resolution receiving a majority of Council's votes cast at a General Meeting will be duly passed.
- 25.6 A written resolution signed by at least [75%] of Chapters entitled to vote through their Chapter Representatives and receive notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Chapters.
- 25.7 Any resolution passed in accordance with this Rule 25 will be binding on all Members.
- 25.8 Despite anything else in these Rules, if a Chapter has no Members associated with it, it shall not have the right to vote at General Meetings.

26 Minutes

- 26.1 The Chair must ensure that minutes are kept of all General Meetings.

GOVERNANCE

27 Board

- 27.1 The Board is a skill-based board. It is not intended to be representative of any, or all, of its Chapters.
- 27.2 The Board will consist of:
- 27.2.1 the Chair elected by the Council at each Annual General Meeting under Rule 21.2.1;
 - 27.2.2 four persons elected by the Council at each Annual General Meeting under Rule 21.2.1; and
 - 27.2.3 two persons appointed by Te Rōpū Ārahi.
- 27.3 In electing and appointing Board members, the Council shall give consideration to diversity (gender, ethnicity, disability) and commitment to Te Tiriti o Waitangi wherever possible.
- 27.4 Board members may be any natural persons provided they are not disqualified from being an officer of the Society by these Rules or the Act.
- 27.5 The Board shall elect and appoint one of its members to hold office as the Deputy Chair from time to time.
- 27.6 Te Rōpū Ārahi shall provide details of its nominated Board members by Notice in writing to the Chair at least 20 Working Days prior to each Annual General Meeting.
- 27.7 A Board member may not be a member of Council (with the exception of the Chair). If a Council Member is elected to the Board and accepts that position, they must immediately resign their position from Council.

28 Contact Person

- 28.1 The Council will appoint at least one and no more than three individuals as the Society's Contact Person.
- 28.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- 28.3 The purpose of the Contact Person is to have a person whom the Registrar can contact when needed. The role and duties shall also be to:
- 28.3.1 keep the Register of Members;
 - 28.3.2 keep the Register of Interests;
 - 28.3.3 ensure the minutes of General Meetings and Council meetings are recorded; and
 - 28.3.4 otherwise meet the requirements of the Act (if applicable).
- 28.4 In the event that there is a vacancy in the position of Contact Person and the Society has no other Contact Person, the Council will appoint a replacement Contact Person within 20

Working Days after the vacancy occurs and ensure that notice of the change is sent to the Registrar.

29 Term

- 29.1 The term of office for all Board members shall be 2 years expiring at the end of two Annual General Meetings following the Annual General Meeting at which they were appointed. If a Board member is appointed outside the Annual General Meeting, then the term of office shall be from the date of appointment to the end of the second Annual General Meeting following their appointment.
- 29.2 Board members are eligible to be reappointed for consecutive terms up to a maximum of three terms.
- 29.3 The Council may amend the term limits in this Rule 29 for any particular individual by a resolution at any General Meeting.

30 Cessation of Office

- 30.1 A Board member (including the Chair) shall be deemed to have ceased to be a Board member:
- 30.1.1 if that Board member dies or unless otherwise agreed by the Council becomes incapacitated (and any incapacitation continues for more than 30 Working Days);
 - 30.1.2 if that Board member resigns by delivering a written Notice of resignation to the Society's registered office;
 - 30.1.3 becomes disqualified from being an officer under the Act;
 - 30.1.4 if that Board member is removed pursuant to one of the grounds for removal under Rule 30.2 by a resolution of the Council, passed by a two-thirds majority of those present and voting.
- 30.2 For the purposes of Rule 30.1.4:
- 30.2.1 a grievance or complaint that cannot be resolved in the Council's opinion under Rule 41; or
 - 30.2.2 the Board member's failure to comply with these Rules or the Act,
- will be grounds of removal of a Board member under Rule 30.1.4.
- 30.3 Each Board member shall within 15 Working Days of submitting a resignation or ceasing to hold office, deliver to the Contact Person all books, papers and other property of the Society held by such former Board member.

31 Function

- 31.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, which shall be accountable to the Council for the advancement of the Society's Purposes and the implementation of resolutions approved by any General Meeting.
- 31.2 The Board will set a strategic plan and budget based on input from the Council and therefore the Chapter representatives.

32 Officers' duties

At all times each Board member:

- 32.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society;
- 32.1.2 must exercise all powers for a proper purpose;
- 32.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- 32.1.4 when exercising powers or performing duties as a Board member, 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, the nature of the Society, the nature of the decision, the position of the Board member and the nature of the responsibilities undertaken by him or her;
- 32.1.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- 32.1.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

33 Committees

- 33.1 The Board may, at its discretion, appoint committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.

34 Co-Option of Board members

- 34.1 Despite clause 27.2, the Board may co-opt additional Board members for a specific purpose and for a specific period of time not exceeding 12 months.
- 34.2 Any person co-opted to the Board under Rule 34.1 may:
 - 34.2.1 be removed at any time by the Board by giving 30 days' notice in writing to the co-opted Board member; or
 - 34.2.2 resign at any time by giving notice in writing to the Board.
- 34.3 A co-opted Board member cannot hold the position of Chair or Deputy Chair of the Board but otherwise shall have full voting rights.
- 34.4 Co-opted Board members must comply with this Constitution and any other Board policies, procedures, and governance practices from time to time.

35 Fees

- 35.1 The Society may pay fees to Board members (including the Chair and co-opted Board members) provided that the rate of such payment (if any) shall have been approved by the Council at a General Meeting.

36 Chief Executive

- 36.1 The Board will appoint a person to be the Chief Executive of the Society.
- 36.2 The Chief Executive:
- 36.2.1 will be directly responsible to and under the control of the Board;
 - 36.2.2 will establish an annual workplan and budget to achieve the Board's Strategic Plan;
 - 36.2.3 may work with one or more Chapters to achieve specific outcomes within the annual workplan;
 - 36.2.4 will manage applications for membership to the Society in alignment with policies and practices for Membership established by the Board and Council, and consistent with this Constitution and approved Charters. Each application for Membership of the Society will include an application to join one or more Chapters; it is the CE's job to ensure those named Chapters give their approval before such Membership is granted;
 - 36.2.5 will notify the Chair of any affected Chapter, any Members of that Chapter who have resigned, or for any other reason have ceased to be a Member of the Society and/or that Chapter;
 - 36.2.6 shall manage the day-to-day operations of the Society; and
 - 36.2.7 shall have such powers, duties and responsibilities as set by the Board.

37 General issues

- 37.1 The Board and any committee may act by resolution approved in the course of a meeting using any real-time audio, audio and visual, or other electronic communication or through a ballot conducted by email, electronic voting system, post or other method approved by the Board, and any such resolution shall be recorded in the minutes of the next Board meeting.
- 37.2 Other than as prescribed by the Act or these Rules, the Board or any committee may regulate its proceedings as it thinks fit.
- 37.3 Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

38 Conflicts of interest

- 38.1 A Board member and/or a member of a committee is interested in a Matter if that person:
- 38.1.1 may obtain a financial benefit from the Matter; or
 - 38.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
 - 38.1.3 may have a financial interest in a person to whom the Matter relates; or
 - 38.1.4 is a partner, director, member of the Council and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.

- 38.2 However, a Board member and/or member of a committee is not interested in a Matter—
- 38.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 38.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - 38.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or the Rules; or
 - 38.2.4 if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 38.3 A Board Member and/or a member of a committee who is interested in a Matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
- a) to the Board; and
 - b) in an Interests Register kept by the Board.
- 38.4 Disclosure must be made as soon as practicable after that Board member and/or member of a committee becomes aware that they are interested in the Matter.
- 38.5 A Board member and/or a member of a committee who is interested in a Matter—
- 38.5.1 must not vote or take part in the decision of the Board and/or committee relating to the Matter; and
 - 38.5.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - 38.5.3 may take part in any discussion of the Board and/or committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or committee decides otherwise).
- 38.6 Where 50% or more of Board members 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 Board members agree otherwise, and where 50% or more of the members of a committee are prevented from voting on a Matter because they are interested in that Matter, the Council shall consider and determine the Matter.

Board meetings

39 Frequency

- 39.1 The Board shall meet at least 4 times a year at such times and places and in such manner (including by using any real-time audio, audio and visual, or other electronic communication) as it may determine and otherwise where and as convened by the Chair.

40 Procedure

- 40.1 The quorum for Board meetings is at least one half of the number of Board members.

41 Complaints

- 41.1 Any grievance or complaint by a Member, a Board member, or a member of the Council about a Board member or the Chair is to be lodged by the complainant with the Council in writing and must provide such details as are necessary to identify the details of the grievance or complaint.
- 41.2 If the complaint referred to in Rule 41.1 concerns the Chair, the Chair shall not take part in, or attend, Council deliberations and discussions on the issue. The Council may appoint a member of the Council to chair any meetings of the Council if the Chair is removed pursuant to this Rule.
- 41.3 The Council shall determine the issue which may include removal of the Chair or Board member under Rule 30.1.4.

RECORDS

42 Register of Members

- 42.1.1 The Contact Person shall keep an up-to-date Register of Members, recording each Member's name, contact details, the date they became a Member, and any other information required by these Rules or the Act.

43 Contents of Register of Members

- 43.1 The information contained in the Register of Members shall include each Member's:

- 43.1.1 physical and mailing addresses;
- 43.1.2 phone number (landline and/or mobile);
- 43.1.3 email address;
- 43.1.4 the date the Member became a Member; and
- 43.1.5 whether the Member is financial or unfinancial.

- 43.2 Every Member shall promptly advise the Contact Person of any change of their contact details.

44 Access to Register of members

- 44.1 With reasonable notice and at reasonable times, the Contact Person shall make the Register of Members available for inspection by Members and Board members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

45 Register of interests

- 45.1 The Contact Person shall at all times maintain an up-to-date register of the interests disclosed by Board members.

Finances

46 Control and management

- 46.1 The funds and property of the Society shall be:
- 46.1.1 controlled, invested and disposed of by the Board, subject to these Rules; and
 - 46.1.2 devoted solely to the promotion of the Purposes of the Society.

47 Balance date

- 47.1 The Society's financial year shall commence on 1 July of each year and end on 30 June (the latter date being the Society's balance date).

DISPUTE RESOLUTION

48 Raising disputes

- 48.1 Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Chair in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members and Chapters are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 48.2 Without limiting Rule 50.1.3(c), a complainant must meet their own costs of making a complaint.
- 48.3 The complainant raising a grievance or complaint, and the Board, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

49 Investigating disputes

- 49.1 This Rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes."
- 49.2 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- 49.3 The Board shall, as soon as is reasonably practicable after receiving a complaint or a grievance is brought, investigate and determine the complaint or grievance.
- 49.4 Despite Rule 49.3, the Board may:
- 49.4.1 appoint a complaints committee to deal with the grievance or complaint, or
 - 49.4.2 refer the complaint, grievance or dispute to an external person, arbitral tribunal, or external visitor (or referee), to investigate and report or to investigate and make a decision, so long as minimum standards of natural justice and the requirements under this Rule and the Act are satisfied.
- 49.5 The Board or any such complaints committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker". A person may not act as the decision-maker in relation to a complaint, grievance, or other dispute if 2 or more Board members or the complaints committee consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a pre-determined view.
- 49.6 The decision-maker:

- 49.6.1 shall consider whether to investigate and deal with the grievance or complaint, and
- 49.6.2 may decide not to proceed with a matter if, for instance, the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct; or the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society.
- 49.7 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- 49.7.1 The Member, who is the subject of the grievance, must be advised of all details of the grievance.
- 49.7.2 The Member, who is the subject of the grievance, must be given an adequate time to prepare a response.
- 49.7.3 The complainant and the Member, who is the subject of the grievance, must be given an adequate opportunity to be heard before the grievance is resolved or any outcome is determined. A Member can be heard either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- 49.7.4 Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 49.7.5 Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- (a) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
 - (b) The Member complained against must be given an adequate time to prepare a response.
 - (c) The Member complained against must be given an adequate opportunity to be heard before the complaint or procedure is resolved or any outcome is resolved. A Member can be heard either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 49.8 A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Board members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

50 Resolving disputes

- 50.1 The decision-maker may:
- 50.1.1 dismiss a grievance or complaint;
 - 50.1.2 uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply); or
 - 50.1.3 uphold a complaint and;
 - (a) reprimand or admonish the Member; and/or
 - (b) suspend the Member from membership for a specified period, or terminate the Members membership; and/or
 - (c) order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

WINDING UP

51 Process

- 51.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 51.2 The Chair shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and such Notice shall include:
- 51.2.1 details of the General Meeting at which any such proposal is to be considered;
 - 51.2.2 the reasons for the proposal; and
 - 51.2.3 any recommendations from the Board in respect to such notice of motion.
- 51.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple two thirds majority of the Chapters present and voting.

52 Surplus assets

- 52.1 If the Society is wound up, or 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 the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose to the Purposes or purposes as defined in section 5(1) of the Charities Act 2005.

ALTERATIONS TO THE CONSTITUTION

53 Amending this Constitution

- 53.1 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of the Council.
- 53.2 Any proposed motion to amend or replace this Constitution shall be either:
- 53.2.1 given by the Board; or
 - 53.2.2 signed by at least 30% of Chapters and given in writing to the Chair at least 12 Working Days before the General Meeting at which the motion is to be considered,

and be accompanied by a written explanation of the reasons for the proposal.

- 53.3 At least 7 Working Days before the General Meeting at which any amendment is to be considered the Chair shall give to all Members Notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 53.4 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.

TRANSITIONAL PROVISIONS

54 Transitional Provisions

- 54.1 It is the intent of the Society, as evidenced by this Constitution, to become an organisation that is bicultural and is consistent with Te Tiriti o Waitangi. It is acknowledged that this will only be accomplished if the Society has Māori Chapters and ensures other Chapters embrace a bicultural structure and powerbase. The Society intends to work closely with Te Rōpū Ārahi to ensure that the transition arrangements encourage this outcome and that the Society promotes the charitable purposes of the Society to appropriate Māori interest groups.
- 54.2 These transitional provisions have been included to assist with the incorporation of the Society and ensure continuity while the membership is grown, and Chapters are established during the Transitional Period. These transitional provisions shall take precedence over all other Rules for the Transitional Period.
- 54.3 Following the Transitional Period these transitional provisions no longer apply to these Rules and shall be deemed deleted.
- 54.4 From the Commencement Date and during the Transitional Period the members of the Board will be:
- 54.4.1 Ray Anton
 - 54.4.2 Wilson Mitchell
 - 54.4.3 Rhoena Davis
 - 54.4.4 Bill Nathan
 - 54.4.5 Mark Eager, and
 - 54.4.6 Deb Lawry.
- 54.5 During the Transitional Period, the Chair of the Board shall be Fiona Bolden
- 54.6 During the Transitional Period, the persons appointed to the Board in accordance with Rule 54.4 shall carry out all duties and responsibilities of the Board as set out in these Rules.
- 54.7 Should any position on the Board be vacated for any reason during the Transitional Period the Council may nominate a replacement Board member, provided that the term of the appointment shall not exceed the Transitional Period.
- 54.8 For the avoidance of doubt, nothing in this Constitution shall prevent a Board member's tenure on the Board extending past the Transitional Period if they are validly appointed to the Board in accordance with Rule 27.

55 Medium Term Transitional Provisions

- 55.1 Māori representation on the Board and Council: It is acknowledged that the Society may not have a strong representation from Māori Chapters in its initial stages. It is hoped that as time passes, and Māori groups understand the value that the Society has for their members and rural Māori, that the number of Māori Chapters will grow. In the interim the following Rules have been included to ensure a commitment to Te Tiriti o Waitangi is included in the running of the Society:

- 55.1.1 Election of two board members has been placed in the hands of Te Rōpū Ārahi, as the Society's Treaty partner, through Rule 27.1.3.
- 55.1.2 If no Māori Chapters join the Society then Te Rōpū Ārahi will be considered a Chapter under Rule 8 with full voting rights as a Māori Chapter under Rule 25.
- 55.2 A standing agenda item will be included at each AGM, to review Rule 27.1.3 and Rule 55.1.2, in consultation with Te Rōpū Ārahi, as to whether these are still appropriate, or whether the Society has developed in terms of the number of Māori Chapters, to allow the Council (including a possible role for the sub-group of Māori Chapters) to elect a board with members that will ensure commitment to Te Tiriti o Waitangi.
- 55.3 A key objective of the Society includes a principle to be aligned to the values and concepts of Te Tiriti o Waitangi. This produces an inherent goal of assisting any General Chapters to evolve their own governance arrangements (Charters) to transform to be consistent with Te Tiriti o Waitangi. Such a transformed Chapter would be able to be re-classified as Bicultural Chapters under these Rules. Te Rōpū Ārahi and other Bicultural Chapters can assist in guiding these transitions. When this transformation has taken place, it will be appropriate for the Council to consider changes to these Rules such that General Chapters are no longer required and voting structures for the Council can be simplified.

APPENDIX ONE

Te Rōpū Ārahi and the Board have defined the following terms as being used for the interpretation of this Constitution

A General Chapter is one that states a commitment to Te Tiriti o Waitangi

A bicultural Chapter that states a commitment to Te Tiriti o Waitangi and is structured in a way to share power between the two Treaty partners to give effect to principles of Tino Rangatiratanga

A Māori Chapter is one that is made up of members who are Māori, both individuals and/or organisations