

Constitution of Hauora Taiwhenua Rural Health Network Incorporated

Certified as a true and correct copy of the Constitution passed at the Annual General Meeting of the Society held on 3 December 2025 by:

Signature



Name: Dr Fiona Boldent, Chair

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 2022 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 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 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

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 13.

Balance Date means the Society's balance date as set out in Rule 49.

Bicultural Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a bicultural Chapter, in accordance with Rule 4.

Board means the Society's governing body elected and appointed in accordance with Rule 28, being a committee for the purposes of the Act.

Chair means the chair of the Council and the Board elected and appointed in accordance with Rule 31.1.

Chapter (Te Whare Taumata) means a Chapter established by the Council in accordance with Rule 18.

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 39.

Commencement Date means the date this Constitution is registered by the Registrar of Incorporated Societies in accordance with the Act.

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Constitution or Rules means this document.

Contact Person means the contact person or persons appointed pursuant to Rule 44.

Co-opted Board Member means a Board Member co-opted to the Board in accordance with Rule 36.

Council means the group of Chapter Representatives elected or appointed by each Chapter. For the avoidance of doubt, Council members are not intended to be officers for the purposes of the Act, because they do not exercise significant influence over the management or administration of the Society.

Deputy Chair means the Board Member elected and appointed by the Board to deputise in the absence of the Chair in accordance with Rule 31.2.

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

General Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a general Chapter, in accordance with Rule 4.

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 Rule 11.

Interests Register means the register of interests of Officers kept under this Constitution.

Interested Officer means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act, being where that Member:

- (or the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that Member) may obtain a financial benefit from the Matter;
- may have a financial interest in a person to whom the Matter relates; or
- is a partner, director, Officer, Board Member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
- is interested in the Matter for any other reason specified in this Constitution,

provided that an Officer will not be deemed to be interested in a Matter where:

- the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Club due to the membership of those Officers; or
- if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this constitution.

Life Member means a person admitted to membership under Rule 12.

Māori Chapter means this Chapter has met a set of criteria established by the Board and Te Rōpū Ārahi to be a Māori Chapter, in accordance with Rule 4.

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, and **Membership** shall have a corresponding meaning.

Member Organisation means any organisation with direct interests in common with the Society and admitted to membership under Rules 9 and 10.

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

Officer means a Board Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act. For the avoidance of doubt, Council members are not intended to be Officers of the Society.

Principles means the principles set out in Rule 6.

Purposes means the charitable purposes set out in Rule 5.

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 Definitions with Te Rōpū Ārahi

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

- 4.1.1 A **General Chapter** is one that states a commitment to Te Tiriti o Waitangi.
- 4.1.2 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.
- 4.1.3 A **Māori Chapter** is one that is made up of members who are Māori, both individuals and/or organisations.

5 Purposes

5.1 The Society is established to:

- 5.1.1 promote health and well-being for rural New Zealanders;
- 5.1.2 advocate for equitable access to Health and Disability Services for rural Māori;
- 5.1.3 advocate for equitable access to Health and Disability Services for rural New Zealanders;
- 5.1.4 be the trusted and united voice of rural health and wellbeing in New Zealand;
- 5.1.5 promote a coordinated Health and Disability Service for rural New Zealand;
- 5.1.6 advocate for training and education that results in a rural Health Workforce that is sufficient in size, proficient and competent;
- 5.1.7 provide support for the rural Health Workforce;
- 5.1.8 promote research opportunities that positively influence rural health and wellbeing outcomes;
- 5.1.9 provide effective representation and leadership on rural health and wellbeing issues; and
- 5.1.10 do such other things as are incidental or conducive to the attainment of any of the above purposes.

6 Principles

6.1 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:

- 6.1.1 carry out its Purposes aligned to the values and concepts of Te Tiriti o Waitangi;
- 6.1.2 establish a Code of Conduct that its Board, Council and Chapters follow;
- 6.1.3 operate Board, Council and Chapters with an empowering culture which ensures all voices are heard;
- 6.1.4 foster a culture of collaboration, partnership and effective governance with groups and communities that share our Purposes;
- 6.1.5 operate through constructive, influential and expert advice in collaboration with our Chapters;
- 6.1.6 implement policies and practices that are inclusive of wider community, cultures and industries and acknowledge the unique place of Māori as tangata whenua; and
- 6.1.7 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.

7 Powers, Act and Regulations

7.1 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.

7.2 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.

7.3 Without limiting the rights of the Society in this Rule 7, the Society has the power to:

- 7.3.1 develop standards and processes and to act on behalf of all Members in promoting the interests of its Chapters and its Members; and
- 7.3.2 develop policies, by-laws and regulations to govern the Society and its Members; and
- 7.3.3 to do such other things as are incidental or conducive to the attainment of any of the Purposes.

8 Registered office

- 8.1 The registered office of the Society shall be at such place in New Zealand as the Board 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.

MEMBERSHIP

9 Membership

- 9.1 The Society shall comprise the following classes of Membership:

- 9.1.1 Member Organisations; and

- 9.1.2 Individual Members.

- 9.2 The Society shall maintain the minimum of ten (10) Members required by the Act.

- 9.3 To become a Member, all applicants must:

- 9.3.1 satisfy such membership criteria as determined by the Council from time to time;

- 9.3.2 complete the applicable application form for membership set by the Council from time to time and submit it to the Council; and

- 9.3.3 supply any additional information that the Council requests.

- 9.4 Submitting an application for membership in accordance with Rule 9.3 shall be deemed consent to becoming a Member of the Society. The written consent of every Member shall be retained in the Society's membership records.

- 9.5 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 18.2. 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.

- 9.6 A Member is permitted to apply to, and be admitted as a member of, more than one Chapter.

- 9.7 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). The Council may delegate this duty to the Chief Executive, or their delegate as outlined in Rule 21.7.

10 Member Organisations

- 10.1 An organisation that has a direct interest in the Purposes of the Society may apply to become a Member Organisation.

- 10.2 While Member Organisations have voting rights within their Chapter(s), Member Organisations do not have the right to vote at General Meetings.

11 Individual Members

11.1 Any individual with a direct interest in the Purposes of the Society, being someone who:

- 11.1.1 would not otherwise be able to participate in the Society through a Member Organisation; or
- 11.1.2 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.

11.2 While Individual Members have voting rights within their Chapter(s), Individual Members do not have the right to vote at General Meetings.

12 Life Membership

12.1 A Life Member is an individual who has rendered exceptional service to the Society over a number of years, who 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 12.2.

12.2 The Council may appoint an individual as a Life Member of the Society at a General Meeting.

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

13 Associates

13.1 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.

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

13.3 For the avoidance of doubt, Associates are not Members of the Society and have no right to attend General Meetings nor any voting rights.

14 Obligations and Rights of Members

14.1 Members of the Society shall have the rights, privileges, and responsibilities set out in this Constitution.

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

14.3 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.

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

14.5 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.

14.6 Members of the Society must:

- 14.6.1 abide by the Constitution;
- 14.6.2 abide by the Charter applicable to them as a Member of the Society and the Chapter(s) to which they belong; and

14.6.3 while acknowledging a Member may have its own focus and views that may from time to time be inconsistent with the Society, promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.

15 Subscriptions and fees

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

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

15.3 Any Member failing to pay the annual subscription (including any periodic payment) or any other amounts owing to the Society, within three (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 six (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).

16 Ceasing to be a Member

16.1 A Member ceases to be a Member:

- 16.1.1 on death, or if a body corporate on liquidation, dissolution, or deregistration;
- 16.1.2 by resignation, by Notice to the Contact Person;
- 16.1.3 where the Member, in the Council's reasonable opinion, no longer meets the requirements to be a Member;
- 16.1.4 where the Member is acting in a manner inconsistent with the Purposes of the Society or brings the Society into disrepute, in accordance with Rule 14.6;
- 16.1.5 where the Member is found to have breached the rules of the Society as set out in this Constitution or otherwise has their Membership terminated following a dispute resolution process carried out in accordance with Rules 50 to 55; or
- 16.1.6 if that Member fails to pay any annual subscription or other amounts owing to the Society in accordance with Rule 15.3, in which case the Council may determine six (6) months after the due date for payment that the Member shall be deemed to have resigned their Membership.

17 Obligations on Ceasing of Membership

17.1 A Member who resigns or whose membership is terminated under this Constitution:

- 17.1.1 remains liable to pay all subscriptions and other fees to the Society's next Balance Date;
- 17.1.2 shall cease to hold themselves, himself or herself out as a Member of the Society;
- 17.1.3 shall return to the Society any material provided to Member by the Society;
- 17.1.4 shall cease to be entitled to any of the rights of a Member; and
- 17.1.5 shall be liable for all reasonable costs incurred by the Institute in relation to recovery of any annual subscription or other amounts owing to the Society by the Member, and/or action reasonably necessary for the Society to enforce its legal rights under this Rule 17.

CHAPTERS AND CHARTERS

18 Chapters

18.1 To further the Purposes, the following membership groups (each a **Chapter**) will be deemed to have been formed as at the Commencement Date:

- 18.1.1 Rural General Practice / Te Whare Taumata o Ngā Tākutatanga Taiwhenua;
- 18.1.2 Rural Hospitals / Te Whare Taumata o Ngā Hōhipere Taiwhenua;
- 18.1.3 Rural Nurses NZ / Te Whare Taumata o Ngā Nēhi Taiwhenua o Aotearoa;
- 18.1.4 Students of Rural Health Aotearoa / Te Whare Taumata o Ngā Tauira Taiwhenua o Aotearoa;
- 18.1.5 Rural Communities Aotearoa / Te Whare Taumata o Ngā Hapori Taiwhenua o Aotearoa;
- 18.1.6 Rural Midwifery and Maternity / Te Whare Taumata o Ngā Kaiwhakawhānau me te Whare Kōhangā Taiwhenua'
- 18.1.7 Rural Scientific, Technical and Allied Health / Te Whare Taumata o te Mātauranga Pūtaiao Hangarua;
- 18.1.8 Te Whare Taumata o Whānau Whānui; and
- 18.1.9 Rural Health Research and Education / Te Whare Taumata o te Mātauranga Taiwhenua.

18.2 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.

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

- 18.3.1 nominate the Chapter in accordance with Rule 9.5 upon applying to be a Member of the Society; and
- 18.3.2 are accepted into that Chapter.

18.4 Associates may not be members of a Chapter.

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

19 Council

19.1 The Chapter Representatives elected and appointed by each Chapter under Rule 21 shall form the Council.

19.2 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.

19.3 The Chair elected and appointed under Rule 31.1 shall chair the Council.

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

20 Functions of Council

20.1 The Council:

- 20.1.1 has the powers to establish Charters and By-Laws in accordance with Rule 21.6;

- 20.1.2 will meet regularly in accordance with Rule 19.2 and provide a forum for interdisciplinary discussions, in order to raise issues of strategic importance to the Board;
- 20.1.3 will consider any applications for membership to a Chapter; and
- 20.1.4 will meet at Annual General Meetings to consider business in accordance with Rule 22.2.

21 Charters and By-Laws

- 21.1 A Charter sets out the relationship between each Chapter and the Council and provides operating guidelines for Members of the Chapter.
- 21.2 Each Charter will set out various regulations for the Chapters, including:
 - 21.2.1 the fact that each Chapter shall operate in keeping with the Principles and Purposes of the Society;
 - 21.2.2 how Chapters meet, which shall expressly include also meeting by real-time audio, audio and visual, or other electronic means;
 - 21.2.3 what types of Member are accepted into a Chapter and any specific criteria for each type of member;
 - 21.2.4 voting entitlements of each type of Member;
 - 21.2.5 how Chapter members vote within their Chapters (which may differ depending on the type and size of each Member);
 - 21.2.6 how Chapter members elect their Chapter Representatives to the Council; and
 - 21.2.7 how Chapter members empower their Chapter Representatives to vote on any issue at Council meetings and General Meetings.
- 21.3 A Charter will be developed by a Chapter and presented to the Council for approval.
- 21.4 The Council has the discretion to modify or vary a Charter. This will not be done without due consultation with the Chapter concerned.
- 21.5 A Chapter may seek Council approval for a modification or variation of its Charter.
- 21.6 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.
- 21.7 The powers of the Council in relation to the consideration and approval of membership applications to Chapters may be delegated to the Chief Executive, who may in turn delegate that function to other paid staff of the Society.

GENERAL MEETINGS

22 Annual General Meetings

- 22.1 An Annual General Meeting shall be held:
 - 22.1.1 no later than 31 December each year on a date and at a location determined by the Council; and
 - 22.1.2 in accordance with any requirements in the Act and this Constitution.
- 22.2 The business of an Annual General Meeting shall be to:
 - 22.2.1 elect the Board;

- 22.2.2 set or amend subscriptions;
- 22.2.3 receive the minutes of previous General Meeting(s);
- 22.2.4 receive a report on the finances of the Society, and the annual financial statements;
- 22.2.5 appoint auditors;
- 22.2.6 consider any applications for new Chapters and changes to Chapters (including Charters);
- 22.2.7 consider any motions; and
- 22.2.8 consider any general business.

22.3 If a Chapter Representative is elected to the Board he or she must step down as a Chapter Representative and that Chapter shall elect and appoint a replacement Chapter Representative.

23 Special General Meetings

- 23.1 Special General Meetings may be called at any time by the Chair by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting.
- 23.2 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.
- 23.3 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.

24 Procedure

- 24.1 The Chair shall give all Members at least 30 Working Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 24.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 24.3 All Members may attend and may be invited to speak at General Meetings but will not be entitled to vote.
- 24.4 Chapters will be entitled to vote at General Meetings through their Chapter Representatives.
- 24.5 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 (either in person or electronically). This will constitute a quorum.
- 24.6 If a quorum as defined in Rule 24.5 is not present within half an hour after the time appointed for a meeting in the relevant Notice, the meeting will be adjourned to a date no more than twenty one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present those Members present will form a quorum and may deal with the business for which the meeting was originally called, but no other business may be considered.
- 24.7 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.
- 24.8 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.

24.9 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.

25 Delegates and Proxies

25.1 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.

25.2 Each Chapter Representative must be a member of the Chapter and have been validly elected or nominated by that Chapter.

25.3 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.

26 Voting on Resolutions

26.1 The votes of the Council at General Meetings shall be allocated by the Board at least twenty (20) Working Days prior to a General Meeting as follows:

26.1.1 100 votes shall be allocated to Māori Chapters (**Māori Votes**) and 100 votes shall be allocated to General Chapters (**General Votes**);

26.1.2 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;

26.1.3 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;

26.1.4 if there are unallocated Māori Votes or General Votes following the allocation under Rule 26.1, those votes will be held as unallocated;

26.1.5 all votes allocated to a Chapter shall be rounded to the nearest whole number;

26.2 by way of example, if there are 4 General Chapters, 2 Māori Chapters and 1 Bicultural Chapter, the votes would be allocated as follows:

26.2.1 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

26.2.2 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.

26.3 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 26.

26.4 Except for through their Chapter Representatives no Member shall have the right to vote at General Meetings.

26.5 Voting at a General Meeting will be as directed by the Chair (which may include electronic voting) or otherwise.

26.6 In the event of a tie on any vote at a General Meeting, the Chair shall have the casting vote.

- 26.7 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of Council's votes cast at a General Meeting will be duly passed.
- 26.8 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.
- 26.9 Any resolution passed in accordance with this Rule 26 will be binding on all Members.
- 26.10 Despite anything else in this Constitution, if a Chapter has no Members associated with it, it shall not have the right to vote at General Meetings.

27 Minutes

- 27.1 The Chair must ensure that minutes are kept of all General Meetings, Board meetings and Council meetings. Minutes of General Meetings may be made available to Members upon request.

GOVERNANCE

28 Board

- 28.1 The Board is a skill-based board. It is not intended to be representative of any, or all, of its Chapters.
- 28.2 The Board will consist of:
 - 28.2.1 no less than three (3) and no more than five (5) persons elected by the Council at an Annual General Meeting under Rule 22.2.1; and
 - 28.2.2 two persons appointed by Te Rōpū Ārahi.
- 28.3 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.
- 28.4 At all times a majority of Board Members must be Members of the Society.
- 28.5 Board Members may be any natural persons provided they:
 - 28.5.1 are not disqualified from being an officer of the Society by this Constitution or the Act, and
 - 28.5.2 are not an employee of the Society or any related operating subsidiary of the Society

- 28.6 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 an Annual General Meeting.
- 28.7 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.

29 Election

- 29.1 The Board shall call for nominations for election to the Elected Board Member positions every two (2) years.
- 29.2 The call for nominations referred to in Rule 29.1 must be made no less than twenty (20) days prior to the Notice of Annual General Meeting provided for in Rule 24.1.
- 29.3 Nominations shall be open for a period determined by the Board and notified in the call for nominations, and for no less than ten (10) days.

29.4 Nominations shall be provided in writing to the Chief Executive and shall include:

- 29.4.1 confirmation of the nominee's consent to nomination; and
- 29.4.2 confirmation that the nomination has been seconded by another Member.

29.5 A nomination for election to the Board for a nominee who does not meet any of the requirements set out in Rule 28 may be declined by the Board for non-compliance with this Constitution.

29.6 In the eventuality that a large number of candidates are notified, the Council on recommendation from the Chief Executive, may decide to convene a Board Member selection committee, which will have the sole purpose of shortlisting nominations to be presented to the full Council for voting.

29.7 The nominations shall be circulated in the Notice of the Annual General Meeting provided for in Rule 24.1.

29.8 Election of Board Members shall be made by the Council by ballot (which may be electronic or otherwise as directed by the Chair) at the Annual General Meeting,

29.9 If there are an insufficient number of valid nominations received for the Elected Board Member vacancies, but not otherwise, nominations or further nominations (as the case may be) may be received from the floor at the AGM.

29.10 If there is only one person nominated for an Elected Board Member position, that person shall be deemed selected provided the requirements of Rule 29.5 are met. If more than one person is nominated for any Elected Board Member position, the holder shall be determined by plurality vote (the top polling candidate who receives more votes than any other candidate is elected).

29.11 If there are less Elected Board Members elected than the positions available, the Board must, as soon as possible, seek to fill those vacancies by co-option until the next Annual General Meeting.

29.12 A vacancy on the Board following an election does not affect the operation of the Board.

29.13 The Council may appoint an independent scrutineer to oversee the election process.

30 Term

30.1 The term of office for all Board Members shall be two (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.

30.2 Board Members are eligible to be reappointed for consecutive terms up to a maximum of three terms.

30.3 The Council may amend the term limits in this Rule 30 for any particular individual by a resolution at any General Meeting.

31 Chair and Deputy Chair

31.1 At the first meeting of the Board after the Annual General Meeting at which the previous Chair's term has ended, the Board shall elect and appoint one of its members to hold office as Chair.

31.2 The Board shall elect and appoint one of its members to hold office as the Deputy Chair from time to time.

31.3 These appointments may be reviewed by the Board at any time during the term of the current Board.

32 Cessation of Office

32.1 A Board Member (including the Chair) shall be deemed to have ceased to be a Board Member:

- 32.1.1 if that Board Member dies or unless otherwise agreed by the Council becomes incapacitated (and any incapacitation continues for more than 30 Working Days);
- 32.1.2 if that Board Member resigns by delivering a written Notice of resignation to the Society's registered office;
- 32.1.3 becomes disqualified from being an officer under the Act;
- 32.1.4 if that Board Member is removed pursuant to one of the grounds for removal under Rule 32.1 by a resolution of the Council, passed by a two-thirds majority of those present and voting.

32.2 For the purposes of Rule 32.1.4:

- 32.2.1 a grievance or Complaint that cannot be resolved in the Council's opinion under Rule 55; or
- 32.2.2 the Board Member's failure to comply with this Constitution, the Act, or any of the Society's policies or standards; or
- 32.2.3 where the Council considers that the Board Member is not working in the best interests of the Society,

will be grounds of removal of a Board Member under Rule 32.1.4.

32.3 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.

32.4 In the event of there being a vacancy on the Board in this Rule 31, the Board may by a majority vote appoint a Member who meets the criteria in Rule 28.5 to fill such vacancy until the next Annual General Meeting.

33 Function and Powers

33.1 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.

33.2 The Board will set a strategic plan and budget based on input from the Council and therefore the Chapter representatives.

33.3 Subject to the broad direction of the Annual General meeting, the responsibilities of the Board shall include the overseeing of all matters of business of the Society within the scope of the Purposes of the Society.

33.4 The Board shall report to the Annual General Meeting on its activities by way of the Chair's Report.

33.5 The Board shall have all the powers necessary for managing and for directing the management of, the operation and affairs of the Society, subject only to applicable law and any amendments to them and to any directions given at any meeting of the Society provided those directions are not contrary to this Constitution or to applicable law.

33.6 The Board shall have the authority to delegate any power it holds to a Member, Officer, or body of the Society subject to this Constitution and the Act.

33.7 The Board shall have powers to make and amend bylaws and policies for the conduct and control of the Society activities, and codes of conduct applicable to Members, provided that no such bylaws, policies, or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.

34 Officers' duties

34.1 At all times each Officer:

- 34.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society;
- 34.1.2 must exercise all powers for a proper purpose;
- 34.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- 34.1.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by him or her;
- 34.1.5 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
- 34.1.6 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.

35 Committees

- 35.1 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.
- 35.2 The structure, purpose, powers, duties and policies of such group shall be determined by the Board, and the Board may issue guidance, binding or otherwise, related to the conduct and business of these groups.

36 Co-Option of Board Members

- 36.1 Despite Rule 29, the Board may co-opt additional Co-opted Board Members for a specific purpose and for a specific period of time not exceeding 12 months.
- 36.2 Any person co-opted to the Board under Rule 36.1 may:
 - 36.2.1 be removed at any time by the Board by giving 20 days' notice in writing to the Co-opted Board Member; or
 - 36.2.2 resign at any time by giving notice in writing to the Board.
- 36.3 A Co-opted Board Member cannot hold the position of Chair or Deputy Chair of the Board but otherwise shall have full voting rights.
- 36.4 Co-opted Board Members must comply with this Constitution and any other Board policies, procedures, and governance practices from time to time.

37 Indemnity and Insurance

- 37.1 The Society shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 37.2 The Society shall maintain such insurance as it considers appropriate from time to time.

38 Fees

38.1 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.

39 Chief Executive

39.1 The Board will appoint a person to be the Chief Executive of the Society.

39.2 The Chief Executive:

- 39.2.1 will be directly responsible to and under the control of the Board;
- 39.2.2 will establish an annual workplan and budget to achieve the Board's Strategic Plan;
- 39.2.3 may work with one or more Chapters to achieve specific outcomes within the annual workplan;
- 39.2.4 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 Chief Executive's job to ensure those named Chapters give their approval before such Membership is granted, whether directly or as delegated in accordance with Rule 21.7;
- 39.2.5 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;
- 39.2.6 shall manage the day-to-day operations of the Society; and
- 39.2.7 shall have such powers, duties and responsibilities as set by the Board.

40 General issues

40.1 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.

40.2 Other than as prescribed by the Act or this Constitution, the Board or any committee may regulate its proceedings as it thinks fit.

40.3 Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

41 Conflicts of interest

41.1 An Officer 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);

- 41.1.1 to the Board; and
- 41.1.2 in an Interests Register kept by the Board.

41.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.

41.3 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:

- 41.3.1 must not vote or take part in the decision of the Board and/or committee relating to the Matter; and
- 41.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
- 41.3.3 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).

41.4 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.

42 Board meetings

42.1 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) that give each Board Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the Chair.

43 Procedure

43.1 The quorum for Board meetings is at least one half of the number of Board Members.

43.2 Decisions of the Board bind the Society, unless the Board's power is limited by this Constitution or by a majority decision of the Society.

44 Contact Person

44.1 The Board will appoint at least one (1) and no more than three (3) individuals as the Society's Contact Person(s), who shall be the person whom the Registrar can contact when needed.

44.2 Any Contact Person(s) must be at least 18 years of age and ordinarily resident in New Zealand.

44.3 The role and duties of the Contact Person(s) shall also be to:

- 44.3.1 keep the Register of Members;
- 44.3.2 maintain the Interests Register kept by the Board;
- 44.3.3 ensure the minutes of General Meetings, Council meetings and Board meetings are recorded; and
- 44.3.4 otherwise meet the requirements of the Act (if applicable).

44.4 In the event that there is a vacancy in the position of Contact Person(s) and the Society has no other Contact Person(s), the Board will appoint a replacement Contact Person(s) within 20 Working Days after the vacancy occurs and ensure that notice of the change is sent to the Registrar.

45 Register of Members

45.1 The Contact Person shall keep an up-to-date Register of Members, recording the following information about each Member and any other information required by this Constitution or the Act:

- 45.1.1 physical and mailing addresses;
- 45.1.2 phone number (landline and/or mobile);
- 45.1.3 email address;

- 45.1.4 the date the Member became a Member;
- 45.1.5 whether the Member is financial or unfinancial; and
- 45.1.6 any other information prescribed by regulations.

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

46 Access to information for Members

- 46.1 A Member may at any time make a written request to the Society for specific information held by the Society.
- 46.2 The Society must, within a reasonable time after receiving a request:
 - 46.2.1 Provide the information; or
 - 46.2.2 Agree to provide the information within a specified period if the Member pays a reasonable charge (previously specified) to meet the cost of providing the information; or
 - 46.2.3 Refuse to provide the information in accordance with the Act, specifying the grounds for refusal.
- 46.3 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within 10 Working Days after receiving notification of the charge the member informs the Society:
 - 46.3.1 That the Member will pay the charge; or
 - 46.3.2 that the Member considers the charge to be unreasonable.

FINANCES

47 Control and Management

- 47.1 The funds and property of the Society shall be:
 - 47.1.1 controlled, invested and disposed of by the Board, subject to this Constitution; and
 - 47.1.2 devoted solely to the promotion of the Purposes of the Society.
 - 47.1.3 All moneys received by or on behalf of the Society are to be paid to the credit of the Society's account at one of the registered banks in New Zealand.
 - 47.1.4 All payments made by the Society shall be authorised in accordance with delegated authorities that have been endorsed by the Board.
 - 47.1.5 If required by the Act or the Charities Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Society cause the accounts of the Society to be audited by a chartered accountant appointed by the Board for that purpose (**Auditor**).
 - 47.1.6 The Society will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society ("Accounting Period" is defined in the Act).

48 No Financial Gain

- 48.1 The Society shall not be carried on for the financial gain of any of its Members, provided that:
 - 48.1.1 a Member may receive fees in accordance with Rule 38.1; and

- 48.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Society while purposing the Society's Purposes;
- 48.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Society; and
- 48.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Society, including acts which a Member could have done personally.

49 Balance Date

- 49.1 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).
- 49.2 The Society must file financial returns statements with the Registrar within six months of the Balance Date.
- 49.3 The financial year of the Society may be amended from time to time as determined at an Annual General Meeting.

DISPUTE RESOLUTION

50 How a Complaint is Made

- 50.1 A Member or Officer may make a complaint by giving to the Board written notice that:
 - 50.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 50;
 - 50.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 50.1.3 sets out any other information reasonably required by the Society.
- 50.2 The Society may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
 - 50.2.1 states that the Society is starting a procedure for resolving a Dispute in accordance with this Rule 50; and
 - 50.2.2 sets out the allegation to which the Dispute relates.
- 50.3 All Members and Chapters are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 50.4 The information given under Rule **Error! Reference source not found.** must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 50.5 Without limiting Rule 50.7, a complainant must meet their own costs of making a complaint.
- 50.6 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.

50.7 Person Who Makes Complaint Has Right to Be Heard

- 50.7.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 50.7.2 If the Society makes a Complaint:

- (a) the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Society.

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

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

50.8 Person Who is Subject of Complaint Has Right to Be Heard

50.8.1 This Rule applies if a Complaint involves an allegation that a Member, an Officer or the Society (the **Respondent**):

- (a) has engaged in misconduct;
- (b) has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

50.8.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

50.8.3 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.

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

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the decision-maker; and
- (e) the Respondent's written statement or submissions (if any) are considered by the decision-maker.

51 Investigating and Determining Disputes

51.1 The Board must, as soon as is reasonably practicable after a complaint is received in accordance with this Constitution, investigate and determine the complaint or grievance.

51.2 If the complaint concerns the Chair, the Chair shall not take part in, or attend, Board deliberations and discussions on the issue. The Board may appoint a member of the Board to chair any meetings of the Board if the Chair is removed pursuant to this Rule.

52 Society May Refer Complaint

52.1 Despite Rule 51.1, the Society may:

- 52.1.1 appoint a complaints committee to deal with the grievance or complaint, or
- 52.1.2 refer the complaint, grievance or dispute (with the consent of all parties) 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.

53 Society May Decide Not to Proceed Further With Complaint

53.1 Despite Rule 50.7.3(d) the Society may decide not to proceed further with a Complaint if:

- 53.1.1 the Complaint is trivial;
- 53.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member or an Officer, or the Society has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 53.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 53.1.4 the person who made the Complaint has an insignificant interest in the matter;
- 53.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 53.1.6 there has been an undue delay in making the Complaint.

54 Decision-makers

54.1 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 two (2) or more Board Members or the complaints committee consider that there are reasonable grounds to believe that the person may not be:

- 54.1.1 Impartial; or
- 54.1.2 able to consider the matter without a pre-determined view.

54.2 The decision-maker may:

- 54.2.1 make such directions as the decision-maker thinks appropriate (with which the Society and all Members shall comply).
- 54.2.2 consider whether to investigate and deal with the grievance or complaint, and
- 54.2.3 decide not to proceed with a matter if, for instance, the decision-maker is satisfied that:
 - (a) the complainant has insufficient interest in the matter or otherwise lacks standing to raise it;
 - (b) the matter is trivial or does not appear to disclose material misconduct; or

- (c) the matter raised appears to be without foundation or there is no apparent evidence to support it;
- (d) some damage to Members' interests may arise; or
- (e) the conduct, incident, event or issue has already been investigated and dealt with by the Society.

55 Resolving Disputes

55.1 The decision-maker may:

- 55.1.1 dismiss a grievance or complaint;
- 55.1.2 uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply); or
- 55.1.3 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 Member's 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.

AMALGAMATION

56 Amalgamation

56.1 The Society may be amalgamated in accordance with the provisions of the Act.

56.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution passed by a two thirds majority of the Council present and voting. This Rule 56.2 modifies section 194(2)(a) of the Act.

WINDING UP

57 Winding Up

57.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

57.2 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:

- 57.2.1 details of the General Meeting at which any such proposal is to be considered;
- 57.2.2 the reasons for the proposal; and
- 57.2.3 any recommendations from the Board in respect to such notice of motion.

57.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two thirds majority of the Council present and voting.

58 Surplus assets

58.1 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

59 Amending this Constitution

59.1 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of the Council present and voting.

59.2 Any proposed motion to amend or replace this Constitution shall be either:

- 59.2.1 given by the Board; or
- 59.2.2 signed by at least 30% of Chapters and given in writing to the Chair at least twenty (20) 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.

59.3 At least thirty (30) 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, in accordance with Rule 24.1.

59.4 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

60 Transitional Provisions

60.1 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:

- 60.1.1 Election of two Board Members has been placed in the hands of Te Rōpū Ārahi, as the Society's Treaty partner, through Rule 28.2.2.
- 60.1.2 If no Māori Chapters join the Society then Te Rōpū Ārahi will be considered a Chapter under Rule 18 with full voting rights as a Māori Chapter under Rule 26.
- 60.1.3 A standing agenda item will be included at each AGM, to review Rule 26.1 and Rule 26.2, 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.
- 60.1.4 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 this Constitution. 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 this Constitution such that General Chapters are no longer required and voting structures for the Council can be simplified.

Signed by the Board



Fiona Bolden, Chair



Mark Eager



Debi Lawry



Peter Jackson



Angela Blunt



Margareth Broodkorn