

CONSTITUTION OF THE  
**COLLEGE OF NURSES AOTEAROA  
(NEW ZEALAND)  
INCORPORATED**

**Te Whare Tohu Tapuhi o Aotearoa**



December 2024

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CONSTITUTION OF  
**TE WHARE TOHU TAPUHI O AOTEAROA  
COLLEGE OF NURSES AOTEAROA (NEW ZEALAND)**

## 1. NAME AND COMMENCEMENT

- 1.1 The name of the Society shall be Te Whare Tohu Tapuhi o Aotearoa - College of Nurses Aotearoa (New Zealand) Incorporated - (in this Constitution referred to as the **College**).
- 1.2 This Constitution will take effect as the rules of the College from the date it is registered under the Act by the Registrar.

## 2. DEFINITIONS

- 2.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- (a) **Act** means the Incorporated Societies Act 2022 or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
  - (b) **Annual General Meeting** means the annual meeting of the College that must be called in accordance with this Constitution.
  - (c) **Associate Member** means a Member who meets the criteria in Rule 7.5 and is admitted as an Associate Member in accordance with this Constitution.
  - (d) **Board** means the College's governing body elected and appointed in accordance with this Constitution, being a committee for the purposes of the Act.
  - (e) **Board Member** means a member of the Board elected in accordance with Rule 9.
  - (f) **Caucus** is a forum for members to meet to discuss developments in nursing and make decisions which relate directly to themselves and are related to the work of the College. The College has two caucuses, **Aronuku (Māori) Caucus** and **Aorangi (Non-Māori) Caucus**.
  - (g) **Chair** means a person chairing a meeting in the absence of the Co-Chairpersons.
  - (h) **Charities Act** means the Charities Act 2005 as amended or replaced from time to time.
  - (i) **Complaint** has the meaning given to it in section 38 of the Act.
  - (j) **Constitution** or **Rules** means this document as amended or replaced from time to time.
  - (k) **Contact Person** means the contact person(s) appointed pursuant to Rule 17.
  - (l) **Dispute** has the meaning given to it in section 38 of the Act.
  - (m) **Executive Director** means the person employed by the Board to manage the business and oversee the day-to-day administration of the College.

- (n) **Ex-Officio Member** means a Member who is not an appointed Board Member and who is seconded by the Board for their specific knowledge and/or skills, to undertake specified activities of the Board or on a committee.
- (o) **Fellow** and **Honorary Fellow** means a Member who has been admitted by the Board as a Fellow in accordance with this Constitution and the Regulations.
- (p) **General Meeting** means any Annual General Meeting or Special General Meeting held in accordance with these Rules.
- (q) **Life Member** means a Member who meets the criteria in Rule 7.6 and is admitted as a Life Member in accordance with this Constitution.
- (r) **Matter** means the College'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 College.
- (s) **Member** means an individual admitted as a member of the College in accordance with Rule 7, and classified under these Rules as a Fellow or a Member.
- (t) **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.
- (u) **Officer** means a Board Member and any natural person occupying a position in the College that allows the person to exercise significant influence over the management or administration of the College and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.
- (v) **Purposes** means the purposes of the College as set out in Rule 6.
- (w) **Quorum:**
  - (i) in respect of Members at any General Meeting, means a minimum of ten (10) Members;
  - (ii) in respect of the Board at any Board meeting, means a simple majority of the elected Board Members, including at least one member of Aronuku.
- (x) **Register of Interests** means the register of interests kept under this Constitution.
- (y) **Register of Members** means the register of Members kept under this Constitution.
- (z) **Registered Office** means the registered office of the College described in the New Zealand register of incorporated societies, as updated from time to time.
- (aa) **Registered Nurse** means a person who is, or is deemed to be, registered with Te Kaunihera Tapuhi o Aotearoa Nursing Council of New Zealand in accordance with the Health Practitioners Competence Assurance Act 2003 and practising nursing in accordance within the scope of practice of a Registered Nurse
- (bb) **Nurse Practitioner** means a person who is, or is deemed to be, registered with Te Kaunihera Tapuhi o Aotearoa Nursing Council of New Zealand in accordance with the Health Practitioners Competence Assurance Act 2003 and practising nursing in accordance within the scope of practice of a Nurse Practitioner

- (cc) **Registrar** means the Registrar of Incorporated Societies appointed in accordance with the Act.
- (dd) **Regulations** means regulations made pursuant to these rules.
- (ee) **Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes
- (ff) **Tikanga process** (which related to Rule 9.4(a)) means the values associated with the appointment process, which upholds the mana and prestige of nominee(s).
- (gg) **Year** means the whole calendar year, **financial year** meaning the period  
1 July 0 30 June

2.2 Words importing a gender include any gender.

### **3. OFFICE**

- 3.1 The registered office of the College shall be at such place in New Zealand as the Board may from time to time determine.
- 3.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

### **4. VISION AND COMMITMENT TO TE TIRITI O WAITANGI**

- 4.1 The vision of the College is for professional excellence in nursing practice in a negotiated relationship with tangata whenua. The College recognises Te Tiriti o Waitangi as the foundation document of this nation and is committed to the principles of Te Tiriti o Waitangi.
- 4.2 The College provides a united focus for examining issues relevant to nursing practice and health of the community.

### **5. PHILOSOPHY**

- 5.1 Nurses are health professionals whose practice is based on a unique body of knowledge. Nursing knowledge emerges from the collective wisdom of nursing practice. Nursing theory and research underpin the unique body of knowledge that guides and directs nursing education. The knowledge, wisdom and culture of nursing are integral to developing professional excellence.
- 5.2 In practising the art of nursing, nurses walk through people's landscapes for varying lengths of time. The spirit, science and art of nursing involves assisting people throughout their lives and encouraging a sense of individual dignity and cultural well-being. Nurses have a responsibility to negotiate with and advocate for people in their quest for health. Negotiations and advocacy will be in the social, economic and political spheres.
- 5.3 Health is about living in harmony with oneself and the environment. There are personal, spiritual, cultural and collective perceptions of health.

## **6. PURPOSES**

6.1 The College is established for charitable purposes within Aotearoa New Zealand, including, without limitation, to:

- d) promote and facilitate professional development in the area of clinical practice, nursing management, nursing education and research;
- b) to identify, examine and take action on issues of significance to nursing practice and the health of the community; addressing health inequity
- c) to disseminate information on issues of significance to nurses;
- d) to adopt a collegial relationship with other professional bodies;
- e) to act as a collective voice for nursing to ensure nursing is positioned well and its value understood
- f) Work with other leaders to shape our health system, funding and policies to enable nurses to make their best contribution.
- g) Such other purposes as are ancillary or related to the purposes stated above.

## **7. MEMBERSHIP**

### **7.1 *Membership***

(a) Any person who is a Registered Nurse or a Nurse Practitioner (as defined by Te Kaunihera Tapuhi o Aotearoa Nursing Council of New Zealand) may apply to become a Member of the College.

(b) Membership to the College shall be through one of the following classes:

- (i) Fellows;
- (ii) Honorary Fellows;
- (iii) Members;
- (iv) Life Members;
- (v) Associate Members;
- (vi) Such other class or classes as the College may create from time to time.

(c) Te Kauniherā o Nga Neehi Māori The National Council of Māori Nurses may from time to time define the criteria for, and nominate for membership, people who have given excellent service either to Māori or to the wider community.

### **7.2 *Applications***

(a) People wishing to become a Member of the Association must make an application in accordance with the Regulations and in the form required by the College from time to time.

- (b) Submitting an application to become a Member in accordance with Rule 7.2(a) shall be deemed to constitute consent to becoming a Member.
- (c) Following receipt of an application for Membership, the College shall consider and advise the applicant whether their application has been successful. The College is not required to provide its reasoning for approving or not approving an application.
- (d) A copy of the Rules of the College shall be made available to each applicant on or before the commencement of their membership (in electronic form). Upon admission, each Member shall be deemed to be bound by the Rules.
- (e) Membership begins from the point at which the applicant is advised that their application has been successful and the applicable Membership fees have been paid.

### **7.3 Obligations and Rights of Members**

- (a) Members of the College shall have the rights, privileges and responsibilities set out in this Constitution.
- (b) Every financial Member shall have the right to vote at and attend General Meetings.
- (c) Every Member shall provide the College with that Member's full contact details in accordance with Rule 17.5 and promptly advise the College of any changes to those details.
- (d) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the College.
- (e) 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 College by the due date, but no Member is liable for an obligation of the College by reason only of being a member of the College.

### **7.4 Fellows and Honorary Fellows** - The Fellows of the College shall be:

- (a) Every person admitted by the Board as a Fellow of the College in accordance with Regulations made from time to time by the Board.
- (b) Any person on whom, having given exceptional service to nursing or to the health of the community on a national level, the Board confers an Honorary Fellowship.
- (c) All Honorary Fellows, providing their membership is continuous, shall have all the rights of Fellows excepting voting or governmental rights.

### **7.5 Associate Members** - An Associate Member is an individual who is a [*member of Nurse Practitioners New Zealand or other Division*] and applies for associate membership with the College. An Associate Member has all the benefits of Membership as per other categories of Members other than the following:

- (a) Associate Members are not included within the indemnity and insurance cover provided to other College Members; and
- (b) Do not have a right to vote

**7.6 Life Members** - A Life Member is an individual admitted to Membership by the Board under this Constitution to whom the following applies:

- (a) A Member who has given outstanding service to the College and/or the nursing profession; and
- (b) Who is appointed to Life Membership by the Board in accordance with the Regulations made from time to time by the Board

**7.7 Subscriptions and Fees**

- (a) The annual subscriptions and any other fees for Membership for the then current financial year shall be set by the Board and are due and payable on joining and the anniversary month thereafter.
- (b) In order for continuity of indemnity cover, fees must remain up to date.
- (c) The annual subscriptions may differ depending on the type of Membership.
- (d) In any case in which the Board and/or the Executive Director is of the opinion that the payment of the subscription will constitute a hardship to that Member, or a Member proposes to be absent from New Zealand for a period of not less than twenty four (24) calendar months, the Board and/or the Executive Director may use its discretion to allow the reduction of the subscription fee due.
- (e) The Board and/or the Executive Director may waive payment of any subscription by any Member.

**7.8 Ceasing to be a Member** - A Member ceases to be a Member:

- (a) On death.
- (b) By giving written notice of their resignation to the Executive Director (at the Registered Office) which, unless otherwise expressed, shall take effect immediately.
- (c) If that Member fails to pay any annual subscription or other fee for Membership three (3) months after it has become due, in which case that Member shall be deemed to have resigned their Membership.
- (d) Upon termination of their Membership following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Contact Person, or any subsequent date stated in the notice of resignation or notice of termination of Membership.
- (e) The Board Members may expel a member by vote of not fewer than two-third majority of the Board at a Special Meeting. Notice both of the meeting and of the charges shall be given to that member, who is entitled to attend, with or without support, to show cause for continuation of membership or to give written explanation for the conduct that caused the charge.

**7.9 Obligations on ceasing of Membership** - A Member who resigns or whose Membership is terminated under this Constitution:



- (c) Remains liable to pay all annual subscriptions and other fees to the College's next balance date;
- (b) Shall cease to be entitled to any of the rights of a Member; including coverage of the Professional Indemnity Policy, effective from the due date of the most recent invoice; and
- (c) Shall immediately return any property, including intellectual property, of the College held by the Member at the time of termination.

## **8. BOARD**

8.1 **Function of the Board** - From the end of each Annual General Meeting until the end of the next, the College shall be governed by the Board.

8.2 **Role of the Board** - The role of the Board of the College is to:

- (a) be accountable to the College for the advancement of the College's Purposes and the implementation of resolutions approved by any General Meeting;
- (b) represent Members of the College when dealing with government on policy matters relating to health and social policy;
- (c) oversee dealings with similar societies, bodies and organisations in Aotearoa and internationally;
- (d) manage the funds and assets of the College and receive operational reports and updates from any operational subsidiary (division) ;
- (e) receive and allocate money coming to the College subject to and in accordance with any directions and conditions attached to it and to receive operation reports and updates from any operational subsidiary; and
- (f) engage, dismiss, instruct and support the Executive Director as necessary and to delegate to the Executive Director such functions and powers as the Board may from time to time decide; and
- (g) do all other things necessary to carry out the operations and affairs of the College in order to achieve the Purposes.

### **8.3 Board Composition**

- (a) The Board shall consist of a maximum of six (6) Board Members elected in accordance with Rule 9 and compose:
  - (i) Three (3) Aorangi Non-Māori Board Members elected by the Aorangi Caucus.
  - (ii) Three (3) Aronuku Māori Board Members elected by the Aronuku Caucus.
- (b) Board Members shall be any natural person provided they:
  - (i) Are a Member;
  - (ii) Are not an employee of the College or any related operating subsidiary of the College;
  - (iii) Meet the criteria of section 16(2) of the Charities Act or any replacement statutory provision;
  - (iv) Are not disqualified from being an Officer of the Association by this Constitution or the Act.

### **8.4 Term**

- (a) The initial term of a Board Member is four (4) years.

- (b) Board Members are eligible to be re-elected upon expiration of their initial term of office for a two (2) year period, and may further apply for re-election at the end of their second term for an additional two (2) year period.
- (c) The term of a Board Member must not exceed eight (8) consecutive years.
- (d) The Board may amend the term limits in this Rule 8.4 for any particular individual by a resolution at any General Meeting. Notwithstanding this, a Member may be reappointed to the Board after a break of two (2) years following the maximum term set out in (c) above.

8.5 **Co-Chairpersons** - Each Caucus shall have an elected chair pursuant to clause 8.3 and the elected chair of each Caucus shall together act as Co-Chairpersons (subject to the term requirements in Rule 8.4). The Co-Chairpersons shall provide leadership to the Board in a co-governance model, in recognition of the College's commitment to te Tiriti o Waitangi.

8.6 **Indemnity** - The College indemnifies each Board Member against all losses and expenses incurred by them in carrying out their duties in relation to the College except insofar as they contravene the duties under the Act or this Constitution which apply to Officers of the College.

## 9. ELECTION OF THE BOARD

9.1 Vacancies on the Board will be notified to members at least thirty(30) days prior to the Annual General Meeting (AGM)

9.2 Nominations for Board vacancies will be written, signed by two (2) Members (excluding sitting Board Members), countersigned by the candidate and forwarded to the College within the requested time frame. If there is more than one nomination to fill a vacancy in an area, balloting lists of nominees in alphabetical order shall be forwarded to each eligible voter for electronic voting.

9.3 Provided that the conditions in Rules 8.3(b) and 9.1 are met, candidates will be accepted for nomination to a Board vacancy reflective of the register and Caucus (Aronuku Māori or Aorangi Non-Māori) the candidate has elected to join, and has been entered on. Any candidate who does not meet the requirements of Rule 8.3(b) may be declined by the Board for non-compliance with this Constitution.

9.4 Appointment to the Board shall be made as follows:

- (a) An Aronuku Board appointment will be made by the Aronuku Caucus. The method of decision- making for the Aronuku caucus shall be either:
  - i By consensus, which may include a tikanga process (which may include, but is not limited to, the presentation of pepeha, kaumatua support and endorsement by Māori Members); or
  - ii If the Aronuku Caucus so chooses, by voting in the same manner as the Aorangi Caucus.
- (b) An Aorangi Board appointment shall be made by the Aorangi Caucus. The method of decision-making for the Aorangi Caucus will be by postal/electronic ballot.

## 10. CESSATION OF OFFICE

10.1 A Board Member (including the Co-Chairpersons) shall be deemed to have ceased to be a Board Member if that Board Member:

- (a) dies;
- (b) has held office for an initial term of four (4) years and is not re-elected for a consecutive term of two (2) years or has held office for eight (8) consecutive years;
- (c) resigns by delivering a written notice of resignation to the Board;
- (d) is absent without leave for three (3) consecutive meetings of the Board;
- (e) becomes disqualified from being an Officer under the Act; or
- (f) if that Board member is removed pursuant to one of the grounds for removal under Rule 10.2 by a resolution of the Board passed by a 75% majority.

10.2 For the purposes of Rule 10.1(f):

- (a) a grievance or complaint that cannot be resolved in the Board's opinion under Rule 22.20;
- (b) a Board Member's failure to comply with this Constitution, the Act or any of the College's policies or standards; or
- (c) where a 75% majority of the Board considers the Board Member is not working in the best interests of the College,

will be grounds of removal of a Board Member under Rule 10.1(f).

10.3 A Co-Chairperson shall be deemed to have ceased to be a Co-Chairperson if:

- (a) the Co-Chairperson resigns by delivering a written Notice of resignation to the Board; or
- (b) the Co-Chairperson receives a vote of no confidence that has been:
  - (i) raised by a Board Member and supported by at least one (1) other Board Member; and
  - (ii) passed by a 75% majority of the remaining Board Members at a meeting of the Board.

10.4 If one of the Co-Chairpersons is unable to fulfil duties for the full term of office, a nominated person from the existing Board will be appointed to this position from the same Caucus as the Co-Chairperson who is no longer able to fulfil their duties.

10.5 Each Board Member shall within 21 days' of submitting a Notice of resignation or ceasing to hold office, deliver to the Executive Director all books, papers and other property of the College held by such former Board Member.

10.6 In the event of there being any vacancy on the Board under this Rule 10 the Board may by a majority vote appoint a person to fill such vacancy until the next General Meeting.

10.7 Where the number of Board Members falls below four (4), the remaining Board Members may only act for the purposes of filling such vacancies or to call a General Meeting for such purpose.

## 11. BOARD PROCESS AND COMMITTEES

### 11.1 **Meetings** -

- (a) A Quorum must be present for Board meetings. If a Quorum is not present within half an hour after the time appointed for the Board meeting, the meeting will be adjourned to a date no more than fourteen (14) days from the date of that meeting and if at the adjourned meeting a Quorum is not present those Board 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.
- (b) Both of the Co-Chairpersons must chair each meeting of the Board. If one of the Co-Chairpersons is absent, the other Co-Chairperson shall chair that meeting. If both Co-Chairpersons are absent, the Board shall elect another Board Member to chair that meeting.
- (c) When voting on a resolution at a duly convened meeting, all Board Members have one (1) vote and all resolutions of the Board must be passed *by a majority of the Board Members at the meeting*
- (d) number of Aronuku and Arorangi voting members present or in the absence of equal numbers, then all decisions made must be unanimous.
- (e) Where there is an equality of votes, the Co- Chairpersons or Chair (as applicable) shall have a deliberative and casting vote
- (f) A special meeting of the Board may be called at any time on the direction of the Co-Chairpersons or any three (3) Board Members. Board Members shall have at least five (5) days' notice prior to a special meeting of the Board called in accordance with this Rule, unless a shorter period is otherwise agreed to by at least 75% of the Board Members.
- (g) The Board shall meet at least three times every year for the transaction of business at a place and time that they may determine, or as the Co-Chairpersons may direct. Board Members shall have at least ten (10) days' notice prior to an ordinary meeting of the Board called in accordance with this Rule, unless a shorter period is otherwise agreed to by at least 75% of the Board Members.
- (h) The Board shall meet at such places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Board Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the Co-Chairpersons
- (i) A minute, certified as correct by the Co-Chairpersons, shall be sufficient evidence of such proceedings, and of their adherence to necessary formalities.

11.2 **Virtual Meetings** - For the purpose of these Rules, the linking together by virtual means (including by videoconference or telephone) of a number of Board Members not less than the

Quorum, whether or not any one or more of the Board Members is out of New Zealand, shall be deemed to constitute a meeting of the Board and all the provisions in these rules as to meetings of the Board shall apply to such meetings by virtual means so long as the following conditions are met:

- (a) All the Board members for the time being entitled to receive Notice of a Board meeting shall be entitled to Notice of a meeting by virtual means and to be linked by videoconference or telephone for the purposes of such meeting. Notice of any such meeting may be given via email invitation.
- (b) Each of the Board members taking part of the meeting virtually must be able to hear each of the other Board members taking part at the commencement of the meeting.
- (c) At the commencement of the meeting each Board member must acknowledge their presence and indicate that they are there for the purpose of the meeting.
- (d) Excepting by the express consent of the Co-Chairpersons of the Board, a member may not leave a virtual meeting, and with that exception a member shall be presumed to have been present and to have formed part of the Quorum for the duration of the meeting.

11.3 **Irregularities** - No act or proceeding of the Board, or of any committee of the Board, or any person acting as a Board Member shall be invalidated as a consequence of there being a vacancy in the Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be a Board Member or that they were incapable of being or had ceased to be a Board Member.

#### 11.4 **Committees**

- (a) The Board shall have the power to establish committees for such purposes as it thinks fit and may delegate to them any of its functions or powers. The Board can disestablish such committees at any time.
- (b) The committees may consist of such persons (whether or not Members of the College) as determined by the Board provided that:
  - (i) Each Committee will consist of at least one Board Member or Ex-Officio Member;
  - (ii) Each Committee will consist of at least three Members, selected via an expression of interest process and comprise of equal numbers of Māori and Non-Māori Members, unless Aronuku Board Members collectively agree to unequal representation in the committee between Aronuku and Aorangi Members.
  - (iii) The Board may appoint committee members to bring the membership of that committee to the required number whenever vacancies occur.
- (c) The Board may appoint a Board Member as the committee chairperson for any committee but failing such appointment, the committee itself may from time to time appoint one of its number as chairperson of that committee by simple majority.
- (d) The chairperson of any committee of the College shall preside at all meetings of the committee. If the chairperson is not present at any meeting of the committee, the members of the committee present may choose one of their number to be chairperson of the meeting and the committee member chosen shall preside at such meeting accordingly.
- (e) Committees may not co-opt committee members.

(f) Unless prescribed in this Constitution or under Regulations passed by the Board, a committee may regulate its own proceedings as it thinks fit.

(g) No decision of a committee is binding until ratified by the Board.

#### 11.5 **Divisions**

(a) The College may have within in groups of members by scope, by role or by clinical speciality.

(b) Divisions are supported by the College in respect of legal, financial and administrative functions

(c) Divisions are governed by the CNA(NZ) constitution and are independent in strategic direction and voice

(d) Divisions have a constitution that mirrors the CNA(NZ) i.e. based on te Tiriti partnership and democratically elected committees.

#### 11.6 **Ex-Officio Members -**

(a) The Board, at its discretion, may second Members to serve as Ex-Officio Members to either the Board or any committees, to undertake specified activities of the Board with the aim of enabling the Board and its committees to meet its strategic goals. Ex-officio Members will not have voting rights regarding Board matters.

(b) The appointment of an Ex-Officio Member will be with such remit and for the length of time as nominated by the Board.

(c) The Board may at any time revoke the appointment of an Ex-Officio Member, or vary the terms of their remit and length of appointment.

#### 11.7 **General**

(a) Other than as prescribed by the Act or this Constitution, the Board may regulate its proceedings as it thinks fit.

(b) Subject to the Act and this Constitution, 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.

## 12. CAUCUS

12.1 Aronuku Caucus represents those members who identify as Māori. Aronuku will have three elected Board members, one of whom shall be elected by Aronuku board members as the Co-Chair (rule 8.5)

12.2 Arorangi Caucus represents members who do not identify as Māori. Arorangi will have three elected Board members, one of whom will be elected by Arorangi board members as the co-chair

12.3 Aronuku and Arorangi can discuss issues affecting their membership and have the power to make recommendations to the full board.

### **13. OFFICER DUTIES**

13.1 **Officer Duties** - At all times each Officer of the College:

- (a) shall act in good faith and in what they believe to be the best interests of the College;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the College acting, in a manner that contravenes the Act or this Constitution;
- (d) 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 College, the nature of the decision, the position of the Board member and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of the College being carried on in a manner likely to create a substantial risk of serious loss to the College or to the College's creditors, or cause or allow the activities of the College to be carried on in a manner likely to create a substantial risk of serious loss to the College or to the College's creditors; and
- (f) must not agree to the College incurring an obligation unless they believe at that time on reasonable grounds that the College will be able to perform the obligation when it is required to do so.

### **14. POWERS OF THE BOARD**

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

14.2 The powers of the Board include the power to:

- a) purchase, hire or otherwise acquire, real or personal property, rights or privileges.
- b) raise money by subscriptions and to grant any rights and privileges to subscribers;
- c) borrow, raise or secure moneys, and in particular, by mortgages, debentures or debentures secured upon any or all of the College property, assets or undertaking.
- d) make, draw, accept, discount and execute any promissory notes, bills of exchange, debentures or other negotiable instruments;
- e) invest, lend and deal with the moneys of the College not immediately required upon such securities as the Board may think fit including power to make investments to the investment agencies of the contributing bodies;
- f) appoint, direct or control, suspend or remove any secretary, treasurer, clerk, agents or servants, and to fix their remuneration;

- g) make, adopt, vary and publish rules, by-laws and regulations dealing with any of the matters comprised in the abovementioned purposes and to take steps as shall be deemed necessary or advisable for enforcing such rules, regulations, by-laws and conditions;
- h) receive or decline gifts of money or property made for any of the purposes of the College, whether or not subject to any special trust, conditions or obligations;
- i) enact Regulations and other policies in respect of the College's affairs, management and operations (including Membership) and vary or revoke such Regulations from time to time.

## **15. FINANCE AND ACCOUNTING**

- 15.1 The funds and property of the College shall be devoted to the purposes specified in these Rules, and excepting in return for actual services rendered, no portion of such funds or property shall be paid or transferred directly or indirectly, by way of allowance or otherwise, to Members.
- 15.2 The Board shall have the power to open bank accounts. All receipts shall be banked in accounts in the name of the College.
- 15.3 The Board shall control the bank accounts of the College and all payments shall be made by electronic payment as delegated and authorised for payment by the Board.
- 15.4 The financial year for the College shall be from 1 July to 30 June in the following year.
- 15.5 An auditor shall be a member of the Chartered Accountants Australia and New Zealand selected by the Board.
- 15.6 The accounts of the College shall be audited before 30 October in each and every year and the auditor's report shall be circulated with the accounts prior to the Annual General Meeting.

## **16. CONFLICTS OF INTEREST**

- 16.1 An Officer (which for the purposes of this Rules 16 includes a Board Member and/or a member of a committee appointed in accordance with this Constitution) is interested in a Matter if that person:
  - (a) may obtain a financial benefit from the Matter; or
  - (b) is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
  - (c) may have a financial interest in a person to whom the Matter relates; or
  - (d) is a partner, director, member of the board and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- 16.2 However, an Officer is not interested in a Matter:
  - (a) merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or



- (b) 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
- (c) 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 this Constitution; or
- (d) 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.

16.3 An Officer who is interested in a Matter relating to the College 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.

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

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

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

16.6 If 50% or more of the Board and/or committee are prevented from voting on the matter under clause 16.5, the Board must call a Special General Meeting to consider and determine the Matter.

## **17. CONTACT PERSON AND RECORDS**

### **17.1 Contact Person**

- (a) The Board shall appoint at least one (1) individual, usually the Executive Officer, and no more than three (3) individuals, as the Contact Person for the purposes of the Act.
- (b) The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- (c) The Contact Person will be the person whom the Registrar can contact when needed.

(d) The Board shall employ the Contact Person who shall not be Member or a Board Member, and who shall not have any right to vote at Board meetings or General Meetings of the College.

17.2 **Executive Officer duties** - The role and duties of the Executive Officer shall include:

(a) keeping the Register of Members;

(b) keeping the Register of Interests;

(c) recording the minutes of all General Meetings and Board meetings;

(d) holding all other records, documents and books of the College;

(e) dealing with and answer correspondence and perform such other duties as directed by the Board; and

(f) otherwise meeting the requirements of the Act (if applicable).

17.3 **Register of Members** - The Executive Officer 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 this Constitution or the Act.

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

(a) physical and mailing addresses;

(b) phone number (landline and/or mobile);

(c) email address;

(d) the date the Member became a Member; and

(e) any other information prescribed by regulations (if any)

17.5 **Member Obligations** - Every Member shall promptly advise the Executive Director of any change of their contact details.

17.6 **Register of Interests** - The Executive Director shall at all times maintain an up-to-date Register of Interests disclosed by Officers.

17.7 **Member Request** - If requested by a Member, the College must provide the Member (within a reasonable time and free of charge) with:

(a) The financial statements of the College that were presented at the most recent AGM;

(b) The minutes of the most recent AGM.

## 18. ANNUAL GENERAL MEETING

18.1 The College shall hold an Annual General Meeting once each calendar year on a date to be appointed by the Board, but not less than nine (9) and not more than fifteen (15) months since the previous AGM, and not later than six (6) months after the College's balance date.

18.2 Fourteen (14) days' notice of an Annual General Meeting shall be given by notice posted or emailed to the last known address of each Member.

18.3 At each Annual General Meeting, the Board must present:

- (a) An annual report on the operations and affairs of the College during the most recently completed accounting period;
- (b) The financial statements of the College for that period;
- (c) Notice of the disclosures, or types of disclosures, made during that period under section 63 of the Act (including a brief summary of the matters, or types of matters, to which those disclosures relate).

## **19. SPECIAL GENERAL MEETING**

19.1 A Special General Meeting of the College may be called at any time:

- a) by the Board;
- b) by the Co-Chairpersons or the Executive Director of the College;
- c) by a requisition stating the business of the meeting, signed by at least five (5) percent of Members. On receiving such a requisition, the Executive Director shall within seven (7) days of its receipt notify Members of a meeting date failing which one of the signatories may call the meeting.

19.2 Fourteen (14) days' notice of a Special General Meeting shall be given by notice posted or emailed to the last known address of each Member.

19.3 No business other than that specified in the notice calling the Special General Meeting shall be conducted at such meeting.

## **20. PROCEDURE AT GENERAL MEETINGS**

20.1 All General Meetings will be chaired by one or both Co-Chairpersons. If both Co-Chairpersons are absent, a Board Member shall chair that meeting (as elected by the Board).

20.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.

20.3 Any Member may request that a motion be voted on at an Annual General Meeting, by giving Notice to the Executive Director at least ten (10) days before that meeting. The Executive Director may request the Member provide information in support of the motion.

20.4 No General Meeting may be held unless a Quorum of the Members are in attendance (either in person or electronically) or represented by proxy. If:

- (a) a quorum is not present within half an hour after the time appointed for an Annual General Meeting in the relevant Notice, the meeting will be adjourned to a date no more than fourteen (14) 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; or

- (b) a Quorum is not present within half an hour after the time appointed for a Special General Meeting in the relevant Notice, the meeting will be cancelled and the purpose for which it was called will lapse.

20.5 The Board may extend an invitation to attend a General Meeting, or other such meeting as determined by the Board, to non-Members. Any such attendees may be granted an opportunity to speak at the invitation of the Co-Chairperson or any other person presiding over the General Meeting but will not be entitled to vote on any question.

## **21. REMITS AND VOTING AT GENERAL MEETINGS**

21.1 All remits or resolutions must be circulated to all members at least twenty-one (21) calendar days prior to the General Meeting at which they will be considered

21.2 Voting method will be via secret ballot, electronic vote, or show of hands with the method to be determined by the Co-chairs

21.3 In the event of a tie on any vote at a General Meeting, the Co-Chairperson (or Chair) shall have the casting vote

21.4 A declaration by the Co- Chairpersons (or Chair) that a resolution has been carried and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact

21.5 When voting on a resolution at a duly convened annual meeting, all Members present have one (1) vote and all resolutions must be passed by a majority of the Members at the meeting

21.6 A declaration by the Co-Chairpersons (or Chair) that a resolution has been carried and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact.

21.7 A written resolution signed by at least 75% of Members entitled to vote and who received 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 Members.

21.8 Any resolution passed in accordance with this Rule 21 will be binding on all Members

## **22. DISPUTE RESOLUTION**

### ***Scope of Dispute Resolution Procedure***

22.1 A Complaint made in accordance with this Constitution must relate to the business of the College as an incorporated society.

22.2 A Complaint cannot relate to the practice or conduct of a Member in their professional capacity as a person working in the nursing sector.

### ***How a Complaint is made***

22.3 A Member or an Officer may make a Complaint by giving to the Board written notice that:

- (a) states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 22;
- (b) sets out the allegation to which the Dispute relates and whom the allegation is against;

- and
- (c) sets out any other information reasonably required by the College.

22.4 The College may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:

- (a) states that the College is starting a procedure for resolving a Dispute in accordance with this Rule 22; and
- (b) sets out the allegation to which the Dispute relates.

22.5 The information given under Rule 22.3 and 22.4 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.

22.6 Without limiting Rule 22.20(a), a complainant may be required to meet their own costs of making a Complaint.

***Person Who Makes Complaint Has Right To Be Heard***

22.7 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.

22.8 If the College makes a Complaint,—

- (a) the College 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 College.

22.9 Without limiting the manner in which the Member, Officer, or College 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 College's written statement or submissions (if any) are considered by the decision maker.

***Person Who Is Subject of Complaint Has Right to Be Heard***

22.10 This Rule applies if a Complaint involves an allegation that a Member, an Officer or the College (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.

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

22.12 If the Respondent is the College, an Officer may exercise the right on behalf of the College.

22.13 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.

### ***Investigating and Determining Dispute***

22.14 The College must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.

### ***Board May Refer Complaint***

22.15 Despite Rule 22.14, the College may refer a Complaint to:

- (a) a complaints subcommittee or an external person to investigate and report; or
- (b) a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.

22.16 The College may, with the consent of all parties to a Complaint, refer the complaint to any type of consensual dispute resolution (for example mediation, facilitation or a tikanga based practice).

22.17 For the avoidance of doubt, if other legislation requires the dispute to be dealt with in a different manner, the Rules that relate to disputes in this Constitution shall have no effect to the extent that they contravene, or are inconsistent with, that other legislation.

### ***Board May Decide Not to Proceed Further with Complaint***

22.18 Despite Rule 22.14, the College may decide not to proceed further with a Complaint if:

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

### ***Decision-makers***

22.19 The Board or any such complaints subcommittee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the

"decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Board Members or any complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a pre-determined view.

### **Resolving Disputes**

22.20 The decision-maker may:

- (a) order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with a Complaint; and
- (b) make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply), including upholding a Complaint; and
  - (i) reprimanding or admonishing the Member; and/or
  - (ii) suspending the Member from membership for a specified period; or
  - (iv) terminating the Member's membership.

## **23. ALTERATION TO THE RULES**

These rules may be amended, revoked or added to at the AGM of the College or at any Special Meeting thereof convened for that purpose provided that any amendment, revocation or addition shall be passed by a majority of two-thirds of the members present and voting.

23.1 These rules shall not be altered in any way which prevents the College from complying with the provisions of sections CW 41 and CW 42 of the Income Tax Act 2007 or which materially changes the purpose of the College.

23.2 Any amendment, revocation or addition made to these rules shall take effect as from the date of registration of such amendment, revocation or addition with the Registrar of Incorporated Societies.

23.3 Notice of every proposed alteration or amendment intended to be moved at any meetings shall be lodged with the Executive Director at least twenty-one (21) calendar days prior to the meeting.

## **24. WINDING UP**

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

24.2 The Board shall give Notice to all Members of the proposed motion to wind up the College, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.

24.3 Any resolution to wind up College or remove it from the Register of Incorporated Societies must be passed by must be passed by a 75% majority of the Members present and voting.

24.4 Upon the winding up, removal or liquidation of the College and after payment of all costs,

debts and liabilities of the College, the remaining assets (including land and buildings) shall be distributed to Nurse Executives Aotearoa and te Kaunihera o Ngā Neehi Māori

