DISABLED PERSONS ASSEMBLY (NEW ZEALAND) INCORPORATED

Constitution 2025

# Signed by two members

Signed …………………… Name…………………………. Date……………………

Signed …………………… Name…………………………. Date……………………

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# Transitional Provisions

This constitution will come into effect on the date of Reregistration of the Assembly to the Registrar of Incorporated Societies. In accordance with Schedule 1 of this constitution, the Assembly will have provision to transition from the previous constitution to this constitution over a set period.

# Part One: Preface

1. **Introduction**
	1. The Assembly was founded in 1983 to bring together disabled people, organisations serving disabled people and government agencies.
	2. The Assembly is a not-for-profit Incorporated Society. The Assembly is a charitable pan-disability organisation run by and for disabled people.
	3. The Assembly in 2024 affirmed its commitment to Te Tiriti o Waitangi as an important part of the constitutional framework of Aotearoa New Zealand.
	4. Lived-experiences of disability are central to who we are as an organisation and as such, we recognise disabled people as experts in their own lives.
	5. As a charitable entity, we work for the benefit of disabled people no matter their lived-experience of disability or impairment.
	6. As a pan-disability organisation, we recognise:
		1. the Social Model of Disability framework as a guide for interpreting disability and impairment; and
		2. the United Nations Convention on the Rights of Persons with Disabilities as the basis for disabled people’s relationship with the State.
2. **Name of organisation**
	1. **Name of the organisation:** The organisation name is Disabled Persons Assembly (New Zealand) Incorporated.
3. **Contact Persons**
	1. **Contact Person:** The National Executive Committee will appoint at least one (1) but not more than three (3) contact persons to the Registrar of Incorporated Societies. The primary contact must be an Officer of the Assembly and be nominated by Ordinary Resolution at any meeting of the National Executive Committee.
	2. **Other contact persons:** Other contact persons shall be nominated by the National Executive Committee by Ordinary Resolution of the National Executive Committee.
4. **Registered Office**

* 1. **Registered Office of the Assembly:** the Registered Office of the Assembly will be determined by the National Executive Committee, and the National Executive Committee will notify the Registrar of any changes as soon as they are made in accordance with the Act.
1. **Charitable Status**
	1. **Charitable Status:** The Assembly will maintain charities registration under the Charities Act 2005.
2. **Vision, Te Tiriti o Waitangi and Objects of the Assembly**
	1. **Vision:** The Assembly has a vision of a society which provides both equity and maximum opportunity to participate for all people.
	2. **Te Tiriti and how it applies to the Assembly:**In interpreting this constitution, careful consideration should be made to Te Tiriti o Waitangi and the rights and aspirations of Māori and tāngata whaikaha Māori.
	3. We will work in the following ways with Māori, including tāngata whaikaha Māori:
		1. **Partnership**: the Assembly and Māori will have a relationship of good faith, mutual respect and understanding, and shared decision-making;
		2. **Participation**: the Assembly and Māori will work together to ensure Māori participate in the disability sector at all levels of decision-making around disability issues – Participation includes the right to self-determination and self-management; and
		3. **Protection**: the Assembly and Māori actively contributes to improving the wellbeing of Māori, including support for independent living and the protection of Māori property and identity, in accordance with Māori values.
	4. **The Objects:** The Assembly is established for the charitable objects as follows:

		1. **Rangatiratanga Leadership:** to lead in reflecting the collective voice of disabled people, locally, nationally and internationally;
		2. **Pārongo me te tohutohu Information and advice:** to inform and advise on policies impacting on the lives of disabled people;
		3. **Kōkiri Advocacy:** to support disabled people to have a voice, including a collective voice, in society;
		4. **Aroturuki Monitoring:** to monitor and give feedback on existing laws, policies, and practices about and relevant to disabled people;
		5. **Incidental things:** to do all other things that are incidental or conducive to the attainment of any of the above objects.
3. **Definitions**

**(the) Act** refers to the Incorporated Societies Act 2022.

**Annual General Meeting** **or AGM** is an annual general meeting of the members to consider general business of the Assembly.

**(the) Assembly** refers to the Disabled Person’s Assembly Incorporated – the Assembly is made up of the membership and the National Executive Committee.

**Contact Persons** are defined in rule 3 of this constitution.

**Dispute** is an issue or complaint raised between two or more members, the Assembly, or the National Executive Committee and another member, Assembly or National Executive Committee.

**General Meetings** are any meeting of the members brought in accordance with this
constitution.

**National Executive Committee or National Executive Committee** is the governing committee of the Assembly.

**Ordinary Resolution:** An Ordinary Resolution is passed by a majority of those present at that meeting.

**Registrar** means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

**Register of Interests** is a register containing the details of any real or possible conflicts the National Executive Committee may have that could affect their impartiality as governors.

**Registered Office** is the usual address at which the Contact Person(s) of the Assembly can be contacted.

**Special General Meeting or SGM** isa meeting of the members to consider an item of business outside of the usual Annual General Meeting, or where the order of business requires urgent or special attention.

**Special Resolution:** A special resolution is one that requires:

* + 1. the members to be given at least 20 working days’ notice of the motion; and
		2. the motion is passed by a 75% majority of members present who are entitled to vote; or
		3. a motion of the National Executive Committee be passed by a 75% majority of the Committee members present to vote.

# Part Two: Membership

1. **Number of members**
	1. **Minimum number of members:** The Assembly will maintain a minimum number of members according to the Act.
2. **Types of Membership**
	1. **Types of Membership:** There are three types of membership available to apply for. They are:
		1. **Individual:** a single person representing themselves as a member;
		2. **Family:** a whānau or family group representing 2 or more people; or
		3. **Organisation:** an incorporated or unincorporated organisation.
3. **Sub Categories of Membership**
	1. **Sub Categories of members:** Members of the Assembly are either Full Members or Associate Members as follows:

		1. **Full Membership:** A full member is a person who
			1. Has an impairment; or
			2. Has a family member under the age of 18 who has an impairment; or
			3. Is an organisation that is governed by a majority of disabled people, and whose purpose aligns with the Assembly.
		2. **Associate Membership:** An associate member is a person, family, or organisation that:
			1. has an interest in the Assembly’s work but does not have an impairment;
			2. is an organisation that provides services specific to disabled people; or
			3. provides services to the general population including disabled people.
4. **Life Membership:** the Assembly will also have life members. A Life member is a person who is nominated by the National Executive Committee or a member of the Assembly and approved by the members at any General Meeting in recognition of their significant contribution to the Assembly.

	1. **Rights of Life members:** Life members have the same rights as Full Members in accordance with rule 15 of this constitution, except no subscription or membership fee will be levied from Life members.
5. **Representatives for Family and Organisation members**
	1. **Nominate a representative:** Family and organisation members must nominate one person to represent the family or organisation as their representative. me
	2. **Representative to vote on behalf:** The representative will exercise a vote on behalf of the family or organisation member.
	3. **Change of contact person:** The contact person can be changed by informing the National Executive Committee before the commencement of any General Meeting.
6. **Becoming a member: Consent**
	1. **A person must consent to be a member:** A person must consent to being a member of the Assembly. Consent is given at the time of submitting an application in accordance with rule 14 of this constitution or at a general meeting before a member receives a Life Membership.
7. **Becoming a member: Process**
	1. **Applications in writing:** Applications for membership are made to the National Executive Committee in writing or in an electronic form that the National Executive Committee will determine from time to time.
	2. **Payment of membership fees if applicable:** If there is a fee or subscription payable for membership in accordance with rule 16.4 of this constitution, then the application should be accompanied with the required payment.
	3. **Periodic review of applications:** The National Executive Committee may consider membership applications on a periodic basis that the National Executive Committee determines.
	4. **The National Executive Committee will have discretion on membership:** When considering member applications, the National Executive Committee will have discretion to:

		1. make enquiries to other members about the application or interview the applicant; and
		2. accept, decline, or defer an application for membership.
8. **Membership obligations and rights**
	* 1. **Number of memberships:** Each individual, organisation, or family can hold one membership to the Assembly.
		2. **Voting:** Each member has one vote in elections and at General Meetings.
		3. **Proxy Voting:**  The member may nominate a proxy in accordance with rule 16 of this constitution.
		4. **Elections to National Executive Committee:** A member can stand to be elected to the National Executive Committee after a period of 6 months membership.
		5. **Appointed to National Executive Committee:** A member can be an appointed member of the National Executive Committee.
		6. **Participate and speak at General Meetings, or other informal member events** Each member has the right to participate and speak at General Meetings or other informal member events.
		7. **Other rights:** Other rights as contained in the constitution but not listed above.
	1. **Accrual of Rights as Members:** Member rights accrue at the time the member is approved by the National Executive Committee.
	2. **Member Obligations**
		1. **Members will keep your contact details up to date:** Every member must provide contact details to the Assembly. If the members’ contact details change, then the member shall update those details with the National Executive Committee as soon as possible.
		2. **Members will abide by the rules of the Society** including, but not limited to, a Code of Conduct as determined by the National Executive Committee from time to time.
		3. **Pay any fees or subscriptions due:** If any fees or subscriptions are set in accordance with rule 16.4 of this constitution, then the member must pay the fees or subscriptions to remain a member of the Assembly.
		4. **Members agree to the purpose of the organisation**: Members agree with the overall purpose, vision, and objects of the Assembly.
9. **Voting**
	1. **Availability of proxy voting:** Proxy voting will be available to any member who is unable to attend a meeting of the members or in accordance with rule 16.5 of this constitution.
	2. **Nomination of Proxy**: A nomination for a proxy must be in writing and sent to the Chairperson of the meeting with at least one (1) working day notice. This should be notified in a manner set out by the National Executive Committee. The Chair of the meeting will exercise the member’s vote as per the member’s instructions in accordance with rule 16.3 of this constitution.
	3. **Instructions for Proxy:** A nomination for proxy must include how the member intends to vote on each motion at the meeting for which the proxy applies. The intent should be clear and outline if the member is for, against or abstains from a vote on a motion. The National Executive Committee will outline the process for proxy voting ahead of any meeting of the members.
	4. **Length of Proxy:** Aside from rule 15.5 of this constitution, a proxy can be for a specific meeting and must be exercised only by the person named in the nomination, who is in attendance at the meeting.
	5. **Other types of Proxy:** A proxy vote can also be granted for a specified period if the member is unable to exercise their vote due to a disability or impairment. The proxy nomination must be reaffirmed on an annual basis.
	6. **Other:** No former member who has had their membership terminated by a Disputes Resolution Process in Part 6 of this constitution, or by resolution of the National Executive Committee in accordance with rule 17.1(e) of this constitution, can act as a Proxy on behalf of any member.
10. **Term of membership, fees, and subscriptions**
	1. **Term of membership**: The term of membership runs from pp to 30 June each year.
	2. **Renewing your membership**: Each year, the National Executive Committee will reconfirm all memberships, except for Life Membership. If a member does not renew their membership within a grace period of three (3) months at the end of the term, then that member is no longer considered a member of the Assembly in accordance with rule 18.1(b) of this constitution.
	3. **Members rights after a membership lapses.** If the member lets their membership lapse, then the member may no longer have any rights as a member of the Assembly. The member may apply to be a member again as if they are a new member in accordance with rule 18 of this constitution.
	4. **The Assembly will set any fees and subscriptions:** The Assembly may from time to time set a fee or subscription for membership. A fee or subscription can be proposed by the National Executive Committee and approved at a General Meeting of the members by an Ordinary Resolution. The new fee or subscription will become payable from the next financial year.
11. **Ceasing to be a member**
	1. A person shall no longer be considered a member of the Assembly in any of the following conditions:

		1. upon the Assembly receiving notification of resignation by a member;
		2. the person fails to renew their membership;
		3. their membership is terminated following a disputes resolution process under part 5 of this constitution;
		4. liquidation, dissolution, or otherwise ceasing to exist for Organisation members; or
		5. if, in the opinion of the National Executive Committee and by special resolution of the National Executive Committee, the member’s actions are in serious conflict with the Assembly’s rules or code of conduct, or the member has brought the Society into disrepute.
	2. **On ceasing to be a member:** If any individual, family or organisation ceases to be a member of the Assembly in accordance with rule 17.1 of this constitution, then the member will:

		1. not be eligible for a refund, or partial refund, of any subscription fee paid for that year;
		2. not continue to say they are a member of the Assembly;
		3. return any property belonging to the Assembly to an Officer of the National Executive Committee; and
		4. cease to have any rights of a member.
12. **Becoming a member again**
	1. **After membership has lapsed:** Any previous member can become a member again following the usual process after their membership has lapsed. If a membership has lapsed and the member applies to join again, then the member will need to submit a new membership application, and their rights will not accrue until that membership application is accepted in accordance with the rules in this constitution.
	2. **After a Dispute:** Any previous member whose membership was terminated due to the outcome of a Disputes Resolution Process or by the National Executive Committee in accordance with rules 17.1(c) or 17.1(e) of this constitution, can apply to the National Executive Committee to become a member again. The National Executive Committee can, by a vote of 75% of its members at a General Meeting, reinstate that member. If reinstated, then the rights of that member will accrue immediately following the reinstatement of their membership status.
13. **Community and Interest Groups**
	1. **Members may apply to the National Executive Committee to form Community and Interest Groups**: The Community and Interest Groups are informal groups led by members of the Assembly for the purpose of considering, discussing, and proposing responses to an interest or issue relating to experiences of disabled people. National Executive Committee has final discretion to approve, decline, defer an application to form a Community and Interest Group.
	2. **Criteria of Community and Interest Groups set and managed by the National Executive Committee:** The National Executive Committee will determine the criteria and process for establishing Community and Interest Groups and make these available to the members.
	3. **Community and Interest groups may request support**: Community and Interest Groups may request support from the National Executive Committee of the Assembly to undertake its activities, this support can include but is not limited to:

		1. request for accessibility support;
		2. funding to undertake authorised activities; or
		3. other administrative support to undertake the group’s activities.
	4. **Alignment with the Objects of the Assembly:** Any support provided to the Community and Interest Groups must align with the Objects of the Assembly, and therefore,nothing in this constitution binds the Assembly to endorse all requests for support from any Community and Interest Group.
	5. **Limitations of Powers for Community and Interest Groups:** Community and Interest groups will act in accordance with this Constitution, any code of conduct the Assembly has, and the Act Community and Interest Groups shall not:

		1. Undertake any activities without prior approval from the National Executive Committee such as, but not limited to:
			1. fundraising or applying for funds through grants or other;
			2. make a submission or public comment on behalf of the Assembly or in the name of the Community and Interest Group; or
			3. undertake any activity that commits the Assembly in any contractual or financial commitment.
		2. Undertake any activity that is in conflict with rule 28.4 of this constitution.

# Part Three General Meetings

1. **General Meetings**
	1. **How meetings can take place**: Any general meeting can be conducted online, or in person. In person meetings must include options for participating online. The National Executive Committee will determine how and when the meeting will take place.
	2. **What notice is required to call a meeting:** To enable participation in all meetings, the National Executive Committee must provide at least 20 working days’ notice of each General Meeting.
	3. **General Business**: Any member can bring a motion of general business to a General Meeting, provided notice of the general business item is received no later than 10 working days before a General Meeting.
	4. **Bringing a motion to a General Meeting**: All motions brought by a member to a General Meeting should be submitted in writing to the National Executive Committee in accordance with rule 20.3 of this constitution. Members may submit supporting documentation with any motion brought to a General Meeting.
	5. **Bringing a Special Resolution to a General Meeting**: All Special Resolutions brought by a member to a General Meeting should be submitted in writing to the National Executive Committee in accordance with rule 20.5 of this constitution. Members must submit supporting documentation with any Special Resolution brought to a General Meeting.
	6. **A motion brought properly to the Assembly:** If the conditions of rules 20.3, 20.4, or 20.5 of this constitution are met, then the motion is considered to be properly brought before the membership.
	7. **Quorum of General Meetings:** The quorum of a General Meeting is 20 members, or the total number of members if the membership is less than 20, provided the number of members is not less than 10. If quorum of a meeting is not achieved within 30 minutes of the start time, no business can be conducted except to postpone the meeting within 14 days of the original meeting date. This condition does not apply if the meeting is called by members in accordance with rule 22 of this constitution.
	8. **Voting on motions**
		1. **Methods of voting:** Can be done by a show of hands, voice, or using an electronic polling system or other system as identified by the Chair.
		2. **One vote:** All members eligible to vote can exercise one vote on motions at General Meetings. Other than proxies exercised in accordance with rule 15, a member must be present at the meeting to exercise their right to vote.
		3. **Representatives:** An organisation or family member must nominate a representative to cast their vote in accordance with rule 11 of this constitution.
	9. **Minutes:** Minutes of the General meeting will be taken and maintained by the National Executive Committee and available to the members on request in accordance with rule 38 of this constitution.
	10. **Chairing the Meeting:** The chair of any meeting of the members will be the President. In the President’s absence, the Immediate Past President or President-elect will chair the meeting. If none are available within 15 minutes of the start time of the meeting, then the members in attendance at the meeting may choose one of the members present to chair the meeting.
	11. **Passing of motions:** All motions at a General Meeting, other than a Special Resolution, will be passed by an Ordinary Resolution.
	12. **Special Resolutions Required for Certain Resolutions:** A Special Resolution will be required to amend the rules of the Assembly, dissolution of the Assembly, and Removal of Officers or Members under special or extreme circumstances.
2. **Annual General Meeting**
	1. **When the Annual General Meeting will be held.** The Assembly will run its AGM no later than 6 months following the Balance Date of 30 June each year.
	2. **Business of the AGM**: The business of the AGM is to
		1. receive and consider an annual report of the National Executive Committee and any other duly constituted committee;
		2. receive and consider the annual financial statements of the Assembly;
		3. undertake the election of officers;
		4. the appointment of the Auditor; and
		5. the consideration of any other business brought to the meeting in accordance with rules 20.3 or 20.4 of this constitution.
3. **Special General Meetings**
	1. **Calling a Special General Meeting:** A special general meeting can be called by the National Executive Committee at any time or by a request signed by a minimum of 20 members, but no less than 10 members where the membership is less than 20 members.
	2. **When a Special General Meeting should be held:** In the case of a SGM being called by the membership, the National Executive Committee must call the SGM, provided the National Executive Committee has the full and correct information to do so, within 30 working days of receiving a request from members in accordance with rule 22.1 of this constitution, but not within 30 working days of another Special General Meeting being held.
	3. **Business of a Special General Meeting:** The purpose of the Special General Meeting is to consider the business specified in the This Committee’s resolution or in the members’ request.
	4. **Special General Meeting Procedure:** The procedure of an SGM will align with the process for General Meetings outlined in rule 20 of this constitution.

# Part Four Governance

1. **Role and function of the National Executive Committee**
	1. **Functions of the National Executive Committee:** The National Executive Committee is the committee that provides governance and oversight for the Assembly in accordance with the Act, any regulations of the Act, and the rules set out in this constitution, including giving effect to Te Tiriti o Waitangi.
	2. **Power of the National Executive Committee:** The powers and functions of the Assembly, shall vest in the National Executive Committee, and includes all powers for managing, directing, and supervising the operation and affairs of the Assembly, subject to any modifications, exceptions, or limitation as are contained in the Act or this Constitution. The powers extend to:

		1. appoint a Chief Executive Officer and fix the term of their appointment;
		2. determine the duties, powers and obligations of any subcommittee, advisory or other group or individual; and
		3. any other powers given to the National Executive Committee as outlined in this Constitution.
	3. **Charter:** The National Executive Committee will be maintain and manage a Charter which sets out the roles, responsibilities, policies and procedures of the National Executive Committee and any code of conduct applicable to the Assembly. The Charter must in no way be inconsistent with this Constitution, the Act, regulations made under this Act, or any other legislation.
2. **Composition and term of National Executive Committee members**
	1. **Composition of the National Executive Committee:** The National Executive Committee will comprise up to ten (10) members. A majority of National Executive Committee members should be elected by members, with the provision for up to three (3) members appointed by the National Executive Committee. The National Executive Committee will maintain the minimum number of members in accordance with the Act.
	2. **Roles on the National Executive Committee:** There are five named roles who may form part of the National Executive Committee:
		1. President Elect;
		2. President;
		3. Vice-President;
		4. Immediate Past President; and
		5. National Māori Advisor.
	3. **President-Elect:** The President-Elect is elected at the annual general meeting that aligns with the commencement of the second year of the term of the current President. If the President-Elect vacates office with more than six months before the next annual general meeting, then a new President-Elect shall be elected within two months. If the President-Elect vacates office with less than six months before the next annual general meeting, then an election for the new President will be held at the AGM.
	4. **President:** The President-Elect shall become the President after the President-Elect has served one year under the President. The President shall then serve a two-year term as President. If the President vacates before the election of a President-Elect, then a new President shall be elected within two months. If the President vacates office after the President-Elect is elected, then the President-Elect shall become the new President, but their two-year term as President does not commence until the next AGM.
	5. **Vice-President:** The Vice-President is elected by the National Executive Committee members at the meeting following the Annual General Meeting. The Vice-President shall serve a one-year term as Vice President until the meeting following the next Annual General Meeting. If the Vice-President vacates office before their term is complete, the National Executive Committee will elect another Vice-President from their members to serve the remainder of the term. The National Executive Committee will endeavour to elect a Vice-President who was elected by the members of the Assembly at a General Meeting. Where no suitable or willing candidate is put forward, an appointed member of the National Executive Committee can be elected as Vice-President.
	6. **Immediate Past President:** At the end of the two-year term of the President, the President will move into the office of Immediate Past President until the conclusion of the President’s first year in office. At the end of the term as Immediate Past President, the Immediate Past President may stand for election to any other position on the National Executive Committee. If the Immediate Past President vacates their position before the end of the term, the position remains vacant until the next President at the conclusion of their term moves into the role.
	7. **National Māori Adviser**: The National Executive Committee may appoint an Individual member, or representative of an Organisation Member or Family member, as the National Māori Adviser for a term of not more than two years.
	8. **Term of National Executive Committee members:** The term of all members of the National Executive Committee, except for the President Elect or the Immediate Past President will be two-years, effective from either:
		1. the Annual General Meeting at which they were elected at, and ending at the Annual General meeting two-years after the fact unless they are re-elected at that AGM; or
		2. the meeting of the National Executive Committee following the National Executive Committee meeting at which the member was appointed in accordance with rule 27.7 of this constitution.
	9. **End of term of National Executive Committee members:** Before the end of the term of any elected National Executive Committee member, the upcoming vacancy will be available for election in accordance with rule 24.8 of this constitution.
	10. **Skills and Diversity:** The Assembly will endeavour to have a range of skills and diversity represented on the National Executive Committee. Appointments shall be made to ensure the right capability and skills mix on the National Executive Committee. This includes skills such as finance and risk, strategy, and diversity including, but not limited to Māori representation and expertise in mātauranga Māori.
	11. **Vacancies on the National Executive Committee**: The National Executive Committee may choose to fill a vacated position on the National Executive Committee by making a special appointment in accordance with rule 28.9 of this constitution. This position is only available until the following Annual General Meeting. However, any appointed member may be eligible to be elected in accordance with rule 27 of this constitution.
	12. **By-election provision for President, President-elect, or where the Committee numbers are low:** If the President or President-elect positions are vacated and it is not practicable to make a special appointment under 25.12 of this constitution, the National Executive Committee may carry out a by-election following the election process in accordance with rule 27 of this constitution. A by-election is also allowable should the number of National Executive Committee members be less than five (5). The term of the vacant positions will be set by the National Executive Committee to ensure alignment with when a vacant position might ordinarily end in accordance with 25.8 of this constitution.
	13. **Immediate Past President or Vice-President to act as President:** In the event that the President role is vacant for a time before a by-election can be held, the Immediate Past President or the Vice-President may act in the role of President without vacating their substantive role. The National Executive Committee will by resolution determine who will act as President.
	14. **Balance of Members on the National Executive Committee:** All National Executive Committee members should be full members of the Assembly. If this is not achievable for any reason, then a majority of the National Executive Committee should be full members of the Assembly.
3. **Meetings of the National Executive Committee**
	1. **Chairperson:** The Chairperson of National Executive Committee meetings will be the President, or if the President is not available then the Immediate Past President or President Elect shall resume the Chairperson position. If these Officers are not available, then the National Executive Committee members present will choose someone amongst themselves to Chair the meeting.
	2. **Methods of Meeting:** Meetings of the National Executive Committee will be held online, in person, or as otherwise determined by the Chairperson.
	3. **Quorum:** TheQuorum for a meeting of the National Executive Committee will be a half the total number of members plus one (1) of the National Executive Committee.
	4. **Voting:** Elected and appointed members of the National Executive Committee are able to exercise a single vote on each order of business, with the Chairperson presiding holding a casting vote should one be required. No other Officers or Members of the Assembly will hold a vote at the National Executive Committee meetings.
	5. **Minutes:** Minutes should be taken, kept, and recorded for all National Executive Committee meetings.
4. **Qualifications, eligibility, and duties of Officers**
	1. **Eligibility:** Any full member, including an individual, life, family or organisation member, is eligible to be an Officer of the Assembly provided they are:
		1. at least 18 years of age;
		2. not a staff member of the Assembly;
		3. able to abide by the rules set out in this constitution and the charter of the National Executive Committee; and
		4. are not disqualified from being an Officer in accordance with rule 26.2 of this constitution.
	2. **Disqualification of Officers:** A person is disqualified from being an officer if they are:
		1. currently bankrupt;
		2. prohibited from being a director or promoter of a company;
		3. disqualified from being an officer of a charitable entity;
		4. convicted and sentenced for certain offending within the last 7 years;
		5. subject to particular orders in New Zealand and overseas; or
		6. unable to comply with any qualifications for officers contained in the Assembly’s constitution.
	3. **Officer Duties:** As an officer you must:
		1. act in good faith and in the best interests of the society;
		2. exercise powers for proper purposes only;
		3. comply with the Act and this constitution;
		4. exercise reasonable care and diligence;
		5. not create a substantial risk of serious loss to creditors; and
		6. not incur an obligation the officer doesn’t reasonably believe the society can perform.
5. **Elections and Appointments**
	1. **Elections of the National Executive Committee:** Elections of National Executive Committee members may take place by electronic means or by post either before or at the Annual General Meeting, with results of the election being announced at the Annual General Meeting.
	2. **Returning Officer and Scrutineers appointed:** The elections will be conducted by a Returning Officer and up to two (2) Scrutineer as appointed by the National Executive Committee.
	3. **Nominations for elections:** Nominations for elections must be called in a way as determined by the National Executive Committee. Eligible members must be given sufficient notice of any vacancies on the National Executive Committee.
	4. **Timeframes for elections:** The call fornominations should open at least 30 working days before voting for the elections open.
	5. **Voting for elections open:** Voting for the elections should be open for no less than a period of 20 working days.
	6. **Returning ballots before the AGM:** All postal votes must be returned to the Returning Officer no later than 5pm on the third day before the meeting. Any postal votes received after that time are deemed invalid.
	7. **Election by majority vote:** To be elected to the National Executive Committee a member must receive the highest number of votes of the candidates seeking election, and if running unopposed gain a higher number of votes than a vote of no confidence. If the votes for candidates for the same position are equal, the Chair of the meeting will conduct a ballot of those in attendance at the meeting. If the ballot results in another tie, the Chair of the meeting will determine the outcome using a method of their choosing.
	8. **Appointments:** The National Executive Committee may recruit from the Assembly and appoint members to the National Executive Committee. The National Executive Committee will provide information about the role and skills they are seeking. The appointee will be confirmed on the National Executive Committee by a majority vote of the National Executive Committee. The National Executive Committee will set the process for recruitment and may undertake interviews if they require it.
	9. **Special Appointments:** the National Executive Committee may make special appointments to the National Executive Committee by special resolution, as along as the total number of appointed members does not impede on the ability for the National Executive Committee to maintain a majority of elected members to the National Executive Committee.
6. **Subcommittees and Advisories**
	1. **The purpose of subcommittees and advisory committees:** The National Executive Committee may appoint subcommittees and advisories as required to undertake or advise the National Executive Committee on business on its behalf.
	2. **Membership of subcommittees and advisory committees:** Subcommittees and advisor committees may consist of any member of the Assembly, or other persons as the National Executive Committee requires. At least one Officer of the Assembly shall be represented on a subcommittee.
	3. **Terms and procedures:** A terms of reference must be developed for each subcommittee or advisory committee to outline their roles and responsibilities. The subcommittee or advisory committee must ensure that appropriate records like minutes and reports are kept and provided to the National Executive Committee as required.
	4. **Limitation of powers of subcommittees and advisory committees:** A subcommittee or advisory committeemust not spend any money or incur any liabilities in excess of any budget approved by the National Executive Committee without the prior approval of the National Executive Committee.
7. **Ceasing to be an Officer or Committee Member**
	1. An Officer of the Assembly ceases to be an Officer:

		1. when the member reaches the end of their elected or appointed term;
		2. when they resign from office by providing notice in writing to the President either effective the date it is received, or at a later date specified by the Officer;
		3. if they are removed as a member of the Assembly or National Executive Committee as part of a decision under a Disputes Resolution Process;
		4. if they are disqualified from being an officer in accordance with rule 26.2 of this constitution or according to the Act;
		5. if the Officer misses three consecutive meetings of the National Executive Committee without being excused by the President; or
		6. if the Officer does not renew their membership by the first day of the membership year.
8. **Register of Interests**
	1. **Maintaining a Register of Interests:** The National Executive Committee must maintain a Register of Interests detailing any conflicts of interest the National Executive Committee members may have.
	2. **Declaring an Interest:** National Executive Committee members must declare any conflict as soon as they become aware of it and ensure the Interests Registers is kept up to date at all times.
	3. **Expectations of National Executive Committee members who have a conflict:** National Executive Committee members who have a conflict, can participate in any discussion and remain in the meeting if the National Executive Committee agrees. However, the conflicted Committee Member must not vote on any matter that Member has an interest in.
	4. **Voting and quorum:** If a National Executive Committee member is conflicted on a decision of the National Executive Committee in accordance with rule 30.3 of this constitution, then the quorum of that meeting is not affected if the National Executive Committee member cannot vote. If more than half of the National Executive Committee members have a conflict in a matter, then a Special General Meeting must be called in accordance with rule 22 of this constitution, and the Assembly will determine the matter.

# Part Five: Disputes Resolution Process

1. **What is a dispute:** A dispute arises between two or more parties who can be members of the Assembly, members of the National Executive Committee, the Assembly, or the National Executive Committee. The dispute could relate to misconduct, a breach of the Assembly’s rules of this constitution or the Act, where the Assembly’s rights or interests have been damaged, or where a member’s rights or interests as a member have been damaged. Any member of the Assembly, member of the National Executive Committee, the Assembly, or National Executive Committee can bring a complaint or raise a dispute against another member of the Assembly, a member of the National Executive Committee, the Assembly, or the National Executive Committee.
2. **How a complaint is made**
	1. **The complaint must be made in writing:** Any member, the National Executive Committee, or the Assembly may raise a complaint against a member, the National Executive Committee, or the Assembly. A complaint can be raised to the National Executive Committee in writing and detail where possible, how the member has breached any rule of this constitution or the code of conduct of the Assembly. If a complaint cannot be made in writing, assistance may be requested from the National Executive Committee to be able to put the complaint in writing.
	2. **If you have made a complaint, here is what you can expect:**

		1. **Acknowledgement of complaint:** Upon making a complaint, your complaint will be acknowledged within a reasonable amount of time.
		2. **Complaint to be investigated:** all complaints will be investigated to see if there is a dispute to be raised.
		3. **Clear and regular communications:** That you will receive regular communications about the progress of your complaint.
		4. **Right to mediation:** If a dispute is found, you will be given the opportunity to engage in mediation, if appropriate.
	3. **If you are the person who the complaint is about, here is what you can expect:**
		1. You will be given the opportunity to respond to a complaint, you must do so within 20 working days of receiving the information about the complaint.
		2. If a dispute is found, you will be given the opportunity to engage in mediation, if appropriate.
3. **What the Assembly will do when it receives a complaint:**
	* 1. **Investigate the complaint:** The Assembly, any independent person or organisation, or a subcommittee of the National Executive Committee may investigate the dispute.
		2. **Uphold the Assembly’s values, rules and code of conduct:** The Assembly will ensure the Assembly’s values, rules, and code of conduct are upheld during the investigation.
		3. **Take action if the matter is serious:** No action will be taken against any member before a determination is made about the complaint, except for in extreme cases, where the National Executive Committee may suspend a member until the process is completed and a decision is reached.
		4. **Assembly may decide not to proceed:** The Assembly may at any time decide not to proceed further with the complaint, or refer the matter to another body if it cannot make a clear decision.
4. **Other things to expect:**
	* 1. The process and timelines will be clear, and if the timeline needs to change all parties subject to the complaint will be informed as soon as practical.
		2. If a dispute is confirmed, then the Assembly will ensure the resulting determination will be:

			1. independent;
			2. impartial;
			3. fair;
			4. offers a tikanga-based resolution process if all parties agree;
			5. does not conflict with the Act or the Assembly’s rules; and
			6. binding on all parties, with the Assembly implementing the decision.
	1. **A tikanga-based approach is encouraged:**
		1. Where the parties of the dispute agree, a mediation is available, including a tikanga or values-based approach.
		2. If a tikanga-based approach is requested, the National Executive Committee may appoint an independent provider to undertake the process on its behalf.

# Part Six Additional Process

1. **Powers**
	1. The Assembly has all the powers given to it by the Act and law. Without limiting that statement, the Assembly has the following powers:

		1. To acquire any real or personal property on the terms and conditions it thinks fit;
		2. to give mortgages over real or personal property on the terms and conditions it thinks fit;
		3. to purchase, construct, alter and maintain buildings, fences, machinery and other works as it considers necessary;
		4. to enter into any lease of real or personal property on the terms and conditions it thinks fit;
		5. to borrow money on the terms and conditions it thinks fit;
		6. to enter into negotiations, contracts and agreements consistent with the objects of the Assembly on the terms and conditions it thinks fit;
		7. to open and operate bank accounts;
		8. to receive and give receipts for all gifts, legacies, bequests or other monies, and to execute any trust created for any of the objects of the Assembly or for the purpose of furthering any of those objects;
		9. to invest the funds of the Assembly in investments for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any of those investments;
		10. to exercise all powers and duties of the National Executive Committee under the rules of this constitution;
		11. to exercise all administrative powers necessary to further the objects of the Assembly;
		12. to co-opt any person with special expertise to serve on the National Executive Committee or any standing committee on conditions determined by the National Executive Committee; and
		13. to do all things reasonably related or incidental to any of the above powers.
2. **Funds**
	1. **Funds use for the objects:** The funds and other property of the Assembly must be applied solely towards the Objects of the Assembly.
	2. **Income used to advance the Objects**: Any income, benefit, or advantage must be used to advance the Objects of the Assembly.
	3. **No interest in decisions:** No member of the Assembly, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Assembly, in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
	4. **Reasonable and relative payments:** Any payments made to a member of the Assembly, or person associated with a member, must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.
	5. **Property of the Assembly:** All property received or held by the National Executive Committee is the property of the Assembly.
	6. **Authorisation to exercise power**: No Subcommittee, Advisory Committee, Community and Interest Group shall exercise any power over property received or held by it without the consent of and within limits from time to time authorised by the National Executive Committee.
3. **Financial Year and Financial Statements**
	1. **Authority to borrow funds:** That the Assembly may borrow money only in accordance with an Ordinary Resolution of the members in General Meeting.
	2. **Balance date:** The balance date of the Assembly is 30 June.
	3. **No personal financial gain:** Except for that covered in 36.4 of this constitution, no personal financial gain is allowed except for the payment of salary, wages, contracted services, payments for goods or services, meeting fees, if applicable, and other reimbursement for reasonable expenses incurred.
4. **Recording Keeping**
	1. **Requesting information:** Members can request information from the Assembly in writing.
	2. **Responding to members’ requests for information:** If the information requested relates to any meeting of the members or a National Executive Committee meeting, then the National Executive Committee must provide this information in a reasonable timeframe with no charge. If the information requested is not related to a meeting of the members or a National Executive Committee meeting, then the National Executive Committee can decide to:

		1. provide the information;
		2. agree to provide the information within a specified period;
		3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Assembly (which must be specified and explained) to meet the cost of providing the information; or
		4. refuse to provide the information, specifying the reasons for the refusal.
	3. **Withholding or refusing the request:** The National Executive Committee may withhold or refuse to provide the requested information in certain circumstances. These circumstances are outlined in the Act as follows:

		1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
		2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the society or of any of its members;
		3. the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society;
		4. the information is not relevant to the operation or affairs of the society; or
		5. the request for the information is frivolous or vexatious.
	4. **Withdrawing a request for information:** A member may at any time withdraw their request for information.
5. **Liquidation and removal from the Register**
	1. **Resolution of the members to liquidate or remove from the Register**: A resolution of members to liquidate or remove the Assembly from the Register should be passed by Special Resolution of a quorate meeting of the members.
	2. **Consultation with members:** Members will be consulted on any proposed resolution to liquidate or removal from the Register of the Assembly. This consultation should be done prior to a notice of meeting to consider the resolution.
	3. **Compliance with the Act:** In all other regards to the liquidation or removal of the Assembly from the Register, the Assembly will work in a manner prescribed by the Act.
6. **Insurance and indemnity**
	1. **Indemnity:** The Assembly may indemnify its employees, the National Executive Committee and, each of the National Executive Committee’s Officers (including former employees, a former National Executive Committee, or former National Executive Committee Officers) except in the case of:
		1. dishonesty;
		2. criminal liability;
		3. a liability that arises out of a failure to act in good faith, and in what the Officer believes to be the best interests of the Assembly when acting in their capacity as an Officer of the Assembly;
		4. wilful default; or
		5. fraudulent acts or omissions.
	2. **Insurance:** The Assembly may take insurance, as it considers appropriate from time to time, that covers the indemnity for employees, the National Executive Committee, or any Officers, provided that insurance complies with any restrictions under the Act.
7. **Alteration to the Rules**
	1. **Changes to the rules by Special Resolution:** Changes to the rules of the Assembly can only be approved by a Special Resolution passed at any general meeting of the members.

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# Schedule One: Transitional Provisions

**1 Transition Period**

* 1. The transition period will commence on the day the constitution comes into effect (commencement date) and end at the Annual General Meeting at which the last member of the NEC at the commencement date has reached the end of their term.
1. **National Executive Committee**
	1. **National Executive Committee members at the commencement date:** The members of the National Executive Committee prior to the Commencement Date remain the same as those in position at the Commencement Date. This may include:
* A President;
* Immediate Past-President or President-Elect;
* A National Māori Advisor;
* Five Elected members; and
* Up to three appointed members.

	1. **Terms of the National Executive Committee after the commencement date:** Unless rule 2.3 of this Schedule applies, each of the members of the National Executive Committee will retain their respective terms under which they were elected or appointed as if they were elected or appointed under this constitution.
	2. **Amendment of Terms to ensure continuity on National Executive Committee:** The National Executive Committee at a meeting of the following the Commencement Date of this constitution, may review the term of its members to determine how many elected positions will be available at the end of each of the terms of the members of the National Executive Committee. This will be done to ensure the alignment with the terms of the National Executive Committee do not result in all five elected positions becoming available at one time.
	3. **Qualifications and obligations:** Members of the National Executive Committee shall meet the qualifications requirements as set out under this Constitution and the Act.