Disabled Persons’ Assembly
Options Paper
For the Constitution Review 2025

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Executive Summary

This paper outlines the intent behind what will go into the Disabled Person’s Assembly Constitution. The approach outlined considers what we must do to be compliant with the Incorporated Societies Act 2022 and tidies up our current Constitution to ensure it's easy to follow and has accessible language for our community.

The Drafting Guidelines give you a sense of what will be covered in the proposed Constitution. This paper helps us to test what we’re proposing to members before writing and finalising the proposed constitution.

Each part outlines the following:

* What is in our current Constitution or if it's new.
* Why it’s important
* What the proposed approach we will be; and
* What the Constitution will say.

The Options Paper has seven parts to it. These parts align with the parts that will be in the Constitution. They are:

* Preface: outlining the history of the organisation and the Constitution
* Part one: Introduction
* Part two: Membership
* Part three: Meetings of the Members
* Part four: Governance
* Part five: Disputes Resolution
* Part six: Additional Processes: like finances and changing our rules

You may like to engage with the full document or engage with only the parts that you are interested in. However, there are some areas we would like your specific feedback on.

The survey link that is accessible here outlines what those areas are, but also provides opportunity for you to feedback on any other areas you are interested in.

## Feedback and Engagement

Feedback on the Drafting Guidelines is open until Tuesday 15 July 2025. We encourage you to fill out the survey provided or send your feedback to info@dpa.co.nz

If you have any questions you want to ask to clarify about the Drafting Guidelines, you can submit a question, and we will endeavour to answer within 2 working days. You can submit questions in the [Question form](https://docs.google.com/forms/d/e/1FAIpQLSeqBf04HCu274hOqwkkNkmsbFmrlTkuWRCdkKxasu7bfWUD-A/viewform).

All questions with their answers will be published on our [Frequently Asked Questions](https://dpanz.sharepoint.com/sites/comms/Shared%20Documents/General/07%20Projects/Constitution%20update%202025/Options%20Paper%20documents/DPA%20Constitution%20Review%20Options%20Paper%20-%20Preface.docx) page.

Videos have been prepared to give you an overview of the Drafting Guidelines. The videos have captions and an NZSL interpreter. [Watch the videos.](https://www.infoexchange.nz/feedback-on-the-options-paper/)

**The Incorporated Societies Act 2022, other legislation, and DPA**

In this document, we refer to the Act which is the Incorporated Societies Act 2022. Other legislation is referred to in full (for example the Charities Act 2005).

For the purposes of this document and the Constitution, we refer to DPA as the Assembly.

## The Proposals for your consideration

Below you will find a summary of the proposals we would like for you to consider particularly in your feedback. These areas are as follows:

1. Community and Interest Groups proposal
2. Governance Leadership structure proposal
3. Governance Term
4. Membership rights: voting and eligibility for NEC.
5. Disputes Resolution Process

## Proposal: Community and Interest Groups

The proposal is to disestablish the Regional Executive Committees. Regional Executive Committees have served us well over the years; however, it’s time for a new way of working that is manageable and supports members to connect in meaningful ways either in communities or in interest areas like policy and advocacy.

Community and Interest Groups are informal groups of members who wish to connect on a regional, community or topic of interest. They’re member led and established but can use national office staff to support them if needed. The staff of DPA are considering how to best support them operationally as we develop the Constitution.

Some things that NEC have considered:

* Setting aside time in some NEC meetings to consider issues or papers raised by Community and Interest Groups
* What support might be needed from our operations team and how feasible that is
* What other role NEC or DPA can play in the formation of these groups.

## Proposal: Governance and Leadership structure

There are three options to explore for our governance leadership at DPA. These options are outlined below.

### Proposal one: Same Structure with clear position descriptions

The first proposed approach is to keep the same structure as the Assembly currently has with a President, Immediate Past President, President Elect, elected and appointed members.

An important part of strengthening this option will be that the President-elect and the Immediate Past President would in effect be the Vice-President during those parts of their term. All NEC positions will have positions descriptions that will be managed by the NEC. This will ensure expectations of the roles are set and provide a supportive, collaborative leadership approach between the roles.

Another key change will be strengthening the structures around the governance through the use of bylaws, a charter, subcommittees, and other supports to achieve diversity, representation and inclusion in our governance structure.

### Proposal Two: A Shared Leadership Approach

This approach is focused on having well-defined roles of either a co-Chair model or President / Vice-President Model. There would be no Immediate Past President or President Elect.

In this proposal we would implement a 3-year term for all NEC positions. This is longer than the current term of 2-years.

The benefits of this approach are:

* The terms of these positions would be aligned, and therefore, the relationship between the two leaders would be developed over a longer time.
* With clear roles and the responsibilities being well-defined, the decision making, particularly for day-to-day affairs is shared.
* This model is one that could develop towards a bi-cultural co-chair structure, including Tangata Whenua and Tangata Tiriti leaders, strengthening how DPA gives effect to their commitment to Te Tiriti o Waitangi.

### Proposal Three: Chair and Deputy Chair appointed by the NEC

In this proposal, the NEC members would be elected or appointed, as per the Constitution. However, the NEC at its first meeting following the AGM would appoint their Chair and Deputy Chair.

This model of working would have the NEC choosing their leader, rather than the leaders being elected directly by the members. In this model the NEC could choose to have a shorter period for those leadership positions or have the leadership position rotating amongst NEC members enabling the NEC to retain strong institutional knowledge across the NEC. This model can help with succession planning and has the benefit of shared decision making in leadership.

In this proposal we also propose a longer term of 3 years for NEC members.

## Proposal: Governance Term – Three (3) years.

In proposals two and three above about the structure of the NEC, we propose a longer governance term of three (3) years.

A three (3) year governance term supports:

* Strengthened relationships across the NEC over a longer period of time, supporting good decision making and ability to work on longer-term goals and strategy as a group.
* Succession planning that is better supported with the ability to retain strong institutional knowledge.
* a shared leadership approach by helping to spread the responsibility across all NEC members.

## Proposal: Membership rights and eligibility for NEC

Consideration has been given to how members obtain their rights as members including when they might be eligible to run for the NEC.

The recommended approach is that:

* Members’ rights accrue after a 90 day, or 3-month provisional period from when they apply to become a member.
* After 3-months they have the right to vote at members’ meetings and in the elections.
* The NEC would still have oversight over member applications, but it would be delegated to the Operations team to manage day to day. The NEC would periodically review membership applications, to provide assurance that those being admitted to DPA membership meet the eligibility requirements.

The NEC is keen to understand further members’ preferences for any stand-down periods for persons applying to be members. The NEC wants to know what the right length of stand down would be best. The proposals are:

* Rights to vote in member meetings: either 3 months or 6 months.
* Rights to stand in an election for the NEC: either 3, 6 or 12 months.
* Appointed positions on the NEC can be filled by any member as long as they are not disqualified from being an officer of the Assembly.

## Proposal: Disputes Resolution Process

There is no Disputes Resolution Process outlined in the current Constitution that meets the requirements of the Act. This can either be something that the Assembly designs for itself, or it can adopt the Safe Harbour provisions in the Act.

First and foremost, the Disputes Resolution Process must meet requirements of the Act which include:

* 1. The process must be consistent with Natural Justice,
	2. How a dispute can be raised,
	3. What your rights are if you raise a dispute, and
	4. What your rights are if the dispute is against you.

We encourage you to read the Disputes Resolution Process as outlined in Part Five of the Drafting Guidelines.

The Options Paper

The following are the options for the proposed constitution of Disabled Persons Assembly.

There are seven parts as follows:

[Preface: Our Whakapapa / History 8](#_Toc202370651)

[Part One: Introduction 10](#_Toc202370652)

[Part Two: Membership 14](#_Toc202370653)

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# Preface: Our Whakapapa / History

1. **What our Constitution says right now**

This is a new section of the Constitution.

1. **Why it’s important and our proposed approach**

This section will outline the story of how Disabled Persons’ Assembly (the Assembly) was founded and some key milestones along the way.

The Preface will outline:

* When the Assembly was founded
* Why it was founded
* Its commitment to Te Tiriti o Waitangi
* Address anything that is important to acknowledge in its history
1. **What the proposed Constitution will say**
2. The Assembly was founded in 1983 to bring disabled people together to address disability issues. The Assembly is a not-for-profit charitable pan-impairment organisation run by and for disabled people.
3. We recognise:
	1. Māori as Tangata Whenua and [Te Tiriti o Waitangi](https://www.archives.govt.nz/discover-our-stories/the-treaty-of-waitangi) as an important part of the constitutional framework of Aotearoa New Zealand;
	2. disabled people as experts on their own lives;
	3. the [Social Model of Disability](https://www.odi.govt.nz/guidance-and-resources/guidance-for-policy-makes/) as the guiding principle for interpreting disability and impairment;
	4. the [United Nations Convention on the Rights of Persons with Disabilities](https://www.un.org/development/desa/disabilities/convention-on-the-rights-of-persons-with-disabilities.html) as the basis for disabled people’s relationship with the State;
	5. the [New Zealand Disability Strategy](https://www.odi.govt.nz/nz-disability-strategy/) as Government agencies’ guide on disability issues; and
	6. the [Enabling Good Lives Principles](https://www.enablinggoodlives.co.nz/about-egl/egl-approach/principles/), [Whāia Te Ao Mārama: Māori Disability Action Plan](https://www.health.govt.nz/publication/whaia-te-ao-marama-2018-2022-maori-disability-action-plan) as avenues to disabled people gaining greater choice and control over their lives and supports.
4. As a charitable entity, we work for the benefit of disabled people no matter their lived-experience or impairment.
5. **What the proposed Constitution will say**

**Registered Office:** The proposed Constitution will state that the Registered Office will be determined by the NEC and the NEC will notify the Registrar of any changes as soon as they are made in accordance with the Act.

# Part One: Introduction

This section of the constitution covers the following parts:

* The name of the organisation
* Contact Person
* Registered Office
* Charitable Status
* Objects
* Definitions
* Interpretation

## The name of the organisation

1. **What our Constitution says right now**

Our current constitution states that the name of the organisation is **DISABLED PERSONS ASSEMBLY (NEW ZEALAND) INCORPORATED.**

1. **Why this is needed and the proposed approach**

This is required under the Act.  There is no proposed change to the name of the organisation.

## Contact Person

1. **What our Constitution says right now**

There is no rule in the constitution stating who the Contact Person is.

1. **Why this is needed and the proposed approach**

Under the Act, we are required to have one (1) but not more than three (3) Contact Persons. A Contact Person is usually appointed by governance.  The Contact Person will become the main contact for the Registrar of Incorporated Societies. However, the NEC can appoint others to be authorised for purposes such as filing documents to the Incorporated Societies website. This means staff can still undertake administration tasks without being a named contact for the Assembly.

To ensure that no future changes need to be made, we propose stating that the primary contact person is the President of the Assembly, with the NEC able to appoint two other contacts if they wish to.

1. **What the proposed Constitution will say**
	* 1. **Contact Person:** The NEC will appoint at least one (1) but not more than three (3) contact persons to the Registrar of Incorporated Societies. The main contact must be an Officer of the Assembly and be nominated by ordinary resolution at any meeting of the NEC.
		2. **Other contact Persons:** Other contact persons shall be nominated by the NEC by ordinary resolution of the Board.

## Registered Office

1. **What our Constitution says right now**

In Part 6 General, rule 16, the Constitution says the Registered Office will be determined by the NEC, and that the NEC must notify the Registrar of any changes as soon as possible.

1. **Why this is needed and our proposed approach**

Under the Act, a Society must have a registered office, but the Constitution does not need to specify where that is. No change is required to this rule in our constitution, however, the rule will be moved to Part One: Introduction.

## Charitable Status

1. **What our Constitution says right now**

Several parts of our Constitution refers to the organisation having some charitable purpose. The Constitution states that no amendment may be made to the Constitution that is inconsistent with its Charitable nature. However, the constitution does not explicitly say that the organisation will maintain charities registration.

1. **Why this is needed and our proposed approach**

Maintaining the charitable status and registration is not a required clause under the Act, however, it is important for the Assembly to maintain its charitable status and registration to ensure the organisation is not required to pay tax on any income.

Because the Assembly already maintains its charitable status and registration, the Assembly is already subject to the Charities Act 2005 as well as the Incorporated Societies Act 2022. Therefore, it is useful to explicitly state that charitable status and registration is a requirement imposed on the NEC. This approach will require a new clause.

1. **What the proposed Constitution will say**

**Charities Registration:** The proposed Constitution will state that the Assembly will maintain Charities Registration under the Charities Act 2005.

## Vision and Objects

1. **What our Constitution says right now**

Currently the Constitution outlines our vision and objects in Part 2, rule 3 which includes:

* + - 1. Vision
			2. Te Tiriti o Waitangi and how it applies to the Assembly
			3. The objects of the Assembly
1. **Why this is needed and our proposed approach**

Under both the Act and the Charities Act 2005, we are required to outline our objects or charitable purpose.

Our commitment to Te Tiriti o Waitangi was affirmed by the membership in 2024 and included in our Constitution. The NEC has been working to improve the Assembly’s alignment with Te Tiriti o Waitangi and with the aspirations of tāngata whaikaha Māori.

While some improvements have been made at the NEC level, a dedicated strategy on Te Tiriti o Waitangi and Te Ao Māori is necessary to ensure that our organisation’s processes; approaches; and actions align with our values, and that this mahi can be carried collectively rather than falling on a few Māori members, staff, or NEC.

We recognise that the Assembly has much more work to do in this space. This updated approach to Te Tiriti, is to strengthen how Te Tiriti applies to us at the Assembly.

Our main focus on this review process has been on governance and membership. There is no intention to update these objects. However, part of the review was to explore ways we can strengthen the Assembly’s commitment to Te Tiriti o Waitangi through our constitution.

1. **What the proposed Constitution say**
	* 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. Like with the objects of the Assembly, Te Tiriti o Waitangi informs our interpretation of these rules and the implementation. We will include an adapted version of what was added to the Constitution in 2024.
		3. **The Objects:** The constitution will maintain the current objects.

## Definitions

1. **What our Constitution says right now**

The Definitions form Part 6, 24 (Interpretation). There are a few definitions in this part including Act, Auditor, and Special Meeting.

1. **Why this is needed and our proposed approach**

As we develop the proposed Constitution, we will ensure that we will provide good definitions so that the new rules are clear, and future governors and members can be certain of the intent behind each rule.

We will identify key terms that will be defined as part of the Assembly’s rules. Where a definition is not provided, terms will take on a regular meaning, or the Act will be used as an interpretation tool. All definitions should be aligned with the Act. If they do not align with the Act, the Act’s definitions or interpretation is what should be adopted.

Some definitions will be provided at the start of the constitution to ensure interpretation of the constitution is clear and where terms are used throughout the constitution. These definitions take on capitalised first letters. Other definitions may only be relevant to a particular section of the constitution and so they may be defined within those sections.

1. **What the proposed Constitution will say**

A list will be compiled as we finalise the draft constitution and identify terms that need to be defined or can take on regular meanings. These terms will be available as part of the Final Proposed Constitution document.

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# Part Two: Membership

This Section includes:

* Purpose of Membership
* Number of Members
* Types of Membership
* Membership Fees
* Becoming a member: Consent
* Becoming a member process
* Membership obligations and rights
* Rights
* Proxy Voting
* Obligations
* Term of membership, fees and subscriptions
* Ceasing to be a member
* Becoming a member again

## Number of Members

1. **What our Constitution says right now**

The Constitution does not currently provide for a minimum number of members and does not comply with the Act.

1. **Our proposed approach**

The minimum number of members an Incorporated Society must have is ten (10) members.

1. **What the proposed Constitution will say**

**Minimum number of members:** The Assembly will maintain a minimum number of members according to the Act.

**Types of Membership**

1. **What our Constitution says right now**

Currently, our membership consists of

* Individual membership
* Family membership
* Life membership
* Organisations of disabled people membership
* Organisations for disabled people associate membership
* Individual and family associate membership
1. **Why this is needed and our proposed approach**

Membership types for the Assembly acknowledges the diverse experiences people have, and the diverse interactions that disabled persons have with the community - including their family, other organisations, and the services disabled people access. Some membership types (for example, the Associate Membership) do not have voting rights and therefore, do not have full membership rights to participate in the Assembly. It is important for the Constitution to provide clarity around the types of memberships available and the rights that attach to each type of membership.

Members feedback supported reducing the number of categories of membership. The proposed approach does not remove any type of membership, but provides greater clarity in relation to the rights that attached to each type of membership.

The proposal is to simplify the main membership types to three. These types of memberships determine the rights that you have as a member of the Assembly. The membership types are:

* + - 1. Full membership
			2. Associate membership
			3. Life membership

The Assembly proposes the introduction of sub-types of membership that identify who the member is representing. The sub-types are:

1. Individual;
2. Family; or
3. Organisations.
4. **What the proposed Constitution will say**
Each membership type will be explained as follows:
	1. **Full membership:** A full member is any individual, family, or organisation that
		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 people with disabilities, and whose purpose aligns with the Assembly.
	2. **Associate membership:** An associate member is any individual, family or organisation that:
		1. Has an interest in the Assembly’s work; or
		2. Is an organisation that provides services specific to people with disabilities, or
		3. provides services to the general population including people with disabilities

Associate members do not have any voting rights, but can participate in member events.

* 1. **Life member:** a life member is a person who is nominated by the NEC and approved by the members in recognition of their significant contribution to the Assembly.

### **Sub-types of membership**

Members can be either:

* + 1. Individual
		2. Family or
		3. Organisations
	1. **Individuals:** only represent themselves as an individual;

**Family:** represent a family or whānau group; or

**Organisations:** represent an organisation.

* 1. **Nominating a contact person:** Both organisations and families must nominate a contact person to represent the organisation or family as their member. Members can only hold one membership.
	2. **Organisational membership fee:** Organisations who are Full Members are also subject to a membership fee outlined in [part two xx: membership fees}

## Becoming a member: Consent

1. **What our Constitution says right now**

Our current constitution does not require members to consent to becoming a member.

1. **Why this is needed and our proposed approach**

Obtaining members' consent is a requirement of the Act.  When you become a member currently, consent is implied. However, consent needs to be explicit and we need to provide for it in the constitution.

1. **What the proposed Constitution will say**

**Members Consent:** a person must consent to being a member of the Assembly. Consent is given at the time of application as outlined in the constitution, or by the Assembly before a member receives a Life Membership.

## Becoming a member process

1. **What our Constitution says right now**

Rule 6.8 of the constitution outlines the procedure for becoming a member of the Assembly. The Rule states that all membership applications must be in writing in the form determined by the NEC. All Individual or Family membership applications, including standard or associate membership applications must be approved by the NEC or a Regional Executive Committee. All Organisational membership applications must be decided by the NEC.

1. **Our proposed approach**

The process for becoming a member will depend on how the membership rights are accrued. However, what will remain is that a person wishing to become a member would make an application to the Assembly through electronic means, and applications would be reviewed by the NEC on a regular basis.

1. **What the proposed Constitution will say**
	1. **Applications in writing:** Applications for membership are made to the NEC in writing or in an electronic form that the NEC will determine from time to time.
	2. **Payment of membership fees if applicable:** If there is a fee or subscription payable for membership, then the application should be accompanied with the required payment.
	3. **Periodic review of applications:** The NEC may consider membership applications on a periodic basis that the NEC determines.
	4. **The NEC will have discretion on membership:** The NEC will have discretion to:
		1. Make enquires to other members about the application or interview the applicant;
		2. accept, decline or defer and application for membership.

## Membership obligations and rights

1. **What our Constitution says right now**

The current Constitution does not clearly state in one section the rights and obligations of membership. This will introduce a new section to the constitution.

1. **Why this is important and Our proposed approach**

The rights of members are implied throughout the current constitution, including the right to vote, the right to stand for election, or the right to be appointed to the NEC. This new section will set out in one place the majority of membership rights and obligations.

One proposal suggested that members be asked to agree to the purpose and values of the Assembly. This proposal does not mean that members have to agree or endorse every decision or policy the organisation or any other member makes. It also does not mean the Assembly can exclude a member for not agreeing a decision or policy of NEC or the Assembly. This proposal is about ensuring the membership is supportive of the purpose of the Assembly to advocate for disabled persons in Aotearoa and agree to uphold the values of the Assembly.

A good place to start to understand the Assembly’s values in in the Purpose and Vision section of these guidelines, and on the DPA website here: <https://www.dpa.org.nz/about-us/about-dpa>.

1. **What the proposed Constitution will say**
	1. The rights of members are as follows:
		1. **Number of memberships:** each person, organisation, or family group can hold one membership to the Assembly.
		2. **Voting:** each member has one vote in elections and at General Meetings,
		3. **Proxy Voting:**  if the member is eligible, they may appoint any natural person as a proxy (as outlined in the proxy voting)
		4. **Elections and Appointments:** A member can stand to be elected to the NEC or be an appointed member of the NEC,
		5. **Option 1: Voting Rights of membership:** Your rights commence from the time that your membership is approved by the NEC OR
		6. **Option 2: Voting Rights of membership:** After **60** working days or 3 months,
		7. **Other rights:** Other rights may be contained in the constitution but not listed above.
		8. Member Obligations are as follows:
			1. **You will keep your contact details up to date:** every member must provide contact details, for example, this could include: home address, email, phone number.
			2. **Members will abide by the rules of the Society** including, but not limited to, a Code of Conduct.
			3. **Members agree to the purpose of the organisation**: members agree with the overall purpose and vision of the Assembly.
		9. **Organisational and Family Representation:**
			1. **Nominated person:** Organisation and Family members must nominate a person to exercise their rights as members, and that nominated person shall be the main contact person on the register of members for that Organisation or Family Member.
			2. **Eligible to be a member:** The nominated person must be eligible to be a member of the Assembly, and cannot be a person who has been removed as a member under a disputes resolution process unless reinstated by special resolution of the NEC.
			3. **Change in nominated person:** The organisation can change their nominated person in writing to the NEC.

## Proxy Voting

1. **What our Constitution says right now**

Under the current constitution, proxy voting is allowable for either a specific meeting or a specified term. Proxies must be in writing and made available to the Chairperson of the meeting before it starts.

1. **Why this is important and our proposed approach**

Proxy voting has been an important part of voting in many organisations to ensure that everyone can participate, even if they cannot attend a meeting. Through the survey feedback general support was given for proxies in controlled circumstances.

As many of our meetings are online and voting can also be conducted online, the proposal is that proxies are only available to those with an impairment that would prevent them from participating fully in a meeting by giving a voice, physical (raise of hands), or electronic vote, or speaking to an issue they are interested in. In this case, an appropriate mechanism will be in place to nominate proxies for a specific meeting or specified period of time for not more than 12 months without reaffirming the proxy.

No proxies will be accepted for simple non-attendance at a meeting. Where practicable, the member who has nominated a proxy should attend the meeting.

Family and organisational members cannot use proxy voting. Instead, family or organisational members should update their main contact person in writing to the NEC, as the main contact holds the right to vote on behalf of the family or organisation.

1. **What the proposed Constitution will include**
	1. **Availability of proxy voting:** Proxy voting will be made available to those who have an impairment that would prevent them from fully participating in a meeting of the members.
	2. **Nomination of Proxy**: A nomination for a proxy must be in writing and sent to the Chairperson of the meeting before the meeting starts.
	3. **Length of Proxy:** A proxy can be for a specific meeting or a specified time. If the proxy is for a specified period of time, it should not be for more than 12 months.  Proxies should be reaffirmed annually at the 12 month anniversary of the initial proxy given.
	4. **Member authorisation:** Where possible, the member who has nominated a proxy should, where practical, attend the meeting.
	5. **Non-attendance:** Proxy voting is not available for simple non-attendance of members at a meeting.
	6. **Other:** Any natural person may act on behalf of a member as proxy. No individual who has had their membership terminated by a Disputes resolution process or resolution of the NEC, can act as a Proxy on behalf of any member.

## Term of membership, fees and subscriptions

1. What **our Constitution says right now**

The current constitution outlines when fees should be paid, it sets out that the fee is set by the members at the Annual General Meeting.

1. **Why this is important and our proposed approach**

With a new section on how to become a member (see paragraphs 34-36) that talks about the expectation to pay a fee, this section will now only talk about the term of membership, and how to renew your membership.

The proposed approach will introduce clarity about renewing your membership and what happens if you do not renew. This process is important as the Assembly is required to maintain a register of members, and members have an obligation to keep their contact details up to date. Ensuring your contact details are current will ensure the Assembly can maintain the register and keep you informed on important news relating to your membership and the Assembly. Members should be contactable by the Assembly to maintain their membership.

1. **What the proposed Constitution will say**
	1. **Term of membership**: The term of membership runs from 1 April to 31 March each year.
	2. **Renewing your membership**: Each year, the Assembly will reconfirm all memberships. If a member does not renew their membership within a set period of time at the end of the term, then that member is no longer considered a member and the member loses their rights as a member until they apply again and are approved by the NEC.
	3. **The members rights after a membership lapses.** If the member lets their membership lapse, they may apply to be a member again as if they are a new member.

## Ceasing to be a member

1. **What our Constitution says right now**

Rule 6.9 in the current constitution deals with Termination of Membership, both through resignation and a cancellation by the NEC. The NEC can cancel a membership if the NEC believes a member has been guilty of, or party to, conduct contrary to the rules or to the objects or interests of the Assembly.

1. **Why this is important and our proposed approach**

Outlining the processes for termination or cancellation of membership is required by the Act. There are a number of ways that a person can cease to be a member, and this will be expanded to provide clarity to members and the Assembly. The process for removal of a member by the Assembly following a dispute will be is covered under the Disputes Resolution Process.

Rules around NEC decisions to remove members need to be very clear and follow a process of natural justice. However, in extreme cases (through the Disputes Resolution Process) the NEC may suspend someone until an investigation is completed and the outcome is determined and implemented.

1. **What the proposed Constitution will say**

The constitution will outline the following reasons for ceasing to be a member.

* 1. Upon resignation by a member
	2. Failing to renew a membership
	3. Their membership is terminated following a disputes resolution process under the constitution
	4. Liquidation, dissolution, or otherwise ceasing to exist for Organisational members
	5. If, in the opinion of the NEC and by special resolution of the NEC, the member’s actions are in serious conflict with the Assembly or the member has brought the Society into disrepute.

Rules around what happens when a membership has ceased are as follows:

* 1. The member will not receive a refund of any subscription fee paid for that year;
	2. Members will not continue to say they are a member of the Assembly; and
	3. Will cease to have any rights of a member.

## Becoming a member again

1. **What our Constitution says right now**

There is no rule in the current constitution about becoming a member again.

1. **Why this is important and our proposed approach**

This is a new section that will help clarify how people can become a member again after their membership has ceased. This is particularly important if a member has had their membership terminated following a disputes resolution process or vote by the NEC.

We propose to outline that any member can apply to be a member again, as per the rules around becoming a member. However, if a person has had a membership terminated following a dispute resolution process or vote by the Board, then the member may only be re-admitted as a member by a resolution of the NEC.

1. **What the proposed Constitution will say**
	1. **Becoming a member again 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 proposes to join again, then the member will need to submit a new membership application and their rights will accrue as per the rules in the constitution.
	2. **Becoming a member after a Dispute:** any previous member whose membership was terminated due to the outcome of a Disputes Resolution Process or by the NEC, can apply to the NEC to become a member again. The NEC can by a vote of 75% of its members reinstate that member. If reinstated, then the rights of that member will accrue immediately following the reinstatement of their membership status.

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# Part Three: Meetings of the Members

## General Meetings

1. **What our Constitution says right now**

Member meetings are covered under Part 5 of the current constitution, and in Schedule A. This covers Annual and Special General Meetings, with Schedule A covering the procedures of the meetings.

1. **Why this is important and our proposed approach**

The proposal is to insert a new section into the Constitution that would include all the rules that apply to General Meetings. These rules would apply to all types of meetings of the members held by the Assembly. The Rules will include other sections that will cover any specific rules that apply to Annual and Special General Meetings.

The Act requires that the Assembly have procedures for calling a General meeting.

There are several areas to strengthen what is in the current Constitution, that includes the following:

1. How meetings can take place
2. The procedure for calling a General Meeting
3. Bringing General Business to a General Meeting
4. Proxy Voting
5. Quorum
6. **What the proposed Constitution will say**
	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 NEC will determine how and when the meeting will take place.
	2. **What notice is required to call a meeting:** to make this consistent, we want to ensure that all types of meetings have at least 20 working days’ notice. This notice period is aligned with the current Constitution and practice.
	3. **General Business**: any member can bring 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.

	The constitution will outline what the correct way to bring a motion or general business to a General Meeting, this includes the information that should accompany the business and a motion to bring to the members.
	4. **Proxy Voting in General Meetings**: Proxy voting is only allowable for those who require it for accessibility - including Power of Attorneys.  No other forms of Proxy are allowable as per Members section Part Two.
	5. **Quorum of the meetings:** The quorum of General Meetings is 20 members, or the total number of members if the membership is less than 20. 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 it is a meeting called by members under Special General Meetings.
	6. **Voting**
		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
		3. **Representatives:** An organisation or family member must nominate a representative to cast their vote, subject to rules pertaining to members rights (Organisational Representative).
	7. **Minutes:** minutes of the meeting will be maintained by the NEC and available to the members on request.
	8. **Chairing the Meeting:** the chair of any meeting of the members will be the President. In their 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.
	9. **Special Resolutions:** A special resolution is one that requires a motion to be passed by a 75% majority of members present who are entitled to vote. 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. All other resolutions would be passed by a ordinary resolution passed by a majority of those present at that meeting.

## Annual General Meetings

1. **What our Constitution says right now**

The Constitution outlines the business for an Annual General Meeting,

1. **Why this is important and our proposed approach**

The Act requires that we outline the procedures for Annual General Meetings, and any specific business that should be considered at an AGM. The current constitution does not currently meet these requirements, and the AGM details are split over two sections. These two sections will be combined.

In this section, we will cover:

When the annual general meeting will be held

The business considered at the AGM

Bringing a members motion or general business

Notice of the AGM

1. **What the proposed Constitution will say**
	1. **When the Annual General Meeting will be held.** To comply with the Act, the Assembly must run its AGM no later than 6 months following the Balance Date.
	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 properly to the meeting
	3. **Who Chairs the meeting:** The President shall chair the meeting, and if they are not available then the Immediate Past President or President-Elect shall chair the meeting. Where none of these Officers are present, then any Officer can chair the meeting with a vote of the members present at the meeting.
	4. **Bringing a members’ motion or general business (new):** Members who bring a members’ motion to the Annual General Meeting. This motion or business should be provided to the Chairperson at least 10 working days prior to the meeting or at the discretion of the Chairperson.
	5. **Information on the motion or business:** Members bring business to the AGM should provide appropriate information for the members to consider the business.
	6. **A motion brought properly to the Assembly:** if the conditions of the above are met, the motions is considered to be properly brought before the membership.

## Special General Meetings

1. **What our Constitution says right now**

Our current constitution outlines when the Assembly is required to hold an SGM. A Special General Meeting can only cover the purposes for which the SGM was called, and no other general business can be considered. For a Special General Meeting, all the relevant information should be provided by those who are calling the SGM. A group of members or the NEC can call an SGM as long as it meets the requirements of the rules.

1. **Why this is important and our proposed approach**

Special General Meetings are an opportunity to consider important business of the Assembly to a meeting and consider if it is of significance and that it would be better to address that business sooner rather than wait for the next AGM. These meetings are also a way that a group of members can raise business to be considered outside of the cycle of the AGM.

The proposed approach will be to clearly outline how you can call an SGM, it will clarify when an SGM should be held in different circumstances i.e. if a group of members or the NEC calls the SGM.

1. **What the proposed Constitution will say**
	1. **Calling a Special General Meeting:** A special general meeting can be called by the NEC at any time or at the request of a minimum of 20 members (Option) OR 5% of the total membership, but no less than 5 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 NEC must call the SGM providing it has the full and correct information to do so (see bringing a members motion), within 30 working days of receiving the request of the members, 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 NEC’s resolution or in a members’ request.
	4. **Special General Meeting Procedure:** the procedure of an SGM will run align with the process for General meetings.

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# Part Four: Governance

* Composition of the NEC
* Functions
* NEC meetings
* Qualifications and Duties of the Officers
* Election and appointment of the NEC
* Subcommittees
* Removal of NEC members and ceasing to hold office
* Conflicts of Interest
* Other considerations

## Composition of the National Executive Committee

1. **What our Constitution says right now**

The NEC comprises of up to 10 members with the following:

* President
* Immediate Past President or President Elect
* Five elected members
* Up to Three Board Appointed Members

The Constitution outlines when the President Elect becomes President and subsequently, when the President becomes Immediate Past President.

The current Constitution also allows for a National Māori Adviser as an appointed member of the NEC.

1. **Why this is important and our proposed approach**

The structure of a governance board is crucial to ensuring the organisation is well governed, understands and can meet all its obligations under the Act, its Constitution, and provide strategic direction to the organisation.

General feedback received during the consultation process indicated the current structure works, but has some challenges. These challenges in particular are focused on the length of terms for the NEC, division of workload, and diversity of skills on the Board. The feedback indicated that, the preference is for leadership within the Assembly to include a majority of people with lived experience of disability. In the case of the Assembly, this means that any Board member must meet the eligibility of Full Individual Membership.

Below we outline some options for you to consider.

### Proposal One: Same Structure with clear position descriptions

The first proposed approach is largely keeping the same structure as the Assembly currently has with a President, Immediate Past President, President Elect, elected and appointed members. This means the NEC keeps the same number of NEC members, but strengthening the structures around the governance through the use of bylaws, subcommittees, and other supports to achieve diversity, representation and inclusion in our governance structure.

An important part of this will be that the President-elect and the Immediate Past President would in effect be the Vice-President during those parts of their term. All NEC positions will have positions descriptions that will be managed by the NEC. This will ensure expectations of the roles are set and provide a supportive, collaborative leadership approach between these roles.

### Proposal Two: A Shared Leadership Approach

This approach is focused on having well-defined roles of either a co-Chair model or President / Vice-President Model. There would be no Immediate Past President or President Elect.

The benefits of this approach are:

* The terms of these positions would be aligned, and therefore, the relationship between the two leaders would be developed over a longer period of time.
* With the roles being well-defined with clear roles and responsibilities, the decision making, particularly for day-to-day affairs is shared.
* This model is one that could develop towards a bi-cultural co-chair structure, including Tangata Whenua and Tangata Tiriti leaders, strengthening how DPA gives effect to their commitment to Te Tiriti o Waitangi.

### Proposal Three: Chair and Deputy Chair appointed by the NEC

In this proposal, the NEC would be elected, as per the Constitution with appointed positions still available. The NEC at its first meeting following the AGM would appoint their Chair and Deputy Chair.

This model of working would have the NEC choosing their leader, rather than the leaders being elected directly by the members. In this model you the NEC could choose to have a shorter period for those leadership positions or have the leadership position rotating amongst those on the NEC enabling the NEC to retain strong institutional knowledge across the NEC. This model can help with succession planning and has the benefit of shared decision making in leadership.

**What the proposed Constitution will say**

1. Any amendments to the constitution will be determined by the preferred proposal selected by members. Some of the governance structures that will remain in place under all three options are reviewed below.
2. **National Māori Adviser**: the NEC may appoint a National Māori Adviser.
3. **Composition of the NEC:** The NEC will comprise ten (10) members. Seven (7) members must be elected by the members, and three (3) members appointed by the NEC.
4. **Term of NEC members (proposed):** the general term of NEC members will be two or three-years from the date of the AGM for elected members and for appointment members from the following meeting of the NEC after the appointment is endorsed by the NEC. [This will be determined depending on the Governance proposals in Paragraphs 59, 60 and 61.
5. **Skills and Diversity (proposed):** The Assembly will endeavour to have a range of skills and diversity represented on the NEC. Appointments shall be made to ensure the right capability and skills mix on the NEC. This includes skills such as finance and risk, strategy, and diversity including, but not limited to Māori representation and expertise in mātauranga Māori.
6. **Vacancies on the NEC**: The NEC may choose to fill a vacated position on the NEC by making a special appointment. This position is only available until the following AGM, however, any appointed member would be eligible to seek election.
7. **Balance of Members on the NEC:** All NEC members should be eligible members of the Assembly.

## Functions of the Committee

1. **What our Constitution says right now**

The functions of the committee are covered in 9.12 of the current constitution. Section 9.12 outlines the scope of the NEC’s responsibilities. This is quite an extensive list.

1. **Why this is important and our proposed approach**

The Functions of the NEC need to align with the legislation and cannot contradict anything within its own rules or the legislation. A simpler approach is proposed with this Constitutional review, where the NEC is empowered with the functions it requires to appropriately manage the affairs of the Assembly, but these powers are not listed in the Constitution.

The current Constitution allows for development of Bylaws, which are not currently used by the Assembly. Alongside Bylaws, it is proposed that the NEC adopt a Charter to set clear expectations and procedures of the NEC and its Officers in relation to Governance. Whilst the Bylaws and Charter primarily apply to the NEC members, all members of the Assembly are still subject to these as rules of the Assembly.

This approach will help simplify the Constitution, what is a bylaw or in the Charter and therefore remove the need for Schedules to sit within the Constitution. Additional to this approach, will be ensuring the NEC has the powers and functions to give effect to Te Tiriti within its work.

**What the proposed Constitution will say**

1. **Functions of the NEC:** The National Executive Committee is the committee that manages and supervises 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 in the way it operates.
2. **Power of the NEC:** The NEC is granted any powers necessary to direct and supervise the affairs of the Assembly.
3. **Charter:** The NEC will be managed by its own Charter which sets out its roles, responsibilities and procedures of the NEC.

## Meetings of the Committee

1. **What our Constitution says right now**

Schedule B primarily outlines how meetings are conducted for the NEC. This Schedule outlines the requirements for notice of meetings, the role of the Chairperson, methods of meeting, quorum, voting, minutes etc.

1. **Why this is important and our proposed approach**

The primary change to the Schedule is shifting these rules to a section on Governance, rather than in a schedule.

This section can clarify who is eligible to vote in meetings, ensuring that staff members who may be considered Officers under the Act, but those staff members will not be eligible to vote on matters considered by the NEC.

**What the proposed Constitution will say**

1. **Chairperson:** The Chairperson of NEC 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 NEC members present will choose someone amongst themselves to Chair the meeting.
2. **Methods of Meeting:** Meetings of the NEC will be held online, in person or as otherwise determined by the Chairperson.
3. **Quorum:** Quorum will be a majority of the total number of members of the NEC.
4. **Voting:** Elected and appointed members of the NEC 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 NEC meetings.
5. **Minutes:** Minutes should be taken for all NEC meetings.

## Qualifications, Eligibility and Duties of Officers

1. **What our Constitution says right now**

There are no rules in the Constitution in relation to the Qualifications and Duties of Officers. However, the rules do outline who is eligible to be on the NEC. At present, eligibility extends to:

* an Individual member;
* a representative of an Organisation of disabled people member; and
* a representative of a Family member;
* but does not include an employee of the Assembly.
1. **Why this is important and our proposed approach**

There are specific qualifications and duties required by the Act to be elected officers of an incorporated society. Including these qualifications and duties in the Constitution gives clearer expectations for NEC members about what their responsibilities are to govern the organisation.

The proposed approach is to include an overview of the qualifications and duties of Officers in the Constitution and refine the eligibility criteria to align with the proposed approach taken in relation to membership types.

**What the proposed Constitution will say**

1. **Eligibility:** Any full member: individual, life, family or organisation is eligible to be an officer of the Assembly provided they are:
* At least 18 years of age;
* Not a staff member of the Assembly;
* Are not disqualified from being an Officer as per paragraph 84 in this document.
* **OPTION ONE:** Have been a full member for not less than 3 or 6 months.
* **OPTION TWO:** Have the rights of a full member as per Part Two of this document.
1. **Disqualification of Officers:** A person is disqualified from being an officer if they are —
* currently bankrupt
* prohibited from being a director or promoter of a company.
* disqualified from being an officer of a charitable entity
* convicted and sentenced for certain offending within the last 7 years
* subject to particular orders in New Zealand and overseas
* unable to comply with any qualifications for officers contained in the society’s constitution.
1. **Officer Duties:** As an officer you must:
2. Act in good faith and in the best interests of the society.
3. Exercise powers for proper purposes only.
4. Comply with the Act and your society’s constitution.
5. Exercise reasonable care and diligence.
6. Not create a substantial risk of serious loss to creditors.
7. Not incur an obligation the officer doesn’t reasonably believe the society can perform.

## Elections and Appointments

1. **What our Constitution says right now**

Under the current constitution states that this must be done by postal ballot. Under Part 5 rule 13.3.3 also states that the election of NEC members shall be at the AGM. Schedule D also outlines how ballots will be collected and that there will be a Returning Officer and two Scrutineers.

1. **Why this is important and our proposed approach**

The current practice of the NEC elections is by a vote through electronic means. Electronic voting either during a meeting or in the lead up to a meeting could lead to higher participation in elections because people can vote in their own time during the election period. Electronic voting also provides a useful audit trail to ensure the NEC know that those casting votes are eligible to do so.

This part of Constitution will not just cover how a member can cast their vote in elections, but will also outline:

* When nominations for elections take place,
* How the election will be conducted,
* Appointments to the NEC,

Broadly, the conditions for elections and appointments will remain the same. The approach is to bring all these components together in one section of the Constitution rather than spread out.

Additionally, a new proposal would see the establishment of an Appointments and Governance Committee. This Committee would be tasked with ensuring that any procedures of the NEC are designed and implemented with consideration to the Assembly’s values, alongside inclusive practices. The surveys demonstrated that members were wanting more transparent practices that also considered leadership development. This approach would also support succession planning.

**What the proposed Constitution will say**

1. **Elections of the NEC:** Elections of NEC members will take place by electronic polling either before or at the Annual General Meeting, with results of the election being announced at the Annual General Meeting.
2. **Nominations for elections:** nominations for elections must be provided in a way as determined by the NEC. Eligible members must be given notice of any vacancies on the NEC.
3. **Timeframes for elections:** Nominations should open no less than 20 working days ahead of the call for the election (call for the Annual General Meeting).
4. **Voting:** Voting should be open for no less than a period of 10 working days.
5. **Appointments:** The NEC may recruit from its membership appointed roles to the NEC. The NEC will provide information about the role and skills they are seeking. The appointee will be confirmed on the NEC by a majority vote of the NEC. The NEC will set the process for recruitment and may undertake interviews if they require it.
6. **Term of Appointed members to the NEC:** The usual term for appointed members will be the same as elected members and commence from the meeting following when the NEC approves an appointment.

## Subcommittees and Advisories of the NEC

1. **What our Constitution says right now**

Section 10 and 11 of the constitution outlines the rules around Standing Committees and other committees. These sections outline how standing committees are set up, who can be on them, their powers and the reporting requirements to the NEC.

1. **Why this is important and our proposed approach**

Our proposed approach is to call these subcommittees and advisory as the NEC sees fits. Similar rules would apply to what is currently in the Constitution.

Subcommittees and Advisory Committees are important to support the governance of the organisation. They can be used to monitor or aide in the development of particular work programmes on a more regular basis. This can be useful in providing focused time on a particular item of business. Finance, Risk and Audit committees are quite common in governance as these areas often require more time and expertise to understand and manage finances, risks, and the relationships with the auditor.

In this approach, there will be no named standing committees, however the intent of the NEC is to stand up committees through its bylaws to support its ability to govern effectively.

Governance areas that the committees will cover:

* Finance, Risk and Audit
* Governance
* Appointments and Elections
* Māori rōpū and advisory committee to assist the NEC on giving effect to Te Tiriti across the organisation.

**What the proposed Constitution will say**

1. **The purpose of subcommittees and advisory committees:** the NEC may appoint subcommittees and advisories as required to undertake or advise on business on its behalf.
2. **Membership of subcommittees and advisory committees:** subcommittees and advisories may consist of any member of the Assembly, or other persons as the NEC requires. At least one Officer of the Assembly shall be represented on a subcommittee.
3. **Terms and procedures:** A terms of reference should be developed for each subcommittee to outline their roles and responsibilities. They must ensure that appropriate records like minutes and reports are kept and provided to the NEC 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.

## Ceasing to be an Officer or Committee Member

1. **What our Constitution says right now**

Rule 9.13 outlines the tenure of a NEC member. This rule outlines when the term of an officer ends. The term ends at the end of their term as an elected NEC member; if an officer misses 3 consecutive meetings of the NEC without being excused by the President, or if the officer is no longer a financial member of the Assembly.

1. **Why this is important and our proposed approach**

The Act requires the Assembly to outline when an Officer of the Assembly ceases to be an officer according to its own rules. The end of the NEC member’s term is just one way an Officer can cease to hold office, and so this section should clearly outline the reasons when an NEC member will no longer qualify as an NEC member.

**What the proposed Constitution will say**

1. **Ceasing to be an Officer or Committee Member:** An Officer of the Assembly ceases to be an Officer:
* At the end of the Officers elected or appointed term;
* Resigns 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;
* Is removed as part of a decision under a Disputes Resolution Process;
* Is disqualified from being an officer under the rules of the Constitution or according to the Act;
* If the Officer misses three consecutive meetings of the NEC without being excused by the President; or
* If the Officer does not renew their membership by the first day of the membership year.

## Conflicts of Interest

1. **What our Constitution says right now**

There is nothing in the Assembly’s constitution right now that sets out a requirement to declare a conflict of interest or the process for dealing with interests.

1. **Why this is important and our proposed approach**

Whilst there are no conditions in our Constitution right now, it is standard governance practice to hold a register of interests, also known as a conflict of interest. The NEC does have a register of interests and it is managed within each NEC meeting.

This Interests Register outlines any other roles, responsibilities, positions, investments, or relationships that might be considered a real or perceived conflict for the current members of the NEC.

An example could exist when hiring a CEO, if any member of the NEC were a partner or family member of the applicant, then the applicant’s partner might not be able to participate in the hiring process or decision making.

Another example could be if an NEC member was part owner in a business that had put in a tender or proposal for work to be done at NEC. The NEC member would be an interested party and would not be able to participate in any decision making process associated with the awarding of that contract. In fact, that Business might be excluded from even participating in a tender process if that was appropriate course of action.

There is a requirement in the Act to have an interests register, and the interests register should be made available to the members of the Assembly at any time. The proposed approach is to have a simple statement requiring the NEC to maintain an Interests Register, for NEC members to declare any interests, real or perceived, should a decision arise where they have a conflict, and the process for dealing with any conflicts.

This section will also outline if a simple majority of NEC members are conflicted in a matter. In addition to the details in the constitution, further detail on how the NEC manages and identifies mitigations to Interests are managed through an NEC policy and procedure.

**What the proposed Constitution will say**

1. **Declaring an Interest:** NEC members must declare their conflict as soon as they become aware of it and ensure the Interests Registers is kept up to date at all times.
2. **Expectations of NEC members who have a conflict:** NEC members who have a conflict, can participate in any discussion, remain in the meeting if the NEC agrees. However, they must not vote on a matter they have an interest in.
3. **Voting and quorum:** If an NEC member has a conflict in a decision, the quorum of that meeting is not affected if the NEC member cannot vote. If more than half of the NEC members have a conflict in a matter, then a Special General Meeting must be called so the members can vote on the matter.

## Other considerations

### Regional Executive Committees

We received a lot of varied feedback on Regional Executive Committees and engagement from members. Whilst Regional Executive Committees have played an important role in the organisation historically, they are either operating on a much smaller scale comparative to their history or simply do not exist where they were operational before.

The proposal is that we do not carry Regional Executive Committees forward into the new constitution.

**What does this mean?**

Member engagement and regional issues are still just as important as they were when Regional Executive Committees were operational.

You can still expect to see regional engagements, and members are welcome to organise their own meet-ups and connect. The NEC encourages these activities, but these activities will become more informal and encourage member-led events tailored to the communities where the members are based or focused on particular interests of members. This structure also removes a layer of administration for those wanting to organise without the significant responsibility of taking on an official role that was previously required with the Regional Executive Committees.

### Proposal: Community and Interest Groups

In lieu of Regional Executive Committees it is proposed that Community and Interest Groups are available for members to informally organise in ways they find useful and meaningful.

These groups would be non-voting but influential groups who could request time to submit papers to the NEC for consideration, they may also inform other policy and advocacy work that the NEC undertakes through its operational arm.

**What the Constitution would say**

This proposal doesn’t necessarily require a rule in the Constitution. However, in the membership section members have rights to engage and connect with other members. These groups would primarily require operational support to organise; however, the intent is that the NEC would create ways for these groups to present papers or policy to the NEC for consideration. That function can be enabled through a bylaw.

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# Part Five: Disputes Resolution Process

1. **What our Constitution says right now**

There is no Disputes Resolution Process outlined in the current Constitution that meets the requirements of the Act. This can either be something that the Assembly designs for itself, or it can adopt the Safe Harbour provisions in Act.

1. **Why it’s important and our proposed approach**

First and foremost, the Disputes Resolution Process must meet requirements of the Act which include:

* 1. The process must be consistent with Natural Justice,
	2. How a dispute can be raised,
	3. What your rights are if you raise a dispute, and
	4. What your rights are if the dispute is against you.

### **About a Disputes Resolution Process**

### A dispute is between two or more people or the Assembly and another person or group, who are members of the organisation. It is a process used to resolve any disagreement, conflict, or issue between members or the Assembly and a member or members.  The dispute could relate to misconduct, a breach of the Assembly’s rules or the Act, or 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 or the Assembly can bring a complaint against another member or the Assembly.

Before a dispute process begins, a complaint must be investigated. All parties involved have the right to be heard and a fair amount of time should be given for response by a member affected by the complaint. The process should follow natural justice.

Any process can also be resolved by a tikanga approach if both parties agree.

1. **What the proposed Constitution will say**
	1. **How a complaint is made:** any person can make a complaint to an Officer of the Assembly
	2. **The complaint must be made in writing:** Assistance will be provided to be able to write out a complaint
	3. **Acknowledgement of complaint:** Upon making a complaint, your complaint will be acknowledged within a reasonable amount of time.
	4. **You have made a complaint, here is what you can expect:** You can expect to hear from the Assembly within five (5) working days to acknowledge your complaint.
		1. **Complaint to be investigated:** all complaints will be investigated to see if there is a dispute to be raised.
		2. **Clear and regular communications:** That you will receive regular communications about the progress of your complaint.
		3. **Right to mediation:** If a dispute is found, you will be given the opportunity to engage in mediation, if appropriate.
	5. **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.
	6. **What the Assembly will do**
		1. **Investigate the complaint:** The Assembly, any independent person or organisation, or subcommittee of the NEC may investigate the dispute.
		2. **Uphold the Assembly’s values, rules and code of conduct:** The Assembly will ensure that 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 NEC 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.

* 1. **Other things to expect:**
		1. The process and timelines will be clear, and if they need to change they will be communicated as soon as possible
		2. If a dispute is confirmed, then the Assembly will ensure that 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
			6. Binding on all parties, with the Assembly implementing the decision.
	2. **A tikanga-based approach is encouraged:**
		1. This is an option for a mediation approach that is agreed to by all parties, and where the tikanga, or values and procedure is agreed.
		2. If this approach is requested, the Assembly may appoint an independent provider to undertake the process on its behalf.

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# Part Six: Additional Process Provisions

**This section will cover**

* Finance
* Record keeping
* Liquidation and removal from the register
* Indemnity
* Alterations to the Constitution
* Bylaws

## Financial Year and Financial Statements

1. **What our Constitution says right now**

The current constitution outlines in Part 6, Rules 18 and 19, the financial year for the Assembly and the requirements for financial statements.

1. **Why this is important and our proposed approach**

The act requires the Constitution to set out how the Assembly will control and manage its finances.

1. **What the proposed Constitution will say**
	1. **Managing Assembly Funds:** how funds are controlled and managed
	2. **Authority to borrow funds:** that the Society may borrow money only in accordance with a resolution of the members in General Meeting (as per the current constitution)
	3. **Balance date:** the balance date of the Assembly is 30th June.
	4. financial statement requirements
	5. **No personal financial gain:** that no personal financial gain is allowed – this clause will include details of exceptions to this (e.g. payment to employees or contractors, payments for goods or services, meeting fees for NEC members, and reimbursement of any reasonable out of pocket expenses).

## Record keeping

1. **What our Constitution says right now**

Although there are many governance and operation practices in the Constitution, there is no provision in the current constitution on record keeping for the Assembly.

1. **Why this is important and our proposed approach**

The Act requires the Assembly to hold information about particular matters, and it requires the Assembly to have that information available to members in certain circumstances.

The Assembly keeps minutes of meetings, holds a database on members details, and keeps a record of the interests of NEC members. This section will outline those details and confirm when that information will be made available to members on request.

Sections 80, 81, and 82 of the Act require the Assembly to have processes for responding to requests for information from members. These requests relate to requests for information that is not found in minutes, reports, and financials. Any member can request information from the Assembly, and the Assembly must consider and respond to that request. However, the Assembly can refuse the request, withhold the information from the member, and/or charge for the requested information.

1. **What the proposed Constitution will say**
	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 an NEC meeting, then the NEC 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 an NEC meeting, then the NEC can decide to:
		1. provide the information; or
		2. agree to provide the information within a specified period; or
		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 NEC may withhold or refuse to provide the requested information in certain circumstances. These 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.

## Liquidation and removal from the Register

1. **What our Constitution says right now**

The constitution states the Assembly may be wound up in a manner that is consistent with the Act and how the surplus assets will be applied after dissolution.

1. **Why this is important and our proposed approach**

The proposed approach is to strengthen this clause by requiring that dissolution or winding up must be passed by a Special Resolution. The Act refers only to passing resolutions by the members to put the Assembly into liquidation or to remove it from the Register.

1. **What the proposed Constitution will say**
	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.

## Insurance and Indemnity

1. **What our Constitution says right now**

There is nothing in the Constitution about indemnity or insurance.

1. **Why this is important and our proposed approach**

The Assembly may indemnify or insure its Officers (NEC and CEO) for any breach of officers’ duties. If the Assembly wish to provide insurance and indemnify the Assembly’s officers, then this must be clearly stated in the constitution.

It is important for the Assembly to insure and indemnity its Officers, because the Act introduces clear expectations of the Officers of the Assembly and each Officer must declare that they are eligible to be in Office. In order to protect the Assembly and its officers, it is proposed that the Constitution include a rule about insurance and indemnity, which provides clarity about who is responsible for any breach of officers’ duties. Indemnity will also apply to employees who meet the requirements of being an Officer.

1. **What the proposed Constitution will say**
	1. **Indemnity:** that the Assembly indemnifies its employees, the NEC and each of the NEC’s Officers except in the case of wilful default or fraudulent acts or omissions.
	2. **Insurance:** The Assembly may take insurance that covers the indemnity for employees, the NEC, or any Officers.

## Alteration to the Rules

1. **What our Constitution says right now**

The current constitution states the Constitution may be amended by special resolution at any meeting of the Assembly, that the changes cannot be in conflict with the charitable nature of the organisation, and that any changes must be registered in accordance with the Act. A special resolution is one approved by 75% of the members at a general meeting.

1. **Why this is important and our proposed approach**

It is important that any changes to Rules are considered and approved by a majority of members, because these changes impact on their membership of the Assembly. In the past, any updates to the rules have been made by remit to Annual General meetings. These rules will confirm what rules can be changed. Requiring that these amendments are supported by a Special Resolution ensures that members given proper consideration before any changes are made to the rules of the Assembly.

The proposed approach is to maintain the special resolution threshold, and set out how a remit for rule changes should be made.

1. **What the proposed Constitution will say**
	1. **Changes to the rules:** changes to the rules of the Assembly can be made by special resolution of any general meeting of the members.
	2. **Proposed changes:** to bring a special resolution, the member can bring these in accordance with the rules of bringing a resolution under General Meetings. The Member must provide the resolution in a proper form and any evidence or supporting information to support the resolution.
	3. **The NEC may require additional information**: if the member/s do not provide the resolution in the proper manner, the NEC may request clarification on the resolution or require more information from the member before the motion is presented to the membership. The NEC must give clear reasons for the rejection and a clear request for more information.

## Bylaws

1. **What our Constitution says right now**

Schedule B, rule 7 outlines that the Committee may regulate its own procedure. Schedule B also generally outlines some of the roles and responsibilities of the NEC.

1. **Why this is important and our proposed approach**

Bylaws are primarily used by the NEC to confirm procedures that may not be covered by the Rules, policies that apply to the NEC, and any delegations the NEC might grant to its CEO or management team. The Assembly’s constitution does have any provisions for the NEC to pass by-laws or set policies. It is recommended the Constitution allows for the Assembly to develops bylaws to strengthen its governance practices.

The Bylaws will cover some items that are currently covered in the Constitution, meaning these parts of the constitution will be removed. The Bylaws will be developed by the NEC and will apply to the Committee and members.

1. What the proposed Constitution will say
	1. **Bylaws of the Committee:** The NEC is empowered to outline its role and responsibilities and any policies and procedures that govern how the NEC works. These bylaws apply to the NEC and members of the Assembly.