



**Proposed Amendment to the RULES OF NEW ZEALAND
BREASTFEEDING**

ALLIANCE INCORPORATED

July-August 2023

Dated the 17 day of November 2022

RULES OF NEW ZEALAND BREASTFEEDING ALLIANCE INCORPORATED (NZBN. 9429042974086)

BACKGROUND

- A. The name of the society is New Zealand Breastfeeding Alliance Incorporated.
- B. New Zealand Breastfeeding Alliance Incorporated was incorporated on 18 June 1999.
- C. These rules were adopted by way of amendment on 17 November 2022.

1. DEFINITIONS

When used in this document, the following expressions have the following meanings:

- 1.1 "Act" means the Incorporated Societies Act 2022;
- 1.2 "AGM" means the annual general meeting of the Society held in accordance with rule 9.1;
- 1.3 "BFI" means the Baby Friendly Initiative which is an international programme launched by the World Health Organisation and UNICEF to promote optimal care of mothers and babies by practicing the 'Ten Steps to Successful Breastfeeding' and which complies with the World Health Organisation International Code of Marketing of Breastmilk Substitutes and subsequent World Health Assembly resolutions.
- 1.4 "Board" means the Board of the New Zealand Breastfeeding Alliance elected in accordance with rule 5;
- 1.5 "Board Member" means a member of the Board;
- 1.6 "Co-Chairpersons" means the two (2) individuals elected as set out in rule 8.4;
- 1.7 "Executive Officer" means the Executive Officer appointed by the Board in accordance with rule 7;
- 1.8 "Financial Year" means the period from 1 July in any given year and ending on 30 June of the following year;
- 1.9 "Kaumātua" means kaumātua appointed in accordance with rule 5.4.1;
- 1.10 "Member" means a member of NZBA being a Member Organisation;

- 1.11 “Member Organisation” means a group or organisation that supports the Objects of NZBA admitted to the Society in accordance with rule 4;
- 1.12 “Membership” means membership of NZBA;
- 1.13 “NZBA” means the New Zealand Breastfeeding Alliance Incorporated (NZBN. 9429042974086);
- 1.14 “Objects” means the objects of the Society as set out in rule 2;
- 1.15 “Society” means NZBA;
- 1.16 “SGM” has the meaning as set out in rule 9.2;
- 1.17 “Tangata Tiriti” means the ‘People of the Treaty’, or New Zealanders of non-Māori origin; and
- 1.18 “Tangata Whenua” means the ‘People of the Land’, the indigenous Māori people of a particular area of New Zealand or of New Zealand as a whole.

2. OBJECTS

- 2.1 The objects of the Society are those charitable objects and purposes which are recognised by New Zealand law as being charitable, including:
 - 2.1.1 to support the principles of Te Tiriti o Waitangi by ~~ensuring~~ maintaining Māori participation at all levels of decision-making and implementation within NZBA;
 - 2.1.2 to protect, support and promote breastfeeding-related policies in Aotearoa New Zealand and establish equitable breastfeeding rates for all communities;
 - 2.1.3 to maintain a collaborative of individuals and organisations that have the objective of protecting, supporting, and promoting breastfeeding in Aotearoa New Zealand;
 - 2.1.4 to actively promote the BFI in Aotearoa New Zealand;
 - 2.1.5 to disseminate information throughout the [NZBA] network on matters related to breastfeeding and the BFI;
 - 2.1.6 to support the aim of the World Health Organisation International Code of Marketing of Breastmilk Substitutes;
 - 2.1.7 to make regulations or bylaws to advance the attainment of any of the above objects; and

2.1.8 to do any act or thing incidental or conducive to the attainment of any of the above objects.

2.2 Regardless of rule 2.1 above:

2.2.1 the Society must limit the furtherance or attainment of its Objects to the advancement of charitable purposes in Aotearoa New Zealand; and

2.2.2 no Member of the Society may derive any personal pecuniary gain from Membership of the Society.

3. POWERS

3.1 In addition to its statutory powers, the Society may:

3.1.1 make any decisions at its meetings that are intended to further the Objects;

3.1.2 take in gifts, grants or donations, whether or not subject to any special trust, for one or more of the Objects. No such gift, grant or donation will be received if it represents an actual or perceived conflict of interest with the Objects; and

3.1.3 do all things that are incidental or conducive to the attainment of the Objects and exercise of these powers.

3.2 For the avoidance of doubt, the Executive Officer has the power to accredit facilities or services as 'Baby Friendly' provided that the facility, services or facilities meet the Board approved criteria and policies.

3.3 Any transactions between the Society and any Member, Board Member, or any associated persons must be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society. Any payments made in respect of a transaction covered by rule 3.3 must be limited to:

3.3.1 a fair and reasonable reward for services performed;

3.3.2 reimbursement of expenses properly incurred;

3.3.3 usual professional, business or trade charges; and

3.3.4 interest at no more than current commercial rates.

3.4 The Co-Chairpersons and/or Executive Officer have the discretion and authority to decide and release public statements in the name of the NZBA provided that such statements are consistent with the Objects. The Co-Chairpersons and/or Executive Officer (as the case may be) will be required to keep the other informed of such action as taken by them in accordance with this rule.

3.5 The Executive Officer may delegate any of its functions under these rules to an officer duly appointed by him/her.

3.6 Regardless of any other provision in these rules, the Society must not act or expend any money:

3.6.1 other than to further charitable purposes recognised by law; or

3.6.2 for the sole personal or individual benefit of any Member or Board Member.

4. **MEMBERSHIP**

4.1 The Society will have a minimum number of ten (10) Members.

4.2 Members will consist of Member Organisations which are incorporated, or unincorporated bodies admitted to Membership under rule 4.7.

4.3 The Executive Officer must keep a Membership register of the Members recording their names and addresses (physical and electronic) and the dates each Member became a Member. Every Member must advise the Executive Officer of any change to their contact details or address.

4.4 The Executive Officer must take steps as necessary to ensure that the Membership register is kept up to date, which may include:

4.4.1 Arranging for communications to be made annually with all Members requesting that the Members notify the Society by return email or via post should they no longer wish to be a Member of the Society.

4.4.2 Treating any two (2) year or more period of non-communication from a Member as notice of cessation of Membership.

4.4.3 Treating any non-payment of any funds owing to the Society as notice of cessation of Membership.

4.5 All Members and Board Members must promote the interests of the Society and the Objects and must not do anything to bring the Society into disrepute.

4.6 Applicants for Membership as Member Organisations must complete any application form provided by the Board (which includes written consent to become a Member) and supply such information as may be required by the Board.

4.7 The Board has sole and absolute discretion whether or not to admit a Membership applicant and must advise the applicant of its decision.

- 4.8 Any Member will cease to be a Member if the Member gives notice in writing to the Society. The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or if that Member is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 4.9 After due enquiry and having given a representative of the Member (elected by the Member in its sole discretion) the right to be heard, the Board may by letter suspend a Member and/or invite the Member within a specified time to retire, for failure to comply with these rules or for acting in a manner inconsistent with the Objects or any of the other duties of a Member. If the Member does not so retire, the Board may recommend to the general meeting that the Member be expelled, and after the Member's elected representative has been given the opportunity of being heard by or providing written comments to the general meeting, that meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting provided that a quorum of the Members is present as set out in rule 9.6.
- 4.10 A Member whose Membership is terminated under these rules must immediately from the date of the termination of their Membership cease to hold itself out as a Member of the Society.
- 4.11 Any former Member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Board.
- 4.12 However, if a former Member's Membership was terminated under rule 4.9 the applicant must not be re-admitted by the Board without the prior approval of a general meeting.

5. ELECTION OF THE BOARD

- 5.1 Board Members must be elected three (3) yearly prior to the AGM in accordance with this rule 5, who together will be the Society's Board.
- 5.2 The Board Members will elect two (2) of their members as Co-Chairpersons of the Board to jointly act as Co-Chairpersons. One (1) Co-Chairperson will be Tangata Whenua and one (1) Co-Chairperson will be Tangata Tiriti. The Board Members elected to act as Co-Chairpersons will hold office until he or she ceases to be a Board Member or the Board elects another Co-Chairperson(s) in his or her place.
- 5.3 The Executive Officer will be appointed by the Board in accordance with rule 7 and is not a Board Member.
- 5.4 The Board will consist of no less than six (6) and no more than ten (10) Board Members which must include:

5.4.1 Two (2) Board Members who are Kaumātua and Taua respectively appointed in writing by the Tangata Whenua;

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~~5.4.2 Three (3) Board Members who identify as Tangata Tiriti descent, and~~

~~5.4.3 Three (3) Board Members who identify as Tangata Whenua descent.~~

5.4.2 Six (6) elected Board members

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5.5 Each Board Member will hold office for a term of three (3) years, with the right of re-election for a maximum of six (6) consecutive years (i.e. two (2) terms).

5.6 Written nominations for nominees under rule 5.2 signed by a Member organisation and accompanied by the written consent of the nominee must be received by the Executive Officer not less than 14 working days before the date of the relevant AGM. Each Member organisation will have:

~~5.6.1 one (1) vote to nominate a Tangata Tiriti Board Member; and~~

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~~5.6.2 one (1) vote to nominate a Tangata Whenua Board Member.~~

5.6.1 A vote per vacant position on the Board

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5.7 The Executive Officer must circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Executive Officer by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the AGM) nominations may be made from the floor at the AGM.

5.8 If the position of a Board Member becomes vacant between AGMs, that vacancy must be filled by the Board.

5.9 Any Board Member may be removed on any grounds by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting. In addition, a Board Member may be removed by unanimous decision of the remaining Board Members on the grounds that they reasonably believe that the Board Member is in breach of any eligibility requirements under section 168 of the Act.

5.10 Any Board Member who may be in breach of the eligibility requirements under section 168 of the Act must immediately effect their own resignation.

5.11 The Executive Officer will notify the Registrar of:

5.11.1 an election or appointment of a Board Member;

5.11.2 a person ceasing to hold office as a Board Member; and

5.11.3 a change in information relating to a Board Member that is prescribed by the regulations made under the Act.

5.12 The notice in rule 5.11 must be given to the Registrar within 20 working days after the Society first becomes aware of the matter.

5.13 The two (2) Kaumātua /Tāua Board Members will:

5.13.1 Participate in Board meetings but will not have voting rights.

5.13.2 Provide advice to the Board in relation to:

5.13.2.1 Te Tiriti o Waitangi commitments; and

5.13.2.2 to all things Māori.

5.13.3 Help ensure that Māori voices are heard, that Māori interests are understood and skilfully negotiated, that due respect is observed in the performance of Māori protocols, and that Māori strategies are properly informed so as to ensure equity for Māori.

Other relevant sections from the Rules to note

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6.4 The Board may in its sole and absolute discretion:

6.4.1 Co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next general meeting. Such co-opted person will be entitled to vote.

6.4.2 Employ any person or company to administer or manage the affairs of the Society.

6.4.3 Make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies can be inconsistent with these rules. These rules, and such regulations, bylaws and policies.

8 BOARD MEETINGS

8.1 The Board must meet at least quarterly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Co-Chairpersons or Executive Officer.

8.2 The quorum for Board meetings is at least half the number of the Board Members plus one (1) plus one Co-Chair. Only Board Members who are present in person or by telephone or video link may be counted in the quorum and entitled to vote (if these rules permit).

8.3 The Board and any sub-committee may act by resolution approved by not less than two-thirds of the Board Members or sub-committee (as the case may be) in the course of a meeting, telephone conference call or video conference or through a written ballot conducted by mail, delivery, or email.

8.4 All Board meetings must be chaired by the Co-Chairpersons (jointly acting) elected by the Board. In the event of only one Co-Chair being present there must be a quorum as per 8.2

8.5 Where a casting vote is required, the Co- Chairpersons will seek guidance on the topic from the Kaumātua and the Co- Chairpersons will jointly have one (1) deliberative and casting vote.