

Constitution

2020-2021



NEW ZEALAND
NURSES
ORGANISATION

TŌPŪTANGA
TAPUHI
KAITIAKI O AOTEAROA

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1. Name

- 1.1 The name of the Society shall be "The New Zealand Nurses Organisation Incorporated". An abbreviation shall be "NZNO".

2. Definitions

- 2.1 In this Constitution, except where the context otherwise requires:
- 2.1.1 “**Act**” means the Employment Relations Act 2000 together with amendments and includes any subsequent legislation.
 - 2.1.2 “**AGM**” means the Annual General Meeting of NZNO.
 - 2.1.3 “**Ballot**” means a ballot held under this Constitution and includes an election.
 - 2.1.4 “**Board**” means the Board of Directors of NZNO.
 - 2.1.5 “**Caregiver**” or “**Health Care Assistant**” means an assistant to the nursing or midwifery team performing simple tasks relating to patient care.
 - 2.1.6 “**Chief Executive Officer**” means the Chief Executive Officer of NZNO.
 - 2.1.7 “**College**” means an NZNO College as described in Schedule Seven.
 - 2.1.8 “**Council**” means a Regional Council as described in Schedule Seven.
 - 2.1.9 “**Director**” means a director of the Board of NZNO.
 - 2.1.10 “**Financial member**” means any member who is not in arrears with the payment of any fee, subscription, fine or levy beyond ninety days of that subscription or levy falling due. A member who is nonfinancial becomes financial by paying in full all arrears of subscriptions or levies prior to membership ceasing under this Constitution.
 - 2.1.11 “**Financial Year**” means the year commencing on the 1st day of April in each year and ending on the 31st day of March in the following year.
 - 2.1.12 “**Hui a Tau**” means the AGM of Te Rūnanga o Aotearoa.
 - 2.1.13 “**Industrial Agreement**” means any award, agreement, individual or collective contract, or any other arrangement which outlines employment conditions whether in writing or not.
 - 2.1.14 “**Kawa**” means proper protocol based on Tikanga Māori and Mātauranga Māori and encompasses the desires of the NZNO and Te Rūnanga to work together in accordance with the Memorandum of Understanding (July 2000) and under the guidance and mana of Te Poari o Te Rūnanga o Aotearoa.
 - 2.1.15 “**Mātauranga**” means education, knowledge, wisdom, skill, comprehension or understanding.
 - 2.1.16 “**Mātauranga Māori**” means Māori knowledge and the body of knowledge originating from Māori concepts including the Māori world view and perspectives, Māori creativity and cultural practices, including language and traditional and environmental knowledge.
 - 2.1.17 “**Meeting**” means an annual or general, national or regional meeting or hui as the case may be, of the Board, Te Rūnanga, a Standing or Board Committee, a Region, a College, a Section, a Student Unit or a Workplace. If properly called and constituted, a meeting may be held in person, via teleconference, video link or other electronic means.
 - 2.1.18 “**Member**” means a member of NZNO.
 - 2.1.19 “**Midwife**” means any person who is registered with the Midwifery Council of New Zealand or subsequent body under the Health Practitioners Competence Assurance Act 2003 or any subsequent legislation.
 - 2.1.20 “**Month**” means a calendar month.

- 2.1.21 “**National Section**” means a Section as described in Schedule Seven.
- 2.1.22 “**National Student Unit**” and “**Student Unit**” means the National Student Unit as described in Schedule Seven.
- 2.1.23 “**NZNO**” means the New Zealand Nurses Organisation Incorporated.
- 2.1.24 “**Nurse**” means any person who is registered with the Nursing Council of New Zealand or subsequent body under the Health Practitioners Competence Assurance Act 2003 or any subsequent legislation.
- 2.1.25 “**Officer of NZNO**” means the President, Kaiwhakahaere, Tumu whakarae, Vice-President and the Chief Executive Officer of NZNO.
- 2.1.26 “**Officer of the Region, NZNO College, National Section, or National Student Unit**” means the Chairperson, Vice-Chairperson, Secretary and Treasurer of those bodies.
- 2.1.27 “**Partnership**” is defined as including, an acknowledgement by NZNO, based upon the te Tiriti o Waitangi partnership, of the ideals of reciprocity and of mutual benefit, including an obligation to act reasonably, honourably, and in good faith. In so recognising, NZNO further acknowledges the need for, and emphasis on, recognition, respect, accountability, compromise, and a balancing of interests.
- 2.1.28 “**Region**” means a Region as described in Schedule Seven.
- 2.1.29 “**Regional Section**” means a Section as described in Schedule Seven.
- 2.1.30 “**Registrar**” means the Registrar of Incorporated Societies.
- 2.1.31 “**Special General Meeting**” means a special general meeting of NZNO called under this Constitution.
- 2.1.32 “**Special Meeting**” means a special meeting or hui of the Board, Te Rūnanga, a Standing or Board Committee, a Region, a College, a Section, a Student Unit or a Workplace, as the case may be, and which is called under this Constitution.
- 2.1.33 “**Te Poari**” means Te Poari o Te Rūnanga o Aotearoa NZNO.
- 2.1.34 “**Te Rūnanga**” means Te Rūnanga o Aotearoa NZNO.
- 2.1.35 “**Te Rūnanga Taura**” means a student member of Te Rūnanga o Aotearoa NZNO which will address the needs and concerns of Māori student membership.
- 2.1.36 “**Tikanga**” means customs and traditions, including correct procedure, habit, lore, practices and conventions, handed down through generations, based on experiences and learning, and reflecting a Māori world view.
- 2.1.37 “**Workplace**” means any place where any member performs their work.

2.2 Any date or period of time specified in this Constitution shall be deemed to end at midday on the date or on the last day of the period specified.

3. Vision

3.1 NZNO’s vision is:
Freed to care, Proud to nurse.

4. Mission

4.1 NZNO is committed to the representation of members and the promotion of nursing and midwifery. NZNO embraces te Tiriti o Waitangi and works to improve the health status of all peoples of Aotearoa New Zealand through participation in health and social policy development.

5. Philosophy

- 5.1 *“Me haere tahi tātou mō te hauora me te oranga o ngā iwi katoa o Aotearoa”*
“Let us journey together for the health and wellbeing of the people of Aotearoa”
(Rev Leo Te Kira 15 December 2005)
- 5.2 *Kaua e takahia te Mana o te Tangata*
“Do not trample over the mana of the people”
(Hone Te Ahu)

6. Objects

- 6.1 The objects of NZNO are to:
- 6.1.1 Lead the nursing profession through advocating for professional excellence and collective industrial aspirations;
 - 6.1.2 Provide a forum for membership to identify, examine and take action on issues of significance to the nursing profession including members’ working conditions;
 - 6.1.3 Give effect to te Tiriti o Waitangi partnership through representation of the concerns and interests of Māori members, and by seeking continued improvements in Māori health;
 - 6.1.4 Advocate on behalf of nurses in the formulation of health and social policy for Aotearoa New Zealand;
 - 6.1.5 Promote the professional development and interests of its membership, including the development of nursing/midwifery internationally;
 - 6.1.6 Negotiate and enter into industrial agreements, enforce such agreements, and represent members’ interests in disputes regarding such agreements;
 - 6.1.7 Promote members’ interests including professional, industrial, cultural, social, economic, political and health and safety interests;
 - 6.1.8 Promote the highest standards of health and social services for New Zealand;
 - 6.1.9 To represent the interests of any member or members, in accordance with NZNO policy, before any person, group, organisation, government or local authority, statutory or other body;
 - 6.1.10 Affiliate with other organisations in the attainment of these objectives except that NZNO shall not affiliate to any political party; and
 - 6.1.11 Do all such other things as are incidental or conducive to attainment of the objects and the exercise of the powers of NZNO.

7. Powers

- 7.1 NZNO shall have the following powers in addition to any other powers in this Constitution:
- 7.1.1 represent the interests of any member and to charge fees accordingly;
 - 7.1.2 invest, lend or advance NZNO funds;
 - 7.1.3 borrow money for the purpose of furthering the interests of NZNO and its members;
 - 7.1.4 raise money by subscriptions or levies and to grant rights and privileges to members;
 - 7.1.5 acquire or sell any real or personal property as may be necessary for the purpose of furthering the interests of NZNO or its members;
 - 7.1.6 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of any real or personal property of NZNO.

8. Membership and Bargaining

- 8.1 The provisions that relate to membership, including but not limited to termination and disciplinary matters, are set out in Schedule One.
- 8.2 The provisions that relate to the eligibility to industrial services, representation of members and bargaining are set out in Schedule One.

9. Structures of NZNO

- 9.1 The structures of NZNO shall be:
- 9.1.1 **An AGM**, which shall be the highest decision-making authority of NZNO, subject only to the outcome of a ballot of the financial members of NZNO;
 - 9.1.2 **A Board of Directors**, which shall be accountable to the AGM and is responsible for NZNO governance between AGMs;
 - 9.1.3 **Standing Committees**; the Membership Committee and Te Poari o Te Rūnanga (Te Poari);
 - 9.1.4 **Te Rūnanga o Aotearoa NZNO (Te Rūnanga)**, the national and regional body to represent the needs, concerns and interests of Māori members, and to lead NZNO on the development of processes Māori within NZNO. Te Rūnanga will reflect the bicultural perspective of the New Zealand Nurses Organisation within the Partnership under the te Tiriti o Waitangi;
 - 9.1.5 **Regional Councils**, as set out in Schedule Seven;
 - 9.1.6 **Workplaces and Delegates** as set out in Schedule Seven;
 - 9.1.7 **National Sections**, as set out in Schedule Seven;
 - 9.1.8 **NZNO Colleges**, as set out in Schedule Seven;
 - 9.1.9 **National Student Unit**, as set out in Schedule Seven; and
 - 9.1.10 **Health Professionals New Zealand**, as set out in Schedule Seven.

10. Board

- 10.1 The Board shall consist of eleven elected Member Directors. This number includes the positions of President, Vice President, Kaiwhakahaere and Tumu whakarae. Elections for Board positions shall occur in accordance with the provisions of Schedule Three. The Chief Executive Officer shall sit with the Board ex officio.
- 10.2 Each Director shall contribute to the knowledge and skill set required of NZNO directors.
- 10.3 The term of all Directors, except the Kaiwhakahaere and Tumu whakarae, shall be three years, with a right of re-election for a further consecutive three years in any one position. A director may serve up to two terms as a board member, up to two terms as a President and up to two terms as a Vice-President. The maximum consecutive terms on the board in any combination of positions is four terms. Following two terms in any one position or four terms in a combination of positions, a director may be eligible to stand for office again after a break of **two** years.
- 10.3.1 the term of the Kaiwhakahaere and Tumu whakarae Directors shall be three years, with a right of re-election for a further consecutive three years, and may be eligible to stand for office again every three years thereafter.
- 10.4 The President and Kaiwhakahaere are Co-Chairpersons (“Co-Chairs”) of the Board and may alternate the chairing of Board meetings. A decision shall be

made and announced at the start of each meeting at the latest, which of the Co-Chairs will chair the particular meeting. In the event that the Co-Chairs are unable to be present at a meeting, or the Co-Chairs are unable to agree on who will chair a meeting, the Board shall choose an acting chair to lead the meeting.

- 10.5 Where a position on the Board becomes vacant for any reason other than the expiry of the term of office, that vacancy shall be filled in the following manner:
- 10.5.1 where a vacancy occurs within the final twelve months of any elective period, the position will be offered to the next successful candidate in the most recent Board election in order of votes received (if nothing has altered the candidate's eligibility since the most recent Board election), and so on until a candidate agrees. Where a candidate chooses to fill the vacancy, their time in that role will not constitute a "term," or any part thereof, for the purposes of clause 10.3.
If no candidate is eligible and/or willing to fill the vacancy within a period of two weeks following the vacancy arising, the position will remain vacant until the following election.
- 10.5.2 where a vacancy occurs more than **twelve** months from the end of any elective period, an election ballot shall be conducted in accordance with Schedule Five.
- 10.6 The quorum for all Board meetings shall be six Directors.
- 10.7 Directors are expected to attend every meeting or lodge an apology for non-attendance. If a Director is not present for three consecutive meeting the Co-Chairs shall meet with the Director to discuss the ability of the Director to participate on the Board.
- 10.8 Board effectiveness shall be evaluated annually. The evaluation process shall be agreed by the Board at the beginning of each calendar year.

11. Board Powers

- 11.1 The governance, supervision of the management and control of the affairs of NZNO shall be vested in the Board which (in addition to any other powers and authorities expressly conferred upon the Board by this Constitution) may carry into effect all or any of the objects of NZNO. The Board is bound to exercise its power as provided by this Constitution and the resolutions of NZNO in general meetings. No resolutions shall retrospectively invalidate any prior act of the Board which would have been valid had that resolution not been passed.
- 11.2 The Board shall have the power to:
- 11.2.1 provide wise stewardship for financial and business activities of NZNO;
- 11.2.2 subject to clause 13, appoint any subcommittee, taskforce, or working group to exercise any of the powers of the Board to be stated in writing at the time of the appointment, and appoint any person to that group as it sees fit, and such group shall continue in existence until the Board resolves otherwise;
- 11.2.3 discipline members;
- 11.2.4 approve the proposed provisions of any deed;
- 11.2.5 impose and collect any fines or penalties;
- 11.2.6 suspend or appoint any committee of NZNO;
- 11.2.7 suspend any officeholder of a Regional Council or committee of NZNO including for non-attendance at three consecutive meetings;
- 11.2.8 appoint a person(s) to represent the Board in any formal proceedings;

- 11.2.9 Appoint an independent professional Director to the Board, where specific expertise or additional governance acumen is deemed required. This appointee will be an Institute of Directors New Zealand member, and a non-NZNO member. They will demonstrate regard for the NZNO mission and values, alongside a commitment to the objects of NZNO, and its Constitution. This appointment shall be a paid position, and subject to a majority vote of the Board, with the term reviewed as agreed.
 - 11.2.10 determine a job description for the position of Chief Executive Officer prior to any appointment for this position;
 - 11.2.11 approve all additional permanent staff positions before commencement of recruitment, as may be required to maintain the efficient management of the organisation;
 - 11.2.12 set criteria for the disbursement of hardship funds during times of industrial action;
 - 11.2.13 place any issue which it considers requires consideration of the membership to a ballot of all financial members, or ballot at regional council meetings or any other democratic decision-making process which it decides on;
 - 11.2.14 decide any question which is not provided for by this Constitution or any question of interpretation of this Constitution;
 - 11.2.15 However, 11.2.13 notwithstanding, the Board shall not have the power to change or amend any rules affecting the positions or functions of the Board or its individual members. All such changes or amendments shall be made by the AGM.
 - 11.2.16 seek external advice on particular matters; and
 - 11.2.17 develop its own Board policies and procedures.
- 11.3 The Board shall take any action as in its opinion may be necessary to promote the interests of NZNO and its members, to implement the policies of NZNO, and to foster a spirit of confidence and good fellowship within NZNO.

12. Board Delegation

- 12.1 The Board may delegate any of its powers to any specified officers of NZNO or a sub-committee, appointed by it, with the following exceptions:
- 12.1.1 the reprimanding, fining, suspension or expulsion of a member;
 - 12.1.2 the suspension of a Regional Council or other committee; and
 - 12.1.3 the suspension of a Director; and the approving of the terms of any deed.

13. Board Meetings

- 13.1 The Board shall meet at least once every three months, at such times and places as the Chief Executive Officer may inform the members of the Board by notice in writing not less than 14 days before the meeting is to be held. As long as they are properly called and constituted, meetings may be in person, by teleconference, video or other electronic means.
- 13.2 The Chief Executive Officer shall call a special meeting of the Board upon being required to do so by the President, the Kaiwhakahaere or by any other three members of the Board. If she/he fails to do so within 14 days of the request, the President, the Kaiwhakahaere or another member of the Board shall do so and the meeting shall be deemed to have been called by the Chief Executive Officer.

13.3 This Constitution shall apply with any necessary modifications to a special meeting of the Board as if it were an ordinary meeting.

14. Interim Decisions

14.1 In order to facilitate the business of NZNO a telephone/video/web conference may be called, to discuss a specific item of business. This is deemed to be a meeting of the Board. For any such conference, all other provisions in regard to quorum and meeting conduct shall apply. Any vote on any resolution shall be a voice vote. Any decision is to be confirmed and recorded in the minutes of the next Board meeting.

15. Board Decision Making Processes and Voting

15.1 The Board shall work in the spirit of co-operation to reach a consensus on each decision they make. If a consensus cannot be achieved the Board shall reach a decision using the following voting processes:

15.1.1 A resolution shall be decided by a majority of the Directors attending. Each Director shall be entitled to one vote. A resolution shall be carried if the number of votes cast for the resolution exceeds the number of votes cast against the resolution. Any abstentions do not count.

15.1.2 Voting may be carried out by a voice vote or a show of hands, provided that any one director may demand a ballot. The ballot shall be carried out at the direction of the Chairperson.

15.1.3 The Chairperson shall have a casting vote when the Directors are equally divided in opinion, such vote to be in addition to the deliberative vote of the Chairperson.

16. Appointment of officers

16.1 The officers of NZNO are:

	Role	How elected/appointed
1	President	Ballot of financial members
2	Vice President	Ballot of financial members
3	Kaiwhakahaere	Elected at Hui ā-Tau
4	Tumu whakarae	Elected at Hui ā-Tau
5	Chief Executive Officer	Appointed by the Board

16.2 The process for electing the officers, except for the Chief Executive Officer, and their term is set out in Schedule Three.

17. Powers of President and Kaiwhakahaere

17.1 The President and Kaiwhakahaere shall be elected in accordance with the procedures outlined in Schedule Three.

17.2 The President and Kaiwhakahaere shall be the joint heads of NZNO, whose functions shall be to:

17.2.1 Be spokespeople for NZNO where appropriate;

17.2.2 Act in accordance with the position descriptions laid down by the Board of Directors;

17.2.3 Consult with and seek the assistance of the other officers of NZNO in furthering the objectives of, Annual and Special General Meetings and the Board of Directors; and

- 17.2.4 Attend and preside over all Annual and Special General Meetings and meetings of the Board of Directors.
- 17.3 The Chairperson in presiding over a meeting shall have the power to:
 - 17.3.1 Exercise a deliberative, and when necessary, a casting vote at the Board of Directors, Annual and Special General Meetings;
 - 17.3.2 Decide the order of business, put motions and declare the result of any vote held at the meeting;
 - 17.3.3 Order the removal of any person obstructing the business of the meeting or behaving in a disorderly way, or of any person not entitled to be present;
 - 17.3.4 Keep order and decide on points of order;
 - 17.3.5 Adjourn a meeting or declare a meeting closed after the meeting has passed a resolution to that effect; and
 - 17.3.6 Do and perform any other things as may be necessary to carry on the business of the meeting in an orderly way.
- 17.4 In the event that the President and Kaiwhakahaere are unable to decide an issue between themselves, that issue shall be decided by the Board.

18. Acting President or Kaiwhakahaere

- 18.1 Where the President or Kaiwhakahaere is absent for any reason, the Vice-President or Tumu whakarae shall have and may exercise all of the powers of the President or Kaiwhakahaere until the President or Kaiwhakahaere resumes their duties.
- 18.2 Where there is a vacancy in the office of President, the Vice-President shall act as President until a new President is elected or appointed in accordance with this Constitution.
- 18.3 Where there is a vacancy in the office of Kaiwhakahaere, the Tumu whakarae shall act as Kaiwhakahaere until a new Kaiwhakahaere is elected or appointed in accordance with this Constitution.

19. Vice President and Tumu whakarae

- 19.1 The Vice President and Tumu whakarae shall be elected in accordance with the processes outlined in Schedule Three.
- 19.2 The Vice-President shall assist the President in carrying out the duties of the office of President, and shall have and may exercise all the powers of the President in accordance with clause 17.
- 19.3 The Tumu whakarae shall assist the Kaiwhakahaere in carrying out the duties of the office of Kaiwhakahaere, and shall have and may exercise all the powers of the Kaiwhakahaere in accordance with clause 17.

20. Chief Executive Officer

- 20.1 The Board shall appoint a person to be the Chief Executive Officer of NZNO on such terms and conditions as it thinks fit.
- 20.2 The Board may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion

of their own powers and may from time to time revoke, withdraw, alter or vary all or any of those powers.

- 20.3 The Chief Executive Officer may appoint, engage and remove such employees, staff, agents, consultants and advisers as the Chief Executive Officer deems necessary or desirable for the purposes of NZNO. All such personnel as aforesaid shall at all times carry out their duties under the supervision and control of the Chief Executive Officer.
- 20.4 The Chief Executive Officer shall:
 - 20.4.1 act in accordance with the job description set by the Board;
 - 20.4.2 call and attend Board meetings, and annual and special general meetings, but shall not vote at Board meetings;
 - 20.4.3 maintain financial records of NZNO and cause to be presented to the AGM a financial statement and annual report;
 - 20.4.4 keep the register of members;
 - 20.4.5 prepare and forward to the Registrar any information required to be forwarded under the Incorporated Societies Act;
 - 20.4.6 conduct the correspondence and affairs of NZNO;
 - 20.4.7 hold the seal of NZNO; and
 - 20.4.8 prepare and forward to the Registrar of Unions any information required to be forwarded under the Employment Relations Act 2000 or subsequent legislation.

21. Subcommittees and Task Forces of The Board

- 21.1 The Board shall have the power to establish subcommittees, taskforces and working groups to support them in their deliberations of specific issues as needed from time to time, and to make such delegated decisions as are authorised by this Constitution and the Board.
- 21.2 When the Board establishes a subcommittee, taskforce or working group it shall:
 - 21.2.1 prepare a written statement of the purpose of the subcommittee or taskforce, its specific tasks and responsibilities, its delegated powers and its accountability;
 - 21.2.2 determine the number and type of membership of the subcommittee;
 - 21.2.3 determine either:
 - 21.2.3.1 a process for electing or selecting the members of the subcommittee; or
 - 21.2.3.1 the appointment of the members of the subcommittee; and
 - 21.2.4 determine the timeframe or duration of the subcommittee or taskforce.

22. Standing Committees

- 22.1 NZNO has the following standing committees that shall support the decision making functions of the Board:
 - 22.1.1 Membership Committee; and
 - 22.1.2 Te Poari
- 22.2 The Board and the standing committees share a common interest in meeting the needs of the membership of NZNO, recognising the diversity of membership and their engagement with NZNO.

23. Membership Committee

- 23.1 The Membership Committee shall support the Board by working in partnership to achieve NZNO strategic aims in giving effect to te Tiriti o Waitangi.
- 23.2 The Membership Committee shall assist the Board by providing further insight into the views and needs of the diverse membership of NZNO and provide a linkage to the local level. It shall provide advice to the Board on membership matters and provide regular feedback to the Board. In doing this it shall articulate regional College and Section, and national student unit membership issues to the Board. It shall also ensure that NZNO is responsive to the needs and issues of members.
- 23.3 The Membership Committee shall consist of:
 - 23.3.1 1 representative elected from each Regional Council
 - 23.3.2 2 representatives from the National Student Unit
 - 23.3.3 2 representatives from National Colleges and Sections
 - 23.3.4 The President and Vice President shall also be members of the committee but shall not chair or be entitled to vote, and other than the President and Vice President no other member of the Board shall be committee members.
 - 23.3.5 The committee shall elect its own chair.
- 23.4 Elections for the Membership Committee positions shall occur in accordance with the provisions of schedule five and schedule seven (1.5.8 – 1.5.9), (3.2.3.1 – 3.2.3.6) and (4.5-4.5.2)
- 23.5 The term of all membership committee members shall be three years, with a right of re-election for a further consecutive three-year term, and may be eligible to stand for office again after a break of three years, with the exception of the two National Student Unit representatives as per schedule 7 (4.5.2).
- 23.6 Quorum: The quorum for meetings shall be 50% plus one.
- 23.7 The Board has established a Membership Committee Charter, detailing the Committee's objectives, responsibilities, membership, and operations.

24. Te Poari o Te Rūnanga o Aotearoa "Ko Tāku Manawa Ko Tāu Manawa"

- 24.1 Te Poari, the Committee of Te Rūnanga, shall support the Board by working in partnership to achieve NZNO strategic aims in giving effect to te Tiriti o Waitangi and by working with the Board to give full recognition to the Memorandum of Understanding of July 2000 between Te Rūnanga and the NZNO.
- 24.2 Te Poari shall:
 - 24.2.1 Assist NZNO to ensure its processes reflect Tikanga Māori;
 - 24.2.2 Assist NZNO to uphold Tikanga Māori within NZNO;
 - 24.2.3 Undertake the election process for Kaiwhakahaere, and Tumu whakarae in accordance to Tikanga process, and other Te Rūnanga representative appointments as appropriate;
 - 24.2.4 Articulate Te Rūnanga regional issues to the Board;
 - 24.2.5 Assist NZNO where appropriate to ensure it is responsive to the needs of Te Rūnanga and member issues;
 - 24.2.6 Support the education and professional development in Tikanga Māori practice within the organisation; and
 - 24.2.7 Use its best endeavors to ensure the relationship between the NZNO and Te Rūnanga is founded on and is carried on in accordance with Kawa.

- 24.3 Membership: Te Poari membership shall be appointed at Te Rūnanga Hui ā-Tau and shall consist of up to 17 regional representatives, and the Kaiwhakahaere and Tumu whakarae and Kaumātua .
- 24.4 The quorum for meetings shall be six, one of whom shall be the Kaiwhakahaere or in his/her absence, the Tumu whakarae.
- 24.5 The Board shall establish a Te Poari Charter detailing Te Poari's objectives, responsibilities, and operations.

25. AGM

- 25.1 The AGM shall be held no later than 31 October in each calendar year, upon a date to be appointed by the Board.
- 25.2 The timetable for the AGM shall be:
 - 25.2.1 At least six months before the AGM date the Chief Executive Officer shall:
 - 25.2.1.1 give notice of that date to the Regions, National Sections, NZNO Colleges, Te Rūnanga, Membership Committee, Te Poari, and National Student Unit; and
 - 25.2.1.2 shall call for any proposed alterations to the Constitution or policy remits and specify the date by which alterations and remits must be received by him or her.
 - 25.2.2 At least four months before the date set for the AGM proposed alterations and remits must be received by the Chief Executive Officer.
 - 25.2.3 Remit Committee
 - 25.2.3.1 Following receipt by the CEO and prior to final distribution to member groups, all remits will be reviewed by the Remit Committee.
 - 25.2.3.2 The Remit Committee will consist of:
 - 25.2.3.2.i The Chief Executive
 - 25.2.3.2.ii The President and Kaiwhakahaere
 - 25.2.3.2.iii A member of the Membership Committee
 - 25.2.3.2. iv A member of Te Poari
 - 25.2.3.2.v An NZNO lawyer (as required for constitutional matters)
 - 25.2.3.3 The remit committee will consider the following:
 - 25.2.3.3i That the remit aligns with NZNO strategic aims mission and vision statements.
 - 25.2.3.3ii Identifies possible risks associated with the remit, and consequences of the remit both intended and unintended. Where Constitutional remits affect Te Rūnanga or are inconsistent with Ngā Ture, these will be presented for endorsement at Hui ā-Tau and only if endorsed will they be subject to the one person one vote process in Clause 29.
 - 25.2.3.3iii Impact including financial impact
 - 25.2.3.4 Work or information may be available from the organisation, which will assist and inform the group to submit an informed and considered remit.
 - 25.2.3.5 Remits may be returned to the submitting group for further clarification or additional information prior to being accepted for consideration for the AGM.

- 25.2.3.6 All identified risks and impacts both financial or otherwise will be included in the information distributed with the proposed remit to voters.
- 25.2.3.7 All reasonable efforts will be made to allow submitting groups to achieve deadline if clarification or additional information is requested by the remit committee
- 25.2.4 At least two months before the AGM date the Chief Executive Officer shall make available all proposed alterations and remits and other business to AGM delegates, Regions, National Sections, NZNO Colleges, Te Rūnanga, Membership Committee, Te Poari, and National Student Unit. This material shall include the AGM agenda, the NZNO annual Report and an audited statement of income and expenditure and the balance sheet for the last completed financial year, and provide hard copies on request.
- 25.3 The business of the AGM shall be to:
 - 25.3.1 The AGM establishes the overall strategic direction and policy of NZNO.
 - 25.3.2 The Board of Directors shall present any NZNO strategic direction decisions or policies set or altered in the previous year to the AGM for ratification. If the AGM does not ratify the decisions, any actions taken under the policy decision shall not be invalidated but the actions shall not be continued into the future.
 - 25.3.3 Receive the outcome of member decisions to constitutional and policy remits;
 - 25.3.4 Receive and consider the annual report, statement of income and expenditure, annual balance sheet and auditor's report;
 - 25.3.5 Appoint an auditor;
 - 25.3.6 Receive and consider the report of the Chief Executive Officer; and
- 25.4 The AGM may decide to put any question, including Constitution alterations, before financial members for voting, either by ballot at region and/or workplace meetings, or by individual member ballot, in accordance with the balloting provisions.
- 25.5 Chairperson for AGM
 - 25.5.1 Either the President or Kaiwhakahaere shall take the chair for all or part of any AGM, Special General Meeting or National meeting of NZNO. If the President and the Kaiwhakahaere are unable to decide between themselves who shall chair, then Conference shall decide. If there is no President or Kaiwhakahaere available to take the chair, then the Vice President or Tumu whakarae shall take the chair.
 - 25.5.2 The Chairperson of any AGM, Special General Meeting or National meeting shall, if there be an equality of votes, have a casting vote.

26. Special General Meeting

- 26.1 Notice of a Special General Meeting may be given by the Chief Executive Officer at such time and place as the Board shall decide. Notice of a Special General Meeting shall be given by the Chief Executive Officer within 30 days of the receipt of a request signed by:
 - 26.1.1 a majority of the members of the Board; or
 - 26.1.2 not less than 1% of financial members; or
 - 26.1.3 a majority of the Regional Councils.
- 26.2 Any such request must state the business to be transacted at the Special General Meeting.

- 26.3 The Chief Executive Officer shall give to each Region, National Section, NZNO College, Student Unit and Te Rūnanga not less than one month's written notice of the date, time and place of any Special General Meeting as appropriate.
- 26.4 Any notice given under this clause shall state the specific resolution to be transacted at the Special General Meeting, and no business other than that specified in the resolution shall be transacted at the meeting.
- 26.5 All clauses applicable to the AGM shall apply with any necessary modifications to a Special General Meeting.
- 26.6 If the Chief Executive Officer fails to give notice of a Special General Meeting when requested to do so, the President, the Kaiwhakahaere or other member of the Board shall do so, and notice of a Special General Meeting shall be deemed to have been given as if by the Chief Executive Officer.

27. Representation at AGM

- 27.1 Representation of Regions to AGM:
- 27.1.1 Each Region may be represented by delegates elected as follows on the basis of one delegate for each 250 members or part thereof, one of whom shall be the Regional Chairperson or Vice-Chairperson. No region shall be allocated more than 20 delegates and no less than 5 delegates. Should the Chairperson of the Region also be the National President or Kaiwhakahaere of NZNO the Regional Council shall elect another delegate in his or her place.
- 27.1.2 The NZNO Board members attend the AGM in their director capacity and are not included in regional delegations.
- 27.1.3 If there is a requirement that a delegate attend the AGM in their national committee role, then, they will be supernumerary to the allotted number of regional council attendees.
- 27.1.4 The Regional Secretary shall call for nominations for delegates from Regional Council members.
- 27.1.5 Each nomination shall be entered on the appropriate form and signed by the nominator(s) and nominee, and forwarded to the Regional Secretary by the date specified in the notice calling for nominations.
- 27.1.6 Voting for delegates shall be determined at a Regional Council meeting.
- 27.2 Representation of National Sections and Colleges at the AGM:
- 27.2.1 Each NZNO National Section and College may be represented by two delegates according to the Section or College Constitution.
- 27.3 Representation of the NZNO National Student Unit:
- 27.3.1 The National Student Unit may be represented by two delegates from each school of nursing; one national Student Unit representative and one Te Rūnanga Tauira representative.
- 27.3.2 Each delegate shall be elected according to the Constitution of the National Student Unit.
- 27.4 Representation of Te Rūnanga:
- 27.4.1 Te Rūnanga may be represented at the AGM as determined by Te Poari.
- 27.5 Representation of the Membership Committee and Te Poari members:

Members of these two standing committees attend the AGM in their committee member capacity and are not included in regional delegations.

- 27.6 Any financial member of NZNO shall be entitled to attend the AGM as an observer and speak with the permission of the Chair, but shall have no vote.

28. Quorum at AGM

- 28.1 The quorum for the AGM or Special General Meeting of NZNO shall be at least:
28.1.1 one representative of half of the Regional Councils; and
28.1.2 one representative of half of the Sections and Colleges.

29. Voting for Constitutional and Policy Remits

Contingent upon the requirements in Clause 25.2.3.3ii being met, all proposed alterations to the Constitution and policy remits will be subject to one person one vote process.

- 29.1 Each financial member will be entitled to one vote.
29.2 Remits with proposed alterations or amendments to the constitution and remits of proposed policy directions along with voting papers will be sent by the Remit Committee to all members at least six weeks prior to the AGM.
29.3 Voting will be via electronic or postal voting, conducted in accordance with clause 2 of Schedule Five.
29.4 The results of the votes will be announced at the AGM in the first instance.

30. Voting at AGM

- 30.1 Each Region, National Section, NZNO College, the National Student Unit and Te Rūnanga shall have one vote for each financial member within that Region, National Section, NZNO College or Student Unit or Te Rūnanga (as at the end of the previous financial year).
30.2 All representatives who attend may speak in accordance with the meeting procedure adopted. One of the representatives shall exercise all the votes of the Region, National Section, NZNO College, Student Unit or Te Rūnanga.
30.3 A returning officer and a scrutineer shall be appointed at the AGM or a Special General Meeting. The returning officer and scrutineer shall count the votes cast in accordance with this constitution and shall then advise the Chair of the outcome of the voting. The Chairperson shall then declare the outcome of the voting on the alteration before AGM or the Special General Meeting.
30.4 Unless another mode of voting is prescribed by the Chairperson, voting shall be by a representative holding up a large card with the name of the Region, National Section, NZNO College, Student Unit or Te Rūnanga inscribed on it.
30.5 The Chief Executive Officer shall record the total votes of each Region, National Section, NZNO College, Student Unit and Te Rūnanga apportioned, cast for and against the motion and abstentions.
30.6 A resolution shall be carried if the number of votes cast for the resolution exceeds the number of votes cast against the resolution. Any abstentions do not count.

- 30.7 Whenever a ballot is called for, the vote shall be conducted in the same manner. Should it be conducted by written ballot papers, it will be conducted in a manner to ensure the privacy of each vote.

31. Alterations to the Constitution and Policy Remits

- 31.1 Subject to clauses 31.2 and 31.3, this Constitution may be amended, revoked or added to (alterations) provided that any such alteration shall be passed using the same process set down in clause 29.
- 31.2 The Constitution shall not be altered in any way which prevents NZNO from complying with the provisions of section CW41 of the Income Tax Act 2007 or which materially changes the purpose of NZNO.
- 31.3 The Constitution shall not be altered in any way which alters the Partnership under Te Tiriti o Waitangi, unless such changes are also ratified by Te Rūnanga. Proposed changes referring to te Tiriti o Waitangi, Kaiwhakahaere, Tumu whakarae or to terms defined in clauses 2.1.12, 2.1.14 to 2.1.16, 2.1.27 or 2.1.33 to 2.1.36 shall be presented for endorsement at Hui ā-Tau, in accordance with Clause 25.2.3.3ii.
- 31.4 Any alteration to this Constitution shall take effect as from the date of registration of such alteration by the Registrar of Incorporated Societies.
- 31.5 Notification of proposed alterations and policy remits shall be in writing and lodged with the Chief Executive Officer in accordance with the timetable in the clause regarding AGMs.
- 31.6 Alterations to the Constitution and policy remits for the consideration of financial members may be proposed by :
- 31.6.1 The Board;
 - 31.6.2 Te Poari Committee;
 - 31.6.3 Membership Committee;
 - 31.6.4 National Student Unit;
 - 31.6.5 Regional Councils;
 - 31.6.6 National Sections; and
 - 31.6.7 NZNO Colleges.
- 31.7 All proposed alterations or policy remits forwarded to the Chief Executive Officer within the appropriate time limits must be presented to the membership at least six weeks prior to AGM:
- 31.7.1 If the matter is already in the NZNO Constitution or existing policy the forwarder of the alteration or remit will be notified of this and may alter or clarify the alteration or remit after the three month time limit.
 - 31.7.2 If the Alteration or policy remit requires more research the alteration or remit may be returned to the forwarder who may research and clarify the recommended alteration or policy after the three month time limit.
 - 31.7.3 Alterations adopted by NZNO shall be forwarded to the Registrar of Incorporated Societies and shall not come into effect until they are registered by the Registrar. Policy remits adopted by NZNO shall come into effect either immediately after the AGM or at the time specified in the remit. The interpretation of the remit or policy must reflect the remit that was passed at AGM at the time of voting.

32. Control and Investment of Funds

- 32.1 The funds and property of NZNO shall be devoted to the objectives specified in this Constitution.
- 32.2 The Board shall have the power, which may be delegated to the Chief Executive Officer, to open bank accounts. All receipts shall be banked in accounts in the name of NZNO.
- 32.3 The Board or its delegates shall control the bank accounts of NZNO and shall decide from time to time the manner and by whom cheques and other banking documents shall be signed.
- 32.4 All payments shall be made by cheques duly signed or electronic payment as delegated and authorised for payment by the Board.
- 32.5 The Board, after receiving expert advice, may, on behalf of NZNO, borrow or raise money and secure payment of same:
- 32.5.1 on the satisfaction or performance of any obligation or liability to be undertaken or incurred by NZNO;
- 32.5.2 in particular, by mortgage, charge or lien upon the whole or any part of NZNO's property or assets, whether present or future; and
- 32.5.3 pay interest on any borrowed money.
- 32.6 The accounts of NZNO shall be closed on the last day of March each year.
- 32.7 An auditor shall be appointed by the AGM and shall be a member of the Institute of Chartered Accountants New Zealand.
- 32.8 The accounts of NZNO shall be audited before 30 August in each and every year and the auditor's report shall be circulated with the accounts prior to the AGM.
- 32.9 The Board shall determine the policy for financial hardship in terms of subscription reduction, and the industrial action hardship fund. The Board may reduce subscriptions payable in the event of financial hardship.
- 32.10 If any Member is in arrears with an annual subscription beyond ninety days of that subscription or levy falling due and been given two weeks' notice of the cessation of membership and that member not becoming financial within that period of notice then their membership shall lapse accordingly. Despite anything else in this Constitution the Board may extend the time for payment.
- 32.11 Other than the President and Kaiwhakahaere, no salary shall be payable by NZNO to the elected positions of Vice-President, Tumu whakarae, member of the Board, standing committee members and officers, and committee members of a Regional Council or Regional Council Committee, Te Rūnanga, an NZNO College or Section, National Student Unit or Student Committee, in respect of that position. However, the Board or AGM may authorise the payment of an honorarium.
- 32.12 The President and Kaiwhakahaere shall take a leave of absence from their current employment, shall undertake NZNO duties on a full time basis and be paid an annual payment equal to step 18 on the NZNO staff employment agreement.
- 32.13 Notwithstanding any provision in this Constitution, the Board may approve reimbursement of travel expenses and/or a per diem allowance, or meet any actual and reasonable expenses incurred by any member of an NZNO Committee, or any NZNO nominee or representative where such expenses are not provided for from any other source.

33. Registered Office

33.1 The registered office of NZNO shall be at a place in Aotearoa New Zealand as NZNO may from time to time determine.

33.2 Any change to the registered office will be notified to members and the Registrar of Incorporated Societies promptly.

34. Common seal

34.1 NZNO shall have a seal.

34.2 The Board may from time to time resolve to alter or renew the seal.

34.3 The seal shall be kept in the custody of the Chief Executive Officer.

34.4 The Chief Executive Officer, the President or the Kaiwhakahaere shall have the power to affix the seal to any document requiring the affixing of the seal.

34.5 The Board may authorise any named person or persons in addition to those above to affix the seal.

35. Mediation

35.1 In the event of disagreements between NZNO members or structures within NZNO, regarding NZNO issues, the Board or the Chief Executive Officer may direct the parties to attend mediation as arranged by the Board or Chief Executive Officer, in an attempt to resolve such disagreement.

36. Winding up and disposal of assets

36.1 NZNO may be wound up in accordance with the provisions of the Incorporated Societies Act 1908 or subsequent legislation.

36.2 Where NZNO is wound up in order to amalgamate with another union(s) or organisation(s), the Board shall ensure that a final audit of NZNO and all Regions, National Sections, NZNO Colleges, Student Unit and Te Rūnanga has been carried out, and all surplus assets after the payment of all costs, debts and liabilities shall become part of the assets of the new amalgamated organisation.

36.3 Where NZNO is wound up or dissolved in circumstances other than amalgamation, all surplus assets after the payment of all costs, debts and liabilities shall be distributed by the Board in such manner as the Board shall decide consistent with the objectives of NZNO provided that no portion of such assets and funds shall under any circumstances be distributed to any Member.

SCHEDULES

SCHEDULE ONE: MEMBERSHIP AND BARGAINING

1. Membership of NZNO

1.1 Subject to other provisions in this constitution any person in New Zealand who qualifies under one or more of the following shall be eligible to become a member of NZNO:

- 1.1.1 persons qualified for registration as a nurse or midwife under the Health Practitioners Competence Assurance Act 2003 or subsequent legislation; or
- 1.1.2 any student who is undertaking a nursing or midwifery programme of training prescribed by the Health Practitioners Competence Assurance Act 2003 or subsequent legislation with a view to registration as foresaid; or
- 1.1.3 persons employed, engaged to become employed or seeking to obtain employment as a caregiver; health care assistant; hospital aide; nurse aide; kaimahi hauora, a practice assistant; or an assistant to the nursing or midwifery team performing nursing tasks relating to patient care; or private sector occupational or physical therapy aide; or
- 1.1.4 persons qualified as a Karitane nurse; or
- 1.1.5 other health workers who are employed, engaged to become employed, or seeking to obtain employment in the voluntary or private health sectors as a counsellor, educator, social worker, researcher, community health worker, smoking cessation adviser, diversional, occupational or recreational therapy aide, kaiawhina, anaesthetic technician, operating theatre assistant, sterile services employee, health promoter or medical laboratory employee, phlebotomist; or
- 1.1.6 any workers employed in the private or voluntary health sector involved in clerical work, administration, reception, research, computer work, finance, accounts or accounting, dealing with cash, or office work; or
- 1.1.7 health workers employed by the New Zealand Blood Service; or
- 1.1.8 other groups of health workers whose positions are described in 1.1.5 and 1.1.6 but who work in the public sector, and who have collective agreement coverage provided by NZNO as at 1 October 2011; or
- 1.1.9 other workers at the discretion of the Board; or
- 1.1.10 an honorary member of NZNO; or
- 1.1.11 NZNO may grant affiliate membership to persons, whether in New Zealand or overseas, who have ceased to practice in New Zealand, as set out below.

2. Honorary Membership

- 2.1 NZNO may grant honorary membership to any member or ex-member in recognition of their contribution to NZNO, nursing or the community.
- 2.2 Honorary membership shall be proposed by a Region, National Section, NZNO College, Te Rūnanga, or National Student Unit and awarded by the Board at its discretion. Any proposal shall be made in writing to the Board and if awarded, the name(s) shall be announced at the next AGM.
- 2.3 An honorary member shall not be required to pay a subscription.
- 2.4 The rights and obligations of an honorary member shall be the same as an ordinary member.

3. Affiliate Membership

- 3.1 NZNO may grant, on application, affiliate membership to a member who:
 - 3.1.1 has retired from employment within the health sector;
 - 3.1.2 has ceased to practice nursing or midwifery; or
 - 3.1.3 resides or works outside New Zealand.

- 3.2 Affiliate members may not hold office, be a delegate, propose nominations or motions, or have voting rights.
- 3.3 Affiliate members are not entitled to industrial services or professional indemnity cover.

4. Eligibility to Industrial Services

- 4.1 All members are entitled to the industrial services of NZNO except:
 - 4.1.1 retired and affiliated members;
 - 4.1.2 NZNO members who are also members of another union and pay a reduced fee;
 - 4.1.3 members residing overseas;
 - 4.1.4 students members paying a student membership fee only (refer to clause 10.2 Schedule One for student representation); and
 - 4.1.5 members who own a health sector facility.
- 4.2 Notwithstanding the clause above, at the discretion of the Board any other person may be entitled to industrial services of NZNO.

5. Admission to Membership

- 5.1 Any person becomes a member of NZNO, at the time the Chief Executive Officer, Regional Secretary, Board member, or NZNO staff member receives the written application of that person on the appropriate membership application form and the person makes an arrangement for NZNO membership subscriptions to be paid.
- 5.2 Such persons shall thereafter pay all dues and contributions from the date of joining.
- 5.3 Any person identifying as Tangata Whenua may choose to become a member of Te Rūnanga on joining NZNO or by completing the appropriate request form at a later date.
- 5.4 A copy of this constitution and NZNO's structure and services shall be provided to each new member without charge upon request.

6. Rights and Responsibilities of Membership

- 6.1 Subject to the Constitution of this constitution all financial members shall have the right to:
 - 6.1.1 general and professional services as defined by the Board from time to time; industrial services as determined by the Board from time to time, if the member is covered;
 - 6.1.2 attend meetings, propose nominations and motions, vote and act as a representative or delegate of NZNO;
 - 6.1.3 receive information from NZNO;
 - 6.1.4 be eligible to accept office or position at National, Regional, Workplace, Te Rūnanga, Student Unit, College and Section level;
 - 6.1.5 receive a copy free of charge upon written request to the Chief Executive Officer of:
 - 6.1.5.1 NZNO's income and expenditure account; balance sheet; and/or auditor's report;
 - 6.1.5.2 any resolution passed at an AGM, Special Meeting, Board, or Regional Council of NZNO;
 - 6.1.5.3 NZNO's annual report;

- 6.1.5.4 Annual report of a Regional Council, National Section or NZNO College;
 - 6.1.5.5 NZNO constitution or any of its amendments;
 - 6.1.5.6 A description of the industrial and/or professional services of NZNO for which they are eligible;
 - 6.1.5.7 NZNO's current policy and procedures regarding bargaining; representation; personal grievances; and disputes.
- 6.2 An outline of this constitution and the organisation's structure and services without charge.
- 6.3 Subject to this Constitution, all members shall have the obligation to:
- 6.3.1 act in accordance with this constitution;
 - 6.3.2 act in accordance with the guidelines for participation of members in NZNO bylaws;
 - 6.3.3 pay such subscriptions; fees; levy; fine or contribution in accordance with the constitution;
 - 6.3.4 conduct themselves in accordance with professional standards accepted by NZNO;
 - 6.3.5 notify NZNO of any change of name, address, place of employment and occupation;
 - 6.3.6 speak on behalf of NZNO only after delegation or consultation with an officer of NZNO;
 - 6.3.7 in event of voting or other forms of decision-making concerning agreement of salaries or conditions of employment, only participate in decisions regarding agreements covering their own employment;
 - 6.3.8 abide by the general principle that major decisions relating to a specific collective agreement may be made by a majority vote of the members whose employment is covered by that agreement and who attend and vote at duly called and advertised meetings or ballots; and
 - 6.3.9 not undermine the majority decision of directly affected members to take industrial action if not supporting that action themselves.
- 6.4 In addition to the rights and responsibilities of all members outlined above, each member entitled to industrial services with NZNO shall:
- 6.4.1 authorise NZNO as her or his representative; or inform NZNO if another agent/representative has been chosen and who they are;
 - 6.4.2 accept the limitations to NZNO's role (e.g. as bargaining agent and representative);
 - 6.4.3 accept the ratification procedure; and
 - 6.4.4 remove authorisation or resign in accordance with this Constitution.
- 6.5 In addition to the rights and responsibilities of all members outlined above, each member seeking legal representation shall:
- 6.5.1 Maintain their financial membership during the period of legal representation.

7. Termination of Membership

- 7.1 Membership of NZNO ceases at the point of:
- 7.1.1 Resignation: to resign from NZNO a member must give two weeks' notice in writing to the National Office of NZNO;
 - 7.1.2 Outside coverage: where a Member ceases to come within the membership coverage they cease to be a Member, provided that where a Financial Member considers that she/he has been unjustifiably dismissed, has been made redundant, has a grievance relating to parental leave or other leave, or other workplace grievance, and requests NZNO's assistance, or is involved in any legal case in

which they are being represented by NZNO, including being represented before any professional or disciplinary body, his or her membership is deemed to continue while NZNO continues to act on that grievance or other case, notwithstanding that they may have ceased to be within membership coverage and/or ceased to pay a subscription or levy;

7.1.3 Becoming nonfinancial: to become nonfinancial the member must have failed to pay a subscription or levy within ninety days of that subscription or levy falling due and been given two weeks' notice of the cessation of membership and that member not becoming financial again within that period;

7.1.4 Expulsion: expulsion is set out in this constitution.

7.1.5 Where a person would cease, or has ceased to be a member of the NZNO under clauses 7.1.1 to 7.1.4 above, and the person is subject to a claim, proceeding or inquiry and the event giving rise to the claim, or proceeding or inquiry arose while that person was a member of the NZNO, then that person shall be deemed to be and shall remain a member of the NZNO for the purpose of the NZNO rendering assistance to that person whether directly or through the NZNO's insurer.

7.2 All subscriptions due at the cessation of membership shall be paid to NZNO forthwith.

7.3 All members who are covered by or benefiting from an Industrial Agreement negotiated or provided by NZNO shall continue to pay NZNO subscriptions or shall, if they resign from NZNO, continue to pay a bargaining fee at the same rate as the NZNO fee during the term of that Industrial Agreement so long as they are still employed within the coverage of that Industrial Agreement. This fee is in recognition of the bargaining service provided.

8. Register of Members

8.1 The Chief Executive Officer shall keep a register of Members, which shall contain the following information in respect of financial members (as far as practicable):

8.1.1 the member's full name;

8.1.2 the address of the member's workplace, and the member's postal address;

8.1.3 the member's occupation;

8.1.4 the industrial agreement applicable to the member (if any);

8.1.5 the date on which the member joined NZNO;

8.1.6 the date on which the member resigned from NZNO;

8.1.7 an up-to-date record of the member's financial status; and the Region, Workplace, Section/s, College/s, Student Unit or Te Rūnanga to which the member belongs.

9. Disciplinary Matters

9.1 Offences

9.1.1 It shall be an offence under this constitution for any Member to do any of the following:

9.1.1.1 knowingly act in a manner contrary to this constitution;

9.1.1.2 misappropriate money or property of NZNO;

9.1.1.3 knowingly breach any confidentiality obligation relating to information or business of NZNO;

9.1.1.4 knowingly fail to comply with a lawful resolution of NZNO;

- 9.1.1.5 threaten or assault an officer of NZNO, an elected representative of NZNO, a delegate or a member or employee of NZNO; and
 - 9.1.1.6 bring NZNO into disrepute or defame NZNO, its staff or officers.
- 9.2 Making and investigating charges
- 9.2.1 Charges alleging an offence may only be laid by an Officer of NZNO, by an Officer of the Region or a financial member.
 - 9.2.2 Charges shall be made in writing to the Chief Executive Officer.
 - 9.2.3 The Chief Executive Officer shall refer each charge to the Board which shall have power in its discretion:
 - 9.2.3.1 to dismiss the charge; or
 - 9.2.3.2 to order an investigation of the charge.
 - 9.2.4 At the time of referral to the Board, any member of the Board who has a conflict of interest shall withdraw from the Board's deliberations on the charge. The Board shall have power to co-opt additional members (who shall be financial members) for the purpose of dealing with the charge.
 - 9.2.5 If the Board orders an investigation of the charge, the Chief Executive Officer shall carry out that investigation through a written process. All financial members, Officers of NZNO, Officers of the Region and employees of NZNO approached by the Chief Executive Officer in the course of the investigation shall co-operate fully and promptly.
 - 9.2.6 On completion of the investigation the Chief Executive Officer shall provide a written report to the Board including a recommendation that the charge should be dismissed or that the charge should proceed to a hearing.
 - 9.2.7 The report shall be considered at the next meeting of the Board which shall decide whether or not a charge should proceed to a hearing.
- 9.3 Hearing Committee
- 9.3.1 Where the Board decides following consideration of the Chief Executive Officer's report that a charge should proceed to a hearing, it shall appoint from among its members a hearing committee ("Hearing Committee").
 - 9.3.2 Subject to clause 8.2.4 of Schedule One, the Hearing Committee shall consist of three persons, one of whom shall be the President or Vice-President, one of whom shall be the Kaiwhakahaere or Tumu whakarae of Te Rūnanga and one person who shall be another member of the Board.
 - 9.3.3 The Board may in its absolute discretion appoint up to two additional members who shall also be members of the Board.
- 9.4 Hearing the Charge
- 9.4.1 As soon as practicable after its appointment, the Hearing Committee shall meet to determine the manner in which it will deal with the charge.
 - 9.4.2 At least one month's notice shall be given to both the person who has laid the charge ("the Complainant") and the person who is the subject of the charge ("the Defendant") of the date on which the Hearing Committee will deal with the charge.
 - 9.4.3 The Complainant and the Defendant shall each be entitled to be represented at the hearing by:
 - 9.4.3.1 an agent who must be a financial member; or
 - 9.4.3.2 by a barrister or solicitor.
 - 9.4.4 The Complainant and Defendant shall both be afforded a reasonable opportunity to present their cases and may tender evidence in support.

- 9.4.5 Evidence may be given in person or in written form but in either case shall be sworn or verified in a manner culturally acceptable to the witness.
 - 9.4.6 Evidence may be admitted by the Hearing Committee in its absolute discretion and whether or not it would be admissible in a Court of Law.
 - 9.4.7 Cross-examination of witnesses shall be permitted. Written evidence shall not be admitted by the Hearing Committee unless the witness is present at the hearing and can be cross-examined or both the Complainant and the Defendant agree to the witness not attending the hearing.
 - 9.4.8 The Complainant and Defendant are both under a duty to put before the Hearing Committee all evidence that is relevant to the charge or that the Hearing Committee needs to be aware of in order to reach a fair and just decision on the charge.
 - 9.4.9 In the conduct of the hearing and in considering its decision, the Hearing Committee shall act in a manner which is fair and impartial.
- 9.5 Decision
- 9.5.1 The Hearing Committee shall make a decision on the charge and the penalty to be imposed if appropriate ("the Decision") not more than 14 days after the hearing date.
 - 9.5.2 Decisions may be by majority vote and the Chairperson of the Committee shall have a casting as well as a deliberative vote.
 - 9.5.3 The Hearing Committee shall forthwith send copies of its decision by ordinary mail, email or facsimile to:
 - 9.5.3.1 each member of the Board;
 - 9.5.3.2 the Chief Executive Officer;
 - 9.5.3.3 the Complainant; and
 - 9.5.3.4 the Defendant.
- 9.6 Each decision shall:
- 9.6.1 provide reasons;
 - 9.6.2 set the penalty if appropriate;
 - 9.6.3 if appropriate warn the Defendant that any repetition of the offence or non-payment of any fine imposed may result in further disciplinary action; bear a date;
 - 9.6.4 be binding on all parties to it (subject to appeal rights under clause 8.7 of Schedule One;
 - 9.6.5 direct whether the travel expenses of any party and their witnesses to the hearing should be paid by any one or more of the parties to the hearing; and
 - 9.6.6 award costs to either party if appropriate.
- 9.7 Penalties
- 9.7.1 The Hearing Committee may impose no penalty or any one or more of the following penalties where it finds that the charge has been proved:
 - 9.7.1.1 caution;
 - 9.7.1.2 censure;
 - 9.7.1.3 severe reprimand;
 - 9.7.1.4 fine not exceeding \$1,000;
 - 9.7.1.5 suspension from membership of NZNO for a specified period;
 - 9.7.1.6 expulsion from membership of NZNO.
 - 9.7.2 In imposing any penalty the Hearing Committee shall take into account the nature of the offence.
 - 9.7.3 No action to implement the decision shall be taken until the appeal period has expired and no appeal has been lodged.

- 9.8 Appeal
- 9.8.1 The Complainant shall have no right of appeal against the Decision.
- 9.8.2 The Defendant shall have a right of appeal against the Decision on the grounds that it is wrong in fact or in law or that the penalty imposed was excessive.
- 9.8.3 The right of appeal is available for 14 days from the date of the decision of the Hearing Committee and shall be exercised by notice in writing to the Chief Executive Officer at the registered office of NZNO setting out the nature and grounds of appeal.
- 9.8.4 Any notice of appeal received by the Chief Executive Officer shall be referred to an Appeal Committee which shall review the Decision.
- 9.8.5 The membership of the Appeal Committee shall be:
- 9.8.5.1 a person appointed by the appellant who shall be appointed in the notice of appeal.
- 9.8.5.2 a person appointed by NZNO as soon as practicable after receipt of the notice of appeal;
- 9.8.5.3 an independent person selected by the persons appointed under clauses 8.7.5.1 and 8.7.5.2 of Schedule One; and if those persons cannot agree, then a person appointed by the President of the Wellington branch of the New Zealand Law Society. The person appointed under this provision shall be the Chairperson of the Appeal Committee.
- 9.8.6 The Appeal Committee shall determine the manner in which the appeal hearing shall be conducted but in conducting the hearing and in considering its decision, it shall act in a manner which is fair and impartial.
- 9.8.7 The Appeal Committee shall make a decision on the appeal ("the Appeal Decision") not more than 14 days after the appeal hearing date.
- 9.8.8 Appeal Decisions may be by majority vote and the Chairperson shall have a casting as well as a deliberative vote.
- 9.8.9 The Appeal Committee shall forthwith send copies of its Appeal Decision by ordinary mail, email or facsimile to the parties named in clause 8.5.3 of Schedule One.
- 9.8.10 Each Appeal Decision shall:
- 9.8.10.1 allow the appeal; or
- 9.8.10.2 dismiss the appeal; or
- 9.8.10.3 vary the Decision (including any penalty); and
- 9.8.10.4 direct whether the travel expenses of any party to the appeal should be paid by any one or more of the parties to the appeal; and
- 9.8.10.5 award costs if appropriate; and
- 9.8.10.6 be binding on all parties to it.
- 9.8.11 The Chief Executive Officer shall be responsible for implementing the Appeal Decision.

10. Representation

10.1 Authorisation by Members

10.1.1 NZNO is authorised by its members to:

10.1.1.1 represent the member in any relevant collective agreement negotiations for their current and future employment agreement; and

10.1.1.2 settle the terms of any collective employment agreement covering the member's work through negotiations with their employer and take any action to enforce or interpret that agreement; and

10.1.1.3 act as the member's representative in exercising any of their rights and powers under the Employment Relations Act 2000 (section 236) or other appropriate legislation.

10.1.2 Authorisation for NZNO shall only be withdrawn by the member:

10.1.2.1 giving written notice of two weeks to NZNO that authorisation has been withdrawn; or

10.1.2.2 leaving employment in an area covered by clause 1 of this Schedule One; or

10.1.2.3 terminating membership of NZNO as covered by clause 1 of Schedule One.

10.1.3 The role set out in clause 9 of Schedule One shall be actioned to the extent considered appropriate by NZNO's officials having regard to the circumstances of the person concerned and any bargaining, representation, personal grievance and disputes policies formed by the Board or AGM.

10.1.4 NZNO reserves the right to:

10.1.4.1 decide whether and to what extent it will pursue personal grievance cases and other disputes as they arise; and

10.1.4.2 develop and apply a bargaining strategy which may include limiting the types and content of employment agreement for which NZNO will conduct negotiations.

10.1.5 The authorisation is given to NZNO and may be exercised by the officers, staff or elected officials and representatives of NZNO provided that the person(s) exercising the authority are acting within the powers and role assigned to them by the NZNO Board acting within appropriate NZNO policy.

10.2 Students who only pay a student membership fee will be eligible for individual representation and professional services in accordance with NZNO policy including:

10.2.1 Indemnity insurance

10.2.2 Support arising from student placement issues and clinical investigations relating to a student, including advice requested by student associations.

11. Negotiation and Ratification

11.1 Negotiation

11.1.1 The negotiation team shall consist of NZNO staff and a group of NZNO members employed by the relevant employer(s) and covered by the negotiations. The team shall be as representative as practicable of the members covered by the negotiations and must be authorised by NZNO to negotiate on behalf of members.

11.1.2 The negotiation team shall negotiate with the employer(s) or their representative(s) on behalf of all the members concerned.

11.1.3 The negotiating team has the responsibility:

- 11.1.3.1 to consult with the members concerned during preparation of the claims;
 - 11.1.3.2 to make progress reports as appropriate;
 - 11.1.3.3 to report back to those members the proposed terms of settlement and to make no recommendations.
 - 11.1.4 NZNO will make a reasonable effort to enable members concerned to be able to vote on any proposed terms of settlement in accordance with the ratification procedure below.
 - 11.1.5 The NZNO staff member assigned as the bargaining advocate has the authority on behalf of NZNO to sign the agreement(s) resulting from the settlement on behalf of all authorising members where a majority of votes cast in accordance with the ratification procedure are in favour.
- 11.2 Ratification
- 11.2.1 NZNO members will be given the opportunity to vote on the ratification process for the proposed collective agreement that pertains to their employer.
 - 11.2.2 NZNO will outline the proposed ratification process to members through bulletins, web information and/ or pre-negotiation meetings.
 - 11.2.3 A simple majority decision of those who are entitled to vote and who do vote on the ratification process shall be binding on all the members covered by the proposed collective agreement.
 - 11.2.4 In all situations in which voting takes place on the ratification of a proposed collective agreement (it may be by ballot, voice vote or a show of hands):
 - 11.2.4.1 only members who are covered by the proposed collective agreement may vote;
 - 11.2.4.2 members may be required to present proof of membership when voting;
 - 11.2.4.3 a simple majority decision of those who are entitled to vote and who do vote on the proposed collective agreement shall be binding on all members covered by that collective agreement.
- 11.3 Ratification Process
- 11.3.1 The standard ratification process is that voting on a proposed collective agreement is undertaken at meetings of members covered by the collective agreement.
 - 11.3.2 In situations where this is impracticable or undemocratic the negotiating team may recommend to the members that ratification voting be by postal ballot, online ballot or any combination of the standard and other methods.
 - 11.3.3 In any ratification process
 - 11.3.3.1 NZNO will make every effort to provide clear, informative information prior to the voting to assist members make their decision.
 - 11.3.3.2 NZNO will put the proposed collective agreement to the members with no recommendations.
 - 11.3.3.3 Timeframes for meetings and other methods of voting will work to support the engagement of as many members as possible in the voting.
 - 11.3.3.4 Where meetings are being held these will be developed with the input of the delegates on the negotiating team (and other delegates where possible) to ensure they are at the best times and held in venues that are most likely to enable members to attend.

- 11.3.3.5 Presentations at meetings may include NZNO staff and delegates to assist the holding of meetings close to where members are situated in the workplace.
- 11.3.4 Ballots for multi-employer and multi-union collective agreements
 - 11.3.4.1 Before initiating bargaining for a multi-employer collective agreement or multi-union collective agreement NZNO shall hold a secret ballot of its members employed by each employer intended to be a party to the bargaining.
 - 11.3.4.2 The result of the ballot is determined by a simple majority of the members who are entitled to vote and who do vote.
 - 11.3.4.3 The ballot may be by:
 - 11.3.4.3.1 meeting ballot
 - 11.3.4.3.2 postal ballot
 - 11.3.4.3.3 online ballot
 - 11.3.4.3.4 or any combination of the above as determined by NZNO
 - 11.3.4.4 The secret ballot will be subject to the relevant provisions of the Employment Relations Act 2000 and subsequent amendments.
- 11.3.5 Ballots for strike
 - 11.3.5.1 Before strike action relating to collective bargaining proceeds NZNO shall hold a secret ballot of those members employed by the relevant employer(s) and who would become a party to the strike.
 - 11.3.5.2 The result of the ballot is determined by a simple majority of the members who are entitled to vote and who do vote.
 - 11.3.5.3 The ballot may be by:
 - 11.3.5.3.1 meeting ballot
 - 11.3.5.3.2 postal ballot
 - 11.3.5.3.3 online ballot
 - 11.3.5.3.4 or a combination of the methods above as determined by NZNO
 - 11.3.5.4 The secret ballot will be subject to the relevant provisions of the Employment Relations Act 2000 and subsequent amendments.

SCHEDULE TWO: SUBSCRIPTIONS AND LEVIES

1. Subscriptions

- 1.1 Every member shall pay NZNO subscriptions which can be by:
 - 1.1.1 direct debit from their bank account;
 - 1.1.2 regular deduction from wages (where an arrangement is made for such deductions with employers); or
 - 1.1.3 payment by cheque, automatic payment, or other method approved by the Board in advance, yearly, half yearly, quarterly or such other period approved by the Board.
- 1.2 The level of subscriptions shall be determined by the AGM, Special General Meeting, or by ballot of regional Councils on a recommendation of the Board. In addition, the Board may annually approve subscription increases up to the level of the Consumer Price Index.
- 1.3 The Board shall advertise the new rates and provide a full explanation as to why fees have increased in the next available issue of Kai Tiaki.
- 1.4 The Board of Directors shall have the power to reduce the subscriptions payable in any case where it is satisfied that such reduction is fair and reasonable, in accordance with guidelines on subscriptions determined by the Board of Directors.

2. Levies

- 2.1 The Board may recommend and require payment by members of a levy or levies should it be necessary to do so.

SCHEDULE THREE: ELECTION OF BOARD MEMBERS

1. Table showing election processes

	Role	Voting
1	President	Ballot of financial members
2	Vice President	Ballot of financial members
3	Kaiwhakahaere	Elected at Hui ā-Tau
4	Tumu whakarae	Elected at Hui ā-Tau
5	Other Member	Ballot of financial members
6	Other Member	Ballot of financial members
7	Other Member	Ballot of financial members
8	Other Member	Ballot of financial members
9	Other Member	Ballot of financial members
10	Other Member	Ballot of financial members
11	Other Member	Ballot of financial members

2. President and Vice President

2.1 These positions shall be elected by a ballot held of all financial members every three years.

3. Kaiwhakahaere and Tumu whakarae

3.1 These positions shall be elected by majority vote at the Hui ā-Tau every three years.

4. Seven non-officer Directors

4.1 The seven non-officer directors shall be elected by a ballot of all financial members every three years

4.2 The result of the ballot will be determined by the highest polling candidates winning election to the Board.

5. Nomination process for all directors

5.1 All candidates for the eleven director positions (namely President, Vice President, Kaiwhakahaere, Tumu whakarae and the seven general seats) must be nominated by two financial NZNO members and **their involvement in NZNO activities confirmed by either their Regional Council or Te Poari or national college or section.**

5.2 Nominations shall be called for **twelve** weeks prior to election closing date and close not less than **eight** weeks prior to election closing date.

5.3 All candidates must submit a statement against the criteria in Schedule Four. This document shall be provided to the membership for the purpose of election for the Board.

SCHEDULE FOUR: CRITERIA FOR BOARD OF DIRECTORS

The skills and attributes that NZNO seeks in a Director of the Board are outlined below.

1. Experience and knowledge requirements

The candidate's statement must outline the level of experience and knowledge they have in each of the following areas:

- 1.1 Engagement within NZNO and commitment to NZNO Vision.
- 1.2 Understanding of nursing and the wider health sector.
- 1.3 Business and commercial acumen.
- 1.4 Governance.
- 1.5 Finance and legal compliance.
- 1.6 NZNO's commitment to te Tiriti o Waitangi, Tikanga Māori, Mātauranga Māori and NZNO's commitment to the bi-cultural values and the role of Te Rūnanga o Aotearoa.

2. Desired qualities

- 2.1 Honesty and integrity.
- 2.2 Carefulness and diligence.
- 2.3 Values closely aligned with those of NZNO.
- 2.4 Good communication skills.
- 2.5 Ability to think strategically.
- 2.6 Understanding of and experience in good governance.

3. The nominating member should consider that the nominee

- 3.1 Has the ability to be able to complete all tasks expected of a director.
- 3.2 Has an adequate amount of available time to complete the expected tasks.
- 3.3 Knows and understands the NZNO structures and how the director's role relates to that of the Board.
- 3.4 Is able to identify and manage conflicts of interest.
- 3.5 Demonstrates an understanding that they do not have to be the expert at everything but are required to seek the knowledge and expert advice elsewhere.
- 3.6 Demonstrate that they will act in good faith and display reasonable care, diligence and skill.
- 3.7 Have skill and experience in all of the required areas.

4. A person shall be precluded from holding office as a director if any one of the following situations applies, namely that they are:

- 4.1 Under the age of 18 years old;
- 4.2 An un-discharged bankrupt;
- 4.3 A person who is disqualified from being a director of a company registered under the Companies Act 1955 or the Companies Act 1993;
- 4.4 A person who is mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
- 4.5 A person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988.

SCHEDULE FIVE: ELECTIONS AND OTHER BALLOTS

1. Election Ballots

- 1.1 When an election ballot is required to be held, the Board, AGM, Special General Meeting, National Section, NZNO College, Regional Sections, Regional Council as the case may be, shall:
 - 1.1.1 appoint a returning officer who shall be responsible for the conduct of the ballot provided that the officer shall not be a potential candidate for office; and
 - 1.1.2 in the case of Board elections, shall be an external independent person.
- 1.2 The Board or the group commissioning the ballot as the case may be, and any financial member directly concerned with the result of any ballot, may each appoint a scrutineer to oversee the conduct of the ballot and the counting of votes at their own cost, and the returning officer shall afford each scrutineer all reasonable opportunity to carry out such function.
- 1.3 Every financial member (as at the date when ballots are dispatched to members) shall be entitled to exercise one vote only in each election and shall be given a voting paper by the returning officer with instruction on the voting process.
- 1.4 The Returning Officer shall ensure that the ballot paper clearly shows:
 - 1.4.1 the names of the candidates for election; and
 - 1.4.2 instructions on the manner in which a vote is to be recorded;
 - 1.4.3 the date and manner by which such ballot papers have to be returned to the Returning Officer.
- 1.5 Ballot papers for elections of board members including the President and Vice President must be dispatched or available at least four weeks before the ballot closes. For all other elections ballot papers shall be dispatched or available at least four (4) weeks before the ballot closes.
- 1.6 The Returning Officer shall set aside any invalid votes and count the remaining votes.
- 1.7 The candidate with the highest number of valid votes cast in her/his favour shall be declared elected.
- 1.8 Where any two or more candidates receive the highest number of valid votes the Returning Officer shall determine by lot which of the candidates will be elected.
- 1.9 **Casual Vacancy**
 - 1.9.1 Where a position on the workplace, regional council, membership committee, Te Poari becomes vacant for any reason other than expiry of term, that vacancy shall be filled in the following manner:
 - 1.9.1.1 where a vacancy occurs within the last six months of any elective period the committee may appoint a person to fill that vacancy after consulting with their members for suggestions of suitable person;
 - 1.9.1.2 where the vacancy occurs more than six months from the end of any elective period, an election ballot shall be conducted in accordance with schedule five and schedule seven.

2. Decision by Ballot of All Members

- 2.1 Any ballot required to be held under this Constitution shall be held in accordance with the procedure in this clause, except for an election ballot which shall be held in accordance with the previous clause and except for any vote or ballot provided for under **Schedule 1: Membership and Bargaining, Clause 11 (Negotiation and Ratification)** including **Clause 11.3.5 (Ballots for Strike)** which shall be held in accordance with the relevant sub-clause of **Schedule 1 Clause 11**.
- 2.2 When a body within NZNO decides to put any question to individual members it shall appoint a Returning Officer and a Scrutineer who shall be responsible for the conduct of the ballot.
- 2.3 Each financial member (as at the date when ballots are dispatched to members) shall have one vote.
- 2.4 The Returning Officer shall dispatch a ballot to each financial member at least 30 days prior to the closing date of the ballot.
- 2.5 The ballot shall clearly:
 - 2.5.1 show the matter to be decided;
 - 2.5.2 give instructions on the manner in which the vote is to be recorded;
 - 2.5.3 show the date the ballot closes by which time all ballots must be received by the Returning Officer; and
 - 2.5.4 show the manner by which the ballot is to be returned to the Returning Officer.
- 2.6 As soon as practicable after the ballot closes the Returning Officer and Scrutineer shall count the votes and shall record the total votes cast for and against the proposal together with any abstentions. Any abstentions do not count. Any informal votes shall be set aside. A proposal shall be carried if the number of votes cast for the proposal exceeds the number of votes cast against the resolution. The Returning Officer shall advise the head of the body commissioning the ballot. That person shall declare the outcome of the ballot and advise all members as soon as practicable.
- 2.7 Following the declaration of the outcome of the vote, ballot papers will be kept for three months or longer if required in the event of any challenge to the outcome. Ballot papers will then be destroyed.
- 2.8 Nothing in this clause precludes the conduct of the ballot using electronic or mechanical means so long as the privacy of each vote is assured.

3. Decision by Ballot of AGM Voting Groups

- 3.1 Where AGM, Special General Meeting or the Board decides to ballot members on the basis of the voting groups at AGM, that group shall appoint a Returning Officer and Scrutineer who are responsible for the conduct of the Ballot.
- 3.2 The Returning Officer shall dispatch a ballot paper to each Regional Council, each National Section, NZNO College, National Student Unit and Te Rūnanga. No ballot papers shall be sent to individual members.
- 3.3 Each Region, National Section, NZNO College, National Student Unit and Te Rūnanga will be eligible to cast the number of votes they were eligible to cast at the most recent Conference of NZNO.

- 3.4 To be carried, any such resolution shall require a majority of at least two-thirds of the total possible number of votes eligible to be cast.
- 3.5 Other requirements regarding ballots in the clause above, shall apply with any necessary modifications.

SCHEDULE SIX: REMOVAL OF OFFICERS AND OTHER POSITION HOLDERS

- 1.1 This Schedule applies to all Officers of NZNO, all Directors of the Board, Members of National or Board Committees, Officers and Members of Regional Councils, Officers of Colleges and Sections, Officers of the National Student Unit, and Member of Te Poari, (“position holders”), but not to the Chief Executive Officer.
- 1.2 Position holders may at any time be removed from office or position, in accordance with the procedure below, by reason of:
 - 1.2.1 inability to perform the requirements of the position; or
 - 1.2.2 bankruptcy; or
 - 1.2.3 neglect of duty; or
 - 1.2.4 misconduct; or
 - 1.2.5 misappropriation of NZNO funds or property.
- 1.3 Any financial member may move at any meeting of a Regional Council, National Section or NZNO College, National Student Unit or Te Poari, of which that person is a member that a special meeting of that body be held in order to consider whether a specified Officer(s) of the Region or of NZNO, or Director(s) of the Board should be removed.
- 1.4 If a resolution calling for the removal of the Officer(s) or Director(s) is passed at the special meeting, the Secretary of the Regional Council, National Section or College, National Student Unit or Te Poari shall forward a copy of the resolution to the Chief Executive Officer.
- 1.5 Any member of the Board may move at any Board meeting that a specified officer or officers of NZNO or member or members of the Board or member or members of a Standing or Board Committee shall be removed. If such a resolution is passed by the Board a copy of the resolution shall be forwarded to the Chief Executive Officer.
- 1.6 Upon receipt of the resolution the Chief Executive Officer shall inform the person or persons whose removal is sought of the resolution and of the process outlined in the Constitution to decide the matter.
- 1.7 Upon receipt of the resolution the Chief Executive Officer shall inform all parts of the organisation entitled to vote at an AGM, and shall initiate either a Special General Meeting or a ballot. Each Region, National Section, NZNO College, Student Unit and Te Rūnanga shall be eligible to cast the number of votes they were eligible to cast at the most recent AGM.
- 1.8 The Chief Executive Officer shall inform the person or persons whose removal is sought, of the vote and the time of any Special General Meeting that is called to consider the matter, and the person or persons shall be entitled to speak at any such meeting.
- 1.9 Should NZNO resolve at the Special General Meeting or through the ballot that the person(s) should be removed, the position(s) held by that person(s) shall be deemed to be vacant.

SCHEDULE SEVEN: NZNO STRUCTURES

1. REGIONAL COUNCILS

1.1 Establishment of Regional Councils

- 1.1.1 A Region consists of the members working or living within a geographical area as defined below or amended from time to time by the AGM or Special General Meeting.
- 1.1.2 The current Regions of NZNO and a map of each Region's boundaries are attached as Appendix 1 and Appendix 2 to this Constitution.
- 1.1.3 The Board shall have the power to establish new Regions and Regional Councils in any place where in the opinion of Board sufficient members reside.
- 1.1.4 Any Region of NZNO may be disestablished or boundaries of a Region changed and its members transferred to membership of another Region, in accordance with a resolution of the Board. The Board shall take into account the wish of the majority of members in the Region concerned in deciding to whether to disestablish any Region and Regional Council.

1.2 Function and Powers

- 1.2.1 Regional Councils are established to:
 - 1.2.1.1 ensure that members are informed about and consulted on, matters of common interest and importance;
 - 1.2.1.2 provide input to the Board, the Membership Committee, and the NZNO national office;
 - 1.2.1.3 provide opportunities for members to meet for the purpose of learning about and/or considering matters of common interest and importance;
 - 1.2.1.4 assist with implementation of NZNO policies and strategies within the Region;
 - 1.2.1.5 represent NZNO as appropriate including by membership of outside bodies and committees;
 - 1.2.1.6 assist the planning of membership activities including the successful operation of Regional Conventions;
 - 1.2.1.7 exercise such other powers and responsibilities as Regional Councils may be given by the Board; and
 - 1.2.1.8 elect a management committee.
- 1.2.2 No Regional Council established under this Constitution shall be empowered to negotiate any kind of agreement concerning the terms and conditions of employment of any member.
- 1.2.3 No Regional Council established under this Constitution shall be empowered to refer a dispute, grievance, or other matter to the Mediation Service, the Employment Relations Authority or Employment Court unless authorised to refer that particular dispute by the Board, and no Regional Council shall be authorised to appeal against any such decision unless authorised to appeal against that particular decision by the Board.

1.3 Representation

- 1.3.1 Regional Councils shall consist of an elected Chairperson and elected representatives from Workplace Groups, Sections, Colleges and Student Units.
- 1.3.2 Each workplace shall be entitled to send to the Regional Council one representative for every 50 members or part thereof in the workplace.
- 1.3.3 Each regional Section and College shall be entitled to send to the Regional Council one representative for every 50 members or part thereof.
- 1.3.4 Each local Student Unit within each NZNO Region shall be entitled to send two representatives which shall include one Māori representative, to Regional Council. Such representative shall be nominated and elected by local Student

Unit members in accordance with the Constitution of the Student Unit as approved by the Board.

- 1.3.5 Te Rūnanga within each NZNO Region shall be entitled to be represented at Regional Council. Such representation to be decided by Te Rūnanga.
- 1.3.6 Regional Council members shall be elected every three years.

1.4 Meetings

- 1.4.1 The Regional Council shall meet as often as is necessary to conduct the affairs of the Region.
- 1.4.2 At all meetings of the Regional Council a quorum shall be greater than ten per cent (10%) of the Council members.
- 1.4.3 Any member of the Region shall have the right to attend meetings of the Council and the right to speak at the discretion of the Chair but Council members only may exercise a vote.

1.5 Election of Regional Chairperson, Vice Chairpersons and the Membership Committee Representative

- 1.5.1 Nominations for Chairperson shall be called for by the Regional Secretary and Te Rūnanga triennially, from within the membership of the Regional Council, in sufficient time to allow the process to be completed by 1 May in the year of election.
- 1.5.2 Each nomination shall be entered on the appropriate form and signed by the nominator and nominee, and forwarded to the Regional Secretary by the date specified in the notice calling for nomination
- 1.5.3 Voting shall be by ballot of regional council members if there is more than one candidate. In the event of only one eligible nominee being received, that person will be declared elected unopposed.
- 1.5.4 The voting papers shall be returned to the Regional Secretary at the address on or before the date specified on the ballot.
- 1.5.5 The Chairperson may hold the office for a period of three consecutive years with a right to stand for re-election for a further three consecutive years and may stand again after a break of three years.
- 1.5.6 The Chairperson as a facilitator and co-ordinator of regional affairs is responsible to Regional Council in the pursuit of the functions as detailed in this Constitution.
- 1.5.7 There shall be one or two Vice-Chairpersons elected from amongst the members of the Regional Council at its first meeting after the triennial elections. The term of office shall be three consecutive years with right to stand for re-election for a further three consecutive years, and may stand again after a break of two years.
- 1.5.8 Nominations for the Membership Committee Representative shall be called for by the Regional Secretary when the current term is going to end, or if the position becomes vacant, from within the membership of the Regional Council, in sufficient time to allow the process to be completed by 1 August for handover of role at AGM or at the earliest possible moment the position becomes vacant through resignation.
- 1.5.9 The voting of the Vice Chairperson(s) and Membership Committee Representative will occur as outlined above from clause 1.5.2 to 1.5.4.

1.6 Officials of the Region

- 1.6.1 Regional Secretary: A Regional Secretary shall be responsible for ensuring the efficient administration of the affairs of the Region, and shall ensure the recording of the minutes of all regional meetings, the conduct of correspondence, and the preparation and dispatch of all ballot papers and notices and the efficient administration of the finances of the Region.

- 1.6.2 Management Committee:
- 1.6.2.1 The Management Committee will be nominated and elected by the Regional Council from within its own members, and will include the Chairperson, Vice-Chairperson, and other such members as deemed necessary.
 - 1.6.2.2 The Management Committee shall implement decisions of the Regional Council and make management decisions in terms of Council policy.
 - 1.6.2.3 A quorum at meetings of the Management Committee shall be fifty per cent (50%) plus one person.
 - 1.6.2.4 The term of office for management committee positions shall be two consecutive years with right to stand for re-election for a further two consecutive years. Office holders may stand again after a break of two years.

Representatives to AGM

- 1.6.3 Each Region may send delegates to the AGM and Special General Meetings in accordance with clause 27 of this constitution.

1.7 Regional Meetings

- 1.7.1 All meetings of the Region, the Regional Council and the Management Committee shall be chaired by the Chairperson, or, in absence of that person, a Vice-Chairperson. If neither the Chairperson nor a Vice-Chairperson is present, the meeting shall choose a Chairperson. The Chairperson shall have a deliberative as well as a casting vote. Any member who is unable to be present may appoint a proxy to cast any vote(s) to which they are entitled providing that written notice is given to the Regional Secretary by the absentee. No one person may be proxy for more than one other.
- 1.7.2 A Special Meeting of members of a Region may be called at any time by written notice from the Regional Secretary to every member despatched at least 14 days before such meeting is to be held, pursuant to a resolution of the Council, or within 14 days after the receipt by the Regional Secretary of a requisition to that effect signed by at least ten percent (10%) of the members of the Region. Any members of the Region, numbering not less than 10 may call a Special Meeting at their own expense. The notice to members calling a Special Meeting shall state the business to be transacted there.

1.8 Voting at Regional Council Meetings

- 1.8.1 Voting at all meetings of the Council shall be by a voice vote or a show of hands, unless any person present shall demand a ballot which shall be carried out.
- 1.8.2 Resolutions at Regional Councils shall be carried if the number of votes cast for a resolution exceeds the number of votes cast against the resolution. Any abstentions do not count.
- 1.8.3 Balloting procedure:
- 1.8.3.1 A returning officer and a scrutineer shall be appointed by the Regional Council.
 - 1.8.3.2 Members shall cast their vote on the resolution in such a manner as to ensure the secrecy of each member's vote.
 - 1.8.3.3 The returning officer and scrutineer shall count the votes for and against the resolution to be decided, together with any abstentions. Any abstentions do not count. The returning officer shall then advise the Chairperson of the outcome of the voting. The Chairperson shall then declare the outcome of the voting on the motion before the Regional Council.

1.9 Regional Conventions

- 1.9.1 In respect of each Region a Regional Convention shall be held annually which all members of the Region shall be entitled to attend. The Chief Executive Officer may require the Conventions for two or more Regions to be held on a joint basis. All voting at Regional Conventions shall occur in accordance with the process for voting at Regional Council meetings.
- 1.9.2 Regional Conventions shall be planned in consultation with the Regional Council and may be held in conjunction with a meeting of the Regional Council, for the purpose of:
 - 1.9.2.1 considering, and planning activity around, identified priority issues at national or regional levels; and
 - 1.9.2.2 discussion, education and/or deliberation on priority issues requiring national or regional engagement of members; and
 - 1.9.2.3 where the Regional Council has gone into recess, electing a management committee of regional members to run the affairs of the Region for the period until the next Regional Convention.

2. WORKPLACES AND DELEGATES

2.1 Workplaces

- 2.1.1 Any group of members may, subject to the approval of the Regional Council, define themselves as a Workplace.
- 2.1.2 Any funding to Workplaces shall be the responsibility of the Regional Council.
- 2.1.3 Workplaces shall elect a delegate(s) and/or delegate committees by vote of individual members at the Workplace.
- 2.1.4 Elected Workplace delegates can represent members to their employer or employer's representative.
- 2.1.5 Elected Workplace delegates shall be entitled to send to the Regional Council one representative for every 50 members or part thereof in the Workplace.
- 2.1.6 In larger Workplaces (over 50 members), nominations for Regional Council representatives shall be sought from Workplace Committees.

2.2 Delegates

- 2.2.1 In order to maximise the effectiveness of NZNO in pursuing its professional, industrial, cultural, social and health and safety, economic and political interests as outlined in clause 6 (objects) of this constitution, and in order to strengthen participation by members in their organisation, NZNO commits to giving priority to:
 - 2.2.1.1 the election and support of workplace convenors where applicable for all workplaces and;
 - 2.2.1.2 the election and support of workplace delegates within workplaces to assist and support the workplace convenor in the representation of members
 - 2.2.1.3 the establishment of a workplace committee in each workplace where applicable which will meet monthly to give effect to the policies of NZNO and the duties of delegates as per section 2.2.8 below.
- 2.2.2 The workplace committee shall consist of the workplace convenor and as many workplace delegates as the workplace committee decides.
- 2.2.3 All election voting at workplaces shall be as described in Clause 15 for the Board of Directors
- 2.2.4 The workplace convenor shall be nominated from and elected by the workplace delegates of the workplace every three years.
- 2.2.5 Workplace delegates shall also be elected every three years by the members in that workplace or group of workplaces at meetings of members from the workplace(s). A delegate must be a financial member of NZNO.

- 2.2.6 Any workplace delegate may be suspended or removed from their position on the motion of the members in the workplace concerned; or the Regional Council Committee or the Board of Directors (where a workplace delegate actively works against the objects of NZNO or this Constitution, after consultation with the workplace members).
- 2.2.7 In no case shall any workplace delegate commit NZNO on any matter.
- 2.2.8 The duties of workplace delegates shall be as follows (unless decided otherwise by the Board of Directors):
 - 2.2.8.1 to take up on behalf of members represented any workplace matters with the employer;
 - 2.2.8.2 to enrol new members and maintain NZNO membership in the workplace of those employed who are entitled to be members;
 - 2.2.8.3 to carry out instructions from Regional Council meetings and act as a means of communication between the Regional Council and the Board of Directors of NZNO and the members in the workplace;
 - 2.2.8.4 to gather any information required by the Board of Directors or Regional Council for research purposes;
 - 2.2.8.5 to report to Regional Council or an Organiser immediately any suspected breach of the employment agreement currently in force in her/his workplace, impending redundancy, or other concern in the workplace;
 - 2.2.8.6 to support member rights' education, and encourage member participation in NZNO's activities, projects and campaigns;
 - 2.2.8.7 to develop and maintain workplace committees and representative delegate structures;
 - 2.2.8.8 to attend delegate education to gain skills and knowledge to carry out their role as delegate.
 - 2.2.8.9 to conduct or facilitate any meetings as delegated or required by the Board or Regional Council either independently or on behalf of an Organiser after appropriate training or the receipt of the required information.
- 2.2.9 NZNO workplace delegates are eligible to stand for election to the relevant national delegates committee in their sector. The sectors are aged care, district health board, private hospitals and primary healthcare.

3. NZNO SECTIONS AND NZNO COLLEGES

3.1 NZNO Colleges

- 3.1.1 Members of a National Section with a defined area of professional clinical practice shall, subject to the approval of the Board of Directors, constitute a New Zealand Nurses Organisation college ("NZNO College"), provided that only one NZNO college shall be approved for each area of practice.
- 3.1.2 The Board of Directors, in considering whether to confer NZNO college status, shall have due regard for the policy, guidelines and criteria for the establishment of NZNO Colleges.
- 3.1.3 All NZNO Colleges shall use the words "New Zealand Nurses Organisation" in the title of the College. The words may be abbreviated to "NZNO".
- 3.1.4 Any funding to NZNO Colleges shall be the responsibility of the Board of Directors.
- 3.1.5 NZNO Colleges, along with National Sections, shall be represented on the Membership Committee in terms of the Constitution clause 23 and 3.2.3 of this Schedule.
- 3.1.6 NZNO Colleges shall be entitled to representation at the NZNO AGM and Special General Meetings in terms of Clause 27.2.
- 3.1.7 Clause 3.1.1 above notwithstanding, the Board of Directors may approve the formation of a NZNO College by more than one existing national section, where that NZNO College best represents that area of practice.

- 3.1.8 Clause 3.1.1 above notwithstanding, the Board of Directors may approve the formation of a NZNO College where a group of members meet the policy, guidelines and criteria for establishment of a new NZNO College.
- 3.1.9 Clause 3.1.1 above notwithstanding, the Board of Directors may approve the formation of an NZNO College where a body, already existing outside NZNO, applies to join NZNO and meets all other criteria.
- 3.1.10 NZNO Colleges will support the Board by working in partnership to achieve NZNO strategic aims in giving effect to te Tiriti o Waitangi.

3.2 National Sections

- 3.2.1 The Nursing Research, NZNO Nurse Managers NZ, Enrolled Nurses and Pacific Nurses constitute National Sections of NZNO. Other existing National Sections as at 25 August 2011 shall remain Sections unless they transition to become NZNO Colleges.
- 3.2.2 Any funding to National Sections shall be the responsibility of the Board of Directors.
- 3.2.3 NZNO National Sections, along with NZNO Colleges, shall be entitled to representation by a total of two positions on the Membership Committee.
 - 3.2.3.1 Candidates shall be nominated by their NZNO National Sections and Colleges National Committees where nominations are sought through their membership and no National Section or College will have more than one candidate.
 - 3.2.3.2 The election of the two National Section and College Membership Representatives will occur by each National Section and College National Committee through their membership.
 - 3.2.3.3 There is just one vote per each National Section or College and the outcome of this vote will be communicated electronically via each National Section and College Secretary email to the NZNO Membership Committee Administrator.
 - 3.2.3.4 The Membership Committee will appoint a returning officer to collate all results and announce the results accordingly to the National Sections and Colleges.
 - 3.2.3.5 The candidate with the highest number of valid votes cast in her/his favour shall be declared elected.
 - 3.2.3.6 Where any two or more candidates receive the highest number of votes the Membership Committee Chairperson and NZNO Membership Committee Administrator shall determine by lot which of the candidates will be elected.
- 3.2.4 National Sections shall be entitled to representation at AGM and Special General Meetings in terms of clause 27.2.
- 3.2.5 National Sections will support the Board by working in partnership to achieve NZNO strategic aims in giving effect to te Tiriti o Waitangi.

3.3 Regional Sections

- 3.3.1 (a) Any group of members within an NZNO Region with a professional; or other common interest, and not of the same specialty as a NZNO National Section or College, may, subject to the approval of their Regional Council, constitute a Regional Section.
- (b) Any group of members within an NZNO Region with a professional interest aligned to a NZNO National Section or College may, subject to the approval of the NZNO National Section or College constitute a Regional Section of the NZNO National Section or College in terms of clause 3.2 above.
- 3.3.2 Any funding of Regional Sections, not affiliated to a NZNO National Section or College shall be the responsibility of the Regional Council.

- 3.3.3 Each Regional Section of a NZNO National Section or College, shall be entitled to send up to three representatives for each 50 members or part thereof to the Regional Council.
- 3.3.4 Nominations for Regional Council representatives shall be sought from members of the Regional Sections of NZNO National Sections and Colleges. The election may take place at a Regional Section/Division meeting which shall be called no sooner than two weeks later, or by ballot in accordance with schedule five.

3.5 Administration

- 3.5.1 Policy guidelines and criteria for the formation of Colleges and Sections will be set by the Board of Directors and amended as required from time to time. Such criteria will be formally recorded as NZNO policy and promulgated accordingly.
- 3.5.2 Each NZNO National Section and College will operate in accordance with its Rules and within the criteria and principles established by the Board of Directors, including requirements to report to the Board of Directors or Regional Council as the case may be.
- 3.5.3 Finances of Colleges and Sections are deemed part of the finances of NZNO.
- 3.5.4 Neither NZNO National Sections nor Colleges shall have the powers to borrow or contract unless specifically approved by the Chief Executive Officer and in accordance with the guidelines for approval and delegation for NZNO Sections and Colleges approved by the Board of Directors.

NB: See NZNO College & Section Handbook for the review process regarding decisions made by the CEO.

4. NATIONAL STUDENT UNIT

- 4.1 A Student Unit shall be established nationally to promote the interests and participation of nursing students. National Student Unit shall be elected biennially in accordance with the Rules of the Student Unit as approved by the Board.
- 4.2 Student members within each School of Nursing may form a local Student Unit with the approval of the National Student Unit.
- 4.3 The Board shall be responsible for funding the National Student Unit.
- 4.4 Each local Student Unit within each Region shall be entitled to send two representatives to Regional Council, which shall include one Te Rūnanga Tauria representative. Such representatives shall be nominated and elected by local Student Unit members in accordance with the rules of the National Student Unit.
- 4.5 The National Student Unit shall be entitled to representation by a total of two positions on the Membership Committee in terms of Constitution clause 23.
 - 4.5.1 Such representatives shall be nominated and elected by the National Student Unit in accordance with the rules of the National Student Unit.
 - 4.5.2 The term of the National Student Unit representative on the Membership Committee shall be determined by the National Student Unit and shall not exceed three years as in clause 23.5.

5. HEALTH PROFESSIONALS NEW ZEALAND

- 5.1 Members who join under clause 1.1.9 of Schedule One shall be deemed to be members of Health Professionals New Zealand.
- 5.2 The Constitution of Health Professionals New Zealand shall be determined by the Board from time to time.
- 5.3 Funding for Health Professionals New Zealand shall be the responsibility of the Board.

- 5.4 Members of Health Professionals New Zealand shall not be entitled to general and professional services as defined by the Board from time to time; and shall not be eligible to accept office or position at National, Regional, Workplace, Te Rūnanga, Student Unit, College and Section level.

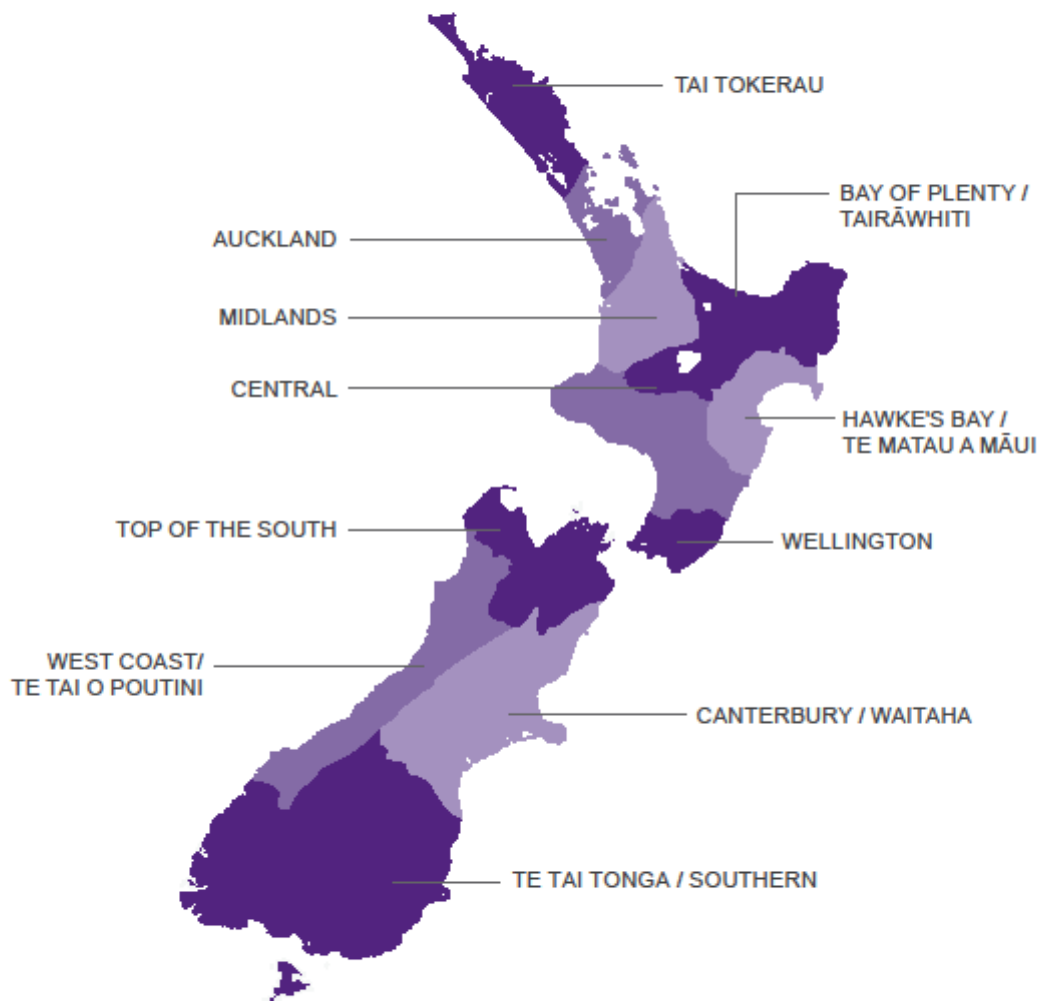
SCHEDULE EIGHT: AMALGAMATION

- 1.1 NZNO may consider amalgamation with another organisation. Any amalgamation proposal shall be put to members by way of ballot.
- 1.2 In the event of amalgamation or NZNO restructuring with other people, groups or organisation NZNO may resolve to:
 - 1.2.1 transfer such property, funds, assets, liabilities, mortgages, leases and other legal obligation to such organisations it sees fit; and/or
 - 1.2.2 transfer its members and obligations to its members to such organisations as it sees fit.

APPENDIX ONE: REGIONS OF NZNO

Tai Tokerau
Greater Auckland
Midlands
Bay of Plenty/Tairāwhiti
Hawkes Bay/Te Matau a Māui
Central
Greater Wellington
Top of the South
West Coast/Te Tai o Poutini
Canterbury/Waitaha
Te Tai Tonga/Southern

APPENDIX TWO: MAP OF NZNO REGIONS
New Zealand Nurses Organisation Regional Boundaries



NZNO Constitution Proposal 2011 – Transition Plan

The following documents will be finalised by the Board by 1 April 2012:

- (a) Charter for the Membership Committee;
- (b) Charter for Te Poari; and
- (c) Position descriptions and any associated documentation for the paid President and Kaiwhakahaere positions.

The New Constitution would come into force from when it is registered by the Registrar of Incorporated Societies, except for the following provisions.

Incumbent Board members as at the end of Conference 2011 (including the President and Kaiwhakahaere) would continue in their roles until elections to be held as set out below. The current Rules continue to apply to Board processes until the 2013 board elections referred to below have been completed.

The new paid President and Kaiwhakahaere positions will be elected in 2012 and start a three year term from 1 October 2012.

The new Vice President and Tumu whakarae would be elected in 2013 for a two year term from 2013 to 2015.

From 2015 the President, Kaiwhakahaere, Vice President and Tumu whakarae, will be elected for three year terms.

The remainder of the Board will be elected for the first three year term from 2013. This ensures that the four officer positions are elected in a different cycle to the remainder of the Board, to ensure some continuity.

Other office holders in the Regions, Colleges and Sections, Te Poari and the Student Unit, will continue on their current terms and be up for election at the same times as they would have under the current Rules.

The Membership Committee shall be elected and commence in 2012.



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