



Constitution of “Tōpūtanga Tapuhi Kaitiaki o Aotearoa: The New Zealand Nurses Organisation Incorporated”

2025

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Chapter 1: General

Chapter 1 sets out the Objectives, Powers and Values of the NZNO and the definition of the terms used in these Rules.

1 Name and Members

- 1.1 The name of the Society shall be “Tōpūtanga Tapuhi Kaitiaki o Aotearoa: The New Zealand Nurses Organisation Incorporated”. The abbreviation shall be “NZNO”.
- 1.2 The NZNO shall be registered and maintain registration as a union under Part 4 of the Employment Relations Act 2000.
- 1.3 The members of the organisation shall be those persons specified in clause 63 who consent to membership by their application, and who are admitted to membership and whose membership has not terminated in accordance with clause 71.
- 1.4 Membership of the NZNO does not confer on any member any right, title or interest, legal or equitable, in the property of the NZNO.

2 Registered Office and Contact Person

- 2.1 The registered office of NZNO shall be at a place in Aotearoa New Zealand as the **National Executive** of NZNO may from time to time determine.
- 2.2 Any change to the registered office will be notified to members and the Registrar of Incorporated Societies promptly.
- 2.3 The contact person for the purposes of the Incorporated Societies Act 2022 shall be the **National Secretary** appointed under clause 40.

3 Whakataukī

“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).

“Kaua e takahia te Mana o te Tangata.” “Do not trample over the mana of the people.” (Hone Te Ahu).

4 Vision

NZNO’s vision is:

Learning from the past, to challenge our present, to reimagine a future.

5 Mission

Tōpūtanga Tapuhi Kaitiaki o Aotearoa will advance the freedom of its members and equitable health outcomes in Aotearoa, through industrial, professional and political activism and mana-enhancing advocacy. In pursuing this mission, NZNO will ensure a co-governance relationship with **Te Rūnanga**.

6 Values

NZNO upholds values in its operations and affairs. Members act in accordance with NZNO values when their conduct towards each other, people in their care, wider society and the environment is guided by:

6.1 Wairuatanga

Recognises the interconnectedness of all living things and the spiritual dimension that permeates life. It acknowledges the presence of ancestors, the influence of past actions on the present and the responsibility to future generations. It emphasises respect, reciprocity and harmony.

6.2 Whanaungatanga

Emphasises the importance of relationships and collective effort in achieving goals. It highlights how our connections with others enable us to contribute uniquely to the greater community, strengthening our bonds and advancing shared objectives.

6.3 Manaakitanga

Reflects a deep respect and care for others, guiding us to act with kindness, fairness, and empathy in all our interactions. It is about uplifting and supporting those around us, enhancing their dignity and well-being.

6.4 Ōritetanga

Acknowledges that different people with different levels of advantage require different approaches and resources. It represents a commitment to equity.

6.5 Kotahitanga

Emphasises unity and cooperation, acknowledging the strength of working together towards common goals. In conjunction with other NZNO Values, it represents a conciliatory and consensual democracy rather than an adversarial and majoritarian one.

6.6 Ukaipōtanga

Is a sense of belonging and importance. It is crucial for well-being, highlighting the significance of community and support networks.

6.7 Pūkengatanga

Encourages the continuous pursuit of knowledge and excellence, urging individuals to be innovative and rigorous in their endeavours.

7 Objectives

The Objects of NZNO are to:

- 7.1 promote its members' collective employment interests;
- 7.2 represent the interests of any member;
- 7.3 provide a forum for members to identify, examine and take action on issues of significance to the nursing profession including members' working conditions;
- 7.4 give effect to te Tiriti o Waitangi Partnership through all structures, represent the

concerns and interests of Māori members, and seek continued improvements in Māori health;

- 7.5 lead the nursing profession in advocacy for clinical and cultural professional excellence and implementation of policy;
- 7.6 advocate on behalf of nurses and all members in the formulation of health and social policy for Aotearoa New Zealand;
- 7.7 promote the interests of nursing, unionism and the rights of indigenous peoples nationally and internationally;
- 7.8 promote Kawa Whakaruruhau to ensure a **Kaupapa**-informed approach to healthcare in Aotearoa New Zealand;
- 7.9 promote the highest and most equitable standards of health and social services for Aotearoa New Zealand.

8 Powers

- 8.1 Subject to any Act or the general law the NZNO has full capacity to carry on or undertake any activity, do any act or enter into any transaction; and for the purposes of exercising that capacity full rights, powers and privileges except in so far as they are restricted by this Constitution.
- 8.2 The NZNO may only affiliate with other organisations in order to attain the objectives of the NZNO and the NZNO shall not affiliate to any political party.

9 Definitions

In this Constitution, except where the context otherwise requires:

- 9.1 “**Ballot**” means a ballot held under this Constitution and includes an election.
- 9.2 “**By-law**” means a rule approved by the **Joint Hui** which binds members of a specified **Governance Structure** or **Membership Structure**.
- 9.3 “**College**” means an NZNO **College** as described in clause 59.
- 9.4 “**Conflict of interest**” includes, but is not limited to:
 - 9.4.1 any interest as defined in s 62 of the Incorporated Societies Act 2022;
 - 9.4.2 any close employment or personal relationship with any affected person, except that whanaungatanga relationships under **Tikanga** Māori do not necessarily create a conflict of interest;
 - 9.4.3 any other interest which a reasonable person would consider sufficient for any member of the committee of a **Governance Structure** or a **Membership Structure** to disclose to that committee.
 - 9.4.4 No conflict arises because a member has expressed or holds a view on matters under consideration.
- 9.5 “**Financial member**” means any member who is not in arrears with the payment of any fee, subscription, or levy beyond ninety days of that subscription or levy falling due.
- 9.6 “**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.

- 9.7 **“Governance Structures”** refers to the structures listed in clause 10.
- 9.8 **“Hui ā-Tau”** means the AGM of **Te Rūnanga** o Aotearoa.
- 9.9 **“Joint Hui”** means the **Governance Structure** established under clause 42
- 9.10 **“Kaupapa”** means principles and ideas which act as a base or foundation for action. A **kaupapa** is a set of values, principles and plans that people have agreed upon as the basis for action.
- 9.11 **“Kawa”** means protocols and customs based on **Tikanga** Māori determined by **Te Poari**.
- 9.12 **“Kawa Whakaruruhau”** means the shelter or protection afforded by customary protocols, which are specific to each whānau, hapū and iwi.
- 9.13 **“Kaiwhakahaere”** means leader and spokesperson for Māori and is the **Officer** responsible for the work of **Te Poari** and upholding **Tikanga** within NZNO
- 9.14 **“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.
- 9.15 **“Membership Structures”** means the structures listed in clause 10.
- 9.16 **“Month”** means a calendar month.
- 9.17 **“National Executive”** means the **Governance Structure** created in clause 30 and **“National Executive Member”** means an individual member of that body.
- 9.18 **“National Secretary”** means the **National Secretary** of NZNO appointed under clause 40.
- 9.19 **“National Student Unit”** and **“Local Student Unit”** mean the Membership Structures as described in clause 62.
- 9.20 **“Ngā Hapū”** or **“hapū”** are Māori **Membership Structures** based on regional political structures.
- 9.21 **“Ngā Ture”** are **Te Rūnanga** rules and an NZNO **by-law** which shall not be inconsistent with this Constitution.
- 9.22 **“NZNO”** means Tōpūtanga Tapuhi Kaitiaki o Aotearoa The New Zealand Nurses Organisation Incorporated. Tōpūtanga Tapuhi Kaitiaki o Aotearoa is the shelter and protection of all who care.
- 9.23 **“Officer of NZNO”** means the **National Secretary** and the members of the **Te Poari** and the **National Executive**.
- 9.24 **“Partnership”** is based on te Tiriti o Waitangi relationship that is “akin to a partnership”. Therefore, emphasising a duty of fiduciary nature akin to a partnership, Tōpūtanga Tapuhi Kaitiaki o Aotearoa NZNO and Te Rūnanga o Aotearoa accepts a positive duty to act in good faith, fairly, reasonably, and honourably towards the other.

- 9.25 “**Position Holder**” means any member who is a committee member of any **Membership Structure**, a **workplace** delegate or a member who exercises any other power or delegated authority under this Constitution or of a **by-law** of the NZNO.
- 9.26 “**Section**” means a **Section** as described in clause 60.
- 9.27 “**Te Poari**” means **Te Poari o Te Rūnanga** o Aotearoa NZNO.
- 9.28 “**Te Rūnanga**” means **Te Rūnanga** o Aotearoa NZNO.
- 9.29 “**Te Rūnanga Tauira**” means a student member of **Te Rūnanga** o Aotearoa NZNO which will address the needs and concerns of Māori student membership.
- 9.30 “**Tumu Whakarae**” means assistant to the **Kaiwhakahaere**.
- 9.31 “**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.
- 9.32 “**Workplace**” means any place where any member performs their work.

10 Structures of NZNO

The Governance Structures of NZNO shall be:

- 10.1 the AGM and **Hui ā-Tau**, which shall be the highest decision-making authorities of NZNO, subject only to the outcome of a **ballot** of the **financial members** of NZNO;
- 10.2 **Te Poari** and the **National Executive**, which shall be accountable to the AGM and **Hui ā-Tau**;
- 10.3 the **Joint Hui** of **Te Poari** and the **National Executive**.

The **Membership Structures** of NZNO shall be:

- 10.4 **Te Rūnanga Ngā Hapū**, as set out in **Ngā Ture**.
- 10.5 Local Organising Groups, as set out in clause 46.
- 10.6 NZNO **Sections**, as set out in clause 60.
- 10.7 NZNO **Colleges**, as set out in clause 59.
- 10.8 **National Student Unit**, as set out in clause 62.
- 10.9 National Delegates Committees as set out in clause 55.

11 Te Rūnanga o Aotearoa NZNO (Te Rūnanga)

- 11.1 **Te Rūnanga** is created to address the needs and concerns of Māori membership to reflect the bicultural perspective of NZNO within the **Partnership** under te Tiriti o Waitangi.
- 11.2 **Te Rūnanga** is constituted by and governed in accordance with **Ngā Ture** and that document constitutes a **by-law** of the NZNO.
- 11.3 **Ngā Ture** may only be amended by **Te Rūnanga** at **Hui ā-Tau**. All amendments shall be notified to the **National Secretary**.

11.4 **Te Poari** is the **Governance Structure** of **Te Rūnanga**.

11.5 **Te Poari** and the **National Executive** have equal status and act independently within their own spheres as defined by this Constitution.

12 Amalgamation

12.1 NZNO may consider amalgamation with another organisation with similar Objects to form a new union. Any amalgamation proposal shall be put to members to be approved by way of **ballot**.

12.2 In the event of amalgamation or NZNO restructuring with other people, groups or organisations NZNO may resolve to:

12.2.1 transfer such property, funds, assets, liabilities, mortgages, leases and other legal obligation to such organisations it sees fit; and/or

12.2.2 transfer its members and obligations to such organisations as it sees fit.

13 Winding up and disposal of assets

13.1 NZNO may be wound up in accordance with the provisions of the Incorporated Societies Act 2022 or subsequent legislation.

13.2 Where NZNO is wound up in order to amalgamate with another union(s) or organisation(s), the **Joint Hui** shall ensure that a final audit of NZNO and all **Membership Structures** 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.

13.3 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 **Joint Hui** in such manner as the **Joint Hui** shall decide consistent with the Objects of NZNO provided that no portion of such assets and funds shall under any circumstances be distributed to any member.

13.4 The nominated not-for-profit entity (Incorporated Societies Act 2022 s 26 (1)(l)) into which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register shall be The New Zealand Council of Trade Unions Te Kauae Kaimahi Inc.

Chapter 2: Governance

Chapter 2 sets out the membership and powers of the **Governance Structures** of the NZNO.

AMENDMENTS TO THE CONSTITUTION AND POLICY REMITS

14 General

Amendments to the Constitution and policy remits are determined by the process set out in this Part of the Constitution.

- 14.1 An amendment to the Constitution means an amendment to the Constitution of Tōpūtanga Tapuhi Kaitiaki o Aotearoa, The New Zealand Nurses Organisation Inc registered with the Registrar of Incorporated Societies.
- 14.2 An amendment to the Constitution shall only be made in accordance with the process set in clause 15.
- 14.3 A policy remit means any remit concerning the promotion of the Objects of the NZNO but does not include any matter relating to the operations of the NZNO under the management of the **National Secretary**.

15 Constitutional amendments

- 15.1 The Constitution may be amended by a resolution passed by a majority vote at an AGM in accordance with the following procedure.
- 15.2 If the amendment is of a minor or technical character the procedure set out in s 31 of the Incorporated Societies Act 2022 may be used.
- 15.3 Once every five years and at least six **months** before the AGM date the **National Secretary** shall commission a review of the Constitution by the creation of a Panel, comprising equal representation nominated by **Te Poari** and the **National Executive**, which shall call for submissions from all members.
- 15.4 Following the receipt and consideration of submissions the Panel may recommend amendments.
- 15.5 Any proposed amendment to the Constitution must first be approved by **Hui ā-Tau** before being approved by an AGM. A proposed amendment not approved by **Hui ā-Tau** shall not proceed.
- 15.6 Amendments adopted by NZNO take effect as from the date of registration of such amendment by the Registrar of Incorporated Societies.

16 By-Laws

- 16.1 The **Joint Hui** may make such **by-laws** as it considers necessary to promote the Objects of the NZNO or to ensure the effective operation and functioning of the NZNO. Such **by-laws** may not be inconsistent with this Constitution.
 - 16.1.1 The **National Executive** or **Te Poari** may recommend the adoption or amendment of any **by-law**, except **Ngā Ture**, to be approved by a **Joint Hui**;
 - 16.1.2 Any **Membership Structure** may recommend a by-law applicable to that **Membership Structure** to the **Joint Hui**.

17 Policy Remits

- 17.1 Policy remits for the consideration of **financial members** may be proposed by any **Membership Structure** of the NZNO. Proposals or remits will be submitted in the first instance to the **National Secretary** for discussion by the Remit Committee.
- 17.2 The Remit Committee will consist of:
 - 17.2.1 The **National Secretary**;
 - 17.2.2 The **Kaiwhakahaere** and President;
 - 17.2.3 A member of **Te Poari**; and
 - 17.2.4 A member of the **National Executive**.
- 17.3 The Committee may seek legal advice as required.
- 17.4 The Remit Committee will consider the following:
 - 17.4.1 If the matter is already in an existing policy or requires more research the submitter of the remit will be notified of this and may alter or clarify the remit.
 - 17.4.2 That the remit aligns with NZNO Vision, Mission, Values and Objects statements.
 - 17.4.3 That possible risks associated with the remit, and consequences of the remit both intended and unintended are identified.
 - 17.4.4 That the impact of the proposed remit including financial impact is identified.
- 17.5 Remits may be returned to the submitting group for further clarification or additional information prior to being sent by the Remit Committee for consideration by the **Hui ā-Tau** and AGM.
- 17.6 All reasonable efforts will be made to allow submitting groups to achieve deadlines if clarification or additional information is requested by the Remit Committee.
- 17.7 The Remit Committee must submit a report to **Hui ā-Tau** and the AGM which addresses any or all of the above considerations in respect of any policy remit. The report shall include the matters specified in clause 17.4.

18 Membership Voting for Policy Remits

- 18.1 Each **financial member** will be entitled to one vote.
- 18.2 Proposed policy remits along with voting papers will be sent by the **National Secretary** to all members, along with the Remit Committee Report and any recommendations from **Hui ā-Tau** and AGM, within three weeks after the AGM.
- 18.3 Voting will be conducted in accordance with clause 82. Results of the votes will be announced within one week of the **ballot** closing.

THE ANNUAL GENERAL MEETING (AGM), HUI Ā-TAU AND SPECIAL GENERAL MEETINGS (SGM)

19 AGM and Hui ā-Tau

- 19.1 The AGM and **Hui ā-Tau** shall be the highest decision-making authorities of NZNO, subject only to the outcome of a **ballot** of the **financial members** of NZNO.
- 19.2 Both of these **Governance Structures** may review the strategic direction decisions agreed by the **Joint Hui** since the previous **Hui ā-Tau** or AGM respectively.
- 19.3 The AGM shall be held either in person or online no later than six **months** after the balance date (30 September) and not later than 15 **months** after the previous AGM.
- 19.4 S 89 of the Incorporated Societies Act 2022, which provides for written resolutions to be passed in lieu of a General Meeting, shall not apply.
- 19.5 The date, timetable and agenda for **Hui ā-Tau** shall be set by **Te Poari** but it must be held before the AGM.

20 Timeline for the AGM

- 20.1 At least six **months** before the AGM date the **National Secretary** shall:
 - 20.1.1 give notice of that date to all **Membership Structures**.
 - 20.1.2 call for any policy remits and specify the date by which remits must be received.
- 20.2 Proposed policy remits must be received by the **National Secretary** at least four **months** before the date set for the AGM.
- 20.3 At least two **months** before the AGM date the **National Secretary** shall make available all proposed remits, the AGM agenda and other business to AGM delegates and **Membership Structures**.

21 The Business of the AGM

- 21.1 The business of the AGM is to receive and consider:
 - 21.1.1 the minutes of the previous AGM and any SGMs held since the last AGM, and approve them as a true and accurate record.
 - 21.1.2 the annual report on the operations and affairs of the NZNO during the most recently completed accounting period;
 - 21.1.3 the financial statements of the NZNO for that period and appoint an auditor;
 - 21.1.4 notice of the disclosures, or types of disclosures, made under s 63 of the Incorporated Societies Act 2022 (disclosure of interests) during that period including a brief summary of the matters, or types of matters, to which those disclosures relate;
 - 21.1.5 the report of the **National Secretary**;
 - 21.1.6 proposed policy remits, the Remit Committee report and make recommendations to members;

21.1.7 the report of **Te Poari** and the **National Executive** on any NZNO strategic direction decisions or policies set or altered in the previous year to the AGM and to ratify any such decisions;

21.1.8 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.

21.1.9 The business of AGM includes approval of any proposed changes to the Constitution in accordance with clause 15.

22 Chairperson for AGM or SGM

22.1 Either the **Kaiwhakahaere** or President shall take the chair for all or part of any AGM or SGM of NZNO, except where a **conflict of interest** arises.

22.2 If the **Kaiwhakahaere** and the President are unable to decide between themselves who shall chair, or if a **conflict of interest** has arisen, then the AGM or SGM shall decide on a chair.

22.3 If there is no **Kaiwhakahaere** or President available to take the chair, then the Vice President or **Tumu Whakarae** shall take the chair.

23 Representation at AGM or SGM

Members of **Te Poari** and the **National Executive** attend General Meetings of NZNO in that capacity and are not included in delegations. Any **financial member** of NZNO shall be entitled to attend a General Meeting as an observer and speak with the permission of the chair, but shall have no vote.

23.1 Each Local Organising Group may be represented by delegates elected on the basis of one delegate for every 250 members or part thereof. Where possible, one of whom shall be the Local Organising Committee Chairperson or Vice-Chairperson.

23.1.1 No Local Organising Group shall be allocated more than four delegates.

23.1.2 Voting for delegates shall be determined in accordance with clause 81.

23.2 Each NZNO **Section** and **College** may be represented by two delegates selected according to the rules of that **Section** or **College**.

23.3 National Delegates Committees may be represented by two delegates elected in accordance with clause 81.

23.4 The **National Student Unit** may be represented by two delegates from each **Local Student Unit**; one National Student Representative and one **Te Rūnanga Tauira** representative.

23.4.1 Each delegate shall be elected according to the Rules of the **National Student Unit**.

23.5 **Te Rūnanga** may be represented at the AGM as determined by **Te Poari**, after consultation with **ngā hapu**.

24 AGM and SGM Quorum

24.1 The quorum for any General Meeting of NZNO shall be one representative of half

of the following **Membership Structures**:

- 24.1.1 **Te Rūnanga Ngā Hapū**; and
- 24.1.2 Local Organising Groups; and
- 24.1.3 **Colleges** and **Sections**; and
- 24.1.4 **National Student Unit** Committee; and
- 24.1.5 National Delegates Committees.

24.2 Each representative must be present at the meeting.

25 Voting at AGM and SGM

25.1 Each **Membership Structure** represented at the AGM, other than National Delegates Committees, shall have one vote for each **financial member** within that **Membership Structure**.

25.1.1 Membership means membership at the end of the previous **financial year**.

25.2 All representatives who attend may speak in accordance with the meeting procedure adopted. One of the representatives in attendance at the meeting shall exercise all the votes of that **Membership Structure**.

25.3 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 motion before AGM or the Special General Meeting.

25.4 The **National Secretary** shall record the total votes of each **Membership Structure** apportioned, cast for and against the motion and abstentions. A record will be kept of how each representative voted and will be made available to a member of that **Membership Structure**, on request.

25.5 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.

25.6 Whenever a **ballot** of all **financial members** is called for, the vote shall be decided in accordance with the clause 82.

26 Special General Meeting

26.1 Notice of a Special General Meeting may be given by the **National Secretary** at such time and place as the **Joint Hui** shall decide. Notice of a Special General Meeting shall be given by the **National Secretary** within 30 days of the receipt of a request signed by:

26.1.1 a majority of the members of the **National Executive** or **Te Poari**; or

26.1.2 not less than two percent of **financial members**; or

26.1.3 a majority of the Local Organizing Groups or **ngā hapū o Te Rūnanga**.

26.2 Any such request must state the business to be transacted at the Special General Meeting.

- 26.3 The **National Secretary** shall give to each **Membership Structure** not less than one **month's** written notice of the date, time and place of any Special General Meeting as appropriate.
- 26.4 If the **National Secretary** fails to give notice of a Special General Meeting when requested to do so, the President, the **Kaiwhakahaere** or other member of the **National Executive** shall do so, and notice of a Special General Meeting shall be deemed to have been given as if by the **National Secretary**.
- 26.5 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.
- 26.6 Each **Membership Structure** shall be eligible to cast the number of votes they were eligible to cast at the most recent AGM.
- 26.7 All clauses applicable to the AGM except clause 25.1.1 shall apply with any necessary modifications to a Special General Meeting.
- 26.8 The **National Secretary** shall keep a full and accurate record of any AGM or SGM, including any resolutions moved and voting thereon.

KAIWHAKAHAERE AND PRESIDENT

27 General

- 27.1 The **Kaiwhakahaere** and President shall be the joint heads of NZNO.
- 27.2 The **Kaiwhakahaere** and President shall undertake NZNO duties on a full time basis and be paid an annual schedular payment which shall be disclosed in the annual financial statements.
- 27.3 The functions of the **Kaiwhakahaere** and President as joint heads of NZNO shall be to:
- 27.3.1 act as spokesperson for NZNO where appropriate;
 - 27.3.2 act in accordance with the position descriptions laid down by **Te Poari** and the **National Executive** respectively;
 - 27.3.3 consult with and report to the **National Executive** of NZNO in furthering the Objects of NZNO and decisions of the Annual and Special General Meetings and the **Joint Hui**;
 - 27.3.4 attend and preside over all Annual and Special General Meetings.
 - 27.3.5 The **Kaiwhakahaere** shall also consult with and report to **Te Rūnanga** in accordance with **Ngā Ture**.

28 Acting Kaiwhakahaere or President

- 28.1 Where the **Kaiwhakahaere** or President is absent for any reason, the Vice-President or **Tumu Whakarae** shall have and may exercise all of the powers of the **Kaiwhakahaere** or President until the **Kaiwhakahaere** or President resumes their duties.
- 28.2 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.

- 28.3 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.

29 Vice President and Tumū Whakarae

- 29.1 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 27.3.
- 29.2 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 27.3.

THE NATIONAL EXECUTIVE

30 General

- 30.1 **The National Executive** shall be accountable to the AGM and is responsible for NZNO governance between AGMs in **Partnership** with **Te Poari**.
- 30.2 The **National Executive** shall consist of eleven elected Members. This number includes the positions of President, Vice President, **Kaiwhakahaere** and **Tumu Whakarae**.
- 30.3 Elections for **National Executive** positions shall occur in accordance with the provisions of clause 81.
- 30.4 The **National Secretary** shall sit with the **National Executive** ex officio.
- 30.5 The **Kaiwhakahaere** and President are Co-Chairpersons ("Co-Chairs") of the **National Executive** and may alternate the chairing of **National Executive** meetings.
- 30.6 Where a position on the **National Executive** becomes vacant for any reason other than the expiry of the term of office, that vacancy shall be filled in the following manner:
- 30.6.1 Where a vacancy occurs within the final twelve **months** of any elective period, the position will be offered to the next successful candidate, who remains eligible for appointment, in the most recent **National Executive** election in order of votes received, 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 38.
- 30.6.2 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.
- 30.6.3 Where a vacancy occurs more than twelve **months** from the end of any elective period, an election **ballot** shall be conducted in accordance with clause 81.
- 30.7 The quorum for all **National Executive** meetings shall be six Members including

at least one member of **Te Rūnanga**.

30.8 Members are expected to attend every meeting or lodge an apology for non-attendance. If a Member is not present for three consecutive meeting the Co-Chairs shall meet with the Member to discuss the ability of the Member to participate on the **National Executive**.

31 National Executive Powers

The governance, supervision of the management and control of the affairs of NZNO shall be vested in the **National Executive**, working in **Partnership** with **Te Poari** including through the **Joint Hui**.

31.1 To carry into effect all or any of the Objects of NZNO the governance, supervision of the management and control of the affairs of NZNO the following powers shall be vested in the **National Executive**.

31.2 The **National Executive** is bound to exercise its powers in good faith and as provided by this Constitution and the resolutions of NZNO in General Meetings.

31.3 The **National Executive** may not exercise powers vested solely in the **Joint Hui** and listed in clause 42.5.

31.4 The **National Executive** may delegate its powers to the extent provided in clause 34.

31.5 No resolutions shall retrospectively invalidate any prior act of the **National Executive** which would have been valid had that resolution not been passed.

32 Reserved Powers

32.1 The following powers may be exercised only by the **National Executive**:

32.1.1 The responsibilities for the keeping of the financial accounts under s 101 of the Incorporated Societies Act 2022;

32.1.2 Entering into any enforceable obligation under the provisions of s 123 of the Incorporated Societies Act 2022 which includes any obligation required to be by deed or otherwise in writing; and

32.1.3 Any decision relating to the commencement or defence of a legal action to be brought in the name of the NZNO and how the NZNO should be represented in any such action.

33 Other Powers

33.1 The **National Executive** may 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 **Partnership** within NZNO.

33.2 In addition to any other powers and authorities expressly conferred upon the **National Executive** by this Constitution the **National Executive** shall have the power to:

33.2.1 develop its own policies and procedures.

- 33.2.2 place any issue which it considers requires consideration of the membership to a **ballot** of all **financial members**, or a vote of a General Meeting
- 33.2.3 seek external advice on particular matters as it deems necessary; and
- 33.2.4 set criteria for the disbursement of hardship funds during times of industrial action.

34 Sub-Committees and Delegations

- 34.1 The **National Executive** 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 **National Executive**.
- 34.2 The extent of any such powers shall be stated in writing at the time of the appointment,
- 34.3 The **National Executive** may appoint any person to that group as it sees fit but must include at least one member of **Te Rūnanga**, and such group shall continue in existence until the **National Executive** resolves otherwise.

35 National Executive Meetings

- 35.1 The **National Executive** shall meet at least once every two **months**, at such times and places as the **National Secretary** may inform the members of the **National Executive** by notice in writing, not less than 14 days before the meeting is to be held except in cases of urgency.
- 35.2 As long as they are properly called and constituted, meetings may be in person, by teleconference, video or other electronic means.
- 35.3 The agenda of a regular **National Executive** meeting shall include an opportunity for the Chairpersons of all **Membership Structures** to meet with the **National Executive** for the purpose of receiving and conveying information.
- 35.4 The **National Secretary** shall call a special meeting of the **National Executive** upon being required to do so by the President, the **Kaiwhakahaere** or by any other three members of the **National Executive**. If they fail to do so within 14 days of the request, the President, the **Kaiwhakahaere** or another member of the **National Executive** shall do so and the meeting shall be deemed to have been called by the **National Secretary**.

36 National Executive Decision Making Processes and Voting

- 36.1 The **National Executive** shall work in the spirit of co-operation to reach a consensus on each decision they make. If a consensus cannot be achieved the **National Executive** shall reach a decision using the following voting processes:
 - 36.1.1 A resolution shall be decided by a majority of the Members attending. Each Member 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.

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

37 Nomination and Election processes for Members of National Executive

Members of the **National Executive** are elected in accordance with the following table.

	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

38 Terms of National Executive Members

38.1 The term of all elected Members shall be three years beginning at the next AGM following the election, with a right of re-election for a further consecutive three years in any one position. The maximum consecutive terms on the **National Executive** in any combination of positions is four terms.

38.2 Following two terms in any one position or four terms in a combination of positions, a Member may be eligible to stand for office again after a break of two years.

38.3 An elected Member of the **National Executive** may be removed from office:

38.3.1 through the process in clause 91.

38.3.2 if they no longer meet the criteria set out in clause 39.6.

38.3.3 if they cease to be a **financial member** of NZNO.

39 Nomination process for Members of the National Executive

39.1 Nominations for the elected Members of the **National Executive** shall be called for twelve weeks prior to election closing date and close not less than eight weeks prior to election closing date.

39.2 All candidates for the eleven elected Member positions must be nominated by two financial NZNO members.

39.3 A candidate's involvement in NZNO activities must be confirmed by either their Local Organising Committee, **hapū** or **Te Poari** or **College** or **Section** or a National Delegates Committee.

- 39.4 A candidate's commitment to te Tiriti, **Tikanga Māori**, **Mātauranga Māori**, and bicultural values must be confirmed by a **hapū** or **Te Poari**.
- 39.5 The Returning Officer shall confirm that a candidate is eligible for election to the position sought.
- 39.6 All candidates must:
- 39.6.1 be 18 years of age or older;
 - 39.6.2 certify that they are not a disqualified person by reason of the grounds set out in s 47 of the Incorporated Societies Act 2022 unless a waiver has been issued under s 48 of that Act;
 - 39.6.3 submit a statement outlining the level of experience and knowledge they have in each of the following areas:
 - 39.6.3.1 Engagement and experience within NZNO Membership Structures and commitment to NZNO Objects;
 - 39.6.3.2 Leadership roles undertaken in NZNO;
 - 39.6.3.3 Understanding of nursing and the wider health sector;
 - 39.6.3.4 Governance experience;
 - 39.6.3.5 NZNO's commitment to te Tiriti o Waitangi, Tikanga Māori, Mātauranga Māori and NZNO's commitment to the bicultural values and the role of Te Rūnanga o Aotearoa.
- 39.7 This document shall be provided to the membership for the purpose of election for the **National Executive**.
- 39.8 The nominators of a candidate shall certify that they consider that to the best of their knowledge the candidate has the ability to be able to complete all tasks expected of a **National Executive** Member and that they will act in good faith and display reasonable care, diligence and skill in carrying out their duties in that role.

40 National Secretary

- 40.1 The **Joint Hui** shall appoint a person to be the **National Secretary** of NZNO on such terms and conditions as it thinks fit.
- 40.2 The **Joint Hui** may entrust to and confer upon the **National Secretary** 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.
- 40.3 The **National Secretary** may appoint, engage and remove such employees, staff, agents, consultants and advisers as the **National Secretary** 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 **National Secretary**.
- 40.4 The **National Secretary** shall:

- 40.4.1 act in accordance with the job description set by the **Joint Hui**;
- 40.4.2 call and attend **National Executive** meetings, **Joint Hui** and Annual and Special General Meetings, but shall not vote at these meetings;
- 40.4.3 maintain financial records of NZNO and cause to be presented to the AGM a financial statement and annual report;
- 40.4.4 keep minutes of all AGMs, SGMs and meetings of the **National Executive** and **Joint Hui**;
- 40.4.5 keep the register of members;
- 40.4.6 prepare and forward to the Registrar of Incorporated Societies any information required to be forwarded under the Incorporated Societies Act 2022;
- 40.4.7 conduct the correspondence and affairs of NZNO; and
- 40.4.8 prepare and forward to the Registrar of Unions any information required to be forwarded under the Employment Relations Act 2000 or subsequent legislation.

TE POARI O TE RŪNANGA O AOTEAROA "KO TĀKU MANAWA KO TĀU MANAWA"

41 General

- 41.1 **Te Poari o Te Rūnanga** o Aotearoa, the Committee of **Te Rūnanga**, shall support the NZNO by working in equal partnership with the **National Executive** to achieve NZNO strategic aims, give effect to **Partnership** under te Tiriti o Waitangi and give full recognition to the Memorandum of Understanding of July 2000 between **Te Rūnanga** o Aotearoa and the NZNO and any subsequent updates. The **kawa** will be set by the **Kaiwhakahaere** of the day.
- 41.2 **Te Poari** shall:
 - 41.2.1 lead NZNO to ensure its processes reflect **Tikanga** Māori;
 - 41.2.2 lead NZNO to uphold **Tikanga** Māori and **Mātauranga Māori** within NZNO;
 - 41.2.3 articulate **Te Rūnanga hapū** issues within NZNO;
 - 41.2.4 lead NZNO where appropriate to ensure it is responsive to the needs of **Te Rūnanga** member issues; and
 - 41.2.5 support the education and professional development in **Tikanga** Māori practice within the organisation.
- 41.3 The membership and conduct of **Te Poari** is defined in **Ngā Ture**.

42 Joint Hui

- 42.1 In order to advance and promote **Partnership** and to ensure mutual coordination, **Te Poari** and the **National Executive** shall meet in a **Joint Hui** at least three times a year and any other dates as the two may agree.
- 42.2 A **Joint Hui** shall be held:
 - 42.2.1 in February of each year to approve the annual plan and budget;

- 42.2.2 during Matariki; and
- 42.2.3 in December to review the annual plan.
- 42.3 The **Kaiwhakahaere** and President may alternate the chairing of the **Joint Hui**.
- 42.4 The **Joint Hui** may exercise all of the powers of the **National Executive** except the Reserved Powers in clause 32.
- 42.5 The following powers shall be exercised solely by the **Joint Hui**:
 - 42.5.1 Sanctioning and/or removal of members and **Position Holders**;
 - 42.5.2 Approval of NZNO **by-laws**;
 - 42.5.3 Approval of new NZNO **Colleges** and **Sections**;
 - 42.5.4 Defining geographical localities for Local Organising Groups;
 - 42.5.5 Determining a job description for the position of **National Secretary** prior to any appointment for this position;
 - 42.5.6 Awarding honorary membership of NZNO;
 - 42.5.7 Deciding any question which is not provided for by this Constitution or any question of interpretation of this Constitution.
- 42.6 Decision-making in the **Joint Hui** shall be based on NZNO Values set out in the Constitution, resolved through consensus or other agreed **Kawa** in the first instance and – where the matter cannot be brought to a resolution in this way – through a vote requiring a majority of **National Executive** members and a majority of **Te Poari** members in favour. Should such votes not resolve the matter it shall be referred back to the **Joint Hui** for further consideration.

43 Powers of Chairpersons

The Chairperson in presiding over any meeting of an NZNO structure shall uphold NZNO Values and have the power to:

- 43.1 exercise a deliberative, and when necessary, a casting vote at that meeting;
- 43.2 decide the order of business, put motions and declare the result of any vote held at the meeting;
- 43.3 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;
- 43.4 keep order and decide on points of order;
- 43.5 adjudicate **conflicts of interest**, except where the **conflict of interest** pertains to the chair;
- 43.6 adjourn a meeting or declare a meeting to be in committee after the meeting has passed a resolution to that effect; and
- 43.7 do and perform any other things as may be necessary to carry on the business of the meeting in an orderly way.

44 Control and Investment of Funds

- 44.1 The funds and property of NZNO shall be devoted to the Objects specified in this

Constitution, and shall include the maintenance of an industrial action hardship fund.

- 44.2 The **National Executive** shall have the power, which may be delegated to the **National Secretary** to open bank accounts. All receipts shall be banked in accounts in the name of NZNO.
- 44.3 The **National Executive** or its delegates shall control the bank accounts of NZNO and shall decide from time to time the manner and by whom banking transactions should be authorised.
- 44.4 All payments shall be made by electronic payment or such other method as delegated and authorised for payment by the **National Executive**.
- 44.5 The **National Executive** after receiving expert advice, may, on behalf of NZNO, borrow or raise money and secure payment of same:
 - 44.5.1 on the satisfaction or performance of any obligation or liability to be undertaken or incurred by NZNO;
 - 44.5.2 in particular, by mortgage, charge or lien upon the whole or any part of NZNO's property or assets, whether present or future; and
 - 44.5.3 pay interest on any borrowed money.
- 44.6 The accounts of NZNO shall be closed on the last day of March each year. An auditor shall be appointed by the AGM and shall be a member of the Institute of Chartered Accountants New Zealand.
- 44.7 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.

45 Payment of Salaries, Honorariums and Expenses

- 45.1 No salary shall be payable by NZNO to the elected positions of Vice-President, **Tumu Whakarae**, member of the **National Executive**, or committee members of **Membership Structures**. However, the **Joint Hui** may authorise the payment of an honorarium for the aforementioned roles. The **Joint Hui** will also decide each year on an annual schedular payment to be made to the **Kaiwhakahaere** and President. This decision will not reduce the overall annual payment in real terms.
- 45.2 Notwithstanding any provision in this Constitution, the **National Executive** may approve a policy for the 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.

Chapter 3: NZNO Membership Structures

Chapter 3 sets out the **Membership Structures** of NZNO and their powers and functions. The **Membership Structures** of NZNO are listed in clause 10. **Membership Structures** are entitled to representation at AGM and SGMs in accordance with clause 23.

LOCAL ORGANISING GROUPS

46 Establishment of Local Organising Groups

- 46.1 A Local Organising Group consists of the members working or living within a geographical locality as defined by the **Joint Hui**. A member who works in one locality and lives in another may choose which Local Organising Group to join. A member may belong to only one Local Organising Group.
- 46.2 The current Local Organising Groups of NZNO and a map of their boundaries shall be notified to members together with any changes made from time to time.
- 46.3 The **Joint Hui** in exercising its powers to define a geographical locality shall consult with members in the proposed locality.

47 Function and Powers

- 47.1 Local Organising Groups are established and resourced by NZNO in order to:
 - 47.1.1 carry out the Objects of NZNO;
 - 47.1.2 assist members to be informed about and consulted on, matters of common interest and importance;
 - 47.1.3 develop and implement plans that align with NZNO's strategic and operational planning;
 - 47.1.4 provide opportunities for members to meet for the purpose of organising around matters of common interest and importance;
 - 47.1.5 provide opportunities for member leader development within their locality;
 - 47.1.6 assist with implementation of NZNO campaign priorities and strategies within the locality;
 - 47.1.7 work in a **Partnership** with **Ngā Hapū**, including through at least one joint meeting annually;
 - 47.1.8 develop and support professional activities in the locality;
 - 47.1.9 assist the planning of membership activities, in **Partnership** with **Ngā Hapū**, including the successful operation of regional conferences;
 - 47.1.10 develop **by-laws** for the operation of their Local Organising Group, for approval by the **Joint Hui**;
 - 47.1.11 report regularly to the **National Executive** and **Joint Hui** as required;

47.1.12 exercise such other powers and responsibilities as Local Organising Groups may be given by the **National Executive**.

48 Representation

- 48.1 Local Organising Groups shall be represented and administered by a Committee consisting of an elected Chairperson and elected representatives from **Membership Structures**.
- 48.2 Each worksite shall be entitled to send to the Local Organising Committee one elected representative for every 50 members or part thereof in the **workplace**.
- 48.3 Each **Section** and **College** shall be entitled to send elected representatives to the Local Organising Committee according to their rules.
- 48.4 Each **Local Student Unit** within a NZNO locality shall be entitled to send two representatives, which shall include one Māori representative, to the Local Organising Committee. Such representatives shall be nominated and elected by **Local Student Unit** members in accordance with the Rules of the **National Student Unit** as approved by the **Joint Hui**.
- 48.5 **Te Rūnanga** within each NZNO locality shall be entitled to be represented at Local Organising Committee. Such representation to be decided by **nga hapū o Te Rūnanga** within the locality.
- 48.6 Local Organising Committee members shall be elected every three years. The Chair is responsible for maintaining a current list of Committee members.

49 Meetings

- 49.1 The Local Organising Committee shall meet at least bi-monthly and as often as is necessary to fulfil the functions of the Local Organising Group.
- 49.2 At all meetings of the Local Organising Committee a quorum shall be greater than ten per cent of the Committee members.
- 49.3 Any member of the locality shall have the right to attend meetings of the Committee and the right to speak but Committee members only may exercise a vote.
- 49.4 Decisions at meetings of the Local Organising Committee shall be made through majority vote.

50 Election of Chairperson and Vice Chairpersons

- 50.1 Nominations for Chairperson shall be called for by a Returning Officer triennially, from within the membership of the Local Organising Committee, in sufficient time to allow the process to be completed by 1 May in the year of election. Voting shall be by **ballot** of Local Organising Committee members if there is more than one candidate. The Returning Officer will manage the election in accordance with clause 81.
- 50.2 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.
- 50.3 The Chairperson is responsible to the Local Organising Committee in the pursuit

of the functions as detailed in this Constitution.

- 50.4 One or two Vice-Chairperson(s) may also be elected from amongst the members of the Local Organising Committee 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.
- 50.5 Each Local Organising Committee will be responsible for the election of a Disputes Officer from amongst the members of the Local Organising Committee. The roles and responsibilities of the Disputes Officer are set out in Chapter 7.

NGĀ HAPŪ

51 Establishment of Ngā Hapū

- 51.1 A **hapū** consists of the members of **Te Rūnanga** working or living within a rohe (geographical locality) as defined by **Te Poari**. A member who works in one rohe and lives in another may choose which **hapū** to join. Membership of a **hapū** shall be in addition to membership of a Local Organising Group.
- 51.2 The current **Ngā Hapū** of **Te Rūnanga** and a map of their boundaries shall be notified to members together with any changes made from time to time.

52 Functions, powers and administration

- 52.1 **Ngā Hapū** are created to address the needs and concerns of Māori membership within each rohe and to reflect the bicultural perspective of NZNO within the **Partnership** under te Tiriti o Waitangi.
- 52.2 **Ngā Hapū** are constituted by and governed in accordance with **Ngā Ture** including in the election of a Chairperson.

WORKSITES, WORKPLACES, DELEGATES AND TE RŪNANGA REPRESENTATIVES

53 Worksites and workplaces

- 53.1 Any group of members with a common employer may, subject to the joint approval of the Local Organising Committee and **hapū** o **Te Rūnanga**, define themselves as a worksite. If approval is not granted, a group of members may appeal to the **Joint Hui**. A worksite will consist of one or more **workplaces**.
- 53.2 **Workplaces** may elect one delegate for every ten members or part thereof. Elected **workplace** delegates can represent members to their employer or employer's representative.
- 53.3 The Worksite Organising Committee shall comprise all elected **workplace** delegates at that Worksite.
- 53.4 Worksite Organising Committees shall be entitled to send to the Local Organising Committee one representative for every 50 members or part thereof in the worksite.
- 53.5 **Workplaces** where two or more members of **Te Rūnanga** are employed may elect a **Te Rūnanga** representative(s) and/or **Te Rūnanga** representative committees. Voting in the election shall be by **Te Rūnanga** members in that **workplace**. **Te Rūnanga** representatives have all the functions and powers of

delegates under the Constitution and any additional functions and powers specified in **Ngā Ture**.

54 Delegates

- 54.1 In order to maximise the effectiveness of NZNO in pursuing the Objects of this Constitution, and in order to strengthen participation by members in their organisation, NZNO commits to giving priority to:
- 54.1.1 the election and support of Worksite Convenors (Chairpersons) where applicable for all Worksites and;
 - 54.1.2 the election and support of **workplace** delegates within **workplaces** to assist and support the worksite Convenor in the representation of members;
 - 54.1.3 the establishment of a Worksite Organising Committee in each worksite where applicable which will meet regularly.
- 54.2 All election voting at **workplaces**, except for the election of **Te Rūnanga** representatives, shall be as described in clause 81. The election of **Te Rūnanga** representatives shall be conducted in accordance with **Ngā Ture**.
- 54.3 **Workplace** delegates shall be elected every three years, or when a vacancy arises, by the members in that **workplace**.
- 54.4 The Worksite Convenor shall be nominated from and elected by the **workplace** delegates of the worksite every three years.
- 54.5 Any **workplace** delegate may be sanctioned or removed from their position in accordance with clause 92.
- 54.6 A **workplace** delegate may not commit NZNO on any matter.
- 54.7 The duties of **workplace** delegates shall include:
- 54.7.1 to attend delegate education to gain skills and knowledge to carry out their role as delegate;
 - 54.7.2 to take up on behalf of members represented any **workplace** matters with the employer;
 - 54.7.3 to enrol new members and maintain NZNO membership in the **workplace** of those employed who are entitled to be members;
 - 54.7.4 to act as a means of communication between their Worksite Organising Committee, Local Organising Committee and/or **Ngā Hapū** and the members in the **workplace**;
 - 54.7.5 to report to NZNO promptly any suspected breach of the employment agreement currently in force in their **workplace**, impending redundancy, health and safety matter or other concern in the **workplace**;
 - 54.7.6 to support membership education on cultural safety and employment matters;
 - 54.7.7 to encourage member participation in NZNO's activities, projects and campaigns;

54.7.8 to develop and maintain Worksite Organising Committees and representative delegate structures;

54.7.9 to conduct or facilitate any meetings as delegated either independently or on behalf of NZNO after appropriate training or the receipt of the required information.

54.8 NZNO **workplace** delegates, including **Te Rūnanga** representatives, are eligible to stand for election to the relevant National Delegates Committee in their sector.

NATIONAL DELEGATES COMMITTEES

55 Function and Powers

55.1 National Delegates Committees are established within each health sector and resourced by NZNO in order to:

55.1.1 carry out the Objects of NZNO;

55.1.2 assist Worksites to be informed about and consulted on, matters of common interest and importance nationally in their sector;

55.1.3 build membership activism and promote member issues in a nationally coordinated manner;

55.1.4 develop leadership skills within Worksites and Worksite Organising Committees;

55.1.5 develop and implement plans that align with NZNO's strategic and operational planning;

55.1.6 support team(s) negotiating collective agreements in their sector;

55.1.7 develop **by-laws** for the operation of their National Delegates Committee, for approval by the **Joint Hui**;

55.1.8 report regularly to the **National Executive** and **Joint Hui**;

55.1.9 exercise such other powers and responsibilities as National Delegates Committees may be given by the **National Executive**.

The health sectors are Te Whatu Ora (Health NZ), Aged Care, Primary Health Care and Private Hospitals and Hospices, and the Māori and Iwi Provider Sector.

56 Representation

Worksites shall be entitled to send delegate representatives (including at least one **Te Rūnanga** Representative) to the National Delegates Committee for their sector, as follows:

56.1 Te Whatu Ora (Health NZ) sector:

56.1.1 one representative for each Te Whatu Ora (Health NZ) district, elected by Worksite Organising Committee members in accordance with clause 81. Where there is more than one Te Whatu Ora (Health NZ) Worksite Organising Committee in a district, all members of all Worksite Organising Committees may vote for the district representative.

56.2 Other sectors:

- 56.2.1 two worksite representatives for each Te Whatu Ora (Health NZ) region, elected by **workplace** delegates in that region and sector in accordance with clause 81.

57 Meetings

- 57.1 The National Delegates Committee shall meet at least bi-monthly and as often as is necessary to fulfil its functions.
- 57.2 At all meetings of the National Delegates Committee a quorum shall be greater than ten per cent of the Committee members, including at least one member of **Te Rūnanga**.

58 Election of Convenor

- 58.1 Nominations for Convenor (Chairperson) shall be called for by a Returning Officer triennially, from within the membership of the National Delegates Committee, in sufficient time to allow the process to be completed by 1 May in the year of election. Voting shall be by **ballot** of National Delegates Committee members if there is more than one candidate. The Returning Officer will manage the election in accordance with clause 81.

NZNO SECTIONS AND COLLEGES

59 NZNO Colleges

- 59.1 Members with a defined area of professional clinical practice shall, subject to the approval of the **Joint Hui**, constitute a **NZNO College**, provided that only one **NZNO College** shall be approved for each area of practice.
- 59.2 The **Joint Hui**, in considering whether to confer **NZNO College** status, shall have due regard for the policy, guidelines and criteria for the establishment of **NZNO Colleges**.
- 59.3 All **NZNO Colleges** shall use the words “Tōpūtanga Tapuhi Kaitiaki o Aotearoa New Zealand Nurses Organisation” in the title of the **College**. The words may be abbreviated to “**NZNO**”.
- 59.4 Any funding to **NZNO Colleges** shall be the responsibility of the **Joint Hui**.
- 59.5 Clause 59.1 notwithstanding, the **Joint Hui** may approve the formation of an **NZNO College** where a body, already existing outside **NZNO**, applies to join **NZNO** and meets all other criteria.
- 59.6 **NZNO Colleges** will work to achieve the Objects of **NZNO**.

60 NZNO Sections

- 60.1 Members with a defined membership or role classification shall, subject to the approval of the **Joint Hui**, constitute a **NZNO Section**. **NZNO Sections** with a defined area of professional clinical practice as at 25 August 2011 shall remain **Sections** unless they transition to become **NZNO Colleges**.
- 60.2 Any funding to **NZNO Sections** shall be the responsibility of the **Joint Hui**.
- 60.3 **NZNO Sections** will work to achieve the Objects of **NZNO**.

61 Administration

- 61.1 Policy guidelines and criteria for the formation of **Colleges** and **Sections** will be set by the **Joint Hui** and amended as required from time to time. Such criteria will be formally recorded as NZNO **by-laws** and promulgated accordingly.
- 61.2 Each NZNO **Section** and **College** will operate in accordance with its Rules and within any other applicable **by-laws** established by the **Joint Hui**.
- 61.3 Finances of **Colleges** and **Sections** are deemed part of the finances of NZNO.
- 61.4 Neither NZNO **Sections** nor **Colleges** shall have the powers to borrow or contract unless specifically approved by the **National Secretary** and in accordance with the guidelines for approval and delegation for NZNO **Sections** and **Colleges** approved by the **Joint Hui**.

NATIONAL STUDENT UNIT

62 General

- 62.1 A **Student Unit** shall be established nationally to promote the interests and participation of nursing students. A **National Student Unit** Committee shall be elected biennially in accordance with the Rules of the **Student Unit** as approved by the **Joint Hui**.
- 62.2 Student members within each School of Nursing or campus may form a **Local Student Unit** with the approval of the **Joint Hui**.
- 62.3 The **Joint Hui** shall be responsible for funding the **National Student Unit**.
- 62.4 Each **Local Student Unit** within each locality shall be entitled to send two representatives to the Local Organising Committee, which shall include one **Te Rūnanga Tauira** representative. Such representatives shall be nominated and elected by **Local Student Unit** members in accordance with the rules of the **National Student Unit**.

Chapter 4: Membership

63 Membership of NZNO

- 63.1 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:
- 63.1.1 Persons qualified for registration as a Nurse or Midwife under the Health Practitioners Competence Assurance Act 2003 or subsequent legislation; or
 - 63.1.2 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
 - 63.1.3 Persons employed, engaged to become employed or seeking to obtain employment as a caregiver including Health Care Assistant; Hospital Aide; Nurse Aide; Kaimahi Hauora, 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
 - 63.1.4 Persons qualified as a Karitane Nurse; or
 - 63.1.5 Other health workers who are employed, engaged to become employed, or seeking to obtain employment in the voluntary or private health sectors including counsellor, educator, social worker, researcher, community health worker, smoking cessation adviser, diversional, occupational or recreational therapy aide, kaiāwhina, anaesthetic technician, operating theatre assistant, sterile services employee, health promoter or medical laboratory employee, phlebotomist; or
 - 63.1.6 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
 - 63.1.7 Health workers employed by the New Zealand Blood Service; or
 - 63.1.8 Other groups of health workers whose positions are described in 63.1.5 and 63.1.6 but who work in the public sector, and who have collective agreement coverage provided by NZNO as at 1 October 2011; or
 - 63.1.9 Other workers at the discretion of the **National Executive**; or
 - 63.1.10 An honorary member of NZNO; or
 - 63.1.11 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.

64 Honorary Membership

- 64.1 NZNO may grant honorary membership to any member or ex-member in recognition of their contribution to NZNO, nursing or the community.

- 64.2 Honorary membership shall be proposed by a **Membership Structure** and awarded by the **Joint Hui** at its discretion. Any proposal shall be made in writing to the **National Secretary** and if awarded, the name(s) shall be announced at the next **Hui ā-Tau** and AGM.
- 64.3 An honorary member shall not be required to pay a subscription.
- 64.4 The rights and obligations of an honorary member shall be the same as an ordinary member.

65 Affiliate Membership and Dual Membership

- 65.1 NZNO may grant, on application, affiliate membership to a member who:
- 65.1.1 has retired from employment within the health sector;
 - 65.1.2 has ceased to practice nursing or midwifery; or
 - 65.1.3 resides or works outside Aotearoa New Zealand.
- 65.2 Affiliate members may not be an **Officer** or **Position Holder**, be a **workplace** delegate, propose nominations or motions, or have voting rights.
- 65.3 Affiliate members are not entitled to industrial services or professional indemnity cover.
- 65.4 Dual membership may be granted to a member who is also a member of another union and who has authorised that other union to act as the member's bargaining representative. A dual member may not be an **Officer** of NZNO or an NZNO **workplace** delegate.

66 Admission to Membership

- 66.1 Any person may apply to become a member of NZNO and becomes a member from the date specified in the written confirmation of their application for membership sent by NZNO.
- 66.2 Such persons shall thereafter pay all dues and contributions from the date of joining.
- 66.3 Any person who identifies as Māori becomes a member of **Te Rūnanga** on joining NZNO, unless otherwise expressed in writing to the **National Secretary**.

RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

67 Eligibility to Professional and Industrial Services

- 67.1 All members are entitled to the professional services of NZNO in accordance with current NZNO policy.
- 67.2 All members are entitled to industrial services of NZNO in their capacity as an employee except:
- 67.2.1 affiliate members;
 - 67.2.2 dual members who pay a reduced fee; and

67.2.3 members who have a direct ownership stake and exercise significant influence over the management or administration of a health sector facility in which they are employed, as determined by the **National Executive**.

67.3 Notwithstanding the clause above, at the discretion of the **National Executive** any other person may be entitled to industrial services of NZNO.

68 Membership Rights

Subject to this Constitution all **financial members** shall have the right to:

68.1 attend meetings, propose nominations and motions;

68.2 receive information from NZNO;

68.3 become an **Officer** or **Position Holder** of NZNO.

68.4 receive a copy free of charge upon written request to the **National Secretary** of:

68.4.1 NZNO's income and expenditure account; balance sheet; and/or auditor's report;

68.4.2 any resolution passed at an AGM, Special Meeting, including any votes cast by their **Membership Structure** representative at the meeting.

68.4.3 the minutes of **National Executive** meetings and **Joint Hui**, and of meetings of their **Membership Structure**, except for in committee meetings;

68.4.4 NZNO's annual report;

68.4.5 the annual report of a NZNO **Section** or NZNO **College**;

68.4.6 the NZNO Constitution including any amendments;

68.4.7 a description of the industrial and professional services of NZNO for which they are eligible;

68.4.8 NZNO's current policy and procedures regarding bargaining; representation; personal grievances; and disputes.

69 Membership Obligations

69.1 Subject to this Constitution, all members shall have the obligation to:

69.1.1 act in accordance with this Constitution;

69.1.2 act in accordance with applicable NZNO **by-laws**;

69.1.3 pay such subscriptions; fees; levy; or contribution in accordance with the Constitution;

69.1.4 conduct themselves in accordance with NZNO Values;

69.1.5 notify NZNO of any change of name, address, place of employment and occupation;

69.1.6 speak on behalf of NZNO only with proper authorisation;

- 69.1.7 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**;
 - 69.1.8 not undermine the majority decision of directly affected members to take industrial action if not supporting that action themselves; and
 - 69.1.9 when acting as a member of a committee of any **Governance Structure** or **Membership Structure**, to declare any **conflict of interest** that may arise to that committee.
- 69.2 In addition to the rights and responsibilities of all members outlined above, each member seeking legal representation shall maintain their financial membership during the period of legal representation.

70 Subscriptions and Levies

- 70.1 Every member shall pay NZNO subscriptions which can be by:
- 70.1.1 direct debit from their bank account, automatic payment or other method approved by the **National Executive**;
 - 70.1.2 In the case of members who joined NZNO on or before 31 March 2024 and who have remained financial, regular deduction from wages where such an arrangement has been agreed for such deductions with employers.
- 70.2 The level of subscriptions and any levies shall be determined by the AGM or Special General Meeting. In addition, the **Joint Hui** may annually approve subscription increases up to the level of price inflation in NZNO costs for the previous year.
- 70.3 The **Joint Hui** shall advertise the new rates and provide a full explanation as to why fees have increased.
- 70.4 The **Joint Hui** 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 **Joint Hui**.

71 Termination of Membership

- 71.1 Membership of NZNO ceases:
- 71.1.1 at the expiry of two weeks' notice of resignation given in writing to the **National Secretary**;
 - 71.1.2 where a member ceases to meet the membership eligibility requirements in clause 63; or
 - 71.1.3 where any member is in arrears with a scheduled payment of their subscription beyond ninety days of that subscription or levy falling due, and having been given two weeks' notice of the cessation of membership has failed to pay those arrears. The **National Executive** may extend the time for payment in cases of hardship.
- 71.2 Where a person would cease, or has ceased to be a member of the NZNO under

clause 71, and the person is subject to or has 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.

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

72 Register of Members

72.1 The **National Secretary** shall keep a Register of Members, which shall contain at least the following information in respect of **financial members** (as far as practicable):

72.1.1 the member's full name;

72.1.2 the member's contact details and the member's postal address;

72.1.3 the address of the member's **workplace**;

72.1.4 the member's occupation;

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

72.1.6 the date on which the member joined NZNO;

72.1.7 the name of each person who has ceased to be a member of the society within the previous 7 years; and the date on which each person ceased to be a member;

72.1.8 an up-to-date record of the member's financial status; and the **Membership Structure(s)** to which the member belongs.

Chapter 5: Industrial and Employment Representation of Members

73 Collective Representation

- 73.1 NZNO is entitled to represent its members in relation to any matter involving their collective interests as employee. Membership is deemed to grant authority to bargain and settle employment agreements on their behalf, unless such authority is subject to alternative arrangements made between NZNO and another union.
- 73.2 In exercising that right NZNO will:
 - 73.2.1 develop and apply a bargaining strategy which may include limiting the types and content of employment agreement for which NZNO will conduct;
 - 73.2.2 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.

74 Individual representation

- 74.1 By virtue of membership all members authorise the NZNO to act as their representative under s 236(1) of the Employment Relations Act 2000.
- 74.2 Such authorisation may be withdrawn by the member by:
 - 74.2.1 giving written notice of two weeks to NZNO that authorisation has been withdrawn; or
 - 74.2.2 leaving employment in an area covered by clause 63; or
 - 74.2.3 the termination their membership of NZNO.
- 74.3 The NZNO may exercise its representational role through any appropriate **Officer, Position Holder** or employee of the NZNO.
- 74.4 The representational role will be carried out having regard to the circumstances of the person concerned.
 - 74.4.1 NZNO reserves the right to decide whether and to what extent it will pursue or continue to pursue any personal grievance cases and other disputes as they arise.
 - 74.4.2 The NZNO will ensure that it consults with the member in pursuing a personal grievance or other dispute and shall not settle any personal grievance or other dispute without the consent of the member.

75 Students

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

- 75.1 indemnity insurance; and
- 75.2 support arising from student placement issues and clinical investigations relating to a student, including advice requested by student associations.

NEGOTIATION AND RATIFICATION

76 Negotiation

- 76.1 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. Teams negotiating benchmark-setting agreements for a sector or across sectors must include Māori representation.
- 76.2 The negotiation team shall negotiate with the employer(s) or their representative(s) on behalf of all the members concerned.
- 76.3 The negotiating team has the responsibility:
 - 76.3.1 to consult with the members concerned during preparation of the claims, including specific consultations for Māori members covered by the negotiations;
 - 76.3.2 to make progress reports as appropriate;
 - 76.3.3 to report back to those members the proposed terms of settlement but not to make recommendations.
- 76.4 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.
- 76.5 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.

77 Ratification

- 77.1 All members whose employment will be covered by the proposed collective agreement have the right to vote on the ratification of that agreement.
- 77.2 Members may be required to present proof of membership when voting.
- 77.3 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.

78 Ratification Process

- 78.1 Voting on a proposed collective agreement may be by postal **ballot**, online **ballot**, meeting **ballots** or any combination of methods.
- 78.2 In any ratification process:
 - 78.2.1 NZNO will make every effort to provide clear, informative information prior to the voting (including a Māori impact assessment, where the proposed collective agreement is a benchmark-setting agreement) to assist members to make their decision.

78.2.2 NZNO will put the proposed collective agreement to the members with no recommendations.

78.2.3 Timeframes for meetings and other methods of voting will work to support the engagement of as many members as possible in the voting.

78.3 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.

79 Ballots for Multi-Employer and Multi-Union Collective Agreements

79.1 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.

79.2 The result of the **ballot** is determined by a simple majority of the members who are entitled to vote and who do vote.

79.3 The **ballot** may be by:

79.3.1 meeting **ballot**; or

79.3.2 postal **ballot**; or

79.3.3 online **ballot**; or

79.3.4 any combination of the above as determined by NZNO.

79.4 The secret **ballot** will be subject to the relevant provisions of the Employment Relations Act 2000 and subsequent amendments.

80 Strike Ballots

80.1 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.

80.2 The result of the **ballot** is determined by a simple majority of the members who are entitled to vote and who do vote.

80.3 The **ballot** may be by:

80.3.1 meeting **ballot**; or

80.3.2 postal **ballot**; or

80.3.3 online **ballot**; or

80.3.4 a combination of the methods above as determined by NZNO.

80.4 The secret **ballot** will be subject to the relevant provisions of the Employment Relations Act 2000 and subsequent amendments.

Chapter 6: Elections and Other Ballots

81 Election Ballots

- 81.1 When an election **ballot** is required to be held, the **National Executive** or **Membership Structure** as the case may be, shall:
- 81.1.1 call for nominations from all members eligible to become an **Officer** or **Position Holder**, as the case may be;
 - 81.1.2 appoint a Returning Officer who shall be responsible for the conduct and integrity of the **ballot** provided that the Returning Officer shall not be a potential candidate; and
 - 81.1.3 In the case of **National Executive** member elections, the Returning Officer shall be an external independent person.
- 81.2 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.
- 81.3 The Returning Officer shall ensure that the **ballot** paper clearly shows:
- 81.3.1 the names of the candidates for election; and
 - 81.3.2 instructions on the manner in which a vote is to be recorded;
 - 81.3.3 the date and manner by which such **ballot** papers have to be returned to the Returning Officer.
- 81.4 **Ballot** papers for elections must be dispatched or available at least four weeks before the **ballot** closes.
- 81.5 The Returning Officer shall set aside any invalid votes and count the remaining votes.
- 81.6 The candidate with the highest number of valid votes cast in their favour shall be declared elected.
- 81.7 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.
- 81.8 Election **ballots** within **Te Rūnanga** shall be conducted in accordance with **Ngā Ture**.

82 Decision by Ballot of All Members

- 82.1 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 Chapter 5: Industrial and Employment Representation of Members, including Clause 80 (**Ballots** for Strike), which shall be held in accordance with the relevant clause of Chapter 5.
- 82.2 When a **Governance Structure** within NZNO decides to put any question to

individual members it shall appoint a Returning Officer who shall be responsible for the conduct and integrity of the **ballot**.

- 82.3 Each **financial member** (as at the date when **ballots** are dispatched to members) shall have one vote.
- 82.4 The Returning Officer shall dispatch a **ballot** to each **financial member** at least 30 days prior to the closing date of the **ballot**.
- 82.5 The **ballot** shall clearly:
 - 82.5.1 show the matter to be decided;
 - 82.5.2 give instructions on the manner in which the vote is to be recorded;
 - 82.5.3 show the date the **ballot** closes by which time all **ballots** must be received by the Returning Officer; and
 - 82.5.4 show the manner by which the **ballot** is to be returned to the Returning Officer.
- 82.6 As soon as practicable after the **ballot** closes the Returning Officer 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 **National Secretary** who shall declare the outcome of the **ballot** and advise all members as soon as practicable.
- 82.7 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.
- 82.8 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.

Chapter 7: Disputes and the Removal of Officers and other Position Holders

All members have the obligation to act in accordance with this Constitution and **by-laws**, including the Values of NZNO. Chapter 7 sets out the process for resolving disputes between members and the processes for removal of **Officers** and **Position Holders**, except for those in **Membership Structures** and **Governance Structures** which operate in accordance with **Ngā Ture**.

DISPUTE RESOLUTION PROCEDURES

The primary objective of this Part is to facilitate the settlement of disputes, other than the removal of **Officers** or **Position Holders**, through reconciliation and at the lowest appropriate level.

83 Meaning of Dispute

- 83.1 Dispute and complaint have the meaning given in s 38 of the Incorporated Societies Act 2022 and includes an allegation that a member has:
- 83.1.1 engaged in misconduct:
 - 83.1.2 knowingly acted in a manner contrary to this Constitution, NZNO **by-laws** or Incorporated Societies Act 2022; or
 - 83.1.3 misappropriated money or property of NZNO; or
 - 83.1.4 knowingly breached any confidentiality obligation relating to information or business of NZNO; or
 - 83.1.5 knowingly failed to comply with a lawful resolution of NZNO; or
 - 83.1.6 threatened or assaulted a member or employee of NZNO; or
 - 83.1.7 that the NZNO has breached, or is likely to breach, a duty under the NZNO's Constitution or **by-laws** or the Incorporated Societies Act 2022.
- 83.2 A member, or NZNO initiates a dispute if, in accordance with NZNO's Constitution the member or NZNO starts the procedure for resolving the dispute on one or more of the grounds stated in clause 83.1.

84 How dispute is initiated

- 84.1 The NZNO, or a member may initiate a dispute against a member by giving to the Disputes Officer of the relevant **Membership Structure** a notice in writing that:
- 84.1.1 states that the member or **Officer** is starting a procedure for resolving a dispute in accordance with the NZNO Constitution; and
 - 84.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 84.1.3 The information provided in the notice of dispute must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 84.2 The relevant **Membership Structure** will be:
- 84.2.1 the Local Organising Group of the subject of the complaint; or

84.2.2 the **hapū** o **Te Rūnanga** of the subject of the complaint, if the subject of the complaint is a member of **Te Rūnanga**.

84.2.3 Where the dispute is initiated by a member of **Te Rūnanga**, the Disputes Officer of their **hapū** shall receive the notice in writing.

84.3 Each Local Organising Committee and **hapū** and each **Governance Structure** shall be required to appoint a Disputes Officer from amongst its committee members.

84.4 Where the dispute is against NZNO, the notice of dispute shall be given to the **National Secretary**.

85 Person who initiates a dispute has right to be heard

85.1 A member who initiates a dispute has a right to be heard before the dispute is resolved or any outcome is determined.

85.2 If NZNO initiates a dispute:

85.2.1 NZNO has a right to be heard before the dispute is resolved or any outcome is determined; and

85.2.2 an **Officer** may exercise that right on behalf of NZNO.

85.3 Without limiting the manner in which the member or NZNO may be given the right to be heard, they must be taken to have been given the right if they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).

86 Person who is subject of dispute has right to be heard

86.1 The respondent has a right to be heard before the dispute is resolved or any outcome is determined.

86.2 If the respondent is NZNO, an **Officer** may exercise the right on behalf of NZNO.

86.3 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

86.3.1 the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

86.3.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).

87 Investigating and determining dispute

87.1 NZNO must, as soon as is reasonably practicable after receiving a notice of dispute made in accordance with its Constitution, ensure that the dispute is investigated and determined through the relevant Disputes Officer.

87.2 The first step is for the relevant Disputes Officer to investigate the dispute. The Disputes Officer will provide the parties with the opportunity to be heard.

87.3 The second step is for the Disputes Officer to:

87.3.1 invite the parties to empower the Disputes Officer to call a meeting of the parties to resolve the matter; or

- 87.3.2 invite the parties to empower the Disputes Officer to make a decision on the matter; or
- 87.3.3 offer a **Tikanga**-based process to resolve the matter; or
- 87.3.4 offer mediation (with a mediator to be mutually agreed by the parties) to resolve the matter.
- 87.4 If mediation is accepted by both parties they are further empowered to mutually agree to the mediator making a decision on the matter, or:
 - 87.4.1 decide not proceed further with the dispute.
- 87.5 If the dispute involves a member of **Te Rūnanga**, the **Tikanga**-based process to resolve the matter shall be followed in the first instance unless that member decides otherwise.
- 87.6 The Disputes Officer shall refer the matter to the **Joint Hui** if:
 - 87.6.1 The dispute is raised against an **Officer** or **Position Holder**, including the Disputes Officer, in which case it shall be dealt with under clause 89; or
 - 87.6.2 The dispute cannot be resolved at the local level; or
 - 87.6.3 There are **conflicts of interest** making it inappropriate to deal with at the local level.

88 Decisions not to proceed further with dispute

- 88.1 A dispute against a member shall not proceed if the dispute or the substance of the dispute concerns conduct which:
 - 88.1.1 is subject to a mandatory reporting requirement to a professional registration or disciplinary body or which has or is being dealt with by such a body; or
 - 88.1.2 is or has been dealt with as an employment issue or a criminal matter.
- 88.2 A dispute against NZNO shall not proceed if it relates to any matter concerning the negotiation or the terms of a collective agreement.
- 88.3 The Disputes Officer may decide not to continue with a dispute if:
 - 88.3.1 the complaint is trivial; or
 - 88.3.2 the complaint does not appear to disclose or involve any allegation of serious misconduct.
 - 88.3.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - 88.3.4 the person who makes the complaint has an insignificant interest in the matter; or
 - 88.3.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - 88.3.6 there has been an undue delay in making the complaint.

89 Referral of Dispute to the Joint Hui

- 89.1 Where the Disputes Officer has referred the dispute to the **Joint Hui**, the **Joint Hui** may:
- 89.1.1 refer that dispute to a subcommittee or an external person to investigate and report and make any recommendations; or
 - 89.1.2 refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a **Tikanga**-based practice); or
 - 89.1.3 Determine whether the matter should be dealt with in accordance with the process for removal of **Officers** and **Position Holders**.

90 Sanctions

- 90.1 If a dispute raised against a member and referred to the **Joint Hui** is upheld, the **Joint Hui** may, after providing the affected member the opportunity to be heard, invite both parties to participate in a restorative justice process. Where this invitation is not accepted, or where the **Joint Hui** decides that this process has not resolved the dispute, the **Joint Hui** may:
- 90.1.1 publish the decision; and
 - 90.1.2 bar the member from becoming an **Officer** or **Position Holder** for a specified length of time which shall not exceed five years.
- 90.2 Where no sanction is applied, the resolution of the dispute shall be final and not subject to review.
- 90.3 If a dispute raised against NZNO is upheld, the **National Executive** shall remedy the breach. This does not extinguish statutory rights for members of unions and incorporated societies to seek redress.

REMOVAL OF OFFICERS AND OTHER POSITION HOLDERS

91 Removing Officers

- 91.1 **Officers** may at any time be removed from office or position, in accordance with the procedure below, by reason of:
- 91.1.1 disqualification under s 47 of the Incorporated Societies Act 2022; or
 - 91.1.2 inability to perform the requirements of the position; or
 - 91.1.3 neglect of duty; or
 - 91.1.4 serious misconduct; or
 - 91.1.5 misappropriation of NZNO funds or property.
- 91.2 Any **Officer** who becomes disqualified under s 47 of the Incorporated Societies Act 2022 shall automatically cease to be an **Officer** and a vacancy declared.
- 91.3 If an **Officer** is a member of **Te Poari**, removal shall be dealt with under the provisions of **Ngā Ture**.
- 91.4 The process for removal of an **Officer**, other than a member of **Te Poari**, may be initiated by either:

- 91.4.1 a request for a Special General Meeting, made in accordance with clause 26.1, stating the motion for removal and the grounds on which it is moved; or
 - 91.4.2 a dispute against the **Officer** of such a nature that the decision-maker for the dispute determines that removal on one or more of the grounds in clause 91 may be justified.
- 91.5 On the receipt of any such request or determination the **National Secretary** shall:
- 91.5.1 inform the person or persons whose removal is sought of the resolution and of the process outlined in the Constitution to decide the matter; and
 - 91.5.2 if the determination relates to a removal on one or more of the grounds in clause 91, refer the matter to a **Joint Hui** which shall commission an independent external investigation. This investigation shall determine whether the grounds specified have been sufficiently established to justify the calling of a Special General Meeting to decide on the removal of the **Officer**. Any **Officer** whose removal is proposed under this sub-clause has the right to participate in any independent external investigation and address the **Joint Hui**.
- 91.6 If a Special General Meeting to decide on the removal of an **Officer** is called in accordance with clause 26.1, or by the **Joint Hui** after an independent external investigation, the **National Secretary** shall:
- 91.6.1 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 in addition to the **Officer** who shall be entitled to speak at any such meeting; and
 - 91.6.2 provide all **Governance Structures** and **Membership Structures** with the report of any independent external investigation and initiate a Special General Meeting.
- 91.7 Should the Special General Meeting resolve that the **Officer(s)** should be removed, the position(s) held by the person(s) shall be deemed to be vacant.

92 Removal of a Position Holder

- 92.1 The process for the removal of a **Position Holder** may be initiated if:
- 92.1.1 a dispute is made against the **Position Holder** on one or more of the grounds in clause 83 or clause 91. Such a dispute shall be dealt with under the provisions in Chapter 7.
 - 92.1.2 any **financial member** of a **Membership Structure**, of which that person and the **Position Holder** are both members, moves that a special meeting of that body be held in order to consider a motion of no confidence in that **Position Holder**.
- 92.2 If such a motion is passed the result shall be advised to the **National Secretary** who shall:

- 92.2.1 inform the person whose removal is sought of the resolution and of the process outlined in the Constitution to decide the matter.
- 92.2.2 refer the matter to a **Joint Hui** which shall determine whether **Position Holder** should be removed.
- 92.3 Any **Position Holder** whose removal is proposed has the right to address the **Joint Hui**.
- 92.4 Unless otherwise specified in this Constitution a special meeting of a **Governance** or **Membership Structure** means a meeting called on no less than 14 days' notice and at which all **financial members** of the structure are entitled to vote.

Chapter 8: Transitional Provisions

Chapter 8 sets out the temporary exceptions which shall apply on registration of this Constitution by the Registrar of Incorporated Societies, up until the specified expiry dates. This Chapter will cease to apply in its entirety on the date of the 2027 NZNO AGM.

National Secretary (Clause 40.1) and corresponding references elsewhere in the Constitution will not come into effect until the date on which the agreed variation to the Individual Employment Agreement for the NZNO Chief Executive Officer is signed. Before this date, Clause 20 (Chief Executive Officer) of the *NZNO Constitution 2023-24* remains in effect.

Membership Structures listed in Clauses 10.4 to 10.9 and set out Chapter 3 will not come into effect until day after 2025 AGM. Before this date:

- Schedule Seven of the *NZNO Constitution 2023-24* remains in effect;
- Local Organising Group shall mean Regional Council, as described in Schedule Seven; and
- Other **Membership Structures** shall mean the corresponding NZNO structures in Schedule Seven, where these exist.

Representation of Local Organising Groups at AGM (Clause 23.1) and AGM and SGM quorum (Clause 24) will not come into effect until day after 2025 AGM. Before this date, Clauses 27.1.1 (Representation of Regions to AGM) and Clause 28 (Quorum at AGM) of the *NZNO Constitution 2023-24* continue to apply.

From the date of registration of this Constitution by the Registrar of Incorporated Societies the Constitution Review Panel established by the Board of NZNO and **Te Poari** in December 2022 will undertake consultation with each Regional Council and with **Membership Structures** on the number and boundaries of Local Organising Groups within that NZNO Region. This consultation will be completed by the February 2026 **Joint Hui**, which will define the geographical localities in accordance with Clause 42.5.4 of this Constitution.

The nomination process for members of the **National Executive** (Clause 39) and election **ballots** (Clause 81) will not come into effect until the day after the 2025 AGM. Before this date, the following shall instead apply:

- The election of the “Non-Officer Directors” to the Board of Directors under the provisions of Schedule Three, cl 4 of the *NZNO Constitution 2023-24*, which is required to take place in 2025, shall be conducted under the nomination and election provisions of the *NZNO Constitution 2023-24* and those elected shall take office as prescribed by that Constitution if that Constitution is still in effect at the time the election results are declared.
- If this Constitution has come into effect by the date the results are declared they shall take office as provided in Clause 38.1.
- For the avoidance of doubt, any Member of the Board of Directors at the date this Constitution comes into effect shall be deemed to be a member of the **National Executive** and for their term of office to have commenced at the date they took office.

Clause 27.2 (**Kaiwhakahaere** and President duties) will not come into effect until the date of the 2027 NZNO AGM. Before this date, Clause 32.12 (**Kaiwhakahaere** and President duties) of the *NZNO Constitution 2023-24* remains in effect.

Should **Ngā Ture** not be consistent with this Constitution, it shall become so by the conclusion of 2026 **Hui ā-Tau**.