CONSTITUTION

Reflecting amendments adopted at the 2025~~5~~6 AGM.

1. Name

The full name of the Association shall be Social Service Providers Te Pai Ora o Aotearoa~~Social Service Providers, Aotearoa Children, Family, Community Incorporated~~. The shortened version shall be "Te Pai Ora SSPA".

2. Defined terms

In this Constitution, unless the context otherwise requires:

Affiliate Member means a Member of Te Pai Ora SSPA under rule 10 (*Affiliate Members*);

Annual General Meeting means an annual general meeting of Members convened under rule 39 (*Annual General Meetings*);

Association means Social Service Providers, Aotearoa Children, Family, Community Incorporated, otherwise referred to in this Constitution as "Te Pai Ora SSPA";

Co-Chair means the National Executive Member who is elected as the Co-Chair of the National Executive under rule 22 (*Positions of members of the National Executive*);

Charities Act means the *Charities Act 2005*;

Chief Executive Officer means the senior employee of the Association, appointed under rule 25 (*Chief Executive Officer*);

Constitution means this constitution, as it may be altered from time to time in accordance with its terms and with the Incorporated Societies Act;

Full Member means a Member of the Association under rule 9 (*Full Members*);

General Meeting means either an Annual General Meeting or a Special General Meeting;

Incorporated Societies Act means the Incorporated Societies Act 2022;

Intellectual Property means all rights and/or goodwill in any copyright works, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to Te Pai Ora SSPA;

Interested Officer means an Officer with an interest in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act;

Interim Vacancy has the meaning given by rule 20 (*Interim Vacancy*);

Member means a member of the Association as specified in this Constitution, and includes a Full Member~~, a Student Member, and~~ an Affiliated Member or an Individual Member, unless the context otherwise requires;

Membership Fee means a subscription, levy or other fee payable by a Member to Te Pai Ora SSPA as specified in rule 15 (*Membership Fees*);

Membership Form means the prescribed application for membership form (if any), or any other form which the National Executive agrees is suitable for collection of information from persons seeking to be Members of the Association;

National Executive means the committee established under rule 18 (*National Executive composition and membership*) to manage the operation and affairs of the Association;

National Executive Member means a person serving on the National Executive of the Association;

Officer means a National Executive Member, the Chief Executive Officer, Treasurer and any other person deemed by law to be an officer of the Association;

Oranga Tamariki means *Oranga Tamariki — Ministry for Children*;

Oranga Tamariki Act means the *Oranga Tamariki Act 1989 (the Children's and Young People's Well-being Act 1989*);

Ordinary Resolution means a resolution passed by at least 51% of the votes properly cast by those Members present, entitled to vote and voting at the General Meeting at which the vote is occurring;

Qualified Auditor has the meaning given by section 103 of the Incorporated Societies Act;

Register of Members means the register of Members described in rule 14 (*Register of Members*);

Registered Office has the meaning given to that term by rule 4 (*Registered Office*);

Registrar means the Registrar of Incorporated Societies, as defined in the Incorporated Societies Act;

Representative means the person appointed by a Member to represent, and to vote on behalf of, the Member at General Meetings of the Association in accordance with rule 41 (*Meetings generally*);

Special General Meeting means a special general meeting of Members convened pursuant to rule 40 (*Special General Meetings*);

Special Resolution means a resolution passed by at least 66% of the votes properly cast by those Members present, entitled to vote and voting at the General Meeting at which the vote is occurring;

Te Pai Ora SSPA means Social Service Providers, Aotearoa Children, Family, Community Incorporated;

~~*Student*~~ *Individual Member* means a Member of the Association under rule 11 (~~*Student*~~ *Individual Members*);

Tangata Whenua National Executive Member means a person elected to serve in a tangata whenua capacity on the National Executive;

Tauiwi National Executive Member means a person elected to serve in a tauiwi capacity on the National Executive;

Treasurer means the person appointed to the role of treasurer of the Association under rule 24 (*Treasurer*); and

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

3. Construction

In the construction of this Constitution, unless the context otherwise requires:

(a) *defined terms:* words or phrases appearing with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(b) *documents:* a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;

(c) *legislation:* a reference to any legislation is a reference to that legislation as from time to time amended or replaced and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;

(d) *month* means a calendar month;

(e) *person:* a reference to a *person* includes natural persons, companies, firms, partnerships, states or agencies of state, government departments, local authorities, trusts (including the trustees of a trust), estates, associations, organisations, authorities, and other bodies of persons, whether incorporated or unincorporated. A reference to any *person* includes the legal personal representatives, successors, and permitted assigns of that person;

(f) *rules, parts, schedules and sections:* a reference to a *rule,* a *part,* or a *schedule* is to a rule, part, or schedule of this Constitution, unless otherwise stated. The schedule to this Constitution forms part of this Constitution. A reference to a section is to a section of the Act unless otherwise stated;

(g) *signing:* any document required to be signed under this Constitution or by law may be signed electronically using a reliable electronic platform or

method that complies with the Contract and Commercial Law Act 2017, and any document so signed shall be deemed to be as valid as if it had been signed by hand;

(h) *singular, plural and gender:* the singular includes the plural and *vice versa,* and words denoting any gender include all genders;

(i) *spouses:* a reference to a *spouse* includes a civil union partner or a de facto partner;

(j) *witness:* witnessing may be conducted in person or by via audio-visual link in accordance with applicable law; and

(k) *writing:* a reference to *written* or *in writing* includes any mode of presenting or reproducing words, figures or symbols:
(A) in a tangible and permanently visible form in any medium; or
(B) in a visible form in any medium by electronic means that enables them to be stored in a permanent form and be retrieved and read.

4. Registered Office

The Registered Office of the Association shall be at such place as may be designated by the National Executive. Changes to the Registered Office must be notified to the Registrar at least 5 working days before the change is due to take effect and otherwise in the form and as required by the Incorporated Societies Act. If and while the Society is a registered charity, changes in the Society's Registered Office must also be notified in accordance with the Charities Act.

5. Purposes

The purposes of the Association are:

(a) To promote the interests of children, young people, families, whānau and communities, support the capacity and performance of service providers, and promote co-operation between Members and government and non-government social service agencies.

(b) To provide information services and resource material to its Members, and to other approved services from time to time.

(c) To edit, print, publish, issue and circulate such publications as approved by the National Executive.

(d) To subscribe to, become a member of and cooperate with any other society, association or group whether incorporated or not whose purposes are similar (wholly or in part) to those of this Association; and to procure from and communicate to such society, association or group such information as may be likely to promote the purposes of this Association.

(e) To engage in such lawful fundraising activities as may be necessary to supplement Association funds.

(f) To use the funds of the Association as the National Executive may consider necessary or proper in payment of costs and expenses and furthering or carrying out the purposes of the Association.

(g) To set and maintain policies in accordance with the purposes of the Association.

(h) To join with any other person, group or association for the accomplishing of any of the purposes of the Association.

MEMBERSHIP

6. Categories of Members

The Members of Te Pai Ora SSPA shall comprise:

(a) Full Members, as described in rule 9 (*Full Members*); and

(b) Affiliate Members, as described in rule 10 (*Affiliate Members*)~~;~~. ~~and~~

(c) ~~Student~~ Individual Members, as described in rule 11 (~~*Student*~~ *Individual Members*).

7. Eligibility for membership

7.1 To become a Member of Te Pai Ora SSPA, an applicant must:

(a) have a commitment to the charitable purposes of Te Pai Ora SSPA;
(b) complete and lodge a Membership Form;
(c) supply such further information as may be required by the National Executive, including evidence of a current contract and/or accreditation with a government agency where required;
(d) pay any annual fee as determined by the National Executive under rule 15 (*Membership Fees*);
(e) agree to be bound by this Constitution;
(f) satisfy any specific eligibility criteria associated with the category of membership for which the application is made, as set out in this Constitution;
(g) be admitted into membership by the National Executive; and
(h) satisfy such other membership criteria as Te Pai Ora SSPA may reasonably determine from time to time.

7.2 Every applicant for membership must expressly consent to become a Member. The signed written consent of every Member shall be retained in the Association's membership records.

8. Applications for membership

8.1 The National Executive shall consider each application for membership and accept or decline it in its absolute discretion, provided that the National Executive shall not accept an application unless it is satisfied that the applicant:

(a) meets the criteria for membership for the category of membership for which the application is made, as set out in this Constitution;
(b) otherwise meets the requirements of rule 7 (*Eligibility for membership*);
(c) has paid their annual fee as determined under rule 15 (*Membership Fees*); and
(d) has not acted in a manner which the National Executive considers could bring the Association into disrepute.

8.2 The National Executive must advise the applicant of its decision, and may, but is not required to provide reasons for that decision.

8.3 Upon the applicant becoming a Member, the National Executive shall ensure the Register of Members is updated accordingly.

9. Full Members

Criteria: any non-government service provider that has a contract with a government agency to deliver social services to children, young people, families, whānau and/or communities, including but not limited to any service provider approved by the Chief Executive of Oranga Tamariki in accordance with section 396 or 403 of the Oranga Tamariki Act, may apply to the National Executive to become a Full Member of Te Pai Ora SSPA, provided they meet the requirements of rule 7 (*Eligibility for membership*).

10. Affiliate Members

Criteria: any person, incorporated~~,~~ or unincorporated~~, or an individual~~, that is ineligible for membership under rule 9 (*Full Members*) but that delivers social services to children, young people, families, whānau and/or communities, or

otherwise works in areas aligned to Te Pai Ora SSPA's purposes, may apply to the National Executive to become an Affiliate Member of Te Pai Ora SSPA, provided they meet the requirements of rule 7 (*Eligibility for membership*).

11. ~~Student~~ Individual Members

Criteria: any individual who became a Te Pai Ora SSPA member prior to 30 June 2026 and holds a Full Membership, Affiliate Membership or Student Membership may retain their individual membership as long as they continue to meet the requirements of rule 7 (*Eligibility for membership*).

~~is currently enrolled and studying full-time in an area related to Te Pai Ora SSPA's purposes, and who is not employed by a service provider eligible to be a Full Member or Affiliate Member of Te Pai Ora SSPA, may apply to the National Executive to become a Student Member of Te Pai Ora SSPA.~~

12. Member obligations

In addition to any specific rights and obligations set out in this Constitution and the Oranga Tamariki Act, all Members acknowledge and agree that:

(a) they shall comply with and observe the Constitution and any resolution made or passed at a General Meeting;

(b) they shall promote and support the charitable purposes of the Association;

(c) they shall satisfy and maintain the criteria in rules 7 (*Eligibility for membership*), and 9 (*Full Members*), 10 (*Affiliate Members*), or 11 (~~*Student*~~ *Individual Members*), as applicable, and advise the Association if there are any changes to their eligibility as soon as reasonably practicable after the change occurring; and

(d) they shall pay any membership or other fees as determined in accordance with rule 15 (*Membership Fees*).

13. Member entitlements

13.1 Members are entitled to:

(a) receive all general Te Pai Ora SSPA communications; and

(b) hold themselves out as being a Member of Te Pai Ora SSPA.

13.2 **Full Members:** in addition to the entitlements set out in rule 13.1, Full Members are also entitled to:

(a) receive notice of, attend, speak, and vote at General Meetings in accordance with this Constitution, subject to any provision of this Constitution which affects voting rights in any particular case; and

(b) nominate an employee or member of their governing body to be elected to the National Executive under rule 18 (*National Executive composition and membership*).

13.3 **Affiliate Members:** in addition to the entitlements set out in rule 13.1, Affiliate Members are also entitled to receive notice of, attend, and speak at General Meetings in accordance with this Constitution. Affiliate Members have no voting rights at meetings of the Association.

13.4 ~~Student~~ Individual **Members:** in addition to the entitlements set out in rule 13.1, ~~Student~~ Individual Members are also entitled to:

(a) receive notice of, attend, and speak at General Meetings in accordance with this Constitution; and

(b) receive a discount on their Membership Fee, as determined by the National Executive.

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~~Student~~ Individual Members have no voting rights at meetings of the Association.

14. Register of Members

14.1 **Register**: the National Executive must maintain a Register of Members, recording:

(a) each Member's:
  (i) name;
  (ii) physical address;
  (iii) email address; and
  (iv) telephone number;
(b) the category of membership to which the Member belongs;
(c) the date on which the Member's membership commenced; and
(d) any other required details.

14.2 **Changes**: if a Member's name or contact details change, the Member must give written notice of the change to the National Executive as soon as reasonably practicable after the change occurring. The National Executive must then ensure the Register of Members is updated accordingly as soon as practicable.

14.3 Former Members: the National Executive shall also keep a record of former Members. The Register of Members shall record the name of each person who has ceased to be a Member within the previous 7 years, and the date on which the person ceased to be a Member.

15. Membership Fees

15.1 **Annual fee**: all Members shall pay an annual fee to the Association of the amount determined by the National Executive from time to time.

15.2 All fees payable under this rule 15 are due within 15 Working Days of the date of invoice.

15.3 The National Executive may, in its complete discretion:

(a) set different fees for different categories of Members; and
(b) waive some or all of the Membership Fees payable by any particular Member at any time.

15.4 **Consequences of non-payment**: any Member failing to pay any Membership Fee within four (4) calendar months of the date the same was due shall be considered unfinancial and shall (without being released from the obligation of payment) not be entitled to vote at General Meetings until all the arrears are paid.

16. Ceasing to be a Member

16.1 **Resignation of membership**: a Member may cease to be a Member by resignation by giving 20 Working Days' written notice to the Association's Registered Office. Unless the notice specifies a later date, the resignation will take effect from the date the notice is received by the Association. The resignation shall not release the Member from any monetary or other obligation to the Association incurred during its membership. Once resignation has taken effect, rule 16.8 (*Consequences of termination of membership*) applies.

16.2 **Deemed resignation**: a Member is deemed to have resigned from membership if the Chief Executive of Oranga Tamariki suspends or revokes the Member's approval in accordance with section 399 of the Oranga Tamariki Act, or if another government agency with whom that Member has a contract suspends or revokes the Member's accreditation. The resignation will take effect from the effective date of the suspension or revocation, as the case may be.

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16.3 **Default in payments**: a Member that is considered unfinancial under rule 15.4 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their membership terminated if such arrears remain unpaid 4 months after the date the amount became due, or such later date as the National Executive may determine. Before such termination can occur, the National Executive must give the Member written notice specifying the outstanding monies owed, and demanding payment by a new due date, being a date not less than 1 calendar month from the date of the demand. If payment is not received by the said new due date, the National Executive may terminate the Member's membership by giving written notice of such termination to the Member concerned.

16.4 **Automatic cessation**: a Member's membership will automatically cease if the Member dies, or is wound up, liquidated or otherwise dissolved, or otherwise ceases to exist.

16.5 **Termination for cause**: subject to rule 16.2 (*Deemed resignation*), if a Member refuses or neglects to comply with this Constitution, or engages in any conduct which, in the National Executive's opinion, is unbecoming of a Member, prejudicial to the interests of the Association, or may otherwise bring the Association into disrepute, the National Executive may terminate the Member's membership if, after a disputes resolution process has been conducted in accordance with this Constitution, the National Executive considers that termination is appropriate. When a Member's Membership has been terminated under this rule 16.5, the National Executive shall promptly notify the former Member in writing. Such termination will take immediate effect. The National Executive shall amend the Register of Members accordingly.

16.6 **Appeal to SGM**: any Member whose membership is terminated under rule 16.3 (*Default in payments*) or rule 16.5 (*Termination for cause*) may, within 14 days of being advised in writing of the termination, given writing notice of appeal to the National Executive. The National Executive shall then call a Special General Meeting for the purpose of hearing the appeal within 20 Working Days of receipt of the notice of appeal. The appeal shall be allowed, and the Member shall be reinstated immediately, if a Special Resolution is passed in favour of such appeal.

16.7 **Reinstatement**: Membership which has been terminated under this Constitution may be reinstated, following reapplication in accordance with rule 8 (*Applications for membership*), if the reapplication is approved by Special Resolution.

16.8 **Consequences of termination of membership**: where any Member ceases, for whatever reason, to be a Member of Te Pai Ora SSPA:

(a) the Register of Members shall be updated accordingly;
(b) the former Member shall cease to hold themselves out as being a Member of Te Pai Ora SSPA, and shall cease to use any Intellectual Property; and
(c) all Membership Fees and other amounts due to the Association up to the date of termination shall remain due and payable, and no Membership Fee, or other amount, that has already been paid by the Member to the Association, shall be refundable, unless the National Executive considers that special circumstances apply that justify otherwise in any particular case.

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17 Financial Year

The financial year of the Association shall be from 1 July to 30 June.

GOVERNANCE

18. National Executive composition and membership

18.1 **Number of National Executive Members:** Te Pai Ora SSPA must have a National Executive which shall comprise at least 6 and no more than 9 voting members, of which:

(a) 6 shall be elected at an Annual General Meeting under rule 19 (*Election and term of office of National Executive Members*) being:

(i) 3 Tangata Whenua National Executive Members; and

(ii) 3 Tauiwi National Executive Members,

or, in the case of an Interim Vacancy, may be appointed by the National Executive under rule 20 *(Interim Vacancy*); and

(b) the National Executive may, by resolution, appoint up to 3 additional people with relevant skills or expertise, or other characteristics sought by the National Executive, for such term as may be agreed, provided that that term shall not exceed the term for an elected National Executive Member under rule 19.2 (*Term of office*).

The Chief Executive Officer shall be a non-voting member of the National Executive *ex officio.*

18.2 Representation: in nominating, electing and appointing National Executive Members, consideration shall be given to recognition of Te Tiriti o Waitangi responsibilities, and the need to ensure Māori are appropriately and adequately recognised in Te Pai Ora SSPA governance.

18.3 Composition of the National Executive: in nominating, electing and appointing National Executive Members, consideration shall also be given to the requirement for governance skills and knowledge.

18.4 Qualification for membership of National Executive: subject to this rule 18.4 and to rule 18.5 (*Disqualification from membership of National Executive*), a person is eligible to be nominated for election or appointment as a National Executive Member if they are:

(a) a natural person; and

(b) employed by, or hold a governance role within, a Full Member, provided that a National Executive Member that has served for 3 consecutive terms is not eligible for nomination to the National Executive during the 3-year period commencing at the end of that 3rd consecutive term, following which they shall be eligible for nomination.

Provided further that a person is not eligible to be elected or appointed to, or to hold office as a member of, the National Executive unless they have:

(a) consented in writing to be an Officer of the Association; and

(b) certified in writing that they are not disqualified from holding office as a member of the National Executive under rule 18.5 (*Disqualification from membership of National Executive*).

Each such consent and certification shall be retained in the Association's records.

18.5 **Disqualification from membership of National Executive**: the following persons are not eligible for election, appointment, or to remain in office, as a National Executive Member:

(a) a person who is under the age of 18 years;
(b) a person who is an undischarged bankrupt;
(c) a person who does not meet the criteria in rule 18.4 (*Qualification for membership of National Executive*);_
(d) a person who is disqualified from being an officer of an incorporated society under the Incorporated Societies Act; or
(e) a person who is disqualified from being an officer of a charitable entity under the Charities Act.

18.6 **Schedule of rotation**: the National Executive shall determine a schedule of rotation to enable a staggered refreshed rotation allowing opportunities to retire and continuity of experience within the National Executive.

19. Election and term of office of National Executive Members

19.1 Nominations for candidates for election to the National Executive may be received by the Chief Executive Officer up to 10 Working Days prior to an Annual General Meeting. Nominations must be in writing, signed by or on behalf of the person nominating, and with the signed consent and certification of the nominee. Nominations must also specify whether the nominee is standing as a Tangata Whenua National Executive Member or a Tauiwi National Executive Member, and must be accompanied by any relevant background information.

19.2 **Term of office**: subject to rule 20 (*Interim Vacancy*), the term of office for all elected National Executive Members shall be 3 years, commencing at the conclusion of the General Meeting at which they are elected, and expiring at the conclusion of the 3rd Annual General Meeting after their election.

19.3 Notwithstanding rule 18.5 (*Disqualification from membership of National Executive*), if a member of the National Executive ceases during their term of office to be employed by or to hold a governance role within a Full Member, the person may continue in office at the discretion of the National Executive until the expiry of their current term.

20. Interim Vacancy

20.1 An Interim Vacancy in the National Executive arises if:

(a) a National Executive Member resigns from office, by notice in writing to the Co-Chairs, prior to the expiry of their term of office;
(b) a National Executive Member dies;
(c) a National Executive Member becomes disqualified under rule 18.5 (*Disqualification from membership of National Executive*);
(d) a National Executive Member is absent from 2 consecutive National Executive meetings, without leave of absence having first been granted by the National Executive;
(e) a position on the National Executive for an elected National Executive Member is not filled by the Members at a General Meeting;
(f) a National Executive Member is removed from office under rule 28 (*Grounds for removal from office*).

20.2 If an Interim Vacancy arises, the National Executive may, by resolution, appoint a person to fill the vacancy until the next Annual General Meeting, at which time an election process to fill the position shall take place under rule 19 (*Election and term of office of National Executive Members*).

21. Functions and powers of the National Executive

21.1 From the end of each General Meeting until the end of the next, the Association shall be governed by the National Executive, which shall be accountable to the Members for the advancement of the Association's charitable purposes and the implementation of resolutions passed by any General Meeting.

21.2 Subject to this Constitution, the Incorporated Societies Act and the resolution of any General Meeting, the functions of the National Executive are to govern the Association and to manage, or to direct and supervise the management of, the operation and affairs of the Association, between General meetings. In doing so, the National Executive has and may exercise all the powers necessary for managing, and for directing and supervising the management of, the operation and the affairs of Te Pai Ora SSPA that are not required by this Constitution or otherwise by law to be exercised by the Association in General Meeting.

21.3 Without limiting the generality of this rule 21, the National Executive may exercise all or any of the following powers:

(a) engage and dismiss employees of the Association, and fix the remuneration and conditions of employment of such employees;
(b) form such subcommittees as it considers necessary and delegate to such subcommittees such of its functions and powers as it considers necessary; and
(c) nominate a minimum of 3 signatories to operate the Association's bank account.

22. Positions of members of the National Executive

22.1 At the first National Executive meeting following each Annual General Meeting, the National Executive Members shall elect from amongst their number two Co-Chairs for a term of up to 3 years. A returning Co-Chair may be re-elected provided that no Co-Chair serves more than 2 consecutive 3-year terms. Subject to rule 20 (*Interim Vacancy*), if a Co-Chair is unavailable for any reason, the National Executive shall, by resolution, appoint another National Executive Member to undertake the Co-Chair's role during the period of unavailability.

22.2 One Co-Chair will be elected from the Tangata Whenua National Executive Members and one Co-Chair will be elected from the Tauiwi National Executive Members.

22.3 At the first National Executive meeting following each Annual General Meeting, the National Executive Members shall also appoint, whether from amongst their number or not, a Treasurer and such other Officers with such roles as the National Executive sees fit.

23. Co-Chairs

23.1 **Role of Co-Chairs**: the role of the Co-Chairs is to chair meetings of the National Executive and General Meetings, and to represent the National Executive. The Co-Chairs, or their nominee(s), shall have the right to attend any meeting of any National Executive committee, advisory or other group (including consultative groups) or forum.

23.2 The duties of the Co-Chairs also include to:

(a) provide leadership in strategy, goals and plans for the Association;
(b) ensure all fiscal responsibilities are undertaken;
(c) work with the Chief Executive Officer to plan and organise National Executive meetings;

(d) ensure National Executive decisions are implemented.

24. Treasurer

The Treasurer is responsible for the financial oversight of the Association.

25. Chief Executive Officer

25.1 The National Executive shall employ a Chief Executive Officer whose duties and conditions of employment shall be decided by the National Executive.

26. Contact Person

26.1 The National Executive shall appoint at least 1 and no more than 3 contact persons whom the Registrar can contact when needed, one of whom shall be the Chief Executive Officer.

26.2 The National Executive shall ensure that the name and contact details of each contact person are notified to the Registrar in accordance with the Incorporated Societies Act. The National Executive shall also ensure that any change in contact person, or in the name or contact details of a contact person, is notified to the Registrar within 20 Working Days after the Association first becomes aware of the change.

27. Duties of Officers

At all times, the duties of each Officer of Te Pai Ora SSPA include to:

(a) act in good faith and in what the Officer considers to be the best interests of the charitable purposes of Te Pai Ora SSPA;
(b) exercise the powers of the Officer for proper purposes;
(c) not act, or agree to Te Pai Ora SSPA acting, in a manner that contravenes the Incorporated Societies Act, the Charities Act, this Constitution or any other applicable law;
(d) exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances;
(e) not agree to, nor cause or allow, the activities of Te Pai Ora SSPA to be carried on in a manner likely to create a substantial risk of serious loss to Te Pai Ora SSPA's creditors;
(f) not agree to Te Pai Ora SSPA incurring any obligation unless the Officer believes at that time on reasonable grounds that Te Pai Ora SSPA will be able to perform the obligation when it is required to do so;
(g) disclose any conflict of interest;
(h) not disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
    (i) as agreed by the National Executive for the purposes of Te Pai Ora SSPA;
    (ii) as required by law; or
    (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*); and
(i) make reasonable efforts to attend, undertake all reasonable preparation for, and actively participate in, all National Executive meetings and General Meetings of Te Pai Ora SSPA, and to actively contribute to any sub-committees of the National Executive of which they are a member.

28. Grounds for removal from office

The National Executive, or Members at a General Meeting, may remove any National Executive Member before the expiration of their term of office, if that National Executive Member is found, after a disputes resolution process, to have

breached any of the duties in rule 27 (*Duties of Officers*).

DISPUTE RESOLUTION

29. Meanings of dispute and complaint

29.1 A dispute is a disagreement or conflict involving Te Pai Ora SSPA, its Members and/or its Officers in relation to any of the specific allegations set out below.

29.2 The disagreement or conflict may be between any of the following:

(a) 2 or more Members;
(b) 1 or more Members and Te Pai Ora SSPA;
(c) 1 or more Members and 1 or more Officers;
(d) 2 or more Officers;
(e) 1 or more Officers and Te Pai Ora SSPA; or
(f) 1 or more Members or Officers and Te Pai Ora SSPA.

29.3 The specific allegations are that:

(a) a Member or Officer has engaged in misconduct;
(b) a Member or Officer has breached, or is likely to breach, a duty under this Constitution or the Incorporated Societies Act;
(c) Te Pai Ora SSPA has breached, or is likely to breach, a duty under this Constitution or Incorporated Societies Act; or
(d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

29.4 A Member or Officer may make a complaint by giving to the National Executive (or a complaints subcommittee) a notice in writing that:

(a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution; and
(b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
(c) sets out any other information or allegations reasonably required by Te Pai Ora SSPA.

29.5 Te Pai Ora SSPA may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that:

(a) states that Te Pai Ora SSPA is starting a procedure for resolving a dispute in accordance with this Constitution; and
(b) sets out the allegation to which the dispute relates.

29.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation is made is fairly advised of the allegation(s) concerning them, with sufficient details given to enable that person to prepare a response.

29.7 All Members and Officers are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the activities of Te Pai Ora SSPA.

29.8 The complainant raising a dispute, and the National Executive, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

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30. Person who makes complaint has right to be heard

30.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

30.2 If Te Pai Ora SSPA makes a complaint:

(a) Te Pai Ora SSPA has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) an Officer may exercise that right on behalf of Te Pai Ora SSPA.

30.3 Without limiting the manner in which the Member, Officer, or Te Pai Ora SSPA may be given the right to be heard, they must be taken to have been given the right if:

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing (if any) is held before the decision maker; and

(d) the Member's, Officer's, or Te Pai Ora SSPA's written or verbal statement or submissions (if any) are considered by the decision maker.

31. Member which is subject of complaint has right to be heard

31.1 This rule applies if a complaint involves an allegation that a Member, an Officer, or Te Pai Ora SSPA (the 'respondent'):

(a) has engaged in misconduct; or

(b) has breached, or is likely to breach, a duty under this Constitution or the Incorporated Societies Act; or

(c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

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

31.3 If the respondent is Te Pai Ora SSPA, an Officer may exercise the right on behalf of Te Pai Ora SSPA.

31.4 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:

(a) 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

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

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing (if any) is held before the decision maker; and

(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

32. Investigating and determining dispute

32.1 Te Pai Ora SSPA must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.

32.2 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Incorporated Societies Act.

33. Member may decide not to proceed further with complaint

Despite rule 32 (*Investigating and determining dispute*), Te Pai Ora SSPA may decide not to proceed further with a complaint if:

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

(i) that a Member or an Officer has engaged in material misconduct;

(ii) that a Member, an Officer, or Te Pai Ora SSPA has materially breached, or is likely to materially breach, a duty under this Constitution or the Incorporated Societies Act; or

(iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the complaint.

34. Member may refer complaint

34.1 Te Pai Ora SSPA may refer a complaint to—

(a) a subcommittee or an external person to investigate and report; or

(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

34.2 Te Pai Ora SSPA may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

35. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the National Executive or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

(a) impartial; or

(b) able to consider the matter without a predetermined view.

MEETINGS OF THE NATIONAL EXECUTIVE

36. Meetings of the National Executive

36.1 Meetings of the National Executive shall be held at such time and place as the National Executive shall decide.

36.2 The meeting may take place in-person or via teleconference, videoconference, or other online meeting facilities.

36.3 The quorum for a meeting of the National Executive shall be 4 persons, or 50% of the National Executive, whichever is the greater.

36.4 The Co-Chairs, or other member of the National Executive nominated by the National Executive, shall give to all members of the National Executive not less than 5 Working Days' notice of National Executive meetings, but in cases of urgency a shorter period of notice shall suffice.

36.5 Except where this Constitution otherwise provides, each member of the National Executive present at a meeting of the National Executive in person or electronically

is entitled to one vote. A resolution of the National Executive is passed at any meeting of the National Executive if a majority of the votes cast on it are in favour of the resolution.

36.6 The Co-Chairs shall chair all meetings of the National Executive. If one of the Co-Chairs is absent, the National Executive members present shall elect one of their number to chair the meeting.

36.7 In the case of a tied vote, the Co-Chairs will not have a casting vote.

36.8 At any meeting of the National Executive or any other committee meeting, all National Executive Members shall endeavour to reach consensus in making decisions.

36.9 In the event that consensus is not achieved the following provisions will apply:
(a) the meeting is adjourned so that business can be considered in caucus;
(b) If a decision still cannot be made by consensus, the Co-Chairs may adjourn the meeting for the matter to be considered in caucus again until consensus is reached.

36.10 A written resolution that has been circulated to all members of the National Executive Members then entitled to receive notice of a meeting, and that has been signed or assented to in writing by all the members of the National Executive in office, is as valid and effective as if it had been passed at a meeting of the National Executive duly convened and held. Such a written resolution may consist of several duplicated documents, each signed or assented to in writing by one or more members of the National executive and may be sent by electronic transmission provided that the resolution, and the respective National Executive member's specific position on the resolution, is recorded in the transmission. Each such document must be retained by the National Executive as evidence of the assent to the resolution by the National Executive Member concerned. Any written resolution that is duly passed under this rule 36.8 shall be recorded in the minutes of the next National Executive meeting.

36.11 The National Executive must ensure that minutes are taken of every National Executive meeting, and are made available to any member of the National Executive on request.

36.12 Except as otherwise provided in this Constitution or the Incorporated Societies Act, the National Executive may regulate its own procedure.

37. Interests Register

The National Executive must keep and maintain an up-to-date Interests Register, being a register of disclosures made by Officers under rule 38 (*Conflicts of Interest*). The Interests Register must be made available for inspection by an Officer of the Association at any reasonable time.

38. Conflicts of Interest

38.1 An Officer or a member of a subcommittee who is an Interested Officer in respect of any Matter relating to Te Pai Ora SSPA, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the National Executive and/or subcommittee.

38.2 Disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the Matter.

38.3 After considering the views of the other members of the National Executive, the Co-Chairs may rule that the affected Officer is not conflicted in relation to a disclosure, where no conflict in fact exists.

38.4 A disclosure by an Officer, and the Co-Chairs' ruling in respect of that disclosure, must be recorded in the minutes.

38.5 If the Officer is determined to be Interested in the Matter, details of the interest must be recorded in the Interests Register.

38.6 An Officer or member of a subcommittee who is an Interested Officer regarding a Matter:

(a) must not vote or take part in the decision of the National Executive and/or subcommittee relating to the Matter unless all members of the National Executive who are not interested in the Matter consent; and

(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the National Executive who are not interested in the Matter consent; but

(c) may take part in any discussion of the National Executive and/or subcommittee relating to the Matter and be present at the time of the decision of the National Executive and/or subcommittee (unless the National Executive and/or subcommittee decides otherwise); and

(d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

38.7 Despite rule 38.6, where 50 per cent or more of the National Executive are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter.

38.8 Where 50 per cent or more of the members of a subcommittee are prevented from voting on a Matter because they are interested in that Matter, the National Executive shall consider and determine the Matter.

38.9 The National Executive must notify the Members of a failure to comply with this rule 38, and of any transactions, as soon as practicable after becoming aware of the failure.

GENERAL MEETINGS

39. Annual General Meetings

39.1 The Association must call an Annual General Meeting to be held once each calendar year, no later than 6 months after balance date and no later than 15 months after the previous Annual General Meeting. To that end, the National Executive shall determine when, where and how the Annual General Meeting will be held, provided that it must be held before 30 November each year.

39.2 The business of the Annual General Meeting shall include:

(a) receiving and confirming the minutes of the previous Annual General Meeting, and any Special General Meeting(s) held since the previous Annual General Meeting;

(b) receiving and adopting:

(i) the annual report on the operations and affairs of the Association during the most recently completed accounting period;

(ii) the financial statements of the Association for that period, dated and signed on behalf of the Association by 2 members of the National

Executive, and including the report of any Qualified Auditor appointed under rule 47 (*Control and management of finances*); and

(iii) notice of the disclosures or types of disclosures may by Officers under rule 38 (*Conflicts of Interest*), including a summary of the matters, or types of matters, to which those disclosures relate;

(c) election of National Executive members;

(d) determining whether a Qualified Auditor is to be appointed and, if so, to appoint a Qualified Auditor;

(e) considering any motions which may be properly brought before the meeting; and

(f) considering any general business.

40. Special General Meetings

40.1 The National Executive may call a Special General Meeting at any time.

40.2 The National Executive must call a Special General Meeting if 2 National Executive Members request it.

40.3 The National Executive must call a Special General Meeting if the National Executive receives a written request from any Member under rule 16.6 *(Appeal to SGM*) or if rule 38.7 (*Conflicts of Interest*) applies.

40.4 The National Executive must call a Special General Meeting if the National Executive receives a written request (which must state the purpose for which the Special General Meeting is requested, including any proposed motion(s)) signed by at least 3 Full Members.

40.5 The National Executive shall determine the date, time and location of a Special General Meeting, provided that Special General Meetings shall be convened within 20 Working Days of receipt of a valid request.

40.6 The business to be dealt with at a Special General Meeting is limited to the matters stated in the valid request (if applicable) and included in the notice of meeting.

41. Meetings generally

41.1 Each Member that is entitled to vote at a General Meeting shall appoint a Representative to vote on behalf of the Member at the General Meeting. Each such Member shall, at or prior to the commencement of the meeting, notify the Chief Executive Officer of the Representative representing that Member at the meeting and entitled to exercise that Member's vote.

41.2 All employees of, and those in governance roles within, Full Members shall be entitled to attend General Meetings and there shall be no limit to the number of Representatives present at the meeting, provided that only the Representative of a Full Member has a right to exercise that Member's vote at the meeting (other employees and those in governance roles do not have a right to vote at the meeting). Affiliate Members and ~~Student~~ Individual Members are entitled to attend General Meetings but have no right to vote.

41.3 The quorum for a General Meeting is 12 Full Members, who are entitled to vote and who are represented at the meeting by a Representative. Quorum does not take into account members casting postal or electronic votes.

41.4 No business may be conducted at a General Meeting unless a quorum is present.

41.5 If the Co-Chairs are present at a General Meeting, the meeting will be chaired by the Co-Chairs. If and one of the Co-Chairs is absent, another member of the National Executive will be elected by the meeting to chair the meeting. If all members of the National Executive are absent, a Representative will be elected by the meeting to chair the meeting.

42. Notice of General Meetings

42.1 The National Executive shall provide written notice of a General Meeting, in such form as the National Executive considers appropriate, to all Members at least 20 Working Days prior to the date of the meeting.

42.2 Any proposed motions and other items of business that Members and/or the National Executive wish to be considered at a General Meeting must be received by the Chief Executive Officer in writing not less than 10 Working Days before the date set for the meeting.

42.3 The agenda for a General Meeting, and notice of any motions to be considered at the meeting, shall be circulated by the National Executive to all Members at least 5 Working Days before the date of the General Meeting. The agenda shall clearly set out as numbered items the separate resolutions in respect of which postal or electronic votes may be cast in accordance with rule 46 (*Postal or electronic voting*). Such notice may include a suitable form for completion and signature by a Member entitled to vote at the meeting.

42.4 All written notices shall be deemed to have been properly sent if forwarded by ordinary or electronic mail to the address appearing in the Register of Members. Any notice sent by post shall be deemed to have been received by the Member on the 5th Working Day following that upon which it was posted. If the National Executive has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members do not receive the notice.

43. Decisions at General Meetings

All questions before the General Meeting shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if it is passed by a Special Resolution. For the purposes of section 89 of the Incorporated Societies Act, the Association may not pass a written resolution in lieu of a General Meeting.

44. Voting at General Meetings

44.1 Subject to rule 46 (*Postal or electronic voting*), voting at General Meetings shall be conducted on the basis of one vote per Member entitled to vote, with voting on behalf of each such Member being conducted by its Representative, who must be present in person or electronically. In the case of a tied vote, the Co-Chairs will have a casting vote.

44.2 Voting at General Meetings shall be by show of hands unless the majority of the meeting elects that voting on any particular motion is by way of secret ballot. No proxy voting shall be permitted.

45. Minutes

Te Pai Ora SSPA must keep minutes of all General Meetings.

46. Postal or electronic voting

46.1 Postal or electronic voting procedures shall be used at any General Meeting, for all resolutions, notices of motion, and nominations for National Executive that have been identified, in the agenda for the meeting, as separate resolutions in respect of which postal or electronic votes may be cast.

46.2 A Member wishing to cast a postal or electronic vote in respect of such a resolution shall clearly indicate on the voting form (if one is supplied), or by letter or e-mail, whether the vote is in favour of or is against the resolution. If there is no indication at all, or no clear indication one way or the other, the vote as to the particular resolution shall be invalid, without prejudice to any clear indications in respect of any other resolutions.

46.3 All postal or electronic votes must be delivered or transmitted so as to reach the National Executive not later than 72 hours before the commencement of the relevant meeting. Votes received after that time shall be invalid.

46.4 The Chief Executive Officer shall sign and hand to the Co-Chairs of the meeting a certificate of the number of valid postal and/or electronic votes cast in favour of, and against, each resolution.

46.5 Postal and electronic votes for and against each resolution shall be included in the count at the meeting on any vote by show of hands or on a poll.

46.6 Postal and electronic voting is intended for use by Members unable to attend a meeting. In any case where a Member casts a postal or electronic vote and is also represented at the meeting, the postal or electronic vote shall prevail, and its nominated Representative shall not be entitled to vote on any of the resolutions the subject of the postal or electronic vote (but may vote on any other matters at the meeting).

OTHER MATTERS

47. Control and management of finances

47.1 The funds and property of the Association shall be:

(a) controlled, invested and disposed of by the National Executive, subject to this Constitution; and

(b) devoted solely to the promotion of the charitable purposes of the Association.

47.2 Bank accounts

The opening and operation of any bank accounts required for the carrying on of Association business shall be authorised by National Executive resolution, and such bank accounts will require the signature of two (2) nominated National Executive members for operation.

47.3 Use of funds

For the avoidance of doubt, the Association may only use its funds to pay the costs and expenses to advance or carry out its charitable purposes.

47.4 Investments

Any surplus funds not immediately required for the purpose of the Association may be invested by the National Executive. In investing such funds the National Executive shall exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others.

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47.5 Accounting records

The National Executive must ensure that there are kept at all times accounting records that:

(a) correctly record the transactions of the Association; and
(b) allow the Association to produce financial statements that comply with the requirements of the Incorporated Societies Act and the Charities Act; and
(c) would enable the financial statements to be readily and properly audited (if required).

The National Executive must establish and maintain a satisfactory system of control of the Association's accounting records. The accounting records must be kept in written form (or in a form or manner that is easily accessible and convertible into written form) for the current accounting period and for the last 7 completed accounting periods of the Association.

47.6 Financial Statements and annual returns

Financial statements for the year ended 30 June showing the income and expenditure, assets and liabilities, and all mortgages and charges affecting the property of the Association at the close of the said year, shall be prepared by the Treasurer with assistance from the Chief Executive Officer.

The Association must ensure that, within 6 months after balance date each year, financial statements are completed and signed in relation to the Association and that balance date, and dated and signed on behalf of the Association by 2 members of the National Executive.

The National Executive must also ensure that any annual returns are filed as required by the Charities Act and the Incorporated Societies Act.

47.7 Audited Accounts

If the Association is required, or at any time resolves, to appoint an auditor or reviewer, then the Association shall, at its Annual General Meeting, appoint a Qualified Auditor to:

(a) hold office until the conclusion of the next Annual General Meeting; and
(b) audit, or review as the case may be, the financial statements of the Association.

The National Executive shall ensure that the Qualified Auditor so appointed has access to the documentation of the Association, and to such information and explanations as the Qualified Auditor thinks fit for the proper performance of their duties.

47.8 Fundraising and Borrowing

The Association shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time. This may be the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Association. It may be without any such security and upon such terms as to priority and otherwise as shall seem fit to the National Executive who shall also be required to exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others. If any borrowing is to exceed fifty percent (50%) of the current assets, then approval from either an Annual General Meeting or Special General Meeting is required.

47.9 Authority to incur liability

No Officer or Member of the Association shall have authority to incur any liability in the name of the Association without the express prior approval in writing of the National Executive.

48. Indemnity of Officers

48.1 **Indemnities**: the Association may indemnify an Officer, a Member, or an employee, of the Association in respect of:

(a) liability to any person other than the Association for any act or omission in their capacity as an Officer, Member, or employee (not being a liability specified in rule 48.2); and

(b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and

(c) costs incurred by the Officer, Member, or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as an Officer, Member, or employee of the Society, but only if judgment is given in their favour, they are acquitted, or the proceeding is discontinued.

48.2 The liability specified in this rule is –

(a) criminal liability; or

(b) a liability that arises out of a failure to act in good faith and in what the Officer, Member, or employee believes to be the best interests of the Society when acting in their capacity as an Officer, Member, or employee.

48.3 **Insurance**: the Association may, with the prior approval of the National Executive, effect insurance for an Officer, Member, or employee, of the Association in respect of:

(a) liability (other than criminal liability) to any person for any act or omission in their capacity as an Officer, Member, or employee; or

(b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or

(c) costs incurred by the Officer, Member, or employee in defending any criminal proceedings –

(i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, Member, or employee; and

(ii) in which they are acquitted.

48.4 National Executive members who vote in favour of authorising the insurance under rule 48.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Association.

48.5 The power of the Association to indemnify and effect insurance pursuant to this rule may not be exercised if and to the extent that to do so would prejudice the charitable status of the Association.

49. Alteration to Constitution

49.1 This Constitution may be added to, amended, or repealed by resolution at any General Meeting, being either an Annual General Meeting or a Special General Meeting of the Association provided that notice of such proposed additions, amendments or alterations, together with the names of the proposer and seconder thereof, shall be given to the Co-Chairs at least twenty (20) Working Days before the date fixed for the General Meeting. The National Executive shall then ensure that each Member receives notice of such proposed additions, amendments or alterations at least five (5) Working Days before the date of the meeting.

49.2 Any resolution, adding to, amending, or repealing this Constitution to be successful shall require the votes of a simple majority of the Members at the General Meeting.

49.3 Notwithstanding rules 50.1 and 50.2, the Association may make minor or technical amendments to the Constitution by providing written notice to every Member of the text of the proposed amendment and the right of the Member to object to the proposed amendment. If no objection from a Member is received within 20 Working Days after the date on which the notice s sent, the National Executive may make the amendment.

49.4 The power of amendment conferred by this rule 50 may not be exercised to make an amendment that would prejudice the charitable nature of the Association.

49.5 Where the Constitution is amended under this rule 50, the Association must ensure that a copy of the amendment, and a copy of the Constitution as amended, are notified to the Registrar in accordance with the Incorporated Societies Act. No amendment to the Constitution shall take effect until registered with the Registrar. Any amendment to this Constitution must also be notified as required by the Charities Act.

49.6 This Constitution should be reviewed at least every three-years along with any other governance procedures of Te Pai Ora SSPA, in line with section 42G of the Charities Act.

50. Winding up

Resolving to put Association into liquidation

50.1 The Association may be liquidated in accordance with Part 5 of the Incorporated Societies Act.

50.2 The National Executive shall give 30 Working Days' written notice to all Members of the proposed resolution to put the Association into liquidation.

50.3 The National Executive shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Incorporated Societies Act.

50.4 Any resolution to put the Association into liquidation must be passed by Ordinary Resolution.

Resolving to apply for removal from the register

50.5 The Association may be removed from the register of incorporated societies in accordance with Part 5 of the Incorporated Societies Act.

50.6 The National Executive shall give 30 Working Days' written notice to all Members of the proposed resolution to remove the Association from the register of incorporated societies.

50.7 The National Executive shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Incorporated Societies Act.

50.8 Any resolution to remove the Association from the register of incorporated societies must be passed by Ordinary Resolution.

Surplus assets

50.9 On the liquidation of the Association, or on its removal from the register of incorporated societies, any surplus assets and/or funds, after the discharge of any liabilities, shall be distributed, as determined by the National Executive at that time, to any charitable organisation having similar purposes, within New Zealand to those of the Association or, if the National Executive cannot agree as to the distribution of such assets and/or funds then they shall be distributed for exclusively charitable purposes to any Member or former Member of the Association as nominated by the Commissioner for Children.

51. Matters not provided for

Any matter not otherwise specially provided for in this Constitution shall be decided by the National Executive unless a General Meeting has made a previous decision on the matter under review, such decisions to be reported to the Members.