

Executive Approved Constitution

(20.10.25)

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Introductory rules

1. Name

- 1.1. The name of the Society is the **National Union of Public Employees Incorporated** (in this Constitution referred to as the 'Union').

2. Charitable status

- 2.1. The **Union** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

- 3.1. In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

‘**Act**’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘**Annual General Meeting**’ means a meeting of the **Members** of the **Union** held once per year which, among other things, will receive and consider reports on the **Union’s** activities and finances.

‘**Convener**’ means the **Officer** responsible for chairing **General Meetings** and Executive Committee meetings, and who provides leadership for the **Union**.

‘**Constitution**’ means the rules in this document.

‘**Deputy Convener**’ means the **Officer** elected or appointed to deputise in the absence of the **Convener**.

‘**Employment unit**’ means either a single employer or a group of employers who have been designated as such by the Executive Committee.

‘**Executive Committee**’ means the **Union’s** governing body.

‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Union**.

‘**Interested Member**’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘**Interests Register**’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘**Matter**’ means—

1. the **Union’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Union**.

‘**Member**’ means a person who has consented to become a **Member** of the **Union** and has been properly admitted to the **Union** who has not ceased to be a **Member** of the **Union**.

‘**Notice**’ to **Members** includes any notice given by email, post, or courier.

‘**Occupational group**’ means a group of members who are defined by occupational or professional status (e.g. administration, Probation Officer, Youth Workers, ASOs) or share geographical coverage that may have significance to the impact of the proposed collective agreement settlements (e.g. OT members at TPW or NZDF members at Burnham camp).

‘**Officer**’ means a natural person who is:

- a member of the **Executive Committee**, or
- occupying a position in the **Union** that allows them to exercise significant influence over the management or administration of the **Union**, including any Chief Executive or Treasurer.

‘**Register of Members**’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘**Secretary**’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘**Special General Meeting**’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘**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.

‘**Workplace**’ means either a physical workplace or a group of workplaces employing small numbers of people.

4. Purposes

4.1. The primary purposes of the **Union** are to—

- a) Promote members’ collective employment interests.
- b) To promote and enhance the economic, social, political and industrial interests of the union’s members.
- c) To stimulate and encourage union membership in New Zealand.
- d) To foster the health, safety and welfare of working people.
- e) To do all such things as are incidental or conducive to the attainment of all or some of the above purposes and to promote any activity not repugnant to the said purposes.

4.2. The **Union** must not operate for the purpose of, or with the effect of—

- a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- b) having capital that is divided into shares or stock held by its **Members**; or

- c) holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Union** or otherwise).
- 4.3. But the **Union** will not operate for the financial gain of **Members** simply if the **Union**—
- a) engages in trade,
 - b) pays a **Member** for matters that are incidental to the purposes of the **Union**, and the **Member** is a not-for-profit entity,
 - c) distributes funds to a **Member** to further the purposes of the **Union**, and the **Member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the Union, and
 - has the same, or substantially the same, purposes as those of the **Union**.
 - d) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Union** or while pursuing the Union's purposes,
 - e) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
 - f) provides benefits to **Members** or their families to alleviate hardship,
 - g) provides educational scholarships or grants to Members or their families,
 - h) pays a **Member** a salary or wages or other payments for services to the **Union** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and
 - each acting in its own best interests; or
 - are terms less favourable to the **Member** than those terms and the payment for services, or
 - other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Union**),
 - i) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Union**.
 - j) on removal of the **Union** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a **Member** that is a not-for-profit entity.

5. Contact person

- 5.1. The **Union** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 5.2. The **Union's** contact person must be:
 - a) At least 18 years of age, and
 - b) Ordinarily resident in New Zealand.
- 5.3. A contact person can be appointed by the Executive Committee or elected by the Members at a General Meeting.
- 5.4. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a) a physical address or an electronic address,
 - b) and a telephone number.
- 5.5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within **20 Working Days** of that change occurring, or the **Union** becoming aware of the change.

Members

6. Minimum number of members

- 6.1. The **Union** shall maintain the minimum number of **Members** required by the Act.

7. Types of members

- 7.1. The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

Member

A **Member** is an individual admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

Life Member

A **Life Member** is a person honoured for highly valued services to the **Union** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

8. Becoming a member: consent

- 8.1. Every applicant for membership must consent in writing to becoming a **Member**.

9. Becoming a member: process

- 9.1. Membership of the **Union** shall be open to wage and salary workers who work for an organization that is wholly or partly publicly funded.
- 9.2. An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Executive Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Executive Committee**.
- 9.3. The **Executive Committee** may accept or decline an application for membership at its sole discretion. The **Executive Committee** must advise the applicant of its decision.
- 9.4. The signed written consent of every **Member** to become a Union Member shall be retained in the **Union's** membership records.

10. Members' obligations and rights

- 10.1. Every **Member** shall provide the **Union** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Union** in writing of any changes to those details.
- 10.2. All **Members** shall promote the interests and purposes of the **Union** and shall do nothing to bring the **Union** into disrepute.
- 10.3. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the Union's premises, facilities, equipment and other property, and participating in Union activities) if all subscriptions and any other fees have been paid to the **Union** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Union** by reason only of being a **Member**.

11. Subscriptions and fees

- 11.1. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic installments).
- 11.2. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within **21 Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no

membership rights and shall not be entitled to participate in any **Union** activity or to access or use the **Union's** premises, facilities, equipment and other property until all the arrears are paid.

- 11.3. If such arrears are not paid within **14 Working Days** of the due date for payment of the subscription, any other fees, or levy the **Executive Committee** may terminate the **Member's** membership (without being required to give prior notice to that Member).

12. Ceasing to be a member

12.1. A Member ceases to be a Member—

- a) by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Executive Committee**, or
- b) on termination of a Member's membership following a dispute resolution process under this Constitution, or
- c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d) by resolution of the Executive Committee where—
 - The **Member** has failed to pay a subscription, levy or other amount due to the **Union** within **28 Working Days** of the due date for payment.
- e) In the opinion of the **Executive Committee** the **Member** has brought the **Union** into disrepute.
- f) with effect from (as applicable)—
 - the date of receipt of the **Member's** notice of resignation by the **Executive Committee** (or any subsequent date stated in the notice of resignation), or
 - the date of termination of the **Member's** membership under this Constitution, or
 - the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - the date specified in a resolution of the **Executive Committee** and when a **Member's** membership has been terminated the **Executive Committee** shall promptly notify the former **Member** in writing.

13. Obligations once membership has ceased

- 13.1. Member who has ceased to be a Member under this Constitution—
- a) remains liable to pay all subscriptions and other fees to the Union's next balance date,
 - b) shall cease to hold himself or herself out as a Member of the Union, and
 - shall return to the Union all material provided to Members by the Union (including any membership certificate, badges, handbooks and manuals).
 - shall cease to be entitled to any of the rights of a Union Member.

General meetings

14. Procedures for all general meetings

- 14.1. The **Executive Committee** shall give all Members at least **15 Working Days'** written Notice of any **General Meeting** and of the business to be conducted at that General Meeting.
- 14.2. That Notice will be addressed to the Member at the contact address notified to the Union and recorded in the Union's register of members. The General Meeting and its business will not be invalidated simply because one or more **Members** do not receive the Notice of the **General Meeting**.
- 14.3. Only financial **Members** may attend, speak and vote at **General Meetings—**
- a) in person, or
 - by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Executive Committee** before the commencement of the **General Meeting**, or
 - through the authorised representative of a body corporate as notified to the **Executive Committee**, and
 - no other proxy voting shall be permitted.
- 14.4. No **General Meeting** may be held unless at least **10 eligible** financial **Members** attend throughout the meeting and this will constitute a quorum.
- 14.5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and

place determined by the **Convener** of the **Union**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

- 14.6. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Convener** or of 2 or more **Members** present, by secret ballot.
- 14.7. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 14.8. Any decisions made when a quorum is not present are not valid.
- 14.9. Written resolutions may not be passed in lieu of a **General Meeting**.
- 14.10. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 14.11. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 14.12. The **Executive Committee** may propose motions for the **Union** to vote on ('Executive Committee Motions'), which shall be notified to **Members** with the notice of the **General Meeting**.

15. Minutes

- 15.1. The **Union** must keep minutes of all **General Meetings**.

16. Annual General Meetings: when they will be held

- 16.1. An Annual **General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Executive Committee** and consistent with any requirements in the Act, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 16.2. The **Annual General Meeting** must be held no later than the earlier of the following—
 - **6 months** after the balance date of the **Union**
 - **15 months** after the previous annual meeting.

17. Annual General Meetings: business

- 17.1. The business of an Annual **General Meeting** shall be to—
- a) confirm the minutes of the last **Annual General Meeting** and
 - b) any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - c) adopt the annual report on the operations and affairs of the **Union**,
 - d) adopt the **Executive Committee's** report on the finances of the **Union**, and the annual financial statements,
 - e) set any subscriptions for the current financial year, consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and consider any general business.
- 17.2. The **Executive Committee** must, at each Annual **General Meeting**, present the following information—
- a) an annual report on the operation and affairs of the **Union** during the most recently completed accounting period
 - b) the annual financial statements for that period, and
 - c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

18. Special General Meetings

- 18.1. Special General Meetings may be called at any time by the **Executive Committee** by resolution.
- 18.2. The **Executive Committee** must call a Special General Meeting if it receives a written request signed by at least **5 percent** of **Members**.
- 18.3. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 18.4. The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the **Executive Committee's** resolution or the written request by **Members** for the Meeting.

Executive Committee

19. Executive Committee composition

- 19.1. The **Executive Committee** will consist of at least **7 Officers**.
- 19.2. **Officers** on the Executive Committee must be **Members** of the Union.
- 19.3. The Secretary shall be part of but not vote at **Executive Committee meetings**.

20. Functions of the Executive Committee

- 20.1. From the end of each Annual **General Meeting** until the end of the next, the **Union** shall be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

21. Powers of the Executive Committee

- 21.1. The **Executive Committee** has all the powers necessary for managing — and for directing and supervising the management of the operation and affairs of the **Union**, subject to such modifications, exceptions, or limitations as are contained in **the Act** or in this **Constitution**.

Executive Committee meetings

22. Procedure

- 22.1. The quorum for **Executive Committee** meetings is at least half the number of members of the Executive Committee.
- 22.2. A meeting of the **Executive Committee** may be held either—
 - a) by a number of the members of the **Executive Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - b) by means of audio, or audio and visual, communication by which all members of the **Executive Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 22.3. A resolution of the **Executive Committee** is passed at any meeting of the Executive Committee if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the Executive Committee shall have one vote.

- 22.4. The members of the **Executive Committee** shall elect one of their number as **Convener** of the **Executive Committee**. If at a meeting of the Executive Committee, the Convener is not present, the members of the Executive Committee present may choose one of their number to be Convener of the meeting. The **Convener** has a casting vote in the event of a tied vote on any resolution of the **Executive Committee**.
- 22.5. Except as otherwise provided in this **Constitution**, the **Executive Committee** may regulate its own procedure.

23. Frequency

- 23.1. The **Executive Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Convener** or **Secretary**.
- 23.2. The **Secretary**, or other **Executive Committee** member nominated by the Executive Committee, shall give to all Executive Committee members not less than **5 Working Days**' notice of Executive Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

24. Qualifications of officers

- 24.1. Every **Officer** must be a natural person who—
- a) has consented in writing to be an officer of the **Union**, and
 - b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Union**.
- 24.2. The following members are disqualified under section 47(3) of the Act from being appointed or holding office as an **Officer** of the **Union**, namely—
- a) A person who is under 16 years of age
 - b) A person who is an undischarged bankrupt
 - c) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation

- d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- e) A person who has been convicted of **any** of the following, and has been sentenced for the offence, within the **last 7 years**—
 - an offence under subpart 6 of Part 4 of the **Act**
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) A person subject to: a banning order under subpart 7 of Part 4 of the Act, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - a property order made under the Protection of Personal and Property Rights Act 1988, or
 - whose property is managed by a trustee corporation under section 32 of that Act.
- g) A person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

24.3. Prior to election or appointment as an **Officer** a person must—

- a) consent in writing to be an **Officer**, and
- b) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

*Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Union's** records.*

25. Election or appointment of officers

25.1. The election of Officers shall be conducted as follows.

- a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Executive Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Union** at least 10 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
- c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Executive Committee** (excluding those in respect of whom the votes are tied).
- d) Two **Members** (who are not nominees) or non-**Members** appointed by the **Convener** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- f) In addition to **Officers** elected under the foregoing provisions of this rule, the **Executive Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Executive Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Union**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

26. Term

- 26.1. The term of office for all **Officers** elected to the **Executive Committee** shall be **2 year(s)**, expiring at the end of the Annual **General Meeting** in the year corresponding with the last year of each Officer's term of office.

27. Removal of officers

- 27.1. An Officer shall be removed as an Officer by resolution of the Executive Committee or the Union where in the opinion of the Executive Committee or the Union —
- a) The **Officer** elected to the **Executive Committee** has been absent from 3 Executive Committee meetings without leave of absence from the **Executive Committee**.
 - b) The **Officer** has brought the **Union** into disrepute.
 - c) The **Officer** has failed to disclose a conflict of interest.
 - d) The **Executive Committee** passes a vote of no confidence in the **Officer**.
 - e) The **Officer** has ceased to become a member of the Union.
 - f) with effect from (as applicable) the date specified in a resolution of the **Executive Committee** or **Union**.

28. Conflicts of interest

- 28.1. An **Officer** or **member** of a sub-Executive Committee who is an Interested Member in respect of any Matter being considered by the **Union**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- a) to the **Executive Committee** and or sub-Executive Committee, and
 - b) in an **Interests Register** kept by the **Executive Committee**.
- 28.2. Disclosure must be made as soon as practicable after the Officer or member of a sub-Executive Committee becomes aware that they are interested in the Matter.
- 28.3. An Officer or member of a sub-Executive Committee who is an Interested Member regarding a Matter—

- a) must not vote or take part in the decision of the **Executive Committee** and/or sub-Executive Committee relating to the **Matter** unless all members of the **Executive Committee** 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 **Executive Committee** who are not interested in the **Matter** consent; but
 - c) may take part in any discussion of the **Executive Committee** and/or sub-Executive Committee relating to the **Matter** and be present at the time of the decision of the **Executive Committee** and/or sub-Executive Committee (unless the **Executive Committee** and/or sub-Executive Committee decides otherwise).
- 28.4. However, an **Officer** or member of a sub-Executive Committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 28.5. Where **50 per cent** or more of **Officers** 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**, unless all non-interested Officers agree otherwise.
- 28.6. Where **50 per cent** or more of the members of a sub-Executive Committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Executive Committee** shall consider and determine the **Matter**.

Records

29. Register of Members

- 29.1. The **Union** shall keep an up-to-date Register of **Members**.
- 29.2. For each current **Member**, the information contained in the Register of Members shall include —
- a) Their name, and
 - b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - c) Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

- 29.3. The register will also include each **Member's** —
- a) postal address
 - b) email address (if any)
 - c) occupation
 - d) whether the **Member** is financial or unfinancial
- 29.4. Every current **Member** shall promptly advise the **Union** of any change of the Member's contact details.
- 29.5. The **Union** shall also keep a record of the former Members of the Union. For each **Member** who ceased to be a Member within the previous **7 years**, the Union will record:
- a) The former **Member's** name, and
 - b) The date the former **Member** ceased to be a **Member**.

30. Interests Register

- 30.1. The **Executive Committee** shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-Executive Committee.

31. Access to information for members

- 31.1. A **Member** may at any time make a written request to the **Union** for information held by the **Union**.
- 31.2. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 31.3. The **Union** must, within a reasonable time after receiving a request —
- a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Union** (which must be specified and explained) to meet the cost of providing the information, or
 - d) refuse to provide the information, specifying the reasons for the refusal.

- 31.4. Without limiting the reasons for which the **Union** may refuse to provide the information, the **Union** may refuse to provide the information if —
- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Union** or of any of its **Members**, or
 - c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Union**, or
 - d) the information is not relevant to the operation or affairs of the Union, or
 - e) withholding the information is necessary to maintain legal professional privilege, or
 - f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - g) the burden to the **Union** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - h) the request for the information is frivolous or vexatious, or
 - i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 31.5. If the **Union** requires the **Member** to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within **10 Working Days** after receiving notification of the charge, the **Member** informs the **Union** —
- a) that the **Member** will pay the charge; or
 - b) that the **Member** considers the charge to be unreasonable.
- 31.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

32. Control and management

- 32.1. The funds and property of the **Union** shall be—
- a) controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution**, and
 - b) devoted solely to the promotion of the purposes of the **Union**.
- 32.2. The **Executive Committee** shall maintain bank accounts in the name of the **Union**.
- 32.3. All money received on account of the **Union** shall be banked within **3 Working Days** of receipt.
- 32.4. All accounts paid or for payment shall be submitted to the **Executive Committee** for approval of payment.
- 32.5. The **Executive Committee** must ensure that there are kept at all times accounting records that—
- a) correctly record the transactions of the **Union**, and
 - b) allow the **Union** to produce financial statements that comply with the requirements of the **Act**, and
 - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Union's Constitution**).
- 32.6. The **Executive Committee** must establish and maintain a satisfactory system of control of the Union's accounting records.
- 32.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Union**.

33. Balance date

- 33.1. The Union's financial year shall commence on **01 April of each year and end on 31 March** (the latter date being the Union's balance date).

Delegates

34. Delegates

- 34.1. A delegate's function is to represent the interests of the members who elected him/her.
- 34.2. Employment units shall elect delegates in sufficient numbers to ensure that they are adequately represented in their workplaces and that good communication is possible.
- 34.3. The delegates in conjunction with the union staff and members in that employment unit shall determine policy in relation to that employment unit, represent the interests of members and where appropriate contribute proposals for the **Executive Committee** consideration.

Defining occupational groups for purposes of ratifying or varying a collective employment agreement

35. Occupational Groups

- 35.1. The **Executive Committee** shall agree on the definition of occupational group status for each employment unit for the purposes of ratifying or varying a collective employment agreement. Such authority may be delegated to the Secretary.
- 35.2. The **Executive Committee** shall hear from the elected delegate and or member of an occupational group who objects to the definition at the next scheduled meeting of the Executive Committee.
- 35.3. Due consideration of the objection shall be undertaken. However, at the next subsequent meeting of the **Executive Committee** a final ruling will be made.
- 35.4. At the commencement of bargaining for a collective agreement the **Union** shall notify the employer of the number of occupational groups in relation to the ratification/variation of a Collective Employment Agreement.

Ratification procedures for collective agreements and variations thereof.

36. Ratification

- 36.1. In the case of negotiations relating to two or more employees:
 - a) The **Union** shall notify the employees, either by mail, through its officers or workplace representatives or through a union publication of the date, time and venue for a meeting or vote to ratify the settlement.

- b) **Members** to be covered by a collective agreement (“bargaining members”) may, prior to bargaining being initiated by the **Union**, propose an alternative ratification procedure to the default procedure in clause 36.1.(c). This alternative procedure shall be adopted where voted for by 60% of bargaining members.
- c) A majority vote for each occupational group of those voting, who have authorised the **Union** to represent them in those negotiations, shall be sufficient to ratify the settlement in respect of all employees to whom it relates.
- d) No occupational group for whom an agreement is being negotiated shall finally settle until all groups within that agreement have settled.
- e) Notwithstanding rule 36.1(b) settlement shall not be prevented where 75% of the members to be bound by the agreement vote to accept it and where no occupational group have their short- or long-term interests adversely affected by the proposed agreement.
- f) The meeting or vote may consist of a number of meetings at the same or different date, time or venue.
- g) Proxy votes and special votes are acceptable where members are unable to attend a meeting.

Dispute resolution

37. Meanings of dispute and complaint

37.1. A dispute is a disagreement or conflict involving the Union and/or its Members in relation to specific allegations set out below.

37.2. The disagreement or conflict may be between any of the following persons—

- a) 2 or more **Members**
- b) 1 or more **Members** and the **Union**
- c) 1 or more **Members** and 1 or more **Officers**
- d) 2 or more **Officers**
- e) 1 or more **Officers** and the **Union**
- f) 1 or more **Members** or **Officers** and the **Union**.

37.3. The disagreement or conflict relates to any of the following allegations—

- a) a **Member** or an **Officer** has engaged in misconduct
 - b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Union's Constitution** or bylaws or the **Act**
 - c) the **Union** has breached, or is likely to breach, a duty under the **Union's Constitution** or bylaws or the **Act**
 - d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 37.4. A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subExecutive Committee) a notice in writing that—
- a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Union's 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 the **Union**.
- 37.5. The **Union** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- a) states that the **Union** is starting a procedure for resolving a dispute in accordance with the **Union's Constitution**; and
 - b) sets out the allegation to which the dispute relates.
- 37.6. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 37.7. A complaint may be made in any other reasonable manner permitted by the **Union's Constitution**.
- 37.8. All **Members** (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Union's** activities.
- 37.9. The complainant raising a dispute, and the **Executive Committee**, 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.

38. How complaint is made

- 38.1. A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints sub Committee) a notice in writing that—
- a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Union's Constitution**; and
 - b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the **Union**
- 38.2. The **Union** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the Member or Officer a notice in writing that—
- a) states that the **Union** is starting a procedure for resolving a dispute in accordance with the **Union's Constitution**; and
 - b) sets out the allegation to which the dispute relates.
- 38.3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 38.4. A complaint may be made in any other reasonable manner permitted by the Union's Constitution.

39. Person who makes complaint has right to be heard

- 39.1. 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.
- 39.2. If the **Union** makes a complaint—
- a) the **Union** 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 the **Union**

- 39.3. Without limiting the manner in which the **Member, Officer, or Union** 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 Union's** written or verbal statement or submissions (if any) are considered by the decision maker.

40. Person who is subject of complaint has right to be heard

- 40.1. This clause applies if a complaint involves an allegation that a **Member, an Officer, or the Union** (the 'respondent')—
- a) has engaged in misconduct; or
 - b) has breached, or is likely to breach, a duty under the **Union's Constitution** or bylaws or this **Act**; or
 - c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 40.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 40.3. If the respondent is the **Union**, an **Officer** may exercise the right on behalf of the Union.
- 40.4. 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.

41. Investigating and determining dispute

- 41.1. The **Union** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 41.2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

42. Union may decide not to proceed further with complaint

- 42.1. Despite the 'Investigating and determining dispute' rule above, the **Union** may decide not to proceed further with a complaint if—
 - a) the complaint is considered to be trivial; or
 - b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a **Member** or an **Officer** has engaged in material misconduct;
 - that a **Member**, an **Officer**, or
 - the **Union** has materially breached, or
 - is likely to materially breach, a duty under the **Union's Constitution** or bylaws or the **Act**;
 - c) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
 - d) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - e) the person who makes the complaint has an insignificant interest in the matter; or
 - f) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
 - g) there has been an undue delay in making the complaint.

43. Union may refer complaint

- 43.1. The **Union** may refer a complaint to—
 - a) a sub-committee or an external person to investigate and report; or
 - b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

- 43.2. The **Union** 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).

44. Decision makers

- 44.1. A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Executive Committee** or a complaints subExecutive Committee 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.

Liquidation and removal from the register

45. Surplus assets

- 45.1. If the Union is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 45.2. On the liquidation or removal from the Register of Incorporated Societies of the Union, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in

[Special general meeting to insert recipients]

- 45.3. However, in any resolution under this rule, the Union may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Union complies with this Constitution and the Act in all other respects.

Alterations to the constitution

46. Amending this constitution

- 46.1. All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the Act.
- 46.2. The **Union** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

- 46.3. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 46.4. Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **5 per cent** of eligible **Members** and given in writing to the **Executive Committee** at least **21 Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 46.5. At least **14 Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive Committee** has.
- 46.6. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.