

**OraTaiao:
The New Zealand
Climate and Health
Council, incorporated**

Constitution

TABLE OF CONTENTS

1	Name	3
2	Registered Office	3
3	Purposes of the Group	3
4	Governance of the Group	4
5	Election of the Convenors and Executive Board	5
6	Cessation of Executive Board membership	6
7	Roles of the Executive Board	6
8	Roles of the Convenors	7
9	Roles of the Treasurer	7
10	Roles of the Secretary	8
11	Group membership	8
12	The register of members	8
13	Cessation of Group membership	9
14	Obligations of members	9
15	Assets of the Group	9
16	Subscriptions and joining fees	10
17	Additional powers	10
18	Financial year	10
19	Payment authorisations	10
20	Appointing an auditor or reviewer	11
21	The conduct of AGMs and SGMs	11
22	Motions at AGMs and SGMs	12
23	Executive Board meetings	13
24	Signing of documents	13
25	Altering this Constitution	13
26	Winding up	14
27	Definitions	14

1 Name

- 1.1 The name of the Group is OraTaiao: The New Zealand Climate and Health Council, incorporated.
 - 1.2 The Group is not for profit
 - 1.3 The name 'OraTaiao' connects the Māori concepts 'Ora' and 'Taiao', in a way that is descriptive rather than literal. 'Ora' means to be alive, well, safe, cured, recovered, healthy. 'Taiao' can be translated as world, Earth, environment, nature, country. Adoption of this name signals that the group is committed to honouring Māori aspirations, upholding the principles of Te Tiriti o Waitangi and striving to reduce inequalities between Māori and other New Zealanders.
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2 Registered Office

- 2.1 The Registered Office of the Group is:
3A Crofton Road
Ngaio
Wellington 6035
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3 Purposes of the Group

- 3.1 The purposes of the Group are:
 - 3.1.1 To educate all New Zealanders on the threat of climate change and its effects on human health and survival.
 - 3.1.2 To promote interventions that combine health and environmental benefits.
 - 3.1.3 To encourage, particularly in the health sector, personal and organisational action on climate change.
 - 3.1.4 To promote a rapid reduction in New Zealand's greenhouse gas emissions.
 - 3.1.5 To encourage societal responses to climate change that promote equitable health and social outcomes and are consistent with Te Tiriti o Waitangi.
 - 3.1.6 To undertake any activities necessary or helpful to the above purposes.
 - 3.2 The Group will be guided in practice by the indigenous concepts of kaitiakitanga (guardianship), kotahitanga (unity), manaakitanga (caring), and whakatipuranga (future generations).
 - 3.3 Pecuniary gain is not a purpose of the Group.
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4 Governance of the Group

- 4.1 The Group shall be governed by an Executive Board with a membership of up to sixteen members as set out in this Constitution.
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4.1.1 Executive Board members must be members of the Group

The Convenors

- 4.2 Two Co-Convenors of the Group shall be elected at the time of the Annual General Meeting (AGM) of the Group.
- 4.3 The Convenors must be nominated from within the membership of the Executive Board, unless no existing Board member is willing to accept nomination.
- 4.4 One of the Convenors will be Māori.
- 4.5 Convenors shall normally hold office for two years.
- 4.6 All retiring Convenors of the Executive Board will be eligible for re-election.
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Elected Officers of the Executive Board

- 4.7 At the time of the AGM, the members of the Group will elect up to sixteen Officers to the Executive Board.
- 4.8 Officers shall normally hold office for two years.
- 4.9 Elected Officers shall fill the following positions:
- Secretary
 - Treasurer
 - Membership Officer
 - Media Liaison Officer/s
 - Website Coordinator/s
 - Policy Development Coordinator/s
 - Primary Care Coordinator/s
 - Secondary Care Coordinator/s
 - International Coordinator/s
- 4.10 Other positions may be developed for the Executive Board as the Group becomes more established.
- 4.11 Co-opted members – others may be co-opted as appropriate
- 4.12 All retiring Officers of the Executive Board will be eligible for re-election.
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Co-opted Officers of the Executive Board

- 4.13 The Executive Board will determine at its first meeting, or at any other meeting, if any additional officers will be co-opted onto the Executive Board.
- 4.14 The maximum number of members of the Executive Board will be sixteen.
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Secretary

- 4.15 At the first meeting of the Executive Board following the AGM the Executive Board will elect a Secretary from among its membership.
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5 Election of the Convenors and Executive Board

- 5.1 The Convenors and Officers, except for the Secretary, shall be elected by postal ballot at the Annual General Meeting
- 5.2 At least 28 days before an AGM or SGM there will be a call for nominations for Convenors and Executive Board members.
- 5.3 Each candidate will be proposed and seconded by members of the Group.
- 5.4 At least 14 days before the AGM or SGM the completed nomination forms will be received by the Secretary.
- 5.5 If more than two nominations are received for the positions of Convenors an election will be held as set out in this Constitution.
- 5.6 If more than fourteen nominations are received for the positions of elected Officers of the Executive Board, an election will be held as set out in this Constitution.
- 5.7 An electronic voting process will be used, as follows:
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- 5.7.1 The voting for Convenors and/or Officers of the Executive Board will take place before the AGM or, if circumstances require, before a Special General Meeting (SGM).
- 5.7.2 At least 10 days before the AGM or SGM members will be provided with access details to electronic voting papers.
- 5.7.3 The electronic voting information will be accompanied by relevant biographical details of each of the nominees.
- 5.7.4 Each member shall have two votes for the Convenors and be able to vote for up to eight Officers of the Executive Board.
- 5.7.5 All registered members of the Group are permitted to vote.
- 5.7.6 Where the member of the Group is an organisation, the member is required to register with the Group the name of a person within the member organisation that is authorised to cast the electronic vote.

- 5.7.7 Members will be advised of the dates and times between which they will be able to cast their votes. The closing date and time will be at least three days before the AGM or SGM.
 - 5.7.8 The votes will be counted by an independent returning officer and a scrutineer appointed by the Secretary.
 - 5.7.9 The returning officer will declare the result of the vote at the AGM or SGM and such declaration shall be final and conclusive.
 - 5.7.10 The voting transactions will then be destroyed by the returning officer.
 - 5.7.11 In the event that electronic voting is unavailable, incomplete or interrupted, the Convenors reserve the right to call a paper ballot at a duly called AGM/SGM.
- 5.8 If the position of an Executive Board Officer becomes vacant between AGMs the Executive Board may co-opt another member to fill that vacancy until the next AGM.
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6 Cessation of Executive Board membership

- 6.1 Persons cease to be Executive Board Officers when:
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- 6.1.1 They resign by giving written notice to the Board.
 - 6.1.2 They are removed by majority vote of the Executive Board.
 - 6.1.3 Their term expires.
- 6.2 If a person ceases to be a member of the Executive Board, that person must within one month return to the Executive Board all Group documents and property.
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7 Roles of the Executive Board

- 7.1 The Executive Board shall be responsible for:
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- 7.1.1 Providing the governance of the Group including developing the Group's strategic plans.
 - 7.1.2 Carrying out the purposes of the Group.
 - 7.1.3 Deciding how members join the Group and how they cease being members.
 - 7.1.4 Setting the times and agendas for AGMs, SGMs and the Executive Board.
 - 7.1.5 The nomination and co-opting of Executive Board Officers.
 - 7.1.6 The general and financial management of the Group.
 - 7.1.7 All matters in the general interests of the Group.
 - 7.1.8 The appointment of a secretary.
 - 7.1.9 The appointment of independent auditors.

- 7.1.10 Producing a report and audited statement concerning the finances of the Group for the preceding year at every AGM.
 - 7.2 The Executive Board holds all the powers of the Group unless these powers are limited by this Constitution or by a majority decision of the members.
 - 7.3 Subgroups may be formed within the Group by direction of the Executive Board. These subgroups will be granted relevant decision making powers subject to approval by the Executive Board.
 - 7.4 Decisions of the Executive Board bind the Group unless the Executive Board's power is limited by this Constitution or by a majority decision of the members.
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8 Roles of the Convenors

- 8.1 The roles of the Convenors are to:
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- 8.1.1 Ensure that the Constitution is followed.
- 8.1.2 Convene and chair AGMs, SGMs and meetings of the Executive Board.
- 8.1.3 Oversee the governance of the Group.
- 8.1.4 Report on the governance of the Group and provide an overview of the previous year at each AGM.

9 Roles of the Treasurer

- 9.1 The roles of the Treasurer are to:
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- 9.1.1 Manage the day-to-day finances of the Group including donations received by the Group.
- 9.1.2 Provide an annual audited Statement of Financial Position and Statement of Financial Performance and a financial report to the AGM.
- 9.1.3 Provide financial reports to SGMs if this is required by the Executive Board or a majority of members.
- 9.1.4 Forward the annual audited financial statements to the Registrar of Incorporated Societies once these have been accepted at the AGM.

10 Roles of the Secretary

- 10.1 The roles of the Secretary are to:
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- 10.1.1 Manage the election of Convenors and Officers of the Executive Board.
- 10.1.2 Maintain appropriate records as directed by the Executive Board including minutes of the AGM, Executive Board meetings; and membership.

11 Group membership

11.1 Admission of members

- 11.1.1 Membership is open to any individual health professional or health related organisation.
- 11.1.2 To become a Member, the applicant must register with the Group via the website or the Group's Membership Officer and supply any other information the Executive Board may require.
- 11.1.3 The Executive Board may interview the applicant when it considers membership applications.
- 11.1.4 The Executive Board will have complete discretion in deciding to grant membership to applicants. The Executive Board will advise applicants of its decision, and that decision will be final.

12 The register of members

- 12.1 The office of the Group will keep a register of members which may contain the business names; contact names; street, postal and email addresses; and telephone and fax numbers of all members.
 - 12.2 If a member's details held in the register change, that member will provide the new details to the Group.
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13 Cessation of Group membership

- 13.1 Any member may resign by giving notice to the Membership Officer.
- 13.2 A member may have his or her membership terminated in the following ways:
 - 13.2.1 If the Executive Board is of the view that a member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Group, or that may bring the Group into disrepute, the Executive Board may give written notice of the member in which it is:
 - Explained how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Group.
 - Stated what the member must do in order to remedy the situation and that the member must write to the Executive Board giving reasons why the Executive Board should not terminate the member's membership.
 - Stated that if, within 14 days of the member receiving the notice, the Executive Board is not satisfied, the Executive Board may terminate the member's membership.

- 13.2.2 Three weeks after the member received the notice from the Executive Board, the Board may, by majority vote, terminate the member's membership by issuing a termination notice which takes immediate effect.
- 13.2.3 The termination notice must state that the member may appeal to the Executive Board by giving written notice to the Membership Officer within 14 days of the member receiving the termination notice.
- 13.2.4 A member who has made a written appeal has the right to be fairly heard at a meeting of the Executive Board. The member may provide the Membership Officer with a written explanation of the events as the member sees them and this explanation will be given to every member of the Executive Board at least four days before the meeting of the Board where the appeal will be heard.
- 13.2.5 After due consideration of the appeal, the Executive Board will decide by majority vote whether to let the termination stand, or whether to reinstate the member. The Executive Board's decision will be final.

14 Obligations of members

- 14.1 All members shall promote the purposes of the Group and shall do nothing to bring the Group into disrepute.
 - 14.2 By joining the Group, members have agreed to the purposes of the Group.
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15 Assets of the Group

- 15.1 The Group may only use money and other assets if:
 - 15.1.1 It is for a purpose of the Group.
 - 15.1.2 It is not for the personal or individual benefit of any member.
 - 15.1.3 That use has been approved by either the Executive Board or by a majority vote at an AGM or SGM.
 - 15.2 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.
 - 15.3 The Group's funds will be applied principally to charitable purposes within New Zealand.
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16 Subscriptions and joining fees

- 16.1 The Executive Board will decide what joining fee and subscription a member must pay in order to become and stay a member and how often this should be paid.
 - 16.2 Annual subscriptions shall cover a 12 month period from the anniversary date of joining.
 - 16.3 If a member does not pay the subscription by the date set by the Executive Board, that member shall have a further period of 28 days to pay the subscription. After the 28 day period, the member will (without being released from the obligation of payment) have no membership rights until all the arrears are paid.
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17 Additional powers

- 17.1 The Group may, if authorised by the Executive Board:
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- 17.1.1 Employ people for the purposes of the Group.
- 17.1.2 Invest money.
- 17.1.3 Borrow money and provide security for the loan.

18 Financial year

- 18.1 The financial year of the Group begins on 1 April of every year and ends on 31 March of the next year.
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19 Payment authorisations

- 19.1 Two office bearers of the Group will sign all payment authorisations, cheques and authorise all electronic bank payments drawn upon the Group's bank accounts.
 - 19.2 The office bearers will be the Treasurer, the Convenors, the Secretary and such other persons authorised by the Executive Board.
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20 Appointing an auditor or reviewer

- 20.1 The Group will undertake independent audit or review if the income of the Group is \$40,000 or more in a given financial year. The independent auditor or reviewer shall audit the Group's accounts, and certify them as correct. The independent auditor or reviewer must be a member of the New Zealand Institute of Chartered Accountants.

- 20.2 If the income of the Group in a given financial year is less than \$40,000, the Executive Board will decide either to undertake independent audit or review, or to undertake internal review by the members of the Group.
- 20.3 If internal review by members of the Group is undertaken, the following steps will be followed:
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- 20.3.1 At least one week prior to the Annual General Meeting, the following financial records will be circulated to members of the Group:
- Bank statements showing the balance of all accounts at the beginning and end of the financial year.
 - A list of all financial transactions during the financial year.
- 20.3.2 The financial records circulated to members may have individual names removed to protect the privacy of individuals, but the transaction amount and purpose of the transaction will be included.
- 20.4 Where this Constitution refers to audited financial statements, this will be considered to apply to independently audited or reviewed statements, or to internally reviewed statements
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21 The conduct of AGMs and SGMs

- 21.1 The AGM will be held annually at a time and date fixed by the Executive Board.
- 21.2 The Executive Board will determine when and where the AGM will be held.
- 21.3 Where possible, AGMs and SGMs will be held by teleconference, videoconference, or using other communication technologies that help to minimise the need for attendees to travel
- 21.4 SGMs may be called by the Executive Board. An SGM must be called if the Secretary receives a written request signed by at least a quarter of the members.
- 21.5 The Secretary will give members at least 14 days written notice of the business to be conducted at an AGM or SGM. This notice will include any motions that will be put to the meeting, and the Executive Board's recommendations on these motions. If the Secretary has sent notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members did not receive the notice.
- 21.6 A copy of the Annual Report will be available for each member attending an AGM.
- 21.7 The quorum for an AGM or SGM is 20 members.

- 21.8 AGMs and SGMs will be chaired by one of the Convenors. The Chair will have a casting vote.
- 21.9 On any motion, the Chair will in good faith determine whether to vote by voices, show of hands, or secret ballot. If any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. The Chair will have a casting vote.
- 21.10 The business of an AGM will be:
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- 21.10.1 Minutes of the previous AGM and any SGMs held since the previous AGM.
- 21.10.2 The Convenors' report on the governance of the Group.
- 21.10.3 The Treasurer's financial report.
- 21.10.4 Any other reports deemed appropriate by the Convenors.
- 21.10.5 Announcement of the results of the election of the Convenors and Officers of the Executive Board.
- 21.10.6 Appointment of the auditor or reviewer.
- 21.10.7 Motions to be considered.
- 21.10.8 General business.

22 Motions at AGMs and SGMs

- 22.1 Any member may request that a motion be added to the business of an AGM or SGM by giving written notice to the Secretary at least 21 days before that meeting. The member may also provide information in support of the motion.
- 22.2 The Executive Board will decide whether or not the motion will be included in the business of the AGM or SGM. However, if the motion is signed by at least a quarter of all members it must be included in the agenda of the AGM or SGM. If a motion signed by at least a quarter of all members is not placed on the agenda then the moving member has the right to raise the motion at the AGM or SGM.
- 22.3 All members will be provided with a notice of motion of any item of general business to be placed before an AGM or SGM at least 14 days before the meeting. If the Secretary fails to do this, the member has the right to raise the motion at the AGM or SGM.
- 22.4 The Executive Board may also put forward motions for the AGM or SGM.
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23 Executive Board meetings

- 23.1 The quorum for an Executive Board meeting is half of the board's members.

- 23.2 Meetings will be by teleconference where possible at a schedule to be arranged by the Executive Board.
 - 23.3 One of the Convenors shall chair Executive Board meetings.
 - 23.4 Decisions of the Executive Board will be by majority vote.
 - 23.5 The Convenor or person acting as the Chair will have a casting vote.
 - 23.6 Only Executive Board members present at an Executive Board meeting may vote at that meeting.
 - 23.7 Subject to these Rules, the Executive Board may regulate its own practices.
 - 23.8 Other non-executive members may be invited to participate in teleconference meetings to encourage openness of the Group's processes and draw on the expertise of all Group members.
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24 Signing of documents

- 24.1 The Group will have a common seal.
 - 24.2 A document will be executed on behalf of the Group if:
 - 24.2.1 The common seal is attached to the document; and
 - 24.2.2 The document is witnessed by any one of the Convenors, Secretary, and Treasurer and countersigned by one other member of the Executive Board.
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25 Altering this Constitution

- 25.1 This Constitution may be revoked, added to, or altered by a majority comprising two thirds or more of the members present and voting at an AGM or SGM of the Group, of which notice has duly been given, specifying the intention to propose the revocation, addition, or alteration.
- 25.2 Any motion to amend or replace this Constitution must be made available to members at least seven days before the AGM or SGM at which the motion is to be considered, and be accompanied by a written explanation of the reasons for the proposal and a recommendation from the Executive Board.
- 25.3 No addition to or alteration or recession of this Constitution will be approved if it affects the not-for-profit, personal benefit or winding up clauses. The provisions and effect of this clause will not be removed from this document and will be included and implied into any document replacing this document.

- 25.4 When a Constitution change is approved at an AGM or SGM, the Convenors will file the change with the Registrar of Incorporated Societies. No Constitution change will take effect until this is done.
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26 Winding up

26.1 If the Group is wound up:

- 26.1.1 If within the capability of the Group at the time of winding up, the Group's debts, costs and liabilities will be paid.
- 26.1.2 Surplus money and other assets of the Group will be disposed of by resolution or according to the provisions in the Incorporated Societies Act 1908; but no distribution may be made to any Member.
- 26.1.3 The surplus money and other assets will be given or transferred to some other institution or organisations within New Zealand having goals and purposes similar to those of the Group, to be determined by the Executive Board and subject to a vote of the members at an SGM, at or before the time of dissolution, and in default thereof by the High Court of New Zealand.

27 Definitions

27.1 In this Constitution Document:

- Group means OraTaiao: New Zealand Climate and Health, incorporated.
- Executive Board means the Executive Board of the Group.
- Executive Board meeting means a meeting of the Executive Board.
- Executive Board member means any member who is on the Executive Board.
- Majority vote means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that Meeting.
- Money or other assets means any real or personal property or any interest therein, owned or controlled to any extent by the Group.
- Payment means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- Constitution means these rules, being the Constitution of the Group.
- Use money or other assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.

- Written notice means hand-written, printed or electronic communication of words or a combination of these methods.