



**OraTaiao:
The Aotearoa New Zealand
Climate and Health Council
Manatōpū Incorporated**

Constitution - January 2026

Part 1: Introductory Rules

1. Name

- 1.1. The name of the Society is OraTaiao: The Aotearoa New Zealand Climate and Health Council Manatōpū Incorporated.
- 1.2. The name 'OraTaiao' connects the Māori concepts 'Ora' and 'Taiao'. 'Ora' means to be alive, well, safe, cured, recovered, healthy. 'Taiao' can be translated as world, Earth, environment, nature, country.
- 1.3. Adoption of this name locates the Society in Aotearoa New Zealand and signals that the Society 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.

2. Charitable status

- 2.1. The Society 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 and any regulations made under the Act, or any Act or regulations that replace it.

Annual General Meeting (AGM) means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

Constitution means the rules in this document, being the Constitution of the Society.

Co-convenor means the Officer responsible for chairing General Meetings and who provides leadership for the Society. There may be up to two Co-Convenors, and any reference to "Convenor" or "Co-Convenors" in this Constitution shall be taken to mean one or both of the Co-Convenors, as the context requires.

Executive Board means the Society's governing body.

Executive Board Member means any Member who is on the Executive Board.

General Meeting means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

Health Organisation means an organisation working in health, including health professionals, people working in healthcare services, health policy, health advocacy, or health research.

Health Worker means a person working in health, including health professionals, people working in healthcare services, health policy, health advocacy, or health research.

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:

- (a) The Society's performance of its activities or exercise of its powers; or
- (b) An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person or organisation who has consented to become a Member of the Society, has been properly admitted to the Society and who has not ceased to be a Member of the Society with:

Voting Member meaning a Member who has paid a joining or annual subscription fee; and

Non-Voting Member meaning a Member who is 'non-financial' and has not paid their joining or annual subscription fee 28 days from the time payment was expected by the Executive Board.

Membership Officer means the Officer responsible for forwarding applications to become a Member of the Society to the Executive Board, and for liaising with prospective new Members about their application.

Officer means a natural person who is:

- (a) An Executive Board Member; and/or
- (b) Occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, this includes any Co-convenor, Secretary, Treasurer and Membership Officer.

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

Registrar means the Registrar of Incorporated Societies.

Society means OraTaiao: The Aotearoa New Zealand Climate and Health Council Manatōpū Incorporated, commonly known as simply 'OraTaiao'.

Special General Meeting (SGM) means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Special Topic Group means a group of Members who meet to discuss and work on a specific issue or activity related to the Society, such as transport or food systems or constitution update as examples.

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

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.

Written Notice to Members includes any notice, hand-written, printed, or emailed from any Officer or the Executive Board.

4. Purposes

4.1 The primary purposes of the Society are:

- (a) To encourage societal, legislative and policy responses to climate change, and its causes that promote equitable health and social outcomes and are consistent with Te Tiriti o Waitangi, including responses to global issues related to climate change;
- (b) To encourage, particularly in the health sector, personal and organisational action on climate change;
- (c) To support education on the intersection of climate and health;
- (d) To promote a rapid reduction of Aotearoa New Zealand's greenhouse gas emissions; and
- (e) To undertake any other activities consistent with the purposes of the Society.

4.2 Pecuniary gain is not a purpose of the Society.

4.3 The Society 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.

4.4 For the purposes in 4.3, the Society will not operate if it:

- (a) Engages in trade;
- (b) Pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;
- (c) Distributes funds to a Member to further the purposes of the Society, and the Member:
 - (i) Is a not-for-profit entity;
 - (ii) Is affiliated or closely related to the Society; and
 - (iii) Has the same, or substantially the same, purposes as those of the Society.
- (d) Reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- (e) Provides benefits to a member 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 Society 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 Society);
- (i) Provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society; or
- (j) On removal of the Society 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. Tikanga, kawa, culture or practice

5.1. The Society is committed to operating in accordance with Te Tiriti o Waitangi. This means:

- (a) The Society actively and consistently promotes Te Tiriti o Waitangi as the basis of health, health equity, and climate justice in Aotearoa;
- (b) The Society follows a co-governance arrangement, whereby one co-convenor must be Māori; and
- (c) This Constitution shall be interpreted having regard to that tikanga, kawa, culture or practice.

6. Act and Regulations

- 6.1. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. Registered Office

- 7.1. The Registered Office of the Society is:

12 Rangatira Road,
Hunternville 4730

8. Contact persons

- 8.1. The Society shall have two contact people whom the Registrar can contact when needed. The contact person will be appointed by the Executive Board and will normally be the Secretary and a Co-convenor.

- 8.2. The Society's contact person must:

- (a) Be at least 18 years of age; and
- (b) Ordinarily reside in Aotearoa New Zealand.

- 8.3. Each contact person's name must be provided to the Registrar, along with their contact details, including:

- (a) A physical address or an electronic address; and
- (b) A telephone number.

- 8.4. Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

Part 2: Members

9. Categories of Members

- 9.1. The Members of the Society shall comprise of:

- (a) Voting Members; and
- (b) Non-Voting Members.

10. Minimum number of Members

10.1. The Society shall maintain the minimum number of Members required by the Act.

11. Becoming a Member: process

11.1. Membership is open to any Health Worker or Health Organisation.

11.2. At the discretion of the Executive Board, membership may be granted to an individual who is not a Health Worker or Health Organisation, but whose work closely aligns with the purposes of the group as outlined in 4.1.

11.3. To become a Member, the applicant must complete an application form to register with the Society via the website or the Membership Officer and supply any other information the Executive Board may require. New applicants will register their consent to become a Member as part of their application.

11.4. At the time of applying, every applicant for membership must consent in writing to become a Member to the Membership Officer.

11.5. The Executive Board may meet with the applicant when it considers membership applications.

11.6. 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. Member obligations and rights

12.1. Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address) and promptly advise the Society in writing of any changes to those details.

12.2. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

12.3. By joining the Society, Members have agreed to the purposes of the Society.

12.4. A Member is only entitled to exercise the rights of a Voting Member if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.

12.5. Non-Voting Members may engage in all activities of the Society except voting.

12.6. The Executive Board may decide on Member access and participation in Society activities, including any conditions of and fees for such access or involvement.

13. Subscriptions and fees

- 13.1. The Executive Board will decide what joining fee and subscription a Voting Member must pay in order to become and stay a Voting Member, and how often this should be paid.
- 13.2. Annual subscriptions shall cover a 12-month period from the anniversary date of joining.
- 13.3. 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 be considered non-financial and shall have no Voting Member rights until all the arrears are paid.

14. Ceasing to be a Member

- 14.1. Any Member may resign by giving written notice to the Membership Officer.
- 14.2. A Member may have membership terminated under the following dispute process:
 - 14.2.1. 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 Society, or bringing the Society into disrepute, the Executive Board may give Written Notice to the Member which:
 - (a) Explains how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Group;
 - (b) States 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; and
 - (c) States 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.
 - 14.2.2. Three weeks after the Member receives the Written Notice from the Executive Board, the Executive Board may, by majority vote, terminate the Member's membership by issuing a termination notice which takes immediate effect.
 - 14.2.3. 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.
 - 14.2.4. 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 Executive Board where the appeal will be heard.

14.2.5. 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.

14.2.6. A Member ceases to be a Member with effect from the date specified in a resolution of the Executive Board and when a Member's membership has been terminated the Executive Board shall promptly notify the former Member in writing via email.

15. Becoming a Member again

15.1. Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Executive Board.

15.2. But, if a former Member's membership was terminated following the dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Executive Board.

Part 3: General Meetings

16. Procedures for all General Meetings

16.1. At least 28 days' notice of the date(s) and venue(s) of AGMs and SGMs shall be given to Members.

16.2. Written resolutions will not be passed in lieu of a General Meeting.

16.3. The Secretary will give Members at least 14 days Written Notice of the business to be conducted at a General Meeting. 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.

16.4. The quorum for a General Meeting is 20 Members. Any decisions made when a quorum is not present are not valid.

16.5. Only Voting Members may vote at General Meetings:

- (a) In person / virtually;
- (b) 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 Board before the commencement of the General Meeting; or
 - (c) Through the authorised representative of a Health Organisation Member as notified to the Executive Board, and
 - (d) No other proxy voting shall be permitted.
- 16.6. Representatives of a Health Organisation Member will be able to exercise one vote on behalf of their organisation.
- 16.7. 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.
- 16.8. All General Meetings shall be chaired by a Co-Convenor. If Co-Convenors are absent, the meeting shall elect another Member of the Executive Board to chair that meeting.
- 16.9. Any person chairing a General Meeting may:
- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the meeting. No business shall be transacted at any adjourned General Meeting other than the business from which the adjournment took place;
 - (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting; and
 - (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 16.10. The person chairing a General Meeting will not have a casting vote.
- 16.11. Alongside the Written Notice of the General Meeting, all Members will be provided with a notice of motion of any item(s) of general business to be placed before a General Meeting for the Society to vote on.
- 16.12. Motions for General Meetings can be put forward by:
- (a) The Executive Board; or
 - (b) Any Voting Member.
- 16.13. Any Voting Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Executive Board at least 21 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Secretary or Executive Board before Written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the Written Notice of the General Meeting.

- 16.14. A Voting 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 chairperson or of two or more Members present, by secret ballot.

17. Minutes

- 17.1. The Society must keep minutes of all General Meetings.

18. Annual General Meetings: when they will be held

- 18.1. An AGM shall be held once a year at a time, date and location determined by the Executive Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 18.2. The AGM must be held no later than the earlier of the following:
- (a) Six months after the balance date of the Society; and
 - (b) 15 months after the previous annual meeting.

19. Annual General Meetings: business

- 19.1. The business of an AGM will be:
- (a) Confirm the minutes of the previous AGM and any SGMs held since the previous AGM;
 - (b) Adopt the Convenors' report on the operations and affairs of the Society;
 - (c) Adopt the Treasurer's financial report;
 - (d) Any other reports deemed appropriate by the Convenors;
 - (e) Announcement of the results of the election of the Convenors and Officers of the Executive Board;
 - (f) Appointment of the auditor or reviewer (if applicable);
 - (g) Consider any motions of which prior notice has been given to Members with notice of the Meeting; and
 - (h) Consider any general business.
- 19.2. The Executive Board must, at each AGM, present the following information:
- (a) An annual report on the operation and affairs of the Society 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).

20. Special General Meeting

- 20.1. Special General Meetings may be called at any time by:
- (a) The Executive Board; or
 - (b) Any Voting Member.
- 20.2. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 20.3. A Special General Meeting shall only consider and deal with the business specified in the Executive Board's resolution or the written request by Members for the Meeting.

Part 4: Governance of the Society - Executive Board

21. Executive Board composition

- 21.1. The Society shall be governed by an Executive Board with a membership of at least six and up to twelve officers as set out in this Constitution.
- 21.2. The Executive Board comprises Members of the Society or representatives of Health Organisations that are Members of the Society.
- 21.3. The Executive Board shall comprise of:
- (a) Two Co-Convenors;
 - (b) Secretary
 - (c) Treasurer;
 - (d) Membership Officer; and
 - (e) Up to seven additional Members.
- 21.4. Other positions beyond Co-convenor, Secretary, Treasurer and Membership Officer may be developed for the Executive Board to evolve with the needs and capacity of the Society, however the maximum number of Members of the Executive Board should not exceed twelve.
- 21.5. The Membership Officer may be a Member who is not on the Executive Board and will be appointed by the Executive Board, but Co-Convenors, Secretary and Treasurer must be on the Executive Board and be elected to their position.
- 21.6. The Executive Board has the discretion to co-opt up to four other Members as appropriate, although the total number of Executive Board Members must not exceed twelve. Decisions to co-opt Members to the Executive Board will be made by way of resolution of the Executive Board.

22. Powers and Functions of the Executive Board

- 22.1.** From the end of each AGM until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Executive Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 22.2.** The Executive Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 22.3.** The Executive Board shall be responsible for:
- (a) Providing the governance of the Society including developing the Society's strategic plans;
 - (b) Carrying out the purposes of the Society;
 - (c) Setting the times and agendas for AGMs, SGMs, and the Executive Board;
 - (d) The nomination and co-opting of Executive Board Officer;
 - (e) The general and financial management of the Society;
 - (f) All matters in the general interests of the Society;
 - (g) The appointment of independent auditors; and
 - (h) Producing a report and audited statement concerning the finances of the Society for the preceding year at every AGM.
- 22.4.** The Executive Board holds all the powers of the Society unless these powers are limited by this Constitution or by a majority decision of the Members.
- 22.5.** Special Topic Groups may be formed within the Society by direction of the Executive Board. These Special Topic Groups will be granted relevant decision-making powers subject to approval by the Executive Board.
- 22.6.** Decisions of the Executive Board bind the Society unless the Executive Board's power is limited by this Constitution or by a majority decision of the Members.
- 22.7.** The Executive Board and any Special Topic Group may act by resolution approved during a conference call or through a written ballot conducted by email and any such resolution shall be recorded in the minutes of the next Executive Board or Special Topic Group meeting.
- 22.8.** Other than as prescribed by the Act or this Constitution, the Executive Board or any Special Topic Group may regulate its proceedings as it thinks fit.

23. Executive Board meetings: procedures

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

23.2. Meetings of the Executive Board will be held in-person or by teleconference, videoconference, or using other communication technologies, at a schedule arranged by the Executive Board.

23.3. A resolution of the Executive Board is passed at any meeting of the Executive Board by way of simple majority. Every Officer on the Executive Board shall have one vote.

23.4. The Executive Board will appoint a meeting chair for its Executive Board meetings from amongst its Officers.

23.5. Other non-executive Members may be invited to participate in teleconference meetings to encourage openness of the Society's processes and draw on the expertise of all Society Members.

23.6. Subject to these Rules, the Executive Board may regulate its own practices.

24. Executive Board meetings: frequency

24.1. The Executive Board shall meet at least four times in a calendar year, one of these being the AGM.

24.2. The Secretary, or other Executive Board Member nominated by the Executive Board, shall give to all Executive Board Members not less than five Working Days' notice of Executive Board meetings, but in cases of urgency a shorter period of notice shall suffice.

25. Officers

25.1. Every Officer must be a natural person who:

- (a) Is a Member of the Society;
- (b) Has consented in writing to be an officer of the Society; and
- (c) Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

25.2. Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, 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; or
- (e) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - (i) An offence under subpart 6 of Part 4 of the Act;
 - (ii) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) An offence under section 143B of the Tax Administration Act 1994;
 - (iv) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3); or
 - (v) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- (f) A person subject to:
 - (i) A banning order under subpart 7 of Part 4 of the Act;
 - (ii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (iii) A forfeiture order under the Criminal Proceeds (Recovery) Act 2009;
 - (iv) 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; or
- (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.

25.3. Prior to election or appointment as an Officer a person must:

- (a) Consent in writing to be an Officer via an application form; 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.

26. Election or appointment of Officers of the Executive Board

26.1. At the time of the AGM, the Members of the Society will elect up to twelve Members to the Executive Board.

26.2. A call for nominations for Executive Board Members should be made 28 days before a General Meeting.

26.3. All retiring Officers of the Executive Board will be eligible for re-election.

26.4. At all times, each Officer:

- (a) Shall act in good faith and in what they believe to be the best interests of the Society;
- (b) Must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- (d) When exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) The nature of the Society;
 - (ii) The nature of the decision; and
 - (iii) The position of the Officer and the nature of the responsibilities undertaken by them;
- (e) Must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors;
- (f) Must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so;
- (g) Will be engaged with the activities of the Executive Board; and
- (h) Will attend at least 75% of scheduled meetings.

26.5. The Officers will be elected for a term of two years expiring at the end of the AGM in the corresponding with the last year of each Officer's term of office.

26.6. Nominations for Executive Board positions shall be called in the same way as the calling of the General Meeting, 28 days before the meeting takes place.

26.7. Each candidate will be required to nominate themselves and have this nomination seconded by an Executive Board Member.

26.8. Nominations must be provided to the Secretary at least 14 days before the General Meeting.

26.9. If the number of nominations does not exceed the number of positions of elected Officers of the Executive Board, all nominations must be confirmed by way of resolution of Members at the General Meeting.

26.10. An election will be triggered if more nominations are received for the positions of elected Officers of the Executive Board.

26.11. The Election will be held using an electronic voting process as follows:

- (a) The voting for the Officers of the Executive Board will take place before the AGM or, if circumstances require, before a Special General Meeting;
- (b) At least ten days before the General Meeting Voting Members will be provided with access details to electronic voting papers;
- (c) The electronic voting information will be accompanied by relevant biographical details of each of the nominees;
- (d) All registered Voting Members of the Society are permitted to vote;
- (e) Where the Voting Member of the Society is an organisation, the Member is required to register with the Society the name of a person within the Member organisation that is authorised to cast the electronic vote;
- (f) Voting 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 General Meeting;
- (g) The votes will be counted by an independent returning officer and a scrutineer appointed by the Secretary;
- (h) The returning officer will declare the result of the vote at the General Meeting and such declaration shall be final and conclusive;
- (i) The voting transactions will then be destroyed by the returning officer; and,
- (j) If electronic voting is unavailable, incomplete, or interrupted, the Co-convenors reserve the right to call a paper ballot at a duly called General Meeting.

26.12. In either case, following the election of the Executive Board Members the positions of Co-convenor, Secretary and the Treasurer must be elected from within the membership of the Executive Board, unless no existing Executive Board member is willing. These positions are for the same two-year term as the Executive Board membership and are decided by resolution of the Executive Board. At least one of the Co-convenors must be Māori.

26.13. Convenors will serve a maximum of three executive terms, however, all retiring Co-convenors will be eligible for re-election for Executive Board Members.

27. Roles of the Co-convenors

27.1 The roles of the Convenors are to:

- (a) Ensure that the Constitution is followed;
- (b) Convene and chair AGMs, SGMs and meetings of the Executive Board, or in the case of Executive Board meetings to delegate chairing to another elected Officer;
- (c) Oversee the governance of the Society; and
- (d) Report on the governance of the Society and provide an overview of the previous year at each AGM.

28. Roles of the Treasurer

28.1. The roles of the Treasurer are to:

- (a) Manage the day-to-day finances of the Society including donations received by the Society;
- (b) Provide an annual audited Statement of Financial Position and Statement of Financial Performance and a financial report to the AGM;
- (c) Provide financial reports to SGMs if this is required by the Executive Board or a majority of Members; and
- (d) Forward the annual audited financial statements to the Registrar once these have been accepted at the AGM.

29. Roles of the Secretary

29.1. The roles of the Secretary are to:

- (a) Manage the election of Convenors and Officers of the Executive Board; and
- (b) Maintain appropriate records as directed by the Executive Board including minutes of the AGM, any SGM, and Executive Board meetings.

30. Role of the Membership Officer

31.1 The roles of the Membership Officer are to:

- (a) Manage the register of Members, including keeping up-to-date the identification of Voting Members and Non-Voting Members;
- (b) Manage the payment of joining or subscription fees; and
- (c) Manage any issues related to the Privacy Act as outlined in subclauses 34.5 and 34.6

31. Removal of Officers

31.1. An Officer shall be removed as an Officer by resolution of the Executive Board where in the opinion of the Executive Board:

- (a) The Officer elected to the Executive Board has been absent from five Executive Board meetings without leave of absence from the Executive Board;
- (b) The Officer has brought the Society into disrepute
- (c) The Officer has failed to disclose a conflict of interest; or
- (d) The Executive Board passes a vote of no confidence in the Officer with effect from the date specified in a resolution of the Executive Board.

32. Cessation of Executive Board Membership

32.1. Persons cease to be an Executive Board Member when:

- (a) They resign by giving written notice to the Executive Board;
- (b) They are removed by majority vote of the Executive Board; or
- (c) Their term expires and they do not re-apply for membership.

32.2. If a person ceases to be an Executive Board Member, that person must within one month return to the Executive Board all Society documents and property.

33. Conflicts of interest

33.1. An Officer or Member of a Special Topic Group who is an Interested Member in respect of any Matter being considered by the Society, 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 Board and or Special Topic Group; and
- (b) In an Interests Register kept by the Executive Board.

33.2. Disclosure must be made as soon as practicable after the Officer or Member of a Special Topic Group becomes aware that they are interested in the Matter.

33.3. An Officer or Member of a Special Topic Group who is an Interested Member regarding a Matter:

- (a) Must not vote or take part in the decision of the Executive Board and/or Special Topic Group relating to the Matter unless all Members of the Executive Board 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 Board who are not interested in the Matter consent; but
- (c) May take part in any discussion of the Executive Board and/or Special Topic Group relating to the Matter and be present at the time of the decision of the Executive Board and/or Special Topic Group (unless the Executive Board and/or Special Topic Group decides otherwise).

33.4. However, an Officer or Member of a Special Topic Group 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:

- (a) 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; or
- (b) Where 50 per cent or more of the Members of a Special Topic Group are prevented from voting on a Matter because they are interested in that Matter,

the Executive Board shall consider and determine the Matter.

Part 5: Records

34. The register of Members

34.1. The Society shall keep an up-to-date Register of Members.

34.2. For each current Member, the information contained in the Register of Members shall include:

- (a) Their name;
- (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 their:
 - (i) Physical address or electronic address;
 - (ii) Telephone number; and
 - (iii) Occupation.

34.3. Every current Member shall promptly advise the Society of any change of the Member's contact details.

34.4. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- (a) The former Member's name; and
- (b) The date the former Member ceased to be a Member.

34.5. For the purposes of the Privacy Act 1993, the use or disclosure of personal information contained in the register of Members, shall, subject to Exemptions, be a use or disclosure of information authorised by the person concerned, or a use or disclosure connected with or directly related to the purpose for which the information was obtained. For the purposes of compliance with the Privacy Act, the Society shall draw the attention of prospective new Members to this rule.

34.6. Notwithstanding rule 34.5, in the event that any Member objects, for good reason, to the use or disclosure of personal information, the person may apply to the Society's Membership Officer for exemption in whole or in part from the said requirements. The application shall state fully the grounds upon which the person relies. The Membership Officer, having regard to the privacy principles of the Privacy Act, may in their absolute discretion grant or refuse to grant such application. Any person dissatisfied with the decision of the privacy officer under this rule may appeal the decision to the Executive Board for determination.

35. Interests Register

- 35.1. The Executive Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by Members of any Special Topic Group.

36. Access to information for Members

- 36.1. A Member may at any time make a written request to the Society for information held by the Society.

- 36.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

- 36.3. The Society must, within a reasonable time after receiving a request:

- (a) Provide the information;
- (b) Agree to provide the information within a specified period;
- (c) Agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information;
- (d) Refuse to provide the information, specifying the reasons for the refusal.

- 36.4. Without limiting the reasons for which the Society may refuse to provide the information, the Society 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;
- (b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
- (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 Society;
- (d) The information is not relevant to the operation or affairs of the society;
- (e) Withholding the information is necessary to maintain legal professional privilege;
- (f) The disclosure of the information would, or would be likely to, breach an enactment;
- (g) the burden to the Society 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;
- (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.

36.5. If the Society 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 Society:

- (a) That the Member will pay the charge; or
- (b) That the Member considers the charge to be unreasonable.

36.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Part 6: Finances

37. Control and management

37.1. The funds and property of the Society shall be:

- (a) Controlled, invested, and disposed of by the Executive Board, subject to this Constitution; and
- (b) Devoted solely to the promotion of the purposes of the Society.

37.2. The Executive Board shall maintain bank accounts in the name of the Society.

37.3. All money received on account of the Society shall be banked within five working days of receipt.

37.4. All accounts paid or for payment shall be submitted to the Executive Board for approval of payments.

37.5. The Executive Board must ensure that there are kept at all times accounting records that:

- (a) Correctly record the transactions of the Society;
- (b) Allow the Society 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 Society's Constitution).

37.6. The Executive Board must establish and maintain a satisfactory system of control of the Society's accounting records.

37.7. 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 seven completed accounting periods of the Society.

37.8. Financial statements must be filed with the Registrar within six months of the Society's balance date.

37.9. Annual return must be completed annually.

37.10. At least two Officers (either the Treasurer, the Secretary, or the Co-Convenors) will authorise all payments, including cheques, electronic bank payments or any other payments drawing on the Society's bank accounts.

38. Balance date

38.1. The Society's financial year shall commence on 1 July of each year and end on 30 June of the next year (the latter date being the Society's balance date).

39. Assets of the Society

39.1. The Society may only use money and other assets if:

- (a) It is for a primary or ancillary purpose of the Society;
- (b) It is not for the personal or individual benefit of any Member; and
- (c) That use has been approved by the Executive Board.

39.2. 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.

39.3. 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).

39.4. 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.

39.5. The Society's funds will be applied principally to charitable purposes within Aotearoa New Zealand.

40. Additional powers

40.1. The Society may, if authorised by the Executive Board:

- (a) Employ people for the purposes of the Society;
- (b) Invest money, restricted to New Zealand registered financial service providers; and
- (c) Borrow money and provide security for the loan.

41. Independent audit or internal review of the Society

41.1. The Society will undertake an independent audit by:

- (a) A decision of the Executive Board;
- (b) A majority vote at a General Meeting; or
- (c) If the Treasurer deems the Society to be at risk of insolvency during a given financial year.

41.2. If internal review by Executive Board Members is undertaken, the following steps will be followed:

- (a) At least one week prior to the AGM, the following financial records will be circulated to Members of the Society:
- (b) Bank statements showing the balance of all accounts at the beginning and end of the financial year;
- (c) A list of all financial transactions during the financial year; and
- (d) The financial records circulated to Executive Board Members may have individual names removed to protect the privacy of individuals, but the transaction amount and purpose of the transaction will be included.

41.3. 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.

42. Appointing an auditor

42.1. The role of the independent auditor shall be to audit the Society's accounts and certify them as correct.

42.2. The independent auditor must be a Member of the New Zealand Institute of Chartered Accountants.

Part 7: Dispute resolution

43. Meanings of dispute and complaint

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

43.2. The disagreement or conflict may be between any of the following persons:

- (a) One or more Members;
- (b) One or more Members and the Society;
- (c) One or more Members and 1 or more Officers;

- (d) Two or more Officers;
- (e) One or more Officers and the Society; or
- (f) One or more Members or Officers and the Society.

43.3. 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 Society's Constitution or bylaws or the Act;
- (c) The Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the 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.

43.4. A Member or an Officer may make a complaint by giving to the Executive Board (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 the Society's Constitution;
- (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 Society.

43.5. The Society 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 Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) Sets out the allegation to which the dispute relates.

43.6. 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.

43.7. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

43.8. All Members (including the Executive Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

43.9. The complainant raising a dispute, and the Executive Board, 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.

44. How a complaint is made

44.1. A Member or an Officer may make a complaint by giving to the Executive Board a notice in writing that:

- (a) States that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
- (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 Society.

44.2. The Society 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 Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) Sets out the allegation to which the dispute relates.

44.3. The information given under subclause 47.1 or 47.2 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.

44.4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

45. Person who makes complaint has right to be heard

45.1. 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.

45.2. If the Society makes a complaint:

- (a) The Society 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 Society.

45.3. Without limiting the manner in which the Member, Officer, or Society 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); an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (b) An oral hearing (if any) is held before the decision maker; and
- (c) The Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

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

- 46.1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent'):
- (a) Has engaged in misconduct;
 - (b) Has breached, or is likely to breach, a duty under the Society'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.
- 46.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 46.3. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 46.4. 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,
 - (b) The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (c) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (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.

47. Investigating and determining dispute

- 47.1. The Society 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.
- 47.2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

48. Society may decide not to proceed further with complaint

- 48.1. Despite the 'Investigating and determining dispute' rule above, the Society 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;
- (c) That a Member or an Officer has engaged in material misconduct;
- (d) That a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act; and
- (e) That a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (f) The complaint appears to be without foundation or there is no apparent evidence to support it;
- (g) The person who makes the complaint has an insignificant interest in the matter;
- (h) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (i) There has been an undue delay in making the complaint.

49. Society may refer complaint

49.1. The Society 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.

49.2. The Society 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).

49.3. A person may not act as a decision maker in relation to a complaint if two or more Members of the Executive Board 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.

Part 7: Liquidation and removal from the register

50. Surplus assets

50.1. If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

50.2. On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs, and liabilities — shall be vested in Sustainable Healthcare Aotearoa. If Sustainable Healthcare Aotearoa is not available for this purpose, then an Aotearoa New Zealand organisation active in the realm of climate and health, to be determined at the time by the Executive Board.

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

51. Winding up

51.1. The Society may be wound up voluntarily if a resolution is passed at a General Meeting by a majority of not less than two-thirds of the Members.

51.2. If within the capability of the Society at the time of winding up, the Society's debts, costs and liabilities will be paid.

51.3. Surplus money and other assets of the Society 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.

51.4. The surplus money and other assets of the Society will be given or transferred to some other institution or organisations within New Zealand having goals and purposes similar to those of the Society, 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.

Part 8: Altering this Constitution

52. Amendments

52.1. 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.

52.2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

52.3. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

52.4. Any proposed resolution to amend or replace this Constitution shall be signed by at least per cent of eligible Members and given in writing to the Executive Board at

least 28 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.

- 52.5. At least Seven Working Days before the General Meeting at which any amendment is to be considered the Executive Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive Board has.
- 52.6. When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 52.7. When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.