

## NEW ZEALAND RED CROSS INCORPORATED CONSTITUTION

### INTRODUCTION

#### THE FUNDAMENTAL PRINCIPLES

New Zealand Red Cross Incorporated (“New Zealand Red Cross”) was founded on 22 December, 1931. This constitution is based on the Geneva Conventions of 1949 and their Additional Protocols to which New Zealand is a party, and on the Statutes of the International Red Cross and Red Crescent Movement (“the Movement”), Resolutions of the International Conference of the Red Cross and Red Crescent, Resolutions of the Council of Delegates and decisions of the General Assembly of the International Federation of the Red Cross and Red Crescent Societies.

New Zealand Red Cross shall be guided in its work by the principles of International Humanitarian Law, and shall respect the Fundamental Principles of the International Red Cross and Red Crescent Movement (“the Fundamental Principles”), namely:

**HUMANITY** The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace among all peoples.

**IMPARTIALITY** The Movement makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

**NEUTRALITY** In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

**INDEPENDENCE** The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

**VOLUNTARY** It is a voluntary relief movement not prompted in any manner

**SERVICE** by desire for gain.

**UNITY** There can be only one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.

**UNIVERSALITY** The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

## NATIONAL AND INTERNATIONAL CHARACTER

New Zealand Red Cross is officially recognised by the New Zealand Government as a voluntary relief organisation, auxiliary to the public authorities in the humanitarian field (not in all fields of activities) and to the medical services of the armed forces, in accordance with the first Geneva Convention, and as the only national Red Cross Society which may carry out its activities in New Zealand.

In relation to the public authorities and the government, New Zealand Red Cross maintains an autonomy which allows it to act at all times in accordance with the Fundamental Principles. The authorities respect Red Cross' adherence to the Fundamental Principles.

New Zealand Red Cross is a legally incorporated society. It acts under its own Constitution with all rights and obligations of a corporate body with a legal personality.

## Chapter 1 - GENERAL PROVISIONS

### **Article 1.1: Name**

1.1.1 The name of the society is “New Zealand Red Cross Incorporated”.

### **Article 1.2: Registered Office**

1.2.1 The registered office of New Zealand Red Cross is at 69 Molesworth Street, Wellington, or as otherwise determined by the National Board.

### **Article 1.3: Emblem**

1.3.1 New Zealand Red Cross has as its emblem the sign of a red cross on a white background. The emblem may not be used except in accordance with New Zealand Law, the Geneva Conventions of 1949 and their additional Protocols, the 1991 Regulations on the use of the emblem, and any rules prepared by Red Cross pursuant to the Constitution.

New Zealand Red Cross has as its logo the emblem accompanied by the words “New Zealand Red Cross or the abbreviation NZRC.

1.3.2 The National Board is responsible for adopting internal regulations on the use of the emblem by the Members, Volunteers and Staff of the New Zealand Red Cross in conformity with 1.3.1.

### **Article 1.4: Membership**

1.4.1 New Zealand Red Cross has Members as provided for in Chapter 2.

### **Article 1.5: Structure**

1.5.1 New Zealand Red Cross has the following components:

- (i) Members
- (ii) Volunteers
- (iii) Branches or Groups with responsibility for the extension of New Zealand Red Cross activities throughout New Zealand
- (iv) Areas where Area Councils have responsibilities
- (v) A Secretary General, supported by Staff
- (vi) A National Youth Panel
- (vii) A National Board
- (viii) A National Council

- 1.5.2 Each component is authorised and regulated as provided for in this Constitution and the New Zealand Red Cross Members' Handbook.

**Article 1.6: Objectives**

The principal objective of New Zealand Red Cross is to prevent or alleviate human suffering with complete impartiality without any form of discrimination.

In particular, New Zealand Red Cross shall:

- 1.6.1 act in case of armed conflict, and in peace be prepared to act in all fields covered by the Geneva Conventions on behalf of all war victims, both civilian and military;
- 1.6.2 provide emergency relief in time of disaster or conflict in New Zealand and internationally for the alleviation of human suffering;
- 1.6.3 contribute to the improvement of health, the prevention of disease and the mitigation of suffering through programmes of training and services for the benefit of the community adapted to national and local needs and circumstances;
- 1.6.4 recruit, train and assign such personnel as are necessary for the discharge of its responsibilities;
- 1.6.5 promote the participation of people of all ages in the work of the Movement;
- 1.6.6 disseminate the Fundamental Principles of the Movement and of International Humanitarian Law in order to develop among the population the ideals of peace, mutual respect and understanding among all people;
- 1.6.7 assist the Government in carrying out and giving effect to its obligations under the Geneva Conventions and the Additional Protocols to the Geneva Conventions, current from time to time both in New Zealand and elsewhere;
- 1.6.8 assist in efforts to restore family links;
- 1.6.9 co-operate with the public authorities to ensure the protection of the Red Cross, Red Crescent and Red Crystal emblems;
- 1.6.10 pursue such other objects or activities as are in keeping with the Fundamental Principles.

**Article 1.7: Secretary General**

- 1.7.1 The Secretary General will be appointed by the National Board on such terms as the National Board may determine.
- 1.7.2 The Secretary General will be responsible to the National Board for implementing the policy of New Zealand Red Cross and directives of the National Board.
- 1.7.3 The Secretary General has the power to appoint and dismiss Staff of the New Zealand Red Cross.

- 1.7.4 The Secretary General will provide appropriate Staff support for the components and activities of New Zealand Red Cross.
- 1.7.5 The Secretary General will be entitled to attend and speak, but not vote at any New Zealand Red Cross meeting. Attendance at National Board meetings is described in 4.1.3.
- 1.7.6 The Secretary General will be responsible for preparing the annual plan and budget, the annual report and the consolidated financial statements.
- 1.7.7 The Secretary General will be the authorised representative of New Zealand Red Cross in relation to third parties and courts of law for all transactions within any limits laid down by the National Council, the National Board and the New Zealand Red Cross Members' Handbook.

**Article 1.8: Financial Resources**

- 1.8.1 Within the limits laid down by its objectives New Zealand Red Cross may, without restriction, deal with any property owned or controlled by New Zealand Red Cross.
- 1.8.2 New Zealand Red Cross may accept, from any person, or any private or public organisation, contributions and assistance in any form.
- 1.8.3 New Zealand Red Cross may not accept donations or services that directly stem from the revenue of activities contrary to the Fundamental Principles.
- 1.8.4 New Zealand Red Cross may accept as agent or trustee, funds or property in trust or those given for a particular use if that use is within the objectives of New Zealand Red Cross.
- 1.8.5 New Zealand Red Cross may accept the conveyance of real estate to its use or benefit.
- 1.8.6 New Zealand Red Cross may set up and administer any reserve, insurance or other funds for its Staff or for any of its activities.
- 1.8.7 New Zealand Red Cross may borrow and raise money for any objectives of New Zealand Red Cross and may secure the repayment of such money on all or any part of the property of New Zealand Red Cross or otherwise as New Zealand Red Cross sees fit.
- 1.8.8 New Zealand Red Cross may invest, as is determined from time to time by the National Board, all funds of the New Zealand Red Cross which are not required to be immediately expended for its purposes.
- 1.8.9 New Zealand Red Cross may pay reasonable remuneration for services provided. However, no remuneration shall be payable to any Member or Officer where that Member or Officer is able to determine or materially influence the amount of that remuneration by virtue of his or her capacity as a Member or Officer.

**Article 1.9: Financial Year**

- 1.9.1 The financial year will close on 30 June or such other date as the National Board may determine.

#### **Article 1.10: Management and Control**

- 1.10.1 All funds and property held by, or for the benefit of, New Zealand Red Cross (including Branches) will be under the ultimate control of the National Board.
- 1.10.2 All monies received by the Secretary General or any other person on behalf of New Zealand Red Cross, shall immediately be paid into the appropriate New Zealand Red Cross bank account. All payments on behalf of New Zealand Red Cross (except the petty expenses which may be drawn from an imprest account) shall be made from the appropriate bank account of the New Zealand Red Cross by an appropriate payment method (including electronic). All payments shall be made as authorised in accordance with the New Zealand Red Cross Members' Handbook.
- 1.10.3 An annual external audit of New Zealand Red Cross will be undertaken to ensure financial accountability and transparency.

#### **Article 1.11: Common Seal**

- 1.11.1 The common seal of New Zealand Red Cross will be held by the Secretary General and may only be affixed to any document pursuant to a resolution of the National Board. Once the seal has been affixed to the document, two members of the National Board shall, in addition, sign the document.
- 1.11.2 The National Board may by resolution authorise the signing of any document by two members of the National Board without the affixing seal.

#### **Article 1.12: Relations and Actions**

- 1.12.1 New Zealand Red Cross is party to the solidarity which unites all Members of the Movement, National Societies and international organisations of the Movement, and maintains continuous relations with them.
- 1.12.2 New Zealand Red Cross will participate in international actions of the Movement as decided by the National Board and to the extent of its capacity at the time.
- 1.12.3 New Zealand Red Cross will exercise the rights and undertake the duties deriving from its membership of the Movement in accordance with the Statutes of the Movement and the Constitution of the International Federation of Red Cross and Red Crescent Societies.
- 1.12.4 Agreements concluded with other organisations or entities, in particular with the public authorities regarding the execution of a public service, shall be in writing and shall not in any way constitute an obligation for the Society to act against the Fundamental Principles.

#### **Article 1.13: New Zealand Red Cross Members' Handbook**

- 1.13.1 The National Board will adopt and amend such rules, as recorded in the New Zealand Red Cross Members' Handbook, as are necessary to implement this Constitution and the objectives and policies of New Zealand Red Cross. Such rules shall be binding on all elements of New Zealand Red Cross.

- 1.13.2 Notice of a resolution to adopt or amend the New Zealand Red Cross Members' Handbook may be given by an Area Council or a member of the National Board to the Secretary General not less than 30 days prior to the date of the meeting of the National Board at which the resolution is to be considered. The Secretary General will circulate the resolution to all members of the National Board and, if the resolution relates to the operations of Areas, Branches, or Groups, no less than 20 days prior to that meeting. In any particular case such Area Council's notice requirements may be waived by a majority vote of the National Board representing not less than 75% of members present and entitled to vote.
- 1.13.3 The New Zealand Red Cross Members' Handbook will be amended by the National Board in accordance with any directive given by the National Council.

**Article 1.14: Amendment of the Constitution**

- 1.14.1 The Constitution may be amended or replaced only at a meeting of the National Council called at not less than 21 days' notice and passed by a two-thirds majority of those voting persons present or by proxy.
- 1.14.2 No such amendment or replacement may detract from the humanitarian charitable purpose of New Zealand Red Cross.
- 1.14.3 Any draft of a new Constitution must be submitted to the Joint Statutes Commission of the Movement, and the recommendations of the Commission taken into account, prior to its adoption by the National Council.
- 1.14.4 No alteration, amendment or rescission of this article, or of Chapter 1 article 1.6, whether directly or by necessary implication, shall be valid or effective unless it has been approved by the authorised Minister of the Crown, and such approval has been signified to New Zealand Red Cross in writing.

**Article 1.15: Dissolution**

- 1.15.1 Provided that all liabilities of New Zealand Red Cross have been duly discharged, a Special General Meeting of the National Council convened for the purpose may resolve that New Zealand Red Cross be wound up. Such a meeting requires a quorum of 75% of the members of the National Council and a majority of 75% of those present and voting. A notice of the Special Resolution shall be sent to the Registrar of Incorporated Societies. Such resolution shall be confirmed at a subsequent Special General Meeting of the National Council to be held not earlier than thirty days after the first special meeting.
- 1.15.2 If upon the winding up of New Zealand Red Cross there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of New Zealand Red Cross but shall be given or transferred in whole or in part as may be determined by the National Council in general meeting at or before the time of winding up or in accordance with any directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957 or any provision substituted therefore, to some other organisation or organisations within New Zealand having exclusively humanitarian charitable objectives which are all together or in part similar to those of New Zealand Red Cross

**Article 1.16: Interpretation**

- 1.16.1 Any question or disagreement concerning the interpretation or application of this Constitution which has not been settled by the National Council shall be referred to the National Board for consideration and again submitted to the National Council for its final decision.

**Article 1.17: Entry Into Force**

- 1.17.1 This Constitution shall come into force on the date it is registered by the Registrar of Incorporated Societies.



## Chapter 2 - MEMBERSHIP OF NEW ZEALAND RED CROSS

### **Article 2.1: Membership of New Zealand Red Cross**

- 2.1.1 Membership of New Zealand Red Cross will be open to every person without discrimination.
- 2.1.2 There will be two categories of membership: Ordinary Members and Honorary Life Members. Any person who meets the criteria for more than one category shall be entitled to exercise the rights associated with any one of those categories.
- 2.1.3 All Members of New Zealand Red Cross will be required to adhere to the Fundamental Principles, this Constitution and the Code of Conduct in the New Zealand Red Cross Members' Handbook.
- 2.1.4 Paid Staff of New Zealand Red Cross may not hold any office, nominate candidates or take part in any vote at any level of New Zealand Red Cross.

### **Article 2.2: Members of New Zealand Red Cross**

- 2.2.1 Ordinary Members of New Zealand Red Cross are those persons who have agreed to be Members of New Zealand Red Cross, have signed a declaration to adhere to and promote the Fundamental Principles and whose names have been so recorded by New Zealand Red Cross.
- 2.2.2 A Member shall also be enrolled as a Member with the Area Council, Branch or Group for the Area in which they have their principal place of residence. They may also belong to a Branch and one or more Groups within that Area.
- 2.2.3 Procedures for application for membership of New Zealand Red Cross and for enrolment with Area Councils, Branches or Groups shall be as set out in the New Zealand Red Cross Members' Handbook.

### **Article 2.3: Honorary Life Members**

- 2.3.1 Honorary Life Members are those Ordinary Members who have been accorded this status by the National Board and, in the case of Counsellors of Honour, the National Council. Honorary Life Members have the same rights as Members.

### **Article 2.4: Counsellors of Honour**

- 2.4.1 Counsellors of Honour are those Members who have been accorded this status by the National Council in recognition of their outstanding service to New Zealand Red Cross.
- 2.4.2 All Counsellors of Honour are Honorary Life Members of New Zealand Red Cross.
- 2.4.3 The number of Counsellors of Honour will not exceed 20 at any time.
- 2.4.4 The National Council may not appoint any Member as a Counsellor of Honour except on the recommendation of the National Board.

2.4.5 The National Board may, on its own initiative, consider any Member for recommendation as a Counsellor of Honour and shall consider for recommendation any Member whose name has been proposed by an Area Council.

2.4.6 The criteria for the appointment of Counsellors of Honour is contained in the New Zealand Red Cross Members' Handbook.

**Article 2.5: Honours and Awards**

2.5.1 The National Council may institute such other Honours and Awards as it thinks fit.

**Article 2.6: Members' rights, including voting in Elections**

Subject to Clause 2.1.4:

2.6.1 Every Member may nominate candidates and may vote for the election of members of Branch or Group committees or other elected entities for any Branches or Groups in which they are enrolled.

2.6.2 Every Member may nominate candidates and may vote for the election of members of the Area Council for the Area in which they are enrolled.

2.6.3 Every Member may nominate candidates for National President, National Board, and National Youth Representative, all of whom shall be elected by the National Council.

2.6.4 Every Member may participate in general meetings at the local levels of New Zealand Red Cross.

2.6.5 Every Member may present proposals and raise issues with the appropriate authorities of New Zealand Red Cross.

2.6.6 Every Member may promote and participate in the work of New Zealand Red Cross.

**Article 2.7: Termination of Membership**

2.7.1 A Member may resign by giving written notice to the entity with which that Member is enrolled. If the notice does not specify a date upon which the resignation is to take effect, the resignation shall be effective immediately the notice is received.

2.7.2 For reasonable cause that might be detrimental to New Zealand Red Cross, the National Board may, expel or suspend any Member, or exclude any Member from one or more categories of membership. Reasonable cause would include any display of character or morality incompatible with the Fundamental Principles. The procedure for suspension or expulsion to be followed by the National Board is set out in the New Zealand Red Cross Members' Handbook, and includes the right for the Member to be heard by the National Board, or an appropriately constituted subcommittee.

2.7.3 Any Member expelled from New Zealand Red Cross shall have a right of appeal against that decision. The procedure for such appeal is set out in the New Zealand Red Cross Members' Handbook.

**Article 2.8: Right to Indemnify and Insure**

2.8.1 New Zealand Red Cross has the right to indemnify Members and other people working in the interest of New Zealand Red Cross, and to cover them with liability insurance.

**Article 2.9: Disclosure of Interests**

2.9.1 Any Member seeking election or appointment to, or holding any office in New Zealand Red Cross, shall be required to disclose any potential or actual conflicts of interest in accordance with the procedures in the New Zealand Red Cross Members' Handbook.

2.9.2 In determining or resolving any potential or actual conflict of interest, any Member elected or appointed shall, in performing their elected or appointed roles:

- (a) act in the best interests of New Zealand Red Cross; and
- (b) if that Member holds a public service or political position, that Member shall either:
  - (i) resign from that public service or political position; or
  - (ii) abstain from taking part in decision-making in the elected or appointed position held by that Member in New Zealand Red Cross.

2.9.3 The final decision as to whether or not a potential or actual conflict exists, and if so the steps to be taken by the person with that conflict, rests with the National Board.

## Chapter 3 - NATIONAL COUNCIL

### **Article 3.1: Composition**

3.1.1 The members of National Council are:

- (i) Patron
- (ii) National President - elected at large by National Council
- (iii) National Vice-President - elected by National Board from among its number
- (iv) Members of the National Council elected by Area Councils under Article 3.4.3
- (v) Members of the National Board, including co-opted and retiring members
- (vi) National Youth Representative - elected by the National Council
- (vii) Two Youth Representatives – appointed by the National Youth Panel
- (viii) Counsellors of Honour
- (ix) A representative of the New Zealand Government who shall have speaking rights only.

3.1.2 The Secretary General or representative will be Secretary to the National Council.

3.1.3 Other Members of New Zealand Red Cross, including Staff, may attend and may speak with the consent of the National President or Acting President.

3.1.4 If a member of the National Council elected by an Area Council is unable to attend, the Area Council may designate another Member of the area to attend as a substitute by giving written notice to the Secretary General prior to the commencement of the meeting.

### **Article 3.2: Powers**

3.2.1 The National Council is the highest authority of New Zealand Red Cross. For the purpose of carrying out the objectives of New Zealand Red Cross the National Council may exercise all powers implied or expressly conferred on New Zealand Red Cross including the power to:

- (i) appoint, on the recommendation of the National Board, the Patron and Auditor;
- (ii) elect the National President, National Youth Representative and members of the National Board;
- (iii) adopt the annual report and the annual consolidated financial statements of New Zealand Red Cross;
- (iv) alter this Constitution by following the procedure laid down in Chapter 1, article 1.14;

- (v) consider all other business on the agenda adopted by the National Council, or received at and accepted by, the meeting;
- (vi) direct the National Board, in general or specific terms, to amend the New Zealand Red Cross Members' Handbook;
- (vii) take any action in keeping with the Objectives of New Zealand Red Cross.

3.2.2 Any member of the National Council may, by notice of motion, bring to the meeting matters of substance for consideration by the National Council.

### **Article 3.3: Meetings**

3.3.1 The National Council shall meet each year in ordinary session, at the time and place determined by the National Board, which meeting shall comprise the Annual General Meeting of New Zealand Red Cross. The National Council may also meet as a Special General Meeting on the initiative of the National Board, or at the request of one fifth of the voting members of the National Council.

3.3.2 All members of the National Council shall be given at least seven (7) clear days' notice of the date, time and place of any meeting of the National Council.

3.3.3 Such notice shall be in writing, to be forwarded by post or electronically to the last known address of all members of the National Council.

3.3.4 The accidental omission to give notice to any member or the non-receipt by any member of notice shall not invalidate any resolution passed at a meeting of the National Council.

### **Article 3.4: Elections**

3.4.1 All voting in elections shall be by secret ballot.

3.4.2 Except in the case of casual vacancies, the appointment of the Patron and the Auditor and the election of the National President, National Youth Representative and elected members of the National Board shall take place during a National Council meeting.

3.4.3 The members of each Area Council shall elect two representatives who are currently enrolled in their Area to be members of the National Council.

3.4.4 The election by Area Councils of Area representatives to be members of the National Council shall be conducted as provided for in the New Zealand Red Cross Members' Handbook.

### **Article 3.5: Term of Office**

3.5.1 The terms of office of National President and National Youth Representative shall begin from the close of the National Council meeting at which they are elected and continue until the close of the third National Council meeting since their election.

- 3.5.2 The National President may serve a maximum of six consecutive years. Following a stand-down period of three years, former National Presidents may stand for re-election for no more than a further six years.
- 3.5.3 The National Youth Representative may serve a maximum term of six years after which the retiring member will be ineligible for re-election on the National Board for a further three years. Candidates for selection of National Youth Representative on the National Board must be 18 years and no older than 30 years of age when they are elected.
- 3.5.4 The terms of office of Members elected under Article 3.4.3 shall commence from the Election Notification Date (date each year by which National Council representatives are confirmed) following their Area Council election prior to the next National Council meeting and continue until the Election Notification Date in the following year.
- 3.5.5 The Election Notification Date is the date notified by the Secretary General as the last date for Area Councils to notify the Secretary General of the names of two representatives to be members of the National Council. The Secretary General will set a date which allows for sufficient time for notification of the National Council meeting to all those entitled to attend in accordance with this Constitution.

**Article 3.6: Procedure**

- 3.6.1 National Council will be presided over by the National President of New Zealand Red Cross, or in the absence of the National President, by the National Vice-President, or if neither is present, by a member of the National Board elected by the members of the National Board present at the National Council meeting.
- 3.6.2 The quorum will be one half of the voting Members. To be included in the quorum Members must be present in person or by proxy. If there is no quorum, the presiding officer may order that the meeting of the National Council be called again within 60 minutes, or at such other time directed by the presiding officer. The resumed meeting may proceed with a quorum of one quarter of the voting members. To be included in the quorum for the resumed meeting, Members must be present in person or by proxy. Any member of the National Council who is not a Counsellor of Honour may appoint a proxy. Appointment of a proxy will not take effect until written notice, in the form set out below, has been received by the Secretary General. The form shall be signed by the Member appointing the proxy, whose signature must be attested by a witness. The appointment shall be for a specified meeting.

## Form of Proxy

### New Zealand Red Cross Incorporated

I, ..... (name)  
of ..... (address) being a member of the National  
Council of New Zealand Red Cross appoint .....(being a member of  
National Council) as my proxy to vote on my behalf at the meeting of the National Council to  
be held on the ..... day of ..... 20.....

Dated: .....

Signed: .....

in the presence of: .....

(signature of witness): .....

### **Article 3.7: Casual Vacancies**

- 3.7.1 If the office of National President becomes vacant, the National Vice President shall act as National President until the conclusion of the next National Council meeting.
- 3.7.2 If the office of National Vice-President becomes vacant, the National Board shall elect one of its number to that office.
- 3.7.3 If a person elected under Article 3.4.3 ceases to be a member of National Council, an Area Council may elect a replacement from Members in their areas who shall hold office until the next Election Notification Date.

### **Article 3.8: Voting**

- 3.8.1 On all matters put before the National Council meeting, those members entitled to vote shall have only one vote which may be exercised in person or, where authorised, by proxy given to another member of the National Council. Every question shall be determined by a majority vote, except for the election of the National President which shall be determined as set out in the next paragraph. Where needed, the chairperson of the meeting shall have a casting, as well as a deliberative vote. No person can exercise votes in more than one capacity. For the avoidance of doubt the Patron shall not have the right to vote at a National Council meeting or have the right to elect or be elected to any position in New Zealand Red Cross.
- 3.8.2 (i) If in the election for the National President no candidate obtains in excess of 50% of the votes cast, the candidate who obtained the smallest number of votes shall be deleted from the list of candidates, and a second vote held for the remaining candidates.

- (ii) If more than one candidate obtains lowest equal votes, those candidates shall be identified to the meeting and that vote shall be taken again.
- (iii) If no candidate obtains a majority on the first vote, successive votes shall be held in the manner set out above, until one candidate obtains in excess of 50% of the votes cast.
- (iv) In the case of only one valid nomination being received no vote shall be taken.

3.8.3 At the discretion of the chairperson of the meeting, all votes shall be cast either by voices or the raising of hands, provided that a ballot shall be conducted if required by the chairperson or not less than 5 members. However, all elections shall be conducted by secret ballot.

**Article 3.9: Conduct of Meeting**

3.9.1 The conduct of meetings of the National Council, including resolutions and voting procedures, shall be in accordance with the New Zealand Red Cross Members' Handbook.



## Chapter 4 - THE NATIONAL BOARD

### **Article 4.1: Composition**

- 4.1.1 The members of the National Board are:
- (i) the National President
  - (ii) six ordinary Members elected by the National Council under Article 4.2. One of these six will be elected by the National Board to serve as National Vice-President for such term as the Board thinks fit
  - (iii) the National Youth Representative elected by the National Council under Article 4.4
  - (iv) not more than three Members of New Zealand Red Cross co-opted by the National Board.
- 4.1.2 When considering the need for co-opting members under Article 4.1.1(iv) the National Board shall consider what governance qualities require strengthening on the Board, and, in particular, will consider whether there is a Board member who is experienced and qualified in a technical financial sense to serve as Chair of the Audit and Risk Committee of the Board. The manner of selecting who will be co-opted is outlined in the New Zealand Red Cross Members' Handbook.
- 4.1.3 The Secretary General, or a delegate nominated by the Secretary General and approved by the National President, shall be required to attend and participate in all meetings of the National Board (except when the Board resolves to go into committee and exclude that person). The Secretary General has no voting rights.

### **Article 4.2: Elections of Ordinary Members**

- 4.2.1 To ensure a geographical spread of representation on the National Board the election of ordinary Members by the National Council shall be conducted as follows:
- (i) Each Area Council may nominate any number of candidates who are Members enrolled in their Area. Each Area Council is strongly encouraged to nominate at least one candidate.
  - (ii) For election purposes only, the National Council shall designate three Territories and allocate each Area to a Territory.
  - (iii) Voting for the ordinary Members shall be on the basis that each voting National Council member may vote for no more than one candidate from each of the three Territories (or two if there are two vacancies).
  - (iv) If a successful candidate is also elected as National President, the next highest candidate from the Territory for which that person is elected shall be declared as a member elected from that Territory.

- (v) If there should be two vacancies for Members from a Territory the highest polling candidate shall be elected for four years and the second highest polling candidate for two years.

4.2.2 An election for members of the National Board shall be held every two years, commencing in 2010.

4.2.3 Every two years one of the ordinary Members of the National Board elected from a Territory shall retire and may be eligible for re-election subject to the provisions of this Constitution as to maximum terms in office.

4.2.4 The longer serving member from each Territory shall be the retiree, unless there is a vacancy in the position for the other member from that Territory. If both members have served the same time, then the lower polling member in the previous election shall be the retiree.

#### **Article 4.3: Term of Office**

4.3.1 An ordinary Member of the National Board may serve a maximum of eight consecutive years, after which the retiring member will be ineligible for re-election for a further four years. Following this stand-down period, they may then stand for re-election for no more than a further eight years.

4.3.2 A co-opted member of the National Board shall serve for such term, not exceeding four years, as the National Board shall decide at the time of co-option. The maximum period for co-option shall be as for ordinary membership under Article 4.3.1.

#### **Article 4.4: Election of the National Youth Representative**

4.4.1 The National Youth Representative shall be elected by the National Council from candidates nominated by an Area Council or any Member enrolled within its Area. Candidates must be 18 years and no older than 30 years of age when they are elected.

#### **Article 4.5: Casual Vacancies**

4.5.1 The National Board may fill casual vacancies for ordinary Members or National Youth Representative until the conclusion of the next National Council meeting.

#### **Article 4.6: Responsibilities**

4.6.1 The National Board will, through the Secretary General, provide direction to Staff in accordance with this Constitution, the New Zealand Red Cross Members' Handbook and policies adopted or directions given by the National Council.

4.6.2 The National Board will approve the annual plan and budget prepared by the Secretary General, and will monitor and review its implementation.

4.6.3 The National Board will approve the annual report and consolidated financial statements prepared by the Secretary General, receive the auditor's certificate, and refer them for adoption by the National Council.

- 4.6.4 The National Board, working with the Secretary General, will support and encourage Area Councils, Branches, Groups, Members and Volunteers.
- 4.6.5 The National Board will ensure the operational efficiency of New Zealand Red Cross through the Secretary General, Area Councils, Branches, Groups, Members and Volunteers in accordance with the New Zealand Red Cross Members' Handbook and the Secretary General's delegations.

**Article 4.7: Powers**

- 4.7.1 Within the framework of the policies adopted by the National Council, the National Board may exercise all powers necessary to carry out the objectives of New Zealand Red Cross, except for those powers which, by this Constitution, are only exercisable by the National Council.
- 4.7.2 In particular, but without limiting its general powers, the National Board has the following functions:
- (i) to appoint the Secretary General and set conditions of appointment and the term of office for such position;
  - (ii) to define Areas for the purposes of Article 1.5.1 (iv).
  - (iii) to act in accordance with Article 1.14 in preparing, approving, or amending all rules as are necessary to give effect to this Constitution, or to the policies of New Zealand Red Cross as determined by the National Council;
  - (iv) to set up such subcommittees, or commissions, that may be necessary or desirable in assisting the National Board to carry out its tasks;
  - (v) to set up procedures to enable urgent decisions to be made between meetings, as detailed in Article 4.8.6
  - (vi) to take responsibility for the financial performance and sustainability of New Zealand Red Cross.
  - (vii) To take responsibility for the organisation of National Council.

**Article 4.8: Meetings**

- 4.8.1 The National Board will meet in ordinary session at least quarterly in each year at such times as it may decide.
- 4.8.2 Additional meetings of the National Board will be held on the initiative of the National President, or at the request of one third of its members.

**Article 4.9: Procedure**

- 4.9.1 The National Board will be presided over by the National President, or if absent, by the National Vice-President.

- 4.9.2 The quorum will be one half of the members. Unless otherwise provided for in this Constitution, all decisions will be decided by majority vote of those members present and entitled to vote. Each member shall have a single vote, but the chairperson shall be entitled to a casting as well as a deliberative vote.
- 4.9.3 The National Board may conduct a meeting by way of a telephone conference.
- 4.9.4 All members of the National Board shall be given at least seven (7) clear days' notice of the date, time and place of any meeting of the National Board. However, the requirement of prior notice may be waived where at least seventy five (75) percent of the National Board members agree.
- 4.9.5 The accidental omission to give any notice to any member, or the non-receipt of notice by any member shall not invalidate any resolution passed at a meeting of the National Board.
- 4.9.6 National Board may approve an urgent motion by circular resolution, approved by no less than 60% of its members.

## Chapter 5 - NATIONAL OFFICERS

### **Article 5.1: General Provisions**

- 5.1.1 The National Officers comprise the National President and the National Vice President.
- 5.1.2 To the extent delegated by the National Board, the National Officers may, after consultation with the Secretary General, make decisions between National Board meetings, but must provide a full account of any decisions made to the next National Board meeting.

### **Article 5.2: National President**

- 5.2.1 The National President shall ensure the general supervision of the administration of New Zealand Red Cross, and the carrying out of decisions taken by its committees and commissions.
- 5.2.2 The National President shall act under the authority of the National Council to guide the affairs of New Zealand Red Cross in conformity with the decisions of the National Council.
- 5.2.3 The National President will represent New Zealand Red Cross in its relations with the other components of the Movement, with international organisations and with New Zealand authorities, and is its Head of Delegation.
- 5.2.4 The National President may delegate part of these functions to any member of the National Board or, with the consent of the National Board, to any other Member of New Zealand Red Cross. The National President is a member of all National Board committees and Commissions.

### **Article 5.3: Vice President**

- 5.3.1 The National Vice-President will act as Acting National President in the place of the National President if that officer is absent or otherwise unable to act, and will at all other times undertake such duties as the National President may determine.

## Chapter 6 - AREA COUNCILS

### **Article 6.1: Area Councils**

- 6.1.1 With the objective of ensuring co-ordination of New Zealand Red Cross activities including the activities of Branches and Groups, the National Board has the power to designate Areas to be developed and co-ordinated by Area Councils, defining the geographic area allocated to each, and delegating such responsibility as it thinks fit for the organisation of New Zealand Red Cross and its activities in each Area.
- 6.1.2 A Member of New Zealand Red Cross who has enrolled with an Area Council or a Branch or Group within the Designated Area shall have speaking and voting rights at meetings of Members convened by an Area Council.
- 6.1.3 A Member of New Zealand Red Cross may only be enrolled in one Area.
- 6.1.4 Subject to Article 6.1.5, the structure and management of each Area Council and its relationship with Branches and Groups within its designated Area shall be as provided for in the New Zealand Red Cross Members' Handbook.
- 6.1.5 A Member may be elected to an Area Council for no more than two terms of three years and shall then be ineligible for re-election for three years. Following this stand-down period they may stand for re-election for no more than a further six years.
- 6.1.6 A co-opted member of an Area Council shall serve for such term, not exceeding three years, as the Area Council shall decide at the time of co-option. The maximum period for co-option shall be as for elected membership under Article 6.1.5.

## Chapter 7 - BRANCHES AND GROUPS

### **Article 7.1: Branches and Groups**

- 7.1.1 With the object of ensuring that New Zealand Red Cross activities extend throughout New Zealand, the National Board supports Branches and Groups which, while relating to and working together with other Branches and Groups and the Area Council for the Area in which they are established, remain subject to this Constitution and the New Zealand Red Cross Members' Handbook.
- 7.1.2 A Member of New Zealand Red Cross who has enrolled in a Branch or Group shall have speaking and voting rights at any meeting of their Branch or Group.
- 7.1.3 A Member of New Zealand Red Cross may be enrolled in one Branch and in one or more Groups in the same Area.
- 7.1.4 The structure and management of each Branch or Group and its relationships with the Area Council for the Area in which it is located or operates and with the National Board, shall be as provided for in the New Zealand Red Cross Members' Handbook.

## Chapter 8 - CONSTITUTION

### **Article 8.1: Constitution**

- 8.1.1 The previous Constitution shall be rescinded on the date this Constitution is registered by the Registrar of Incorporated Societies.
- 8.1.2 The rescission of the previous Constitution shall not affect:
- (i) the validity, invalidity, effect or consequences or anything already done or suffered; or
  - (ii) any existing status, capacity, honour, award or appointment; or
  - (iii) any right, interest or title already acquired, accrued or established.
- 8.1.3 The previous Constitution, notwithstanding its rescission, shall continue and be in force for the purpose of continuing and perfecting under such rescinded Constitution any act, matter or thing if there are no substituted articles provided for in this new Constitution.

### **Article 8.2: The New Zealand Red Cross Members' Handbook Update**

- 8.2.1 The New Zealand Red Cross Members' Handbook will be updated to implement any amendments.
- 8.2.2 If any provisions contained in the New Zealand Red Cross Members' Handbook at the time of the registration of this Constitution have not been updated or remain inconsistent with any provision of this Constitution, the National Board, subject to direction of the National Council, shall determine how that provision is to be implemented, and having done so will then ensure that the provision is amended in the New Zealand Red Cross Members' Handbook.