

## **Purpose and scope of changes:**

- These changes are intended to tidy up and update the OutLine constitution, including providing clearer procedures around membership, general meetings and Board operations. They work to ensure the constitution continues to meet requirements of the Charities Act (2005) and Incorporated Societies Act (1908) and anticipate potential changes arising from the Incorporated Societies Bill (2021) currently in Parliament. The proposed changes have been produced in consultation with lawyers from DLA Piper.
- This round of proposed changes does **not** include any significant change to the organisation's purposes/objects or in governance structure, including around enabling responsiveness to *Te Tiriti o Waitangi*. OutLine commits to undertaking this important and more substantive work in the next few years. Therefore, we welcome thoughts on this, but will consider and incorporate any feedback in this realm during future years' AGMs.
- Many minor changes are made throughout to language/formatting/wording for the purposes of clarifying and improving the constitution from a legal perspective.
- Other changes have been made to ensure that the constitution reflects the organisation's contemporary operations and changes since the constitution was originally designed. This areas of most significant change are around membership and the Board. Changes which impact the substance of the constitution are described below.

## **1. Name**

Change the name of the organisation to Outline Aotearoa Incorporated, reflecting feedback in the Brand Refresh Survey and the organisation's commitment to *Te Tiriti*.

## **2. Objects of the Society**

Previously "Objects/Powers". Clauses covering powers have been shifted into the following section.

Addition of "teleconference and videoconference" counselling in (a)(III) to reflect counselling service practices

Removal of "counselling" from what is provided by the peer support, as this is misleading in terms of how the organisation today uses the term "counselling".

Clarify what it means to limit operations within New Zealand – new clause (b)

## **3. Powers of the Society**

Additional clause (a) – legal terminology to clarify the organisation's rights and powers.

Powers clauses from old constitution then included here with caveat that they do not "limit the wider powers conferred by [the previous clause]"

## **4. Membership (previously "Members")**

This section has been reworked and restructured significantly to meet current and future organisational needs.

### Full membership

Additionally clarifies that this is available to those not otherwise restricted (e.g. staff) and shifts from full membership being voted on at AGM to application submitted to and approved by the Board to streamline process.

The concept of pro-rating the membership fee (if ever levied – not currently relevant) if joining partway through the year is removed. For ease of administration, people would just pay the relevant annual fee regardless of when they signed up.

Adds specification of rights afforded by full membership, including voting rights, speaking rights and that a full member may at any reasonable time inspect the minutes of the Board.

### Associate membership

Associate membership, rather than being functionally interchangeable with full membership and connected to phonline training, becomes available to people who fall outside criteria of full membership i.e. currently employed staff, contractors (and rationale for this) and non-Rainbow people. Clarifies rights of associate membership. Stated that this will be granted to staff members ex officio.

Concept of “non-active” membership is removed, as is the idea of graduating from Associate membership to Full membership, or membership being tied in any way to phone volunteering/training.

### Life membership

Process for life membership clarified and changed from being voted in at AGM to being selected by the Board. Requirements (giving name and contact details) and rights (can attend and vote at meetings, no requirement to pay membership fees or renew membership annually) of Life membership clarified.

### Membership application

Membership application process added, including reasons membership might be refused, appeal process, and requirements for becoming a member (including provision of name and contact details as required by Incorporated Societies Act).

Adds that the Society will cease accepting applications for membership within seven days of date of a General Meeting until end of Meeting. This will give the Board sufficient time to review new applications, but still allow

people who were previously non-members to nominate themselves for a Board position by applying for membership simultaneously.

### Register of Members

Add section about register of members and its management, and clarifies how this will be stored.

### Membership fees

Clarifying that the Board can also set concession rates for (as well as waive) any membership fee and that they will be responsible for setting this, including rate and due date, if any.

### Term of membership

Setting a term of membership of up to one year, which renews on organisational balance date.

Revises processes around membership termination. Resignation functionally the same; power of expulsion shifted from a General Meeting and then no right of appeal, to the Board with an appeal process via a Special Meeting. Clarification added of what would incite a suspension or expulsion of membership.

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*\*General Meetings content moved to later in constitution*

## **5. Governance Board**

This section is a reorganisation and reworking of the former "officers" and "powers of the Governance Board" sections to create more logical flow and clarity.

Distinction made of "Officeholders" vs additional members rather than just co-chairpersons.

Content about powers of officeholders shifted to next section

Total number of Board members elected increased from "up to" seven to "up to" nine. This will give the ability to increase Board size to create greater

capacity and flexibility in working, with the Board able to set the number of General Members ahead of AGM as deemed appropriate.

Clarifies that two members of the Board as a whole must identify as Māori.

Clarification added that people can only hold one position on the Board at any time.

### Election of Members

Shift from just co-chairpersons, to all four officeholder positions being elected by membership, clarification that for each of these, this will be by majority vote. This will encourage people with relevant skills to run for treasurer and secretary positions to ensure these are filled by interested people.

General clarification and tidying up of nomination and election processes.

More detail on process of electing other members of the Board.

Replace Secretary to being responsible for receiving nominations with “the Board or its agent/s”, and clarifying that this must be in form prescribed by the Board not just written. Change from “signed” to “supported... in writing” by two full members

Clarification of process if insufficient written nominations, so that any failure to meet required nominations results in elections from the floor.

Change from requiring co-chairperson to have been a full members for at least one month prior to AGM (functionally one year under current voting on membership system) to any member of the Board must be either full or life member – just means being a member at point of nomination in line with application process.

Sentence about officeholders holding office until successor appointed or selected removed to allow practically for case of abrupt vacancy – also covered by “hold[ing] office until the AGM due at the conclusion of their two year term”.

When people are co-opted, they are added only until the next AGM, at which point they can run for election, plan to be reappointed by the next

Board for another one-year period, or a discussion can be had about whether a certain role needs to be added permanently regardless of who fills it.

Additional content around process if officeholder position becomes vacant, aiming to keep the alternating two-year terms intact in the face of mid-term resignations while ensuring democratic control over officeholders. If someone was voted as a General Member, that gets treated as an endorsement by the membership and they automatically hold the rest of the officeholder term. If they were co-opted and there's more than a year remaining, the second year gets put to a vote at the next AGM.

Clauses about powers and quorum moved to next sections.

Adds process for expelling Board Members, including what happens if they miss too many meetings, to ensure clear expectations around meeting attendance and commitment.

## **6. Powers of the Governance Board**

New section added to elaborate the part of previous clause 6a about the Board's powers.

## **7. Responsibilities of the Governance Board**

New section clarifying responsibilities of specific Officeholder roles.

Additional procedure around Board meetings added.

Removes co-chair casting vote and instead require a majority for motions to pass, a more democratic approach and less convoluted approach.

## **8. Funds**

Addition of no personal benefit clause

## **9. Meetings**

Change from specifying June 30 to "within three months following balance date" to all future flexibility.

Clarifies that all members may attend but only full and life members can vote.

Changes requirements for calling a Special Meeting (any seven members  
> Board/either co-chairperson/or 10 members written request)

Adds process if quorum not met for both types of meeting.

Clarifies/expands voting procedures.

### **10. Rules**

Clarification that two third majority is from members who are entitled to vote and vote on the question.

### **11. Common Seal/12. Dissolution**

No substantive change

### **13. Personal Benefit/14. Dispute**

New sections