



CONSTITUTION

Approved AGM: [insert date]

1. **NAME**

The organisation shall be called OutLine Aotearoa Incorporated, in this document referred to as "the **Society**".

2. **OBJECTS OF THE SOCIETY**

a) The objects of the Society (Objects) are to:

(i) Support, affirm and advance the Aotearoa New Zealand Rainbow communities¹ to achieve successful outcomes by:

i) Providing programmes which cater for social, educational and emotional needs;

ii) Advocating for social, cultural and political rights; and

¹ Throughout these rules, the term "rainbow" is intended to be used as an umbrella term to describe people whose sexual orientation, gender identity, gender expression or sex characteristics differ from majority, binary norms. This includes people who identify with terms like takatāpui, lesbian, gay, bisexual, intersex, transgender, queer, non-binary or fa'afafine, as well as people who don't use specific words for their identity, people whose identity changes over time, and people who are in the process of understanding their own identity and may not have 'come out' to themselves or others. Where "rainbow" is used in these rules, it will have the meaning and usage as set out in this footnote.

- iii) Nurturing and providing resources to meet community needs.
 - (II) Operate a rainbow peer support service offering information and peer support.
 - (III) Provide face to face, teleconference and videoconference counselling where this is appropriate.
 - (IV) Operate a regular meeting and discussion place.
 - (V) Work actively to ensure the mental, emotional and physical wellbeing of rainbow people affected by discrimination, social exclusion and stigma associated with their minority sexual orientation, gender identity, gender expression and/or variation of sex characteristics.
 - (VI) Share and publish information relevant to rainbow communities.
 - (VII) Educate the wider public about rainbow communities by and inclusion, for example by providing speakers and educational material.
 - (VIII) Train rainbow people in peer support skills, understanding of rainbow diversity and self-awareness to enable them to provide peer support to other rainbow people.
 - (IX) Foster, promote, organise and manage such amenities and facilities, social or otherwise, as the Society may think necessary or expedient in furthering its objects.
- b) The Society's objects will only be carried out in, and benefit, the people of New Zealand. However, the Society's Officers may carry out activities outside of New Zealand to promote the Society or the Society's activities, but only if they believe that such activities will be for the ultimate benefit of the people of New Zealand.

- c) In carrying out the objects listed above and in course of its operations, the Society will be committed to honouring and upholding Te Tiriti o Waitangi.

3. **POWERS OF THE SOCIETY**

- (a) In addition to the powers conferred on the Society and its officers by law, the Society and its officers will have the widest possible powers and discretions to achieve the objects of the Society and will be empowered to exercise all rights, powers and privileges and may incur all the liabilities and obligations of a natural person of full age and capacity.
- (b) Without in any way limiting the wide powers conferred by clause 3(a), the Society and its officers will have the power to:
 - (i) Purchase, take on a lease or in exchange, on hire or otherwise acquire, hold, mortgage or dispose of any property rights and privileges which the Society shall think necessary or expedient in furthering any of its objects;
 - (ii) Sell, exchange, let on bail or, with or without option of purchase or in any manner dispose of any property rights or privileges;
 - (iii) Apply for and acquire any license or permit deemed necessary or expedient by the Society in furtherance of any of its objects;
 - (iv) Raise funds and accept donations, gifts and bequests for the purpose of furthering any of the objects of the Society; and
 - (v) Use the funds of the Society in payment of justifiable costs and expenses in furthering or carrying out any of the objects of the Society, including the employment of counsel, solicitors, agents, officers and servants provided that, no

remuneration or other benefit or advantage of whatsoever nature, shall be paid to or received, gained, achieved or derived by any member where that member is able by virtue of their capacity as a member to influence in any way, the amount of that remuneration or the nature or amount of that benefit or advantage.

4. **MEMBERSHIP**

- (a) The Society will consist of three classes of membership (Members), these being:
 - (i) Full members;
 - (ii) Associate members; and
 - (iii) Life members.

Full membership:

- (b) Will be available to those Rainbow people whose eligibility is not restricted under clause 4(b)(v) and who are:
 - (i) Supportive of the Society's aims;
 - (ii) Approved as a full member following their application to become a full member, which has been submitted to the Governance Board ("the **Board**"); and
 - (iii) Upon payment of the current annual membership fee (if levied).
- (c) Affords voting and speaking rights at any Annual General Meeting or Special Meeting;
- (d) Affords one single vote on every motion at any Annual General Meeting or Special Meeting;
- (e) Affords the right to at any reasonable time inspect the minutes of the the Board;
- (f) Will not be available to currently employed Staff members or other people currently contracted by the Society, to avoid conflict of interest during Annual General Meetings and Special Meetings where the Board are selected.

Associate membership:

- (g) Is available to any person who supports the purpose and aims of the Society and who falls outside the criteria of full membership;
 - (i) Approved as an associate member following their application to become a full member, which has been submitted to the Board;
 - (ii) Affords speaking rights at any General Meeting, but no voting rights; and
 - (iii) Is granted to the Staff members of the Society ex officio

Life membership:

- (h) Candidates will be selected at the full discretion of the Board, in recognition of their outstanding contribution to the Society;
- (i) Candidates must provide their name and contact details to become a life member;
- (j) Life members will have the right to attend and vote at Annual General meetings and Special Meetings of the Society; and
- (k) Life members will not be required to pay any annual membership fee (if levied) following their confirmation as a life member nor to renew their membership.

Membership application

- (l) Applications for full or associate membership, submitted in the form prescribed by the Board, will be considered by the Board or its appointed agent(s).
- (m) Applicants must provide their name and contact details to become a member.
- (n) An applicant may be refused membership if:
 - (i) Such membership would violate any section of this constitution;
 - (ii) The applicant has been expelled at any time prior;
 - (iii) The applicant has acted in a manner contrary to the Objects of the Society.

- (n) Within 30 days of the decision being minuted by the Board, any applicant who has their membership refused, will have the right to appeal against this decision. This appeal will be carried out by presenting their case to a Special Meeting of the Society that has been called for this purpose. Subject to that member's rights at law, the decision reached at the Special meeting will be final.
- (o) No applications for full or associate membership will be accepted within seven days of the date fixed for the convening of a General Meeting until the conclusion of that meeting.

Register of members

- (p) The Board will appoint a member of the Board to maintain an up-to-date register of the members of the Society.
- (q) An applicant or candidate is granted membership when the Board or its agent is satisfied that the applicant is eligible for membership and the applicant or candidate is notified and their name entered into the Register of Members.
- (r) The register of members will be kept confidentially by the Society, with access only granted to the Board and staff of the Society.

Membership fees

- (s) The annual membership fee (if any) to be paid by the different categories of membership and respective due dates will be set by the Board from time to time.
- (t) The Board may elect to waive the annual membership fee, or fix fees at concession rates, in appropriate cases.

Term of Membership

- (u) The period of membership shall be maximum of one year and each membership shall expire on the balance date of the Society each year, regardless of when the Member became a Member of the Society.

- (v) At a reasonable time before the expiry of a Member's membership, the Society must cause to be sent to each member a notice of renewal (in a form prescribed by the Board) setting out:
 - i) The annual membership fee (if any) for the following year; and
 - ii) The method of renewal
- (w) A Member paying the annual membership fee (if levied) and complying with the method for renewal shall continue to be a Member of the Society.

Termination of membership

- (x) Any person's membership may be terminated by either of the following events:
 - (i) Resignation by way of that member may resign at any time by providing written notice of the same to the Secretary of the Board; or
 - (ii) Expulsion by the Board.
- (y) After having undertaken due inquiry, the Board will have the power to suspend or expel any member of the Society for:
 - (i) Failing to pay the annual membership fee within 60 days of the date the membership fee falls due;
 - (ii) Having made a false or inaccurate statement in an application for membership of the Society;
 - (iii) Breaching any rules, regulation or by-law of the Society; or
 - (iv) Committing any act deemed detrimental to the Society, or that which brings the Society into disrepute.

- (z) Within 30 days of the decision being minuted by the Board, any member who has their membership suspended or terminated, will have the right to appeal against their suspension or expulsion. This appeal will be carried out by presenting their case to a Special Meeting of the Society that has been called for this purpose. Subject to that member's rights at law, the decision reached at the Special meeting will be final.
- (aa) Cessation of membership does not relieve the member from any liability incurred prior to them ceasing to be a member.

5. **GOVERNANCE BOARD**

- (a) Subject to the rules of the Society, the management and control of the affairs of the Society will be vested in the Board.
- (b) The Board will consist of four Officeholders and up to five additional members of the Board (**General Members**).
- (c) At least two members of the Board must identify as Māori
- (d) The Officeholders will comprise:
 - (I) Two Co-Chairpersons;
 - (II) One Secretary;
 - (III) One Treasurer
- (e) No person will hold more than one position on the Board at any one time.

Election of Members

- (f) Each Officeholder will be elected by a majority vote of those members who are entitled to vote at each Annual General Meeting. The term of each Officeholder's appointment will continue until the commencement of the second Annual General Meeting following the meeting at which they were elected.

- (g) General Members of the Board will be elected by a multi-member plurality vote of those members who are entitled to vote at each Annual General Meeting. The term of each General Member's appointment will continue until the commencement of the second Annual General Meeting following the meeting at which they were elected.
- (h) Where vacant positions must be filled by Māori to meet this requirement in 5(b), only Māori people can stand for election for those positions. If there are the same number of Māori candidates as positions required to be held by Māori, then they will be appointed without election.
- (i) Nominations in writing for any position on the Board must be received by the Board or its agent/s in the form prescribed seven days prior to the Annual General Meeting and each nomination must be supported by two full members and accepted in writing by the nominee.
- (j) If no written nominations are received for any Officeholder position by the deadline seven days prior to the Annual General Meeting, those members at the Annual General Meeting may elect *the un-nominated Officeholder* position from those eligible members present at the meeting. If fewer written nominations for General Member positions are received than exist vacancies, those members at the Annual General Meeting may elect such members of the Board from those eligible members present at the meeting.
- (k) To be qualified to be nominated and elected as a member of the Board, that person must be either a full member or a life member of the Society.
- (l) Should a vacancy occur on the Board, the Board may, by majority vote, appoint a successor until the next Annual General Meeting.
- (m) Following the election or re-election of the members of the Board at the Annual General Meeting, the Board will have the power to

nominate up to two additional persons to the Board for the purpose of adding such special skills or expertise to the Board as the Board thinks fit. Such persons will remain members of the Board until commencement of the following Annual General Meeting. Such persons may be removed as Board members by a simple majority of the Board.

- (n) In the event that the term of an Officeholder is terminated or becomes vacant (for whatever reason) before their term is intended to expire in accordance with clause 5(f), the Board will (by majority vote) appoint a suitably qualified candidate from their number to hold the vacant Officeholder position.
 - (i) If this candidate was elected as a General Member at an Annual General Meeting, they will hold the Officeholder position for the remainder of the original Officeholder term.
 - (ii) If this candidate was added to the Board following the process outlined in 5(i), they will hold the Officeholder position until the next Annual General Meeting. If there is still a year remaining in the original term, that person's position will then be put to a vote, and should their position be approved by way of a majority vote, their appointment will continue until the commencement of the following Annual General Meeting.

Resignation/expulsion

- (o) Any Board member may resign from their position having given one month's notice to the Board.
- (p) A member of the Board may be expelled from the Board for any of the following reasons:
 - (i) Absence from Board meetings twice in a Term without apologies; or

- (II) Breach of any rule, regulation or by-law or any act deemed detrimental to the Society by the other members of the Board (acting reasonably).
- (q) If a Board member gives apologies for three Board meetings in a Term, the Board must discuss that Member's continued commitment to the Society, and the Board Member may be asked to resign or may be expelled.

6. **POWERS OF THE GOVERNANCE BOARD**

- (a) The Board will carry out the day-to-day running of the Society and will have the power to:
 - (I) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
 - (II) Fix the manner in which such banking accounts shall be operated upon, providing the Board approves all payments.
 - (III) Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
 - (IV) Adjudicate on all matters brought before it which in any way affect the Society.
 - (V) Cause minutes to be made of all proceedings at meetings of the Board and General Meetings of members.
 - (VI) Make, amend and rescind rulings and by-laws (including the duties of the Society's Officeholders).
 - (VII) Have the power to form and appoint any sub-committees as required for specific purposes and delegate any of the Board's powers to such sub-committees with power to revoke any authority so delegated.

- (VIII) May at their discretion employ a person or persons to carry out certain duties required by the Society, including, but not limited to salaries or remunerations for such period of time, as may be deemed necessary.
- (IX) Appoint an officeholder or agent of the Board to have custody of the Society's records, documents and securities.

7. **RESPONSIBILITIES OF THE GOVERNANCE BOARD**

- (a) The Board shall present a full report of its activities and the business done by it during its year of office at the Annual General Meeting. Such report must include a statement of income and expenditure and a balance sheet and a report on any matters of interest or importance to the Society transpiring during such period and may in such report make such recommendations as it thinks fit.
- (b) Responsibilities of Officeholders include, but are not limited to the following:
- (c) Co-Chairperson (x2)
 - (I) Facilitate Board meetings;
 - (II) Ensure adherence to this constitution;
 - (III) Ensure responsibilities of Board members are met and effective communication is maintained within the organisation; and
 - (IV) Manage the General Manager.
- (d) Secretary:
 - (I) Record and manage Board meeting minutes;
 - (II) Collect the Board meeting agenda and make it available to Board members ahead of Board meetings;
 - (III) Have custody of the common seal

- (e) Treasurer:
- (I) Ensure a true and accurate record of the funds and assets of the Society is kept;
 - (II) Prepare of financial reports of the Society for presentation at the Annual General Meeting or when requested by the Board;
 - (III) Appoint an auditor to audit the accounts annually;
 - (IV) Have responsibility over the Society's cheque book(s) and the operation of the Society's bank accounts;
 - (V) Ensure that a summary report of the true and accurate financial position of the Society is presented to every Board meeting;
 - (VI) Any duty outlined above in this section may be delegated to, or performed in conjunction with the Society's accountant, staff, and/or Board members.

Governance Board Meetings

- (f) The Board shall meet at least once every ninety days at such a time, place and medium as agreed to by the Board.
- (g) Co-Chairpersons will facilitate each Board meeting. In the absence for both Co-Chairpersons, another Board member nominated by the Board members in attendance will facilitate the meeting.
- (h) A quorum of a Board meeting will be five of its members.
- (i) Motions are passed by a simple majority. If a motion is tied, the motion fails.

8. **FUNDS**

- (a) All monies received on behalf of the Society shall be paid to the credit of the Society's bank account at such a financial institution as is decided upon.
- (b) The Board shall appoint at least three authorised signatories to access and operate the Society's bank account, one of whom must be the Treasurer. Any two of these signatories, on instruction from the Board, may operate the bank account with the financial institution.
- (c) The Society may, from time to time, invest or re-invest in any monies of securities and upon such terms as it shall think fit, whole or any part of its funds which shall not be required for the immediate business of the Society.
- (d) The Treasurer shall keep a true and accurate record of the funds and assets of the Society and shall prepare a financial report for the Annual General Meeting, or any other meeting where the Board instructs the Treasurer to do so.
- (e) The Board will at all times be permitted to inspect books, papers and accounts of the Society. The Society may elect an auditor or reviewer at the Annual General Meeting by way of a majority vote of the Members present and entitled to vote.
- (f) The Treasurer and authorised signatories may be authorised to borrow money for the Society by a resolution passed at the Annual General Meeting or a Special Meeting for a purpose permitted by the objects of the Society.
- (g) All monies received by or on behalf of the Society must be put towards the Objects of the Society and must not be used by any person for their personal benefit.

9. **MEETINGS**

Annual General Meetings

- (a) In each year an Annual General Meeting shall be held within three months following the balance date of the Society to consider the Society's annual report, financial report, general business and to elect the Officeholders and Board of the Society.
- (b) The Board must give Members at least 20 days written notice of the Annual General Meeting.
- (c) The notice of Annual General Meeting must set out the date and time of the meeting and also seek nominations for Officeholders, Board members and motions to be tabled.
- (d) All current Members may attend the Annual General Meeting with only Full Members and Life Members having the right to vote.
- (e) The quorum at the Annual General Meeting will be a minimum of seven Members entitled to vote. If, at the end of 30 minutes after the time set out in the notice for the opening of the Annual General Meeting, there is no quorum, the meeting shall stand and adjourn for one week.
- (f) If at such reconvened meeting a quorum required under clause 9(e) is not present, then those Members entitled to vote who are present at the reconvened meeting will be the quorum and will be deemed to be competent to discharge the business of the meeting.

Special Meetings

- (g) Special Meetings may be called by the Board or at the request of either Co-Chairperson or on the written request of 10 Members entitled to vote of the Society.
- (h) The Board will give at least 14 days written notice of the date of the Special Meeting to the Members. Notice of the Special Meeting must set out clearly the business for which the meeting has been called. No other business will be dealt with at that Special Meeting.

- (i) The quorum at the Special Meeting will be a minimum of seven Members entitled to vote. If, at the end of 30 minutes after the time set out in the notice for the opening of the Special Meeting, there is no quorum, the meeting shall stand and adjourn for one week.
- (j) If at such reconvened meeting a quorum required under clause 9(i) is not present, then those Members entitled to vote who are present at the reconvened meeting will be the quorum and will be deemed to be competent to discharge the business of the meeting.

Voting thresholds

- (k) Resolutions at Annual General Meetings and Special Meetings, except those which alter, add to or rescind any part of the Constitution, may be passed by a simple majority of Members entitled to vote.
- (l) On any given motion at an Annual General Meeting or Special Meeting, the Co-Chairpersons shall in good faith determine whether to vote by:
 - (I) Voices;
 - (II) Show of hands; or
 - (III) Secret ballot.
- (m) However, if any Member (acting reasonably) demands a secret ballot before a vote of voices or a show of hands has begun, voting must be by secret ballot.

Minutes

- (n) Copies of minutes of all meetings will be made available to Members within 14 days of the relevant meeting.

10. **RULES**

- (a) Any part of the Constitution may be altered, added to or rescinded at an Annual General Meeting or Special Meeting if seven days written notice of the motion has been given and the motion is carried by a two third majority at the meeting by those Members entitled to vote and voting on the question.
- (b) Amendments passed at an Annual General Meeting or Special Meeting shall take effect upon the amendments' registration with the Registrar of Incorporated Societies.
- (c) No amendments, additions, or alterations can be made to this Constitution which would alter the exclusively charitable nature of the Society.

11. **COMMON SEAL**

The common seal of the Society shall be kept in the custody of the Secretary and may only be used as authorised by the Board.

12. **DISSOLUTION**

If it is necessary for the Society to be dissolved pursuant to the *Incorporated Societies Act 1908* (or its replacement) a Special Meeting shall be called and the distribution of all assets, after payment of any liabilities and expenses, shall be decided by a resolution of that meeting, provided that any such distribution, can only be made to a charitable organisation within New Zealand.

13. **PERSONAL BENEFIT**

Any income, benefit or advantage shall be applied to the objectives of the Society. No Member or any person associated with a Member, shall participate in, or materially influence, any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.

Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

14. **DISPUTE**

In the event of any dispute, doubt or difference arising as to the interpretation or application of this Constitution, or any of them, the decision of the Board in respect of such dispute, doubt or difference shall be final and binding.