

Rules of New Zealand Family & FosterCare Federation Inc. **as Adopted on the 18th day of February 2011**

1.0 Name

The name of the Society is "New Zealand Family and Foster Care Federation Incorporated" referred to in this constitution as "the Federation".

2.0 Mission

To promote excellence in foster care through support and advocacy, ensuring positive outcomes for Foster Carers, children and young people.

3.0 Vision

The Federation is recognised as the leader in advocating for excellence in foster care.

4.0 Definition

A Foster Carer, for the purposes of this constitution, is defined as any current, or previously approved, person or persons caring for a child under the age of 20 years who is not their biological child. For the purpose of this document a Foster Carer is inclusive of Kin /Whanau carer, Family Home parent. This does not apply to Foster Carers whose approval status has been removed.

5.0 Objectives

The Federation is established to:

- (a) Lead, develop, research and promote excellence in whanau/foster care.
- (b) Provide appropriate information, advice, training and support services for Foster Carers.
- (c) Advocate for the rights and interests of Foster Carers: and the children they care for.
- (d) Maintain the relationships between children and their family/whanau.
- (e) Promote, assist and support the formation and operation of strong local Foster Care Associations and other appropriate organisations in New Zealand whose aims and policies are compatible with those of the Federation.
- (f) Develop and maintain links with appropriate bodies and organisations in New Zealand or internationally whose aims and policies are compatible with those of the Federation.
- (g) Consult and collaborate with Government and other organisations in research, development, and review of policy, procedure, education and resources for

Foster Carers and social workers, to promote best practice standards and quality foster care.

- (h) Acknowledge the principles of the Treaty of Waitangi.

6.0 Powers

To further the above charitable objects the Federation shall have the following powers to:

- (a) Purchase, lease, hire or otherwise acquire any real or personal property.
- (b) Sell, let, mortgage, hire out or otherwise dispose of or deal with any of the property or assets of the Federation.
- (c) Construct, maintain or alter any buildings or property.
- (d) Borrow, raise or invest money on such terms as may be thought fit.
- (e) Insure any Federation assets for such amounts and on such conditions as the Federation determines.
- (f) Enter into or terminate contracts of employment or contracts for services.
- (g) Enter into or terminate any contract or arrangement with any society government department, corporation or other body.
- (h) Do all such other things which will further the charitable objects of the Federation within New Zealand.

7.0 Membership of the Federation

7.1 The persons, corporate bodies and organisations listed and described below in this clause shall, subject to the completion of an application form and payment of the annual membership fee, become members.

7.2 Full Membership with voting rights:

- (a) Individual Foster Carers as outlined in the definition.
- (b) Local Foster Care Associations (whether Incorporated Societies or not) whose application is approved annually by the Federation.
- (c) Any Agency approved under section 396 of the Children, Young Persons and Their Families Act 1989, or non government foster care organisations whose aims are in agreement with the aims of the Federation and whose application is approved by the Federation.
- (d) Individual members who have close ties with the foster care sector.

- 7.3 Associate Members without voting rights.
- (a) Any corporate bodies or organisations which support the Federation's objectives and whose application is approved by the Board.
 - (b) Life Membership of those Individuals who are deemed to be worthy by deeds and actions, who are approved by the Board.
- 7.4 Patrons may be submitted by the Board for approval at the Annual General Meeting of the Federation for the ensuing year. The patron shall not be a member of the Federation.
- 7.5 The Board may decline an application for membership on the grounds that coverage cannot be provided under the provisions of these rules or for any other valid reason protecting the interests of the Federation. The decision of the Federation, as to membership, is final and binding.

8.0 Termination or Discipline of Members

- 8.1 Any member may resign their membership by submitting a written or oral resignation to the Chief Executive.
- 8.2 The Board shall call upon a member to resign or will move to discipline a member if, in the opinion of the Board, there is reason to believe that the member has acted or been party to conduct contrary to the rules or objects of the Federation or has acted so as to bring the Federation into disrepute.
- 8.3 If the Board determines to proceed as earlier set out in this clause then:
- (a) The Board will give the member concerned at least 14 days notice of its intention to call for resignation or to discipline the member and the reasons for that decision.
 - (b) The member concerned may respond in writing to the Board within 14 days of receipt of such notice and the Board will consider any response made.
 - (c) The Board will deliberate and decide whether to call for the resignation of, or to discipline, the member and will immediately give notice of that decision to the member.
 - (d) The term "discipline" where used in this clause shall include the right of expulsion of a member.
 - (e) The expelled or disciplined member has a further right to mediation or arbitration (clause 15).
- 8.4 Any member who has failed to pay any annual membership fee before or during the calendar year it is due shall cease to be a member at the end of their annual subscription.

9.0 Membership Fee

- 9.1 The Board and the Chief Executive will fix a membership fee for the following financial year and such membership fee shall be paid no later than 10 working days prior to the Annual General Meeting. Such membership fees relate to current voting eligibility for Members, Associations and Agencies. The Board may set differential fees for differing categories of membership at its own discretion.

10.0 Annual and Special General Meetings

- 10.1 The Annual General Meeting shall be held each year not more than four months after the end of the previous financial year or no later than sixteen months after the previous Annual General Meeting.

- 10.2 The business of the Annual General Meeting shall include the following:

- (a) The presentation and adoption of the annual report and the audited financial accounts.
- (b) The election of Regional Foster Carer Representatives to the Board every three years.
- (c) The appointment of an Honorary Solicitor, Auditor or Accountant.
- (d) Confirmation of Patrons
- (e) Voting on remits

- 10.3 Special General Meetings may be requested, in writing, by the Chairperson and Vice Chairperson, or by at least ten percent with voting rights. The request must state the matter or matters the members wish to discuss at the Special General Meeting and only that matter or those matters will be discussed.

11.0 Notice of Meetings

- 11.1 Two (2) calendar months' written notice of any Annual General Meeting shall be given to all members. The written notice will advise the members of all Board positions for which they may be nominated.

- 11.2 Members then have 28 days to forward the following to the Board:

- (a) Nominations and information about the nominees for the elected positions on the Board.

- 11.3 All remits will be accompanied by a rationale and will be received by the Chief Executive at least four weeks prior to the AGM. Each remit must be supported by at least one other Foster Care Association or Agency member. These will be voted on at the AGM.

- 11.4 No nominations for the elected positions will be accepted from the floor.
- 11.5 At least 14 clear days before the Annual General Meeting the Chief Executive shall post to all Members written notice of the business of the Annual General Meeting, a list of and information about the nominees and the remits for consideration and the Board's recommendations in respect thereof. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 11.6 The Chairperson shall call a Special General Meeting within 21 days of receiving the request.
- 11.7 Any notice required to be given to a member or members under this constitution shall be in writing and posted or e-mailed to the member at the address last notified by the member to the Chief Executive. If given by post or e-mail it shall be deemed to have been given at the time when the letter containing the notice would have been delivered in the ordinary course of post.

12.0 Voting at Meetings

- 12.1 (a) Annual General Meetings and Special General Meetings may be attended by all Members of whatever class of membership.
- (b) Only members qualifying under clauses 7.2 ("the qualifying members") are entitled to vote at Annual and Special General Meetings.
- 12.2 Each qualifying member is entitled to one vote. The exception being where qualifying member Associations have one vote up to 20 current financial members and two votes for 21 plus current financial members.
- 12.3 A quorum for all Annual General Meetings shall be more than half the Foster Care Associations as defined in section 7 and for Special General Meetings shall be half the membership.
- 12.4 Any qualifying member unable to be present at the Annual or Special General Meeting may exercise a written proxy or postal vote to the Chief Executive, 7 days prior to the meeting, on any motion of which notice has been given. If any amendment is passed to the original motion then any postal votes shall not be counted.
- 12.5 Decisions for Annual, Special General and Board Meetings shall be by simple majority of votes cast. Voting shall be by a show of hands or by secret ballot upon request of the members/Board. In the event of a tied vote, the Chairperson shall have the casting vote.
- 12.6 Where there is more than one Regional nomination, voting for that regional representative will be from eligible members from that region only.

13.0 Board

- 13.1 The Board of Governance, hereafter referred to as 'The Board', is charged with all responsibilities and accountability within this constitution and will carry out the objectives and powers of the Federation.
- 13.2 Membership of the Board will comprise between 7 and 9 members, One Foster Carer representative from each of the five regions and up to 4 other members with governance skills, including the Cultural Advisor and a Financial Specialist.
- 13.3 The Board shall elect and appoint its own Chairperson and Deputy Chairperson for a three year period.
- 13.4 A quorum for all Board meetings shall be not less than half of the Board members.
- 13.5 Elections for retiring Regional Foster Carer Representative Board members [every three years] will be held at the Annual General Meeting.
- 13.6 Board members with specialist skill sets, who are not Regional Foster Carer Representatives, will be appointed by a majority vote of the Board. Once appointed they are subject to the same conditions as the other board members. However the term limit for these board members is at the discretion of the board and should be set when they are appointed.
- 13.7 Board members shall have one vote per person at Board meetings. In the event of a tied vote, the Chairperson shall have the casting vote.
- 13.8 The functions of the Board are as set out in the Board Governance Charter.
- 13.9 The Board may co-opt any other members on to the Board to fill vacant regional representative positions until the next Annual General Meeting and may appoint sub committees to carry out any of its functions.
- 13.10 The Chief Executive shall be responsible to the Board and will attend all meetings. The Chief Executive shall have speaking rights but no voting rights.
- 13.11 The Board shall meet at least three times per year between Annual General Meetings.
- 13.12 All Board members shall retire at the end of three years at the Annual General Meeting and shall be eligible for re-election for one further three year period. [It is desirable that no more than 50% of the Board change at any one election].
- 13.13 Any Board member who is absent from two Board meetings in any one financial year, following consideration of the board, may forfeit their position.
- 13.14 The Board shall determine any question of interpretation of this Constitution or any other rules relevant to activities and management of the Federation. If any matter arises which is not, or which in the opinion of the Board is not, provided for by or under this constitution, the matter shall be determined by the Board and shall be

binding upon the Federation and its members unless and until set aside by a resolution of an Annual or Special General Meeting.

- 13.15 No Officer of the Federation shall be liable for acts, receipts, neglects or defaults of any other officer of the Federation or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage, or misfortune which may occur in the execution of the duties of his/her office unless through his/her own willful default or dishonesty.

14.0 Control of Funds

- 14.1 The Financial year of the Federation shall be from the 1st July to the 30th June in the following year.
- 14.2 The Board, through its Financial Specialist, shall ensure a proper set of accounts are recorded and maintained.
- 14.3 All funds received by or on behalf of the Federation shall be paid into the Federation's bank account.
- 14.4 All cheques, withdrawal slips and electronic payments drawn on the Federation's accounts will be signed by two persons designated by the Board, one being a board member.
- 14.5 The income and property of the Federation shall be applied solely to further the objects of the Federation.

15.0 Alteration of the Constitution

- 15.1 The constitution of the Federation may be added to, altered, or rescinded by a resolution of an Annual or Special General Meeting provided that a two-thirds majority of the qualifying members, or their proxies at the time, support the amendments.

16.0 Mediation and Arbitration

- 16.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties.
- 16.2 Mediation may be initiated by either party to a dispute writing to the other party and identifying the dispute which is being suggested for mediation.
- 16.3 The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances.
- 16.4 The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator.

16.5 The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.

16.6 The mediation shall be terminated by:

- (a) The signing of a settlement agreement by the parties; or
- (b) Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
- (c) Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
- (d) The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

16.7 If the mediation should be terminated as provided in 17.6 any dispute or difference arising out of or in connection with this deed, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

16.8 Parties will be responsible for their own mediation costs.

17.0 Winding-Up

17.1 The Federation may be wound up if at an Annual or Special General Meeting its members pass a resolution to do so and appoint one or more liquidators to wind up the Federation's affairs.


17.2 This resolution must be confirmed at a subsequent Special General Meeting which has been called for that specific purpose and is held not earlier than 30 days after the original resolution was passed.

17.3 Any surplus assets shall be distributed to other approved charitable societies / organisations with similar charitable aims within New Zealand and shall be determined by the members at the subsequent Special General Meeting held to confirm the resolution to wind up the Federation.

18.0 Repeals and Savings

18.1 The constitution and rules of the Society operative at the date of adoption of this constitution are hereby repealed, but all existing appointments to office and all acts of authority which originated under that constitution and rules and are subsisting or in force on the coming into operation of this constitution shall endure as if they had originated under this constitution.

Rules of New Zealand Family & FosterCare Federation Inc. adopted on February 18th 2011

Signed (Chairperson)  Date 14-4-2011

Name (Chairperson) ~~Robert~~ Graeme Swinney

Witness Name Cwenda Ajie Swinney Date 14-4-2011

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