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**CONSTITUTION OF THE
NEW ZEALAND FAMILY & FOSTER
CARE FEDERATION INCORPORATED**



FOR APPROVAL AT 2018 AGM

Rules of the New Zealand Family & Foster Care Federation Incorporated

Part A: The Incorporated Society

1.0 Name

The name of the incorporated society is
'New Zealand Family and Foster Care Federation Incorporated'.

2.0 Definitions

In this set of rules, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908.

Board means the Board of Governance as prescribed in Rule 11 of this Constitution.

Chief Executive means the Chief Executive of the Federation appointed and/or employed under Rule 12 of this Constitution.

Constitution means this set of rules, as amended from time to time.

Federation means the New Zealand Family and Foster Care Federation Incorporated.

Foster Carer means any person or persons caring for a child or young person who is not their biological child or young person or step-child and includes kin/whanau carers and family home parents.

Financial Year is a period as specified in the Board Governance Charter.

Legal Entity mean a company or organisation that can enter into contracts.

Majority Vote means more than 50% of all votes casted on the matter. "All votes" excludes any abstention and all invalid votes.

Month means calendar month.

Remit (or notice of motion) is a statement submitted for consideration, which seeks change to the Federation's policy or is a matter of major interest/concern at a national political level.

3.0 Interpretation

In this set of rules:

- 3.1 Words which import any gender (such as masculine, feminine, neuter etc.) include the other genders.

- 3.2 Words in the singular include the plural and vice versa.
- 3.3 Headings shall not affect the interpretation of this Constitution.
- 3.4 Communication in writing includes traditional postal services and electronic mail (email) services. Written notices are deemed to be served on the day of posting or sending unless otherwise stated.

4.0 Charitable objectives

- 4.1 The Federation shares a vision where every Foster Carer is empowered, supported and trained to provide a safe and nurturing home.
- 4.2 The mission of the Federation is to strengthen all Foster Carers by providing the following:
- (a) support – emotional and tangible;
 - (b) training and learning opportunities;
 - (c) information;
 - (d) advocacy;
 - (e) innovation; and
 - (f) lobbying.
- 4.3 The Federation is established:
- (a) To provide services to Foster Carers and children; and
 - (b) To advocate for service improvements for Foster Carers and children.
- 4.4 The Federation recognises the unique place of Tangata whenua as first peoples of this land and will honour our obligations under the principles of Te Tiriti o Waitangi.
- 4.5 Pecuniary gain is not an objective of the Federation.

5.0 Powers

- 5.1 The Federation shall have the following powers in order to further its charitable objectives:
- (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 objectives of the Federation.

*Part B: Membership***6.0 Types of members**

6.1 Membership at the Federation shall be classified into the following types:

- (a) Full member;
- (b) Life member; and
- (c) Associate member.

6.2 A full member is an individual Foster Carer or a person who meets the definition specified in the Governance Charter, prescribed under Rule 11.2 of this Constitution.

6.3 A life membership may be awarded by the Board to individuals who are deemed to be worthy by deeds and actions.

6.4 An associate member may be:

- (a) A corporate body or an organisation/Support Group which supports the Federation's objectives and its membership application is approved by the Board.
- (b) An agency approved under the Oranga Tamariki Act 1989, or a non-government foster care organisation whose aims are in agreement with the objectives of the Federation.
- (c) An individual who has close ties with the foster care sector.

7.0 Membership application

7.1 A natural person or a legal entity may apply to become a member of the Federation by submitting an application form to the Federation. On approval by the Federation and where applicable, on approval by the Board, membership is granted on an annual basis subject to the payment of an annual membership fee if any.

7.2 The Federation or the Board may decline an application for membership, with or without reason. A decision of the Federation or the Board in relation to membership is final and binding.

8.0 Membership fee

The Board may fix a membership fee for each financial year. If a fee is set the following shall apply:

8.1 The Board may set differential fees for different types of membership.

8.2 Such annual membership fee falls due and shall be paid no later than 10 working days prior to the Annual General Meeting.

8.3 Membership shall cease immediately upon the membership fee being overdue.

8.4 Membership ceased as a result of membership fee being overdue can be reinstated

immediately (without going through the process prescribed in Rule 7.1) provided both criteria listed below are met:

- (a) Fee has not been outstanding for more than one month; and
- (b) The overdue fee is paid prior to the commencement of the next Annual General Meeting.

9.0 Termination

- 9.1 Any member may resign their membership by submitting a written or verbal resignation to the Federation. Verbal resignation must be confirmed in writing by the Federation before the resignation becomes effective.
- 9.2 The Chief Executive shall terminate membership of any person or organisation if, in the opinion of the Chief Executive, there is reason to believe that the member has acted or been party to conduct contrary to the rules or charitable objectives of the Federation or has acted so as to bring the Federation into disrepute.
- 9.3 A decision made under Rule 9.2 by the Chief Executive may be appealed to the Board. Any decision made by the Board in relation to termination of membership is final and binding.

10.0 Patrons

- 10.1 Patrons may be nominated by the Board for approval at the Annual General Meeting of the Federation for the following year. A Patron must not be a member of the Federation.

Part C: Governance and Management

11.0 Board of Governance

- 11.1 The Board of Governance is charged with all responsibilities and accountability within this constitution and will carry out the objectives and power of the Federation.
- 11.2 In order to guide the effective and efficient operations of the Federation, the Board shall have the power to set out and revise from time to time a Governance Charter, which the Federation must follow. In the event where there is a conflict between the terms of the Constitution and the Governance Charter, the Constitution shall prevail.
- 11.3 The Board comprises no less than seven (7) but no more than nine (9) governors – made up of Foster Carer members and other governors with governance/specialist skills.
- 11.4 Each Foster Carer member serves a term of three (3) years and may be re-appointed for a maximum of one (1) further term of three (3) years.
- 11.5 All Foster Carer members shall retire at the end of their term of three years at the Annual General Meeting.

- 11.6 Any election for Foster Carer members on the Board shall be held at the Annual General Meeting. The Board must approve each and every nomination before eligibility for election as a Foster Carer member.
- 11.7 The Board may co-opt any other members on to the Board to fill vacant Foster Carer member(s) positions until the next Annual General Meeting.
- 11.8 Board governors with specialist skill(s), who are not Foster Carer members, may be appointed by a majority vote of the Board. Once appointed they are subject to the same conditions as other Board governors. However the term duration and re-appointment limit for an appointed Board governor with specialist skill(s) is at the sole discretion of the Board.
- 11.9 The Board shall elect and appoint its own Chairperson and Deputy Chairperson.
- 11.10 A quorum for all Board meetings shall be no less than half of the Board governors.
- 11.11 The Board shall meet at least three times per year between Annual General Meetings.
- 11.12 A Board governor who is absent from two Board meetings in any one financial year may be deemed to have forfeit their position at the sole discretion of the Board. The Board's decision on forfeiture is final and binding.
- 11.13 Each Board governor shall have one vote per matter at Board meetings. In the event of a tied vote, the Chairperson shall have the casting vote.
- 11.14 The Board may appoint sub-committees to carry out any of its functions.
- 11.15 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.
- 11.16 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 their part or for any other loss, damage, or misfortune which may occur in the execution of the duties of their office unless through their own wilful default or dishonesty.

12.0 Chief Executive

- 12.1 The Board shall employ a Chief Executive for the overall management of the Federation.
- 12.2 The Chief Executive shall be responsible to the Board and will attend Board meetings.
- 12.3 The Chief Executive shall have speaking rights but no voting rights in Board meetings.

- 12.4 The Chief Executive may appoint and/or employ contractor(s) and/or employee(s) in carrying out the functions of the Federation, in order to advance the objectives of the Federation.

13.0 Common Seal

- 13.1 The Federation shall have a common seal.
- 13.2 The Chief Executive shall have custody of the common seal, which shall only be used as authorised or as delegated by the Board, in accordance with the powers of the Federation for advancing the objectives of the Federation.

14.0 Money and other assets of the Federation

- 14.1 Any income, benefit, or advantage must be used to advance the charitable objectives of the Federation.
- 14.2 The Federation may only use money and other assets if:
- (a) The use meets Rules 4.3 and 14.1;
 - (b) It is not for the sole personal or individual benefit of any member – any payments made to a member or person associated with a member must be for goods or services that advance the charitable objectives of the Federation and must be reasonable and relative to payments that would be made between unrelated parties;
- AND
- (c) The use has been approved by the Board, or by the authority as delegated by the Board, or by a majority vote of the Federation.
- 14.3 Any conflict of interest must be declared in advance of any discussion of use of money and other assets. The conflicted governor and/or member must stand aside and not participate in any decision-making process in relation to the use of money and/or other assets of the Federation.

Part D: General Meetings

15.0 Annual General Meetings

- 15.1 An Annual General Meeting shall be held each year:
- (a) no more than four (4) months after the end of a financial year; AND
 - (b) no more than sixteen (16) months after the previous Annual General Meeting.
- 15.2 The business of the Annual General Meeting shall include (but not necessarily limited to) the following:
- (a) The presentation and adoption of the annual report and the audited financial accounts;
 - (b) The election of Foster Carer member(s) to the Board;
 - (c) The appointment of an Honorary Solicitor and an Honorary Auditor or Accountant;
 - (d) Confirmation of Patron(s);
- AND
- (e) Voting on remits.
- 15.3 Annual General Meetings may be attended by any member, regardless of the type of membership a member is classified under.
- 15.4 A quorum for an Annual General Meeting is 30 members with voting rights.

16.0 Notice periods for Annual General Meetings

- 16.1 Written notice of two (2) months shall be given to all members for any Annual General Meeting.
- 16.2 The written notice shall advise members of any upcoming Board vacancies for which members may be nominated.
- 16.3 Members may forward any nominations and information about the nominees for the Foster Carer member positions for the Board's approval. Such nominations must be received by the Board within 28 days of the date the written notice is given.
- 16.4 No Foster Carer member nominations shall be accepted from the floor at the Annual General Meeting.
- 16.5 Remits may be submitted for voting at the Annual General Meeting. Remits must be:
- (a) in writing;
 - (b) accompanied by a rationale;
 - (c) supported by at least 2 other Full Members described under Rule 6.2 or one other Associate Member described under Rule 6.4(a) or Rule 6.4(b);
- AND
- (d) submitted to the Chief Executive at least 28 days prior to the date of the Annual General Meeting.

16.6 The Chief Executive shall communicate in writing to all members the following information in relation to the Annual General Meeting, no later than fourteen (14) days prior to the date of the Annual General Meeting:

- (a) Business and agenda of the Annual General Meeting;
- (b) A list of, and information about, nominees for the election to Foster Carer member vacancies of the Board;

AND

- (c) Remits for voting and the Board's recommendations on each remit.

16.7 Failure to receive the written notice and/or information prescribed under Rules 16.1 and/or 16.2 of this Constitution by any member for any reason shall not be a reason to invalidate an Annual General Meeting.

17.0 Special General Meetings

17.1 Special General Meetings may be requested in writing by the Chairperson and Deputy Chairperson, or by at least five percent (5%) of members with voting rights.

17.2 The written request must state the matter or matters the requestors wish to discuss at the Special General Meeting.

17.3 The Chairperson shall call a Special General Meeting within 28 days of receiving a written request for Special General Meeting.

17.4 The business of a Special General Meeting shall only include the matter or matters stated in that written request.

17.5 Special General Meetings may be attended by any member, regardless of the type of membership a member is classified under.

17.6 A quorum for a Special General Meeting is 50 members with voting rights.

18.0 Voting at meetings

18.1 Only full members and life members have voting rights at an Annual General Meeting and at a Special General Meeting.

18.2 Each member with voting rights is entitled to one vote on each matter for voting.

18.3 Each decision at Annual and Special General Meetings shall be made by a majority vote.

18.4 In the event of a tied vote, the Chairperson shall have the casting vote.

18.5 A member with voting rights who is unable to be present at an Annual or Special General Meeting may exercise a written proxy or postal vote to the Chief Executive, seven (7) days prior to the meeting. If any amendment is passed to the original motion then any postal votes shall be discarded.

Part E: Other Provisions

19.0 Dispute Resolution

19.1 Should any dispute arise out of, or in relation to, this Constitution, it shall initially be referred to the Chief Executive. Should the dispute not be able to be resolved between the Chief Executive and the party initiating the dispute ("other party") within 10 working days, the matter shall be referred to the Board. If the dispute is not able to be resolved between the Board and the other party within 20 working days, the matter shall be referred to arbitration under the New Zealand Arbitration Act 1996.

19.2 In the event that an external party is required to resolve a dispute brought under Rule 19, the other party (as defined in Rule 19.1) is responsible for all their costs arising.

20.0 Alterations to this Constitution

20.1 This Constitution shall only be changed:

- (a) by a special resolution at an Annual or Special General Meeting;
- AND
- (b) provided that the change does not affect the charitable status of the Federation.

21.0 Winding up

21.1 If the Federation is wound up:

- (a) The Federation's debts, costs and liabilities shall be paid;
 - (b) Surplus assets shall be distributed to other approved incorporated societies or organisations with similar charitable aims within New Zealand;
- AND
- (c) No distribution may be made to any member.