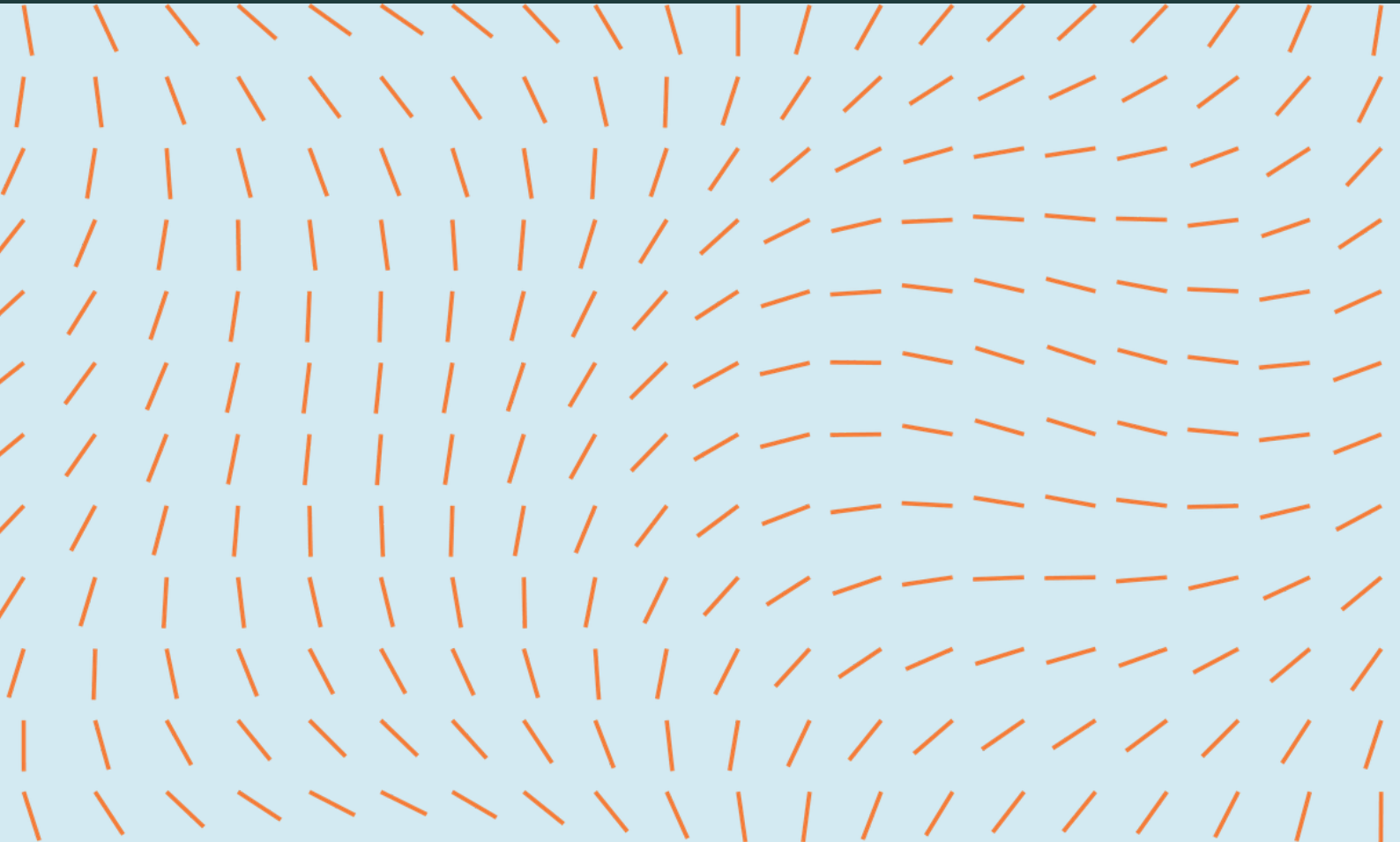


Constitution of Taituarā – Local Government Professionals Aotearoa Incorporated

March 2026



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Introductory rules

1 Name

- 1.1 The name of the society is **TAITUARĀ — LOCAL GOVERNMENT PROFESSIONALS AOTEAROA INCORPORATED** (in this Constitution referred to as '**Taituarā**').

2 Charitable status

- 2.1 Taituarā intends to be registered as a charitable entity under the Charities Act 2005.

3 Definitions

- 3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

- a. '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- b. '**Annual General Meeting**' means a meeting of the Members of Taituarā held once per year which, among other things, will receive and consider reports on the activities and finances of Taituarā.
- c. '**Bylaws**' means any bylaws, policies, regulations and codes of Taituarā made under rule 55.
- d. '**Chairperson**' means the Officer responsible for chairing General Meetings and Committee meetings, and who provides leadership for Taituarā.
- e. '**Committee**' means the governing body of Taituarā.
- f. '**Constitution**' means the rules in this document.
- g. '**Deputy Chairperson**' means the Officer elected or appointed to deputise in the absence of the Chairperson.
- h. '**General Meeting**' means either an Annual General Meeting or a Special General Meeting of Taituarā.
- i. '**Interested Member**' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- j. '**Interests Register**' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- k. '**Matter**' means:
 - Taituarā performance of its activities or exercise of its powers; or
 - an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by Taituarā.

- l. **'Member'** means a person who has consented to become a Member of Taituarā and has been properly admitted to Taituarā who has not ceased to be a Member of Taituarā.
- m. **'Notice'** to Members includes any notice given by email, post, or courier.
- n. **'Officer'** means a natural person who is:
 - a member of the Committee; or
 - occupying a position in Taituarā that allows them to exercise significant influence over the management or administration of Taituarā.
- o. **'Purposes'** means the purposes of Taituarā set out in rule 4.
- p. **'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.
- q. **'Secretary'** means the Officer responsible for the matters specifically noted in this Constitution.
- r. **'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- s. **'Working Days'** has the definition given in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following; a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki, and Labour Day.

4 Purposes

4.1 The primary purposes of Taituarā are to:

- a. **Promote and support excellence in local government** in Aotearoa New Zealand for the benefit and wellbeing of all communities.
- b. **Strengthen, develop, and connect professionals** working in and for local government by providing opportunities for learning, leadership development, collaboration, and the exchange of knowledge and ideas.
- c. **Encourage thought leadership and innovation** in local government through dialogue, research, events, and sector engagement, including national and international exchange.
- d. **Influence public policy and strengthen the local government sector** by drawing on the collective insight and experience of members to contribute to meaningful debate and improvement.
- e. **Develop and disseminate best practice guidance and resources** to support capability, effectiveness, and continuous improvement in local government.
- f. **Promote professional development and career pathways** within the local government sector, including recruitment support and recognition of excellence.

- g. **Foster a strong, inclusive professional community** that values diversity, wellbeing, integrity, and collaboration.
- h. **Give effect to Te Tiriti o Waitangi** by:
- recognising Te Tiriti as a founding document of Aotearoa New Zealand and a living covenant that shapes the future of local government;
 - honouring the articles of Te Tiriti – Kāwanatanga, Tino Rangatiratanga, and Ōritetanga – and upholding the principle of partnership through relationships based on trust, reciprocity, and shared leadership;
 - supporting the inclusion of Māori leadership, mātauranga Māori, tikanga Māori and Māori aspirations in all aspects of the work of Taituarā and the wider local government sector.
- i. **Operate as a not-for-profit organisation** and ensure that no part of the income or assets of Taituarā is used for the private financial benefit of any Member.

4.2 Taituarā must not operate for the purpose of, or with the effect of:

- a. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- b. having capital that is divided into shares or stock held by its Members; or
- c. holding, property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of Taituarā or otherwise).

4.3 Taituarā will not be considered to be operating for the financial gain of Members merely because it:

- a. engages in trade;
- b. pays a Member for matters that are incidental to the Purposes, and the Member is a not-for-profit entity;
- c. distributes funds to a Member to further the Purposes, and the Member:
 - is a not-for-profit entity; and
 - is affiliated or closely related to Taituarā; and
 - has the same, or substantially the same, Purposes;
- d. reimburses a Member for reasonable expenses legitimately incurred on behalf of Taituarā or while pursuing the Purposes;
- e. provides benefits to members of the public or of a class of the public and those persons include Members or their families;
- f. provides benefits to Members or their families to alleviate hardship;

- g. provides educational scholarships or grants to Members or their families;
- h. pays a Member a salary or wages or other payments for services to Taituarā on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of Taituarā);
- i. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the Purposes.

5 Act and Regulations

- 5.1 Nothing in this Constitution authorises Taituarā to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

6 Registered office

- 6.1 The registered office of Taituarā shall be at such place in New Zealand as the Committee from time to time determines.
- 6.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
 - a. at least five Working Days before the change of address for the registered office is due to take effect; and
 - b. in a form and as required by the Act.

7 Contact person

- 7.1 Taituarā shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.
- 7.2 The contact person of Taituarā must be:
 - a. at least 18 years of age; and
 - b. ordinarily resident in New Zealand.
- 7.3 A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- 7.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a. a physical address or an electronic address; and
 - b. a telephone number.

- 7.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or Taituarā becoming aware of the change.

Members

8 Minimum number of Members

- 8.1 Taituarā shall maintain the minimum number of Members required by the Act.

9 Types of members

- 9.1 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- a. Full Member - A Full Member is a person admitted to membership under this Constitution and who has not ceased to be a Member. Full Members are entitled to attend all General Meetings and have the right to participate in proceedings and vote on matters under consideration.

Full Membership is open to any person that works within a council organisation or council-controlled organisation (as those terms are defined in the Local Government Act 2002).

- b. Life Member - A Life Member is a person honoured for highly valued services to Taituarā, elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.
- c. Associate Member - An Associate Member is any person who has either resigned from a position qualifying for Full Membership but remains in paid employment or consultancy work, or who wishes to join Taituarā due to a professional or personal interest. Associate Members may not vote or hold office in Taituarā but enjoy all other rights and privileges of a Member and shall be subject to all the same duties as a Member.

10 Consent to become a Member

- 10.1 Every applicant for membership must consent in writing to becoming a Member.

11 Process to become a Member

- 11.1 Any person eligible for membership under rule 9 may apply for membership.

- 11.2 To apply for membership, an applicant must complete and sign the required application form and provide any additional information reasonably requested by Taituarā. Membership will be granted upon Taituarā accepting the application.

- 11.3 Taituarā may accept or decline an application for membership at its sole discretion. Taituarā must advise the applicant of its decision.

11.4 The signed written consent of every Member to become a Member of Taituarā shall be retained in the membership records of Taituarā.

12 Life Membership

12.1 On the recommendation of the Committee, which must be circulated to all Members at least 10 Working Days before any Annual General Meeting, a person may be elected as a Life Member of Taituarā in recognition of distinguished service to Taituarā by an Ordinary Resolution of Members. A person consents to becoming a Life Member on acceptance of their Life Membership.

13 Members' obligations and rights

13.1 Every Member shall provide Taituarā in writing with that Member's name and contact details (physical or email address and a telephone number) and promptly advise Taituarā in writing of any changes to those details.

13.2 All Members shall promote the interests and Purposes of Taituarā and shall do nothing to bring Taituarā into disrepute.

13.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, and participating in the activities of Taituarā) if all membership fees have been paid to Taituarā by their respective due dates, but no Member or Life Member is liable for an obligation of Taituarā by reason only of being a Member.

14 Membership fees

14.1 The annual membership fees for the next financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

14.2 Any Member failing to pay the annual membership fees within two months of the date the same was due for payment shall be considered to have no membership rights and shall not be entitled to participate in any of the activities of Taituarā until all the arrears are paid. If such arrears are not paid within six months of the due date for payment of the membership fees, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

15 Ceasing to be a Member

15.1 A Member ceases to be a Member:

- a. by resignation from that Member's class of membership by written notice signed by that Member to the Committee; or
- b. on termination of a Member's membership under rule 14.2 or following a dispute resolution process under this Constitution; or
- c. on death; or
- d. by resolution of the Committee, where:

- the Member has failed to pay a membership fee or other amount due to Taituarā within six months of the due date for payment;
- in the opinion of the Committee, the Member has brought Taituarā into disrepute,

with effect from (as applicable):

- e. the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation); or
- f. the date of termination of the Member's membership under this Constitution, or
- g. the date of death of the Member; or
- h. the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

16 Obligations once membership has ceased

16.1 A person who has ceased to be a Member under this Constitution:

- a. remains liable to pay all membership fees and other amounts due to Taituarā up to the next balance date of Taituarā; and
- b. shall cease to be entitled to any of the rights of a Member of Taituarā.

17 Becoming a Member again

17.1 Subject to rule 17.1 any former Member may apply for re-admission in the manner prescribed for new applicants under rule 11.

17.2 If a former Member's membership was terminated following a disciplinary or dispute resolution process, then the applicant may only be re-admitted with the approval of the Committee.

General Meetings

18 Procedures for General Meetings

18.1 The Committee shall give all Members at least 20 Working Days' written Notice of any General Meeting.

18.2 If the Secretary or Committee receives a written request for a motion to be voted on at an Annual General Meeting signed by at least 20% of Members entitled to vote ('Member's Motion') to the Secretary or Committee at least 15 Working Days before that meeting (except in the case of a Member's Motion to amend the Constitution, in which case rule 53.4 applies), that motion will be included on the agenda for the Annual General Meeting. The Members may also provide information in support of the motion.

- 18.3 Notice of the agenda containing the business to be conducted at the Annual General Meeting must be sent to all persons entitled to attend the Annual General Meeting at least 10 Working Days before the date of the Annual General Meeting. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by a 75% majority to discuss any other items.
- 18.4 Notice relating to General Meetings will be addressed to the Member at the contact address notified to Taituarā and recorded in the Register of Members. A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 18.5 No General Meeting may be held unless at least 50 Members entitled to vote attend throughout the meeting (for the avoidance of doubt, this does not include Members present by proxy), and this will constitute a quorum.
- 18.6 If, within half an hour after the time appointed for a General Meeting, a quorum is not present, the General Meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of Taituarā, and if at such adjourned General Meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 18.7 Full Members and Life Members are eligible to attend and speak at General Meetings.
- 18.8 A Full Member or Life Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy.
- 18.9 Voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson of the General Meeting or of two or more Members present, by secret ballot.
- 18.10 Proxy voting is permitted. A proxy vote may only be held by another Member entitled to vote, and that Member may hold a maximum of one proxy vote. Where a Member appoints a proxy, notice of the proxy signed by the Member must be received by, or handed to, the Committee before the commencement of the General Meeting. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those Members entitled to vote in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 18.11 Any decisions made when a quorum is not present are not valid.
- 18.12 Written resolutions may not be passed in lieu of a General Meeting.
- 18.13 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate (note: meetings are generally held in one format only, and Members may attend using the format specified).
- 18.14 The Chairperson shall chair all General Meetings. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.

- 18.15 Any person chairing a General Meeting may:
- a. with the consent of a simple majority of Members present at any General Meeting, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - b. direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson of the General Meeting be removed from the General Meeting; and
 - c. in the absence of a quorum or in the case of an emergency, adjourn the General Meeting or declare it closed.
- 18.16 The Committee may propose motions for Taituarā to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.

19 Minutes

- 19.1 Taituarā must keep minutes of all General Meetings.

20 Frequency of Annual General Meetings

- 20.1 An Annual General Meeting shall be held once a year no later than six months after the balance date of Taituarā and 15 months after the previous Annual General Meeting on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

21 Business of Annual General Meetings

- 21.1 The business of an Annual General Meeting shall be to:
- a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the previous Annual General Meeting;
 - b. adopt the annual report on the operations and affairs of Taituarā during the most recently completed accounting period;
 - c. adopt the Committee's report on the finances of Taituarā, and the annual financial statements during the most recently completed accounting period;
 - d. give notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate);
 - e. set any membership fees for the next financial year;
 - f. consider any motions of which prior notice has been given to Members with notice of the Meeting; and

g. consider any general business.

22 Special General Meetings

22.1 Special General Meetings may be called at any time by the Committee by resolution.

22.2 The Committee must call a Special General Meeting if it receives a written request signed by at least 20% of Members entitled to vote.

22.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.

22.4 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, except that a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Special General Meeting.

Committee

23 Committee composition

23.1 The Committee will consist of at least eight Officers and no more than 10 Officers.

23.2 A majority of the Officers on the Committee must be Full Members of Taituarā.

23.3 The composition of the Committee should, as far as practicable, reflect the diversity of the membership of Taituarā, including consideration of geographical representation, professional background, and cultural diversity.

23.4 To give effect to the Purposes of Taituarā, the Committee must give practical effect to Te Tiriti o Waitangi, including maintaining a permanent Māori representative position on the Committee and ensuring governance structures that reflect the membership and commitments of Taituarā.

23.5 The Committee may co-opt up to two additional individuals to fill identified skill gaps or to enhance representation, provided that the total number of Officers does not exceed 10.

23.6 All Officers must act in the best interests of Taituarā and in accordance with its Purposes, including upholding the principles of Te Tiriti o Waitangi, integrity, and collaboration.

24 Functions of the Committee

24.1 Taituarā shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act and this Constitution.

25 Powers of the Committee

25.1 The Committee has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs of Taituarā, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- 25.2 Subject to this Constitution, the Committee may establish working committees consisting of two or more Members of Taituarā. The Committee may delegate any of its powers to these working committees, except those specified in rule 15.1d, and may establish rules to govern their proceedings. The Chairperson shall be an ex officio member of all working committees.

Committee meetings

26 Procedure

- 26.1 The quorum for Committee meetings is at least half the number of members of the Committee.
- 26.2 A meeting of the Committee may be held either:
- a. by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; and/or
 - b. by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 26.3 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- 26.4 If at a meeting of the Committee, the Chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting. The chair of a Committee meeting does have a casting vote in the event of a tied vote on any resolution of the Committee.
- 26.5 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

27 Frequency

- 27.1 The Committee shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 27.2 The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than five Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

28 Qualifications of Officers

- 28.1 Every Officer must be a natural person who:
- a. has consented in writing to be an officer of Taituarā, and

- b. are not disqualified from being elected or appointed or otherwise holding office as an Officer of Taituarā under section 47(3) of the Act or section 36B of the Charities Act 2005.
- 28.2 Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of Taituarā, namely:
- a. a person who is under 16 years of age;
 - b. a person who is an undischarged bankrupt;
 - c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
 - d. a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005;
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - an offence under subpart 6 of Part 4 of the Act;
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - an offence under section 143B of the Tax Administration Act 1994;
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in the first three subparagraphs above;
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
 - f. a person subject to:
 - a banning order under subpart 7 of Part 4 of the Act; or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
 - g. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

28.3 Prior to election or appointment as an Officer a person must:

- a. consent in writing to be an Officer; and
- b. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

28.4 Note that only a natural person may be an Officer and each certificate shall be retained in the records of Taituarā.

29 Officers' duties

29.1 At all times each Officer:

- a. shall act in good faith and in what they believe to be the best interests of Taituarā;
- b. must exercise all powers for a proper purpose;
- c. must not act, or agree to Taituarā acting, in a manner that contravenes the Act or this Constitution;
- d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
 - the nature of Taituarā;
 - the nature of the decision; and
 - the position of the Officer and the nature of the responsibilities they undertake;
- e. must not agree to the activities of Taituarā being carried on in a manner likely to create a substantial risk of serious loss to Taituarā or to the creditors of Taituarā creditors, or cause or allow the activities of Taituarā to be carried on in a manner likely to create a substantial risk of serious loss to Taituarā or to the creditors of Taituarā;
- f. must not agree to Taituarā incurring an obligation unless they believe at that time on reasonable grounds that Taituarā will be able to perform the obligation when it is required to do so;
- g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence;or

- any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

30 Election or appointment of Officers

30.1 The Committee may, from time to time, determine geographic areas or regions for the purpose of ensuring equitable representation in the election or appointment of Officers. Where such areas are designated, the Committee may require that one or more Officer positions be filled by Members ordinarily residing in, or representing, those areas, in accordance with the procedures set out in this Constitution and relevant Bylaws.

30.2 Officers shall be elected by remote ballot in accordance with the procedures for giving Notice:

- a. The Secretary must, by 31 March, give notice of intention to conduct an election for members of the Committee; such notice must include the positions to be filled and the date on which nominations shall close.
- b. Nominations for the positions to be filled must be submitted in writing and signed by the proposer, seconder, and the candidate. A candidate's written nomination should be accompanied by the written consent of the nominee to be appointed or hold office as an Officer, and it must include a signed biography no longer than one A4 page.
- c. All nominations must be delivered to the Secretary by 30 April.
- d. No later than 10 May, the Secretary shall notify all voting Members of the nominations received for Committee positions. This notice shall include the names of all nominees for Officer roles (corresponding to the positions to be filled), along with a copy of each nominee's biography.
- e. Voting may be conducted by paper or electronic ballot. Each voting Member is entitled to cast as many votes as there are positions to be filled. Completed voting papers or electronic ballots must be submitted to the Secretary no later than 31 May to be counted as a valid vote.
- f. The candidate/s polling the highest number of votes of voting Members shall be declared elected by Taituarā.
- g. The failure for any reason of any voting Member to receive such Notice shall not invalidate the election.
- h. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- i. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of Taituarā.

Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

j. The Secretary will advise the results of the elections in writing to Members.

30.3 In the event of a candidate being elected to more than one office, the candidate shall be deemed to have accepted the higher office in accordance with the following priority of position:

- a. Chairperson;
- b. Deputy Chairperson;
- c. Officer.

Where Taituarā is unable to fill any Officer position by way of an election (including where no nominations are received, all nominations are withdrawn, or the number of nominees is fewer than the number of vacancies), the Committee may exercise its co-option powers to appoint a suitable Member to the vacant position. Any Member appointed under this rule shall hold office until the next scheduled election or until otherwise required by the Committee.

31 Term

31.1 The term of office for all Officers elected to the Committee shall be three years, expiring at the end of the balance date in the year corresponding with the final year of each Officer's term of office.

- a. No person may serve more than:
 - two consecutive terms (six years) as Chairperson;
 - two consecutive terms (six years) as Deputy Chairperson; or
 - two consecutive terms (six years) in the same general Officer position.
- b. After serving the maximum consecutive term in any one position, a person may not be re-elected to that exact position until at least one full term (three years) has passed.
- c. A person who has completed the maximum consecutive term in one position may be elected to a different Officer position without a break in service, subject to the term limits applicable to that new position.
- d. Notwithstanding rule 31.1a to c, the Committee may, by majority resolution, co-opt a person to any Officer position beyond the maximum consecutive term limit for the purpose of continuity, mentorship, or operational necessity. Such co-option:
 - must be reviewed annually;
 - shall not exceed two consecutive years beyond the standard term limit; and

- does not reset the term limit for future elected service in that same position.

32 Removal of Officers

- 32.1 An Officer shall be removed as an Officer by resolution of the Committee or Taituarā where in the opinion of the Committee or Taituarā:
- the Officer elected to the Committee has been absent from three committee meetings without leave of absence from the Committee;
 - the Officer has brought Taituarā into disrepute;
 - the Officer has failed to disclose a conflict of interest;
 - the Committee passes a vote of no confidence in the Officer;
 - the Officer ceases to be employed by a council or a council controlled organisation (as defined in the Local Government Act 2022) for any reason (including resignation, termination, retirement, or governing body/organisation change),
- with effect from (as applicable) the date specified in a resolution of the Committee or Taituarā.

33 Ceasing to hold office

- 33.1 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act or their term expires.
- 33.2 Each Officer shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of Taituarā held by such former Officer.
- 33.3 In the event that an Officer position becomes vacant between elections, the Committee may fill the vacancy by exercising its co-option powers in accordance with the Constitution. Any person co-opted to fill such a vacancy shall hold office until the next scheduled election or until otherwise required by the Committee.

34 Conflicts of interest

- 34.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by Taituarā, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- to the Committee and the sub-committee; and
 - in an Interests Register kept by the Committee.
- 34.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

- 34.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee and/or sub-committee who are not interested in the Matter consent; but
 - c. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 34.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 34.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 34.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

Records

- 35 Register of Members
- 35.1 Taituarā shall keep an up-to-date Register of Members.
- 35.2 For each current Member, the information contained in the Register of Members shall include:
- a. their name; and
 - b. the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'); and
 - c. their contact details including a physical address or an electronic address, telephone number, postal address, alternative email address (if any), occupation, and the Membership type.
- 35.3 Every current Member shall promptly advise Taituarā of any change of the Member's contact details.
- 35.4 Taituarā shall also keep a record of the former Members of Taituarā. For each Member who ceased to be a Member within the previous seven years, Taituarā will record:
- a. the former Member's name; and

- b. the date the former Member ceased to be a Member.

36 Interests Register

- 36.1 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

37 Access to information for Members

- 37.1 A Member may at any time make a written request to Taituarā for information held by Taituarā.

- 37.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

- 37.3 Taituarā must, within a reasonable time after receiving a request:

- a. provide the information; or
- b. agree to provide the information within a specified period; or
- c. agree to provide the information within a specified period if the Member pays a reasonable charge to Taituarā (which must be specified and explained) to meet the cost of providing the information, or
- d. refuse to provide the information, specifying the reasons for the refusal.

- 37.4 Without limiting the reasons for which Taituarā may refuse to provide the information, Taituarā may refuse to provide the information if:

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of Taituarā or of any of its Members; or
- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to Taituarā; or
- d. the information is not relevant to the operation or affairs of Taituarā; or
- e. withholding the information is necessary to maintain legal professional privilege; or
- f. the disclosure of the information would, or would be likely to, breach an enactment; or
- g. the burden to Taituarā in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
- h. the request for the information is frivolous or vexatious; or

- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 37.5 If Taituarā requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs Taituarā:
 - a. that the Member will pay the charge; or
 - b. that the Member considers the charge to be unreasonable.
- 37.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information

Finances

- 38 Control and management
 - 38.1 The funds and property of Taituarā shall be:
 - a. controlled, invested and disposed of by the Committee, subject to this Constitution; and
 - b. devoted solely to the promotion of the Purposes of Taituarā.
 - 38.2 The Committee shall maintain bank accounts in the name of Taituarā.
 - 38.3 All funds of Taituarā shall be deposited into a bank account approved by the Committee, at a bank or financial institution as determined by the Committee from time to time.
 - 38.4 The Committee must ensure that accounting records are always kept, and that they:
 - a. correctly record the transactions of Taituarā; and
 - b. allow Taituarā to produce financial statements that comply with the requirements of the Act; and
 - c. would enable the financial statements to be readily and properly audited (if required under any legislation or the Constitution of Taituarā).
 - 38.5 The Committee must establish and maintain a satisfactory system of control of the accounting records of Taituarā.
 - 38.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form and the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of Taituarā.
- 39 Investment
 - 39.1 Any funds of Taituarā not immediately required for its ordinary purposes may, at the discretion of the Committee, be invested in the name of Taituarā in trust. Such investments may include any securities in which trustees are legally authorised to invest trust funds, or as deposits with a registered bank.

- 40 Balance date
- 40.1 The financial year of Taituarā shall commence on 01/07 of each year and end on 30/06 (the latter date being the balance date of Taituarā).
- 41 Auditor
- 41.1 Taituarā must at the Annual General Meeting appoint an auditor to audit the annual financial statements of Taituarā.
- 41.2 The auditor must report on whether the financial statements are prepared in all material respects in accordance with the accounting policies of Taituarā. The auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of Taituarā. If Taituarā appoints an auditor who is unable to act for some reason, the Committee must appoint another auditor as a replacement.
- 41.3 The Committee must provide the auditor with:
- a. access to all information of which the Committee is aware is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - b. additional information that the auditor may request from the Committee for the purpose of the audit; and
 - c. reasonable access to persons within Taituarā from whom the auditor determines it necessary to obtain evidence.

Dispute resolution

- 42 Meanings of dispute and complaint
- 42.1 A dispute is a disagreement or conflict involving Taituarā, its Officers and/or its Members in relation to specific allegations set out below.
- 42.2 The disagreement or conflict may be between any of the following people:
- a. Two or more Members;
 - b. One or more Members and Taituarā;
 - c. One or more Members and one or more Officers;
 - d. Two or more Officers;
 - e. One or more Officers and Taituarā;
 - f. One or more Members or Officers and Taituarā.
- 42.3 The disagreement or conflict relates to any of the following allegations:
- a. a Member or an Officer has engaged in misconduct;

- b. a Member or an Officer has breached, or is likely to breach, a duty under the Constitution or bylaws of Taituarā or the Act;
- c. Taituarā has breached, or is likely to breach, a duty under the Constitution or bylaws of Taituarā or the Act;
- d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

42.4 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the activities of Taituarā.

42.5 In managing any dispute, the complainant and the Committee must consider and discuss whether the matter may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based process. Where mediation or arbitration is agreed upon, the parties must enter into a written mediation or arbitration agreement.

42.6 Where appropriate, the parties must give genuine consideration to the use of tikanga-based dispute resolution practices, which may include principles of whanaungatanga, manaakitanga, aroha, and may involve hui, facilitated kōrero, or other culturally grounded processes. The use of tikanga should be guided by someone with appropriate cultural knowledge or expertise and agreed to by the parties involved.

43 How complaint is made

43.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

- a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Constitution of Taituarā; and
- b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- c. sets out any other information reasonably required by Taituarā.

43.2 Taituarā may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that

- a. states that Taituarā is starting a procedure for resolving a dispute in accordance with the Constitution of Taituarā; and
- b. sets out the allegation to which the dispute relates.

43.3 The information given under sub-paragraphs 43.1(b) or 43.2(b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

43.4 A complaint may be made in any other reasonable manner permitted by the Constitution of Taituarā.

44 Person who makes complaint has right to be heard

44.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

44.2 If Taituarā makes a complaint:

- a. Taituarā has a right to be heard before the complaint is resolved or any outcome is determined; and
- b. an Officer may exercise that right on behalf of Taituarā.

44.3 Without limiting the way the Member, Officer, or Taituarā may be given the right to be heard, they must be taken to have been given the right if:

- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- c. an oral hearing (if any) is held before the decision maker; and
- d. the Member's, Officer's, or Taituarā written or verbal statement or submissions (if any) are considered by the decision maker.

45 Person who is subject of complaint has right to be heard

45.1 The person who is the subject of a complaint (the 'respondent') has a right to be heard before the complaint is resolved or any outcome is determined.

45.2 If the respondent is Taituarā, an Officer may exercise the right on behalf of Taituarā.

45.3 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

- 46 Investigating and determining dispute
- 46.1 Taituarā must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 46.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 47 Taituarā may decide not to proceed further with complaint
- 47.1 Despite the 'Investigating and determining dispute' rule above, Taituarā may decide not to proceed further with a complaint if:
- a. the complaint is considered to be trivial; or
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Officer has engaged in material misconduct;
 - that a Member, an Officer, or Taituarā has materially breached, or is likely to materially breach, a duty under the Constitution or bylaws of Taituarā or the Act;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged; or
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - f. there has been an undue delay in making the complaint.
- 48 Taituarā may refer complaint
- 48.1 Taituarā may refer a complaint to:
- a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 48.2 Taituarā may, with the consent of all parties to a complaint, refer the complaint to any consensual dispute resolution party (for example, mediation, facilitation, or a tikanga-based practice).
- 49 Decision makers

- 49.1 A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- a. impartial; or
 - b. able to consider the matter without a predetermined view.

Liquidation and removal from the register

50 Resolving to put Taituarā into liquidation

- 50.1 Taituarā may be liquidated in accordance with the provisions of Part 5 of the Act.
- 50.2 The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to put Taituarā into liquidation.
- 50.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 50.4 Any resolution to put Taituarā into liquidation must be passed by a simple majority of all Members present and voting.

51 Resolving to apply for removal from the register

- 51.1 Taituarā may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 51.2 The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to remove Taituarā from the Register of Incorporated Societies.
- 51.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 51.4 Any resolution to remove Taituarā from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

52 Surplus assets

- 52.1 On the liquidation or removal from the Register of Incorporated Societies of Taituarā, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in one or more not-for-profit entities that are charitable, cultural, philanthropic, or otherwise aligned with the Purposes of Taituarā, as determined by the Committee at the time of liquidation or removal.

Alterations to the Constitution

53 Amending this Constitution

- 53.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 53.2 Taituarā may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- 53.3 The Committee may propose an amendment or replacement of the Constitution at a General Meeting in accordance with the notice requirements under rule 18.3.
- 53.4 Any proposed resolution to amend or replace this Constitution shall be signed by at least 20% of Members entitled to vote and given in writing to the Committee at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 53.5 At least 10 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 53.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 53.7 If Taituarā is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

Other

54 Branches and Special Interest Groups

- 54.1 Members may elect to establish a Branch or Special Interest Groups to promote the Purposes of Taituarā within a defined geographical area or shared area of professional interest.
- 54.2 The establishment of a Branch or Special Interest Group is subject to the approval of the Committee, which must be satisfied that:
- a. the group is properly constituted and governed;
 - b. its activities are consistent with the purpose and values of Taituarā; and
 - c. it has at least two nominated persons from the group with authority to act on behalf of the group in respect of dealings with Taituarā.
- 54.3 Branches and Special Interest Groups must operate in accordance with Bylaws approved and confirmed in writing by the Committee, which may impose reasonable conditions of operation or reporting.
- 54.4 Membership of a Branch or Special Interest Group is optional. Any Member of Taituarā may elect to affiliate with one or more Branches or Special Interest Groups, subject to compliance with the relevant Bylaws or internal guidelines of the chosen Branch or Special Interest Group, as approved by the Committee.

- 54.5 A Branch or Special Interest Group may be disestablished by resolution of its officers and members, confirmed by postal or electronic ballot of its members, and subject to ratification by the Committee.
- 54.6 Upon the disestablishment of a Branch, all financial assets held by the Branch as at 30 June, or as at the date of disestablishment (whichever is later), must be transferred to the National Office of Taituarā, along with the corresponding financial statements and records.
- 54.7 Special Interest Groups are not expected to hold or manage financial assets; however, where they do, the same provisions in rule 54.6 apply.
- 54.8 The Committee may withdraw its approval of a Branch or Special Interest Group if it is inactive, or if it fails to comply with the Constitution, Bylaws, or any conditions set by the Committee for its operation.
- 54.9 For the purposes of clause 54.8, a Branch or Special Interest Group is inactive where, in the reasonable opinion of the Committee, it has ceased to function effectively or to pursue its stated purpose for a period of 12 months or more.
- 54.10 Upon withdrawal of approval, the Branch or Special Interest Group must immediately cease representing itself as part of Taituarā, and must transfer all assets, records, and financial statements to the National Office of Taituarā.
- 54.11 Branches and Special Interest Groups may undertake activities consistent with the purpose of Taituarā. They may make public statements or policy submissions relevant to their area of focus, provided such activity is undertaken in good faith and in a manner consistent with the Purposes, values, and reputation of Taituarā.

55 Bylaws

- 55.1 The Committee from time to time may make and amend Bylaws for the conduct and control of the activities of Taituarā and codes of conduct applicable to Members, but no such Bylaws shall be inconsistent with this Constitution, the Purposes, the Act, regulations made under the Act, or any other legislation. All Bylaws are binding on Taituarā and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

56 Matters not provided for

- 56.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

57 Transitional committee arrangements

- 57.1 This clause applies to facilitate a transition from the Committee positions and terms under the previous constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency, and the other clause will not.

57.2 Subject to the Act, the Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for a period of 13 months and is solely to enable flexibility in the transition of Taituarā from the previous constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

The elections of Board Members held between 2026 and 2028 will follow the standard election provisions of this Constitution, except as modified by the transitional measures set out below.

2026

57.1 With effect from the date of adoption of this Constitution:

- a. subject to this clause, the members of the Executive under the previous constitution continue as members of the Committee under this Constitution;
- b. the persons holding the positions of Midlands Branch and Wellington Area Representatives under the previous constitution will have their terms extended by one year, until 30 June 2027;
- c. the person holding the position of President under the previous constitution will hold the position of Chairperson under this Constitution and have their term extended by one year, until 30 June 2028;
- d. the person holding the position of Vice President under the previous constitution will hold the position of Deputy Chairperson under this Constitution and have their term extended by two years, until 30 June 2029.

57.2 On 30 June 2026, the Vice President, the Top of the South and 45 South Branch representative positions under the previous constitution will be disestablished.

57.3 In relation to Committee terms beginning 1 July 2026, elections will be held for two South Island Officer positions under this Constitution.

2027

57.4 On 30 June 2027, the Northern Branch, Central Branch, Midlands Branch and Wellington Area representative positions under the previous constitution will be disestablished.

57.5 In relation to Committee terms beginning 1 July 2027, elections will be held for three North Island Officer positions under this Constitution.

57.6 From 1 July 2028, the standard electoral rotation cycle is:

- a. First year: Chairperson (1 position);
- b. Second year: Deputy Chairperson and South Island Officer elections (3 positions);
- c. Third year: North Island Officer elections (3 positions).

- 57.7 Any Officer vacancy arising outside the scheduled transition elections may be filled by the Committee by co-option for a term ending at the next scheduled election.
- 57.8 The number of years served as a member of the Executive under the previous constitution counts towards any maximum number of years served as a member of the Committee stipulated in this Constitution.



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