



New Zealand Police Association Incorporated

Incorporated under the Incorporated Societies Act 1908 on 28 October 1936

Constitution

Adopted by Conference on

Signed by 3 members:

NEW ZEALAND POLICE ASSOCIATION CONSTITUTION

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NEW ZEALAND POLICE ASSOCIATION INCORPORATED
CONSTITUTION

PART 1 – STRUCTURE

1. Name

The name of the Association is the New Zealand Police Association Incorporated, which is abbreviated in this Constitution as the “**Association**”.

2. Effect of Constitution

- 2.1 This Constitution has no effect to the extent that it contravenes, or is inconsistent with, the Incorporated Societies Act.
- 2.2 Subject to the Incorporated Societies Act, this Constitution is binding, in accordance with its terms, as between –
- (a) the Association and each Member; and
 - (b) each Member.

3. Registered office

The registered office of the Association shall be at 57 Willis St, Wellington, 6011, New Zealand, or at such other place in New Zealand as the Board may determine by resolution from time to time.

4. Defined terms and construction

- 4.1 **Defined terms:** words or expressions appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them in schedule 1 (*Dictionary*). Subject to schedule 1, words or expressions defined in the Incorporated Societies Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by that Act.
- 4.2 **Construction:** schedule 1 also contains a list of rules for interpreting this Constitution.
- 4.3 **Conflicts:** if there are any conflicts or discrepancies between this Constitution and any Bylaw, the rules of this Constitution take precedence.

PART 2 – PURPOSES AND POWERS

5. Purposes

- 5.1 The purposes of the Association are:
- (a) to promote its Members’ collective employment interests;
 - (b) to maintain discipline, increase the efficiency, improve working conditions, and promote the general welfare and contentment, of members of the Police of New Zealand;
 - (c) to constitute the official channel of communication between the Association’s Members as a body and:
 - (i) the Minister in charge of the Police; and

- (ii) the Commissioner of Police;
- (d) to foster a feeling of amity and good fellowship throughout the Police;
- (e) to provide assistance (other than financial assistance) to Members, and to provide assistance to their dependants in need thereof, and where necessary to bring their claims before the New Zealand Police;
- (f) to promote, print and publish a magazine, to be known as the *Police News*, as the official organ of the Association, and such other literature as may be considered conducive to promoting the purposes of the Association; and
- (g) to take such action, consistent with the above purposes and this Constitution, as is considered desirable or advisable in furthering the interests of Members.

5.2 **Means of furthering purposes:** in furtherance of its purposes, and without limiting any of its powers under this Constitution or generally, the Association may:

- (a) take on lease or otherwise acquire any office or building for the purpose of the Association;
- (b) purchase, hire, or otherwise acquire any books, newspapers, documents or other property necessary for the purposes of the Association;
- (c) make recommendations to the Minister for the appointment of any Member to any board;
- (d) accept gifts, raise funds and seek volunteer support as needed to advance the Association's purposes;
- (e) invest any funds not immediately required for the Association's business in any type of investment that conforms with the principles of a prudent trustee investment under New Zealand law;
- (f) borrow or raise such sums of money as considered necessary or expedient, and secure the repayment of such sums by way of mortgages, sub-mortgages, or otherwise, on all or any part of the undertaking, property, or assets of the Association, or by bonds, debentures, or other securities, or by bills of exchange, promissory notes, or other negotiable instruments, and such mortgages or other securities as may be considered appropriate;
- (g) make, vary or repeal Bylaws, in accordance with this Constitution, as necessary to advance the Association's purposes; and
- (h) do all such other lawful things as may from time to time seem necessary or desirable to enable the Association to advance its charitable purposes.

6. Guiding principles

This Constitution is to be interpreted in accordance with the following guiding principles:

- (a) the overriding consideration is enhancing the wellbeing of police and their families; and
- (b) the principles set out in the Code of Good Faith.

7. Powers

Subject to this Constitution, the Incorporated Societies Act, any other enactment and the general law, the Association has -

- (a) full capacity to carry on or undertake any activity, or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.

8. Not-for-profit organisation

- 8.1 The Association must not be carried on for the financial gain of any Member. The assets and income of the Association must be applied solely in furtherance of the Association's purposes and, subject to rule 8.2, no funds or property of the Association may be paid or transferred, directly or indirectly, to any Member, or Officer, or to any person Associated with any Member or Officer.
- 8.2 The Association may make payment in good faith to a Member, an Officer, or a person Associated with a Member or an Officer:
 - (a) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Association (including remuneration as an employee or consultant), provided that those goods or services advance the purposes of the Association and the payment is reasonable and commensurate with payments that would be made between unrelated parties; and
 - (b) by way of reimbursement for authorised out-of-pocket expenses reasonably and properly incurred by a Member or Officer in the course of performing duties or exercising powers as a Member or Officer of the Association.

PART 3 – MEMBERSHIP

9. Categories of Members

The Members of the Association shall comprise:

- (a) Ordinary Members, as described in rule 10 (*Eligibility for Ordinary Membership*);
- (b) Associate Members, as described in rule 11 (*Associate Members*);
- (c) Honorary Life Members, as described in rule 12 (*Honorary Life Members*); and
- (d) Affiliated Members, as described in rule 13 (*Affiliated Members*).

10. Eligibility for Ordinary Membership

- 10.1 To be eligible to become an Ordinary Member of the Association, an applicant must:

- (a) be a permanent, or fixed-term for 6 months or more, Police Employee, whether or not a Constable;
- (b) complete a Membership Form and forward it to the National Secretary;
- (c) expressly consent to become a Member;
- (d) pay any subscription fee due under rule 16 (*Membership Fees*); and
- (e) agree to be bound by this Constitution, and any Bylaws.

10.2 Upon satisfying the criteria in rule 10.1, an applicant becomes an Ordinary Member of the Association, and the Board shall ensure the applicant's details are promptly recorded in the Register of Members.

11. Associate Members

11.1 Associate Membership of the Association may be granted upon written application to the National Secretary for recommendation of the Board of Directors to Conference. Associate Membership shall at all times be at the discretion of Conference, provided that, to be eligible to become an Associate Member of the Association, an applicant must:

- (a) complete a Membership Form and forward it to the National Secretary;
- (b) supply such further information to the National Secretary as may be required by the Board, in the format specified by the Board;
- (c) expressly consent to become a Member;
- (d) pay any subscription fee due under rule 16 (*Membership Fees*); and
- (e) agree to be bound by this Constitution, and any Bylaws.

11.2 The National Secretary shall advise the applicant of whether the application has been accepted or declined.

11.3 Upon the applicant becoming an Associate Member, the Board shall ensure the applicant's details are promptly recorded in the Register of Members.

11.4 Associate Members are entitled to any or all benefits of Membership as determined from time to time by Conference.

12. Honorary Life Members

12.1 A person who has given outstanding service in the Association is eligible to be elected as an Honorary Life Member.

12.2 A person who is eligible for election under rule 12.1, and who has consented to be a Member of the Association, may be nominated in writing for election to Honorary Life Membership by a Member of the Association. If the nomination is seconded by another Member of the Association, an election will be held at Conference.

12.3 If the person is elected by majority vote at Conference, the person will become an Honorary Life Member of the Association and the Board shall ensure that the Register of Members is updated accordingly.

12.4 An Honorary Life Member shall have all the privileges of an Ordinary Member but shall not have the right to vote at meetings of the Association nor to receive any benefit under rule 48 (*Legal assistance*).

13. Affiliated Members

- 13.1 **Criteria:** Conference may invite an organisation, that has a connection with or an interest in the purposes of the Association, and whose connection is considered to be in the interests of Members, to become an Affiliated Member of the Association.
- 13.2 Upon the organisation mentioned in rule 13.1 consenting to become an Affiliated Member, the organisation shall become an Affiliated Member and the Board shall ensure the Register of Members is updated accordingly.
- 13.3 Affiliated Members have no voting rights at meetings of the Association, but representatives of Affiliated Members may be invited to attend and speak at meetings in an advisory, non-voting capacity. Affiliated Members are not entitled to receive any benefit under rule 48 (*Legal assistance*).

14. Member obligations

In addition to any specific rights and obligations set out in this Constitution and the Incorporated Societies Act, all Members acknowledge and agree that:

- (a) this Constitution, and any Bylaws, constitute a contract between each of them and the Association, and they are bound by and shall comply with this Constitution and any Bylaws;
- (b) they shall pay any Membership Fees as determined in accordance with rule 16 (*Membership Fees*); and
- (c) they shall conduct themselves at all times in a manner becoming of a Member of the Association, including by:
 - (i) acting with loyalty to the Association;
 - (ii) complying with any order or resolution duly carried in accordance with this Constitution;
 - (iii) not divulging or making known the Association's correspondence or business to any person not entitled to know the same;
 - (iv) not engaging in conduct calculated to bring the Association into disrepute or financial loss; and
 - (v) otherwise acting in the interests of the Association and its members.

15. Member entitlements

- 15.1 Subject to the provisions of this Constitution, Members are entitled to:
- (a) receive notice of, attend, speak and vote at general meetings of Members of their respective District, and take part in the election of District Committees;
 - (b) receive direct liaison, communication and representation from their respective District Committee in matters relating to the Association and its purposes;

- (c) submit an application to the National Secretary to form an Area Committee, where the criteria of schedule 3 (*Region, District and Area Committees*) are met;
- (d) receive on publication a copy of New Zealand Police Association communications, such as monthly newsletters and a special Conference report;
- (e) receive any other general Association communications;
- (f) be represented by the Association in relation to any matter involving their collective interests as employees under the Employment Relations Act;
- (g) nominate a person for election to Honorary Life Membership under rule 12 (*Honorary Life Membership*); and
- (h) apply for assistance under rule 48 (*Legal assistance*), provided that:
 - (i) if any Police Employee fails to join the Association within 3 months after becoming eligible, that member shall not be entitled to apply for assistance under rule 48 until that member has been a financial Member of the Association for at least 6 months; and
 - (ii) no Member who has resigned from the Association and rejoined, nor the personal representatives of such Member, shall be entitled to apply for assistance under rule 48 unless such Member has been financial for a minimum period of 12 months immediately prior to any such application for assistance.

15.2 Membership of the Association does not confer upon any Member any right, title or interest, either legal or equitable, in the property of the Association.

16. Membership Fees

16.1 **Subscriptions:** all Ordinary and Associate Members shall pay a subscription fee to the Association of such amount as may be fixed from time to time by Conference.

16.2 **Means of payment of subscriptions:** subscriptions payable under rule 16.1 shall be payable generally in fortnightly instalments by New Zealand Police deduction from salaries, and shall become due from the first fortnightly pay after a member has joined the Association.

16.3 **Other fees:** Conference may determine other fees or payments, such as entrance fees, that are payable by Members, or any particular category of Members, to the Association from time to time.

16.4 **Exemptions:** the Board may, in its complete discretion, on application by a Member:

- (a) waive all or some of the subscription payable under rule 16.1, and/or other fee payable under rule 16.3, by a Member who is a recruit undergoing training, or by a Member who otherwise requires and is deserving of temporary relief, for such period as the Board considers appropriate:

- (b) permit a Member to make payment of subscriptions by means other than by fortnightly salary deduction.

16.5 **Consequences of non-payment:** any Member failing to pay any Membership fee within 2 weeks of the date the same was due shall be considered unfinancial and shall (without being released from the obligation of payment) not be entitled to the entitlements listed in rule 15 (*Member entitlements*) until all the arrears are paid.

17. Member liability

17.1 Subject to this rule 17, a Member is not liable for an obligation of the Association by reason only of being a Member.

17.2 The liability of a Member to the Association is limited to the amount of any unpaid Membership Fee, and any other sums payable under this Constitution.

17.3 Nothing in this rule 17 affects the liability of a Member to Association under a contract, or for any tort, or breach of a fiduciary duty, or other actionable wrong committed by the Member.

18. Register of Members

18.1 **Register:** the Board must ensure a Register of Members is maintained, recording:

- (a) each Member's:
 - (i) name;
 - (ii) postal address;
 - (iii) email address; and
 - (iv) telephone number;
- (b) the category of Membership to which the Member belongs;
- (c) the date on which the Member's Membership commenced; and
- (d) any other required information.

18.2 **Changes:** if a Member's name or contact details change, then the Member must give notice of the change to the Association as soon as reasonably practicable after the change occurring. The Board must then ensure the Register of Members is updated accordingly as soon as practicable.

19. Access to the Register of Members

19.1 **Access by Officers:** an Officer of the Association may access the Register of Members, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

19.2 **Access by Members:** a Member may make a request to the National Secretary for access to the Register of Members. The National Secretary will provide the access requested unless the National Secretary considers on reasonable grounds that the request should be declined.

20. Access to other information by Members

- 20.1 A Member may at any time make a written request to the National Secretary for information held by the Association.
- 20.2 The request must specify the information sought in sufficient detail to enable it to be identified.
- 20.3 If the request relates to a copy of this Constitution or any Bylaws, the Association shall, within a reasonable period after receiving the request, and without charge, provide the requested information to the Member, in hard copy written form, or electronic form, as determined by the Association.
- 20.4 If the request relates to the minutes of, or the Annual Report or the financial statements of the Association that were presented at, an Annual Conference, the Association shall, within a reasonable period after receiving the request and without charge, provide the requested information to the Member, provided that such reports and financial statements do not appear in the *Police News*.
- 20.5 The books and accounts of the Association shall be open to the inspection of any financial Member at any reasonable time.
- 20.6 If the request relates to any other information, the Association 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 the Association (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.

21. Ceasing to be a Member

- 21.1 **Resignation of Membership:** any Member may cease to be a Member by giving written notice of the Member's resignation to the National Secretary. Unless the notice provides otherwise, the resignation will take effect from the date the notice is received. The resignation shall not release the Member from any monetary or other obligation to the Association incurred prior to the expiry of such notice. Once resignation has taken effect, rule 21.8 (*Consequences of termination of membership*) applies.
- 21.2 **Default in payments:** a Member that is considered unfinancial under rule 16.5 (*Consequences of non-payment*) for default in payment of any Membership Fee, is liable to have their membership terminated if such arrears remain unpaid 3 months after the date the amount became due, or such later date as the Board may determine. Before such termination can occur, the Board must give the Member written notice specifying the outstanding moneys owed, and demanding payment by a due date, being a date not less than 7 days from the date of the demand. If payment is not received by the said due date, the Board may terminate the Member's

membership by giving written notice of such termination to the Member concerned. Written notice to a Member is effective if given to the Member's postal or email address as recorded on the Register of Members.

- 21.3 **Automatic cessation:** except as provided for in rule 12 (*Honorary Life Members*), an Ordinary Member's Membership will automatically cease if the Member ceases employment with the Police for any reason. Ordinary Membership will cease on the date on which the Member ceases active duty with Police, or employment with Police, whichever is the later. However, Ordinary Members so ceasing employment with Police may be permitted to continue to participate in membership of the Police Welfare Fund as may be provided for in any rules governing the same.
- 21.4 **Withdrawal of authority:** if a Member withdraws authority to the Police administration to deduct subscriptions under rule 16.2 (*Means of payment of subscriptions*), without approval from the Board under rule 16.4 (*Exemptions*), the Member shall automatically cease to be a Member of the Association from the date of such withdrawal of authority. That Member shall not be entitled to be reinstated as a Member of the Association until all deductions that would have been made in the intervening period have been paid.
- 21.5 **Termination for cause:** if a Member refuses or neglects to comply with this Constitution, or any Bylaws, or engages in any conduct which, in the Board's opinion, is unbecoming of a Member, prejudicial to the interests of the Association, or may otherwise bring the Association into disrepute, the Board may terminate the Member's membership if, after a grievance or complaints procedure under Part 7 (*Procedures for resolving disputes*) has been undertaken, the Board considers that termination is appropriate. The termination takes immediate effect. The Board shall ensure the Register of Members is amended accordingly.
- 21.6 **Appeal to Conference:** any Member whose membership is terminated under rule 21.2 (*Default in payments*) or rule 21.5 (*Termination for cause*) may appeal the decision to Conference. The District or Area Committee of the Member may also appeal the decision on the Member's behalf to Conference under rule 31.4 (*Decisions at Conferences*). Any such appeal shall be allowed if a Special Resolution is passed in favour of such appeal.
- 21.7 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated, following reapplication in accordance with this Part 3 (*Membership*), if the reapplication is approved by Special Resolution.
- 21.8 **Consequences of termination of Membership:** Where any Member ceases, for whatever reason, to be a Member of the Association:
- (a) the Register of Members shall be updated accordingly;
 - (b) all benefits and privileges of Membership shall cease from the date of termination; but
 - (c) Membership Fees and other amounts due up to the date of termination shall remain due and payable.

PART 4 – CONFERENCE

22. Conference

- 22.1 Conference is the supreme body of the Association.
- 22.2 The decision of any Conference is final and binding on all Members of the Association.
- 22.3 Conference may revoke or vary any policy or decision of the Board of Directors.

23. Annual Conference

- 23.1 An Annual Conference of the Association must be held no later than 6 months after Balance Date, and no later than 15 months after the previous Annual Conference.
- 23.2 Subject to rule 23.1, the Annual Conference shall be held in Wellington in October each year, or on such date and in such location as the Board of Directors shall determine.
- 23.3 The Board must ensure that minutes of the Annual Conference are taken, and are made available to any Member on request.
- 23.4 The business of each Annual Conference includes:
- (a) receiving the minutes of the previous Annual Conference, and any Special Conference held since the previous Annual Conference;
 - (b) the President, or in the President's absence, one of the Vice-Presidents, presenting the Annual Report;
 - (c) the Financial Officer presenting the financial statements of the Association for the most recently-completed accounting period, including the report of any Auditor appointed under rule 51 (*Audit*);
 - (d) receiving and considering the reports of any committees of the Board;
 - (e) the presentation of a summary of any disclosures, or the types of disclosures, made by Directors of an Interest in matters being considered by or affecting the Association, recorded since the previous Annual Conference;
 - (f) electing the President and Vice-Presidents for the ensuing year in accordance with rule 33 (*Election of the President and Vice-Presidents*);
 - (g) electing or appointing any other office-holders, including the National Secretary in accordance with rule 45 (*National Secretary*);
 - (h) motions to be considered; and
 - (i) any general business.
- 23.5 The Annual Conference shall have power to determine the policy of the Association on all motions or remits received from Districts and on all matters affecting the Association or any Member.
- 23.6 Any Conference Delegate may bring forward at the Annual Conference business of which no prior notice has been given. If requested by any

Conference Delegate, the chairperson of the Conference shall put to the Conference the question of whether the Conference shall proceed with such business in the absence of notice, and in such case the Conference shall not proceed with the business unless, on a vote, a majority of the Conference Delegates present are in favour of so doing.

24. Special Conferences

- 24.1 The Board may call a Special Conference at any time, at such time and place as it may determine.
- 24.2 The Board must call a Special General Meeting if the Board receives a written request (which must state the purpose for which the Special Conference is requested, including any proposed motion(s)) signed by not less than 2/3 of the Delegates.
- 24.3 A Special Conference shall be convened, at such time and place as the Board shall determine, as soon as practicable and by no later than 28 days after receipt by the Board of a valid written request under rule 24.2.
- 24.4 The business to be dealt with at a Special Conference is limited to the matters stated in the valid written request and/or the notice of such meeting.
- 24.5 The Board must ensure that minutes of each Special Conference are taken.

25. Notice of Conferences

- 25.1 The National Secretary must ensure that written notice of a Conference is given to the secretary of each District and Area Committee at least 4 weeks prior to the date fixed for the Conference.
- 25.2 The notice of the Conference must:
 - (a) specify the place, date and time of the Conference;
 - (b) specify the general nature of the business to be transacted at the Conference; and
 - (c) provide notice of any motions to be considered at the Conference.
- 25.3 For an Annual Conference, the notice of meeting must also be accompanied by:
 - (a) a copy of the Annual Report; and
 - (b) the financial statements of the Association for the most recently-completed accounting period.
- 25.4 The National Secretary must ensure a draft agenda for each Conference is forwarded to each Conference Delegate at least 14 clear days prior to the date of the Conference.
- 25.5 Each District Committee shall, at least 2 days prior to each Conference, forward to the National Secretary the name of the Conference Delegate or Delegates appointed to attend any Conference on behalf of that District or Area within that District.
- 25.6 **Voting strength:** each Delegate shall have 2 votes for the first 100 Members or part thereof in their District or Area, and a further one vote for

each additional 50 Members or part thereof. The voting strength of each Conference Delegate will be determined by the National Secretary in accordance with the Membership records held by the Association as at the day preceding the Conference. The National Secretary will ensure that each District and/or Area Committee, and each Delegate attending the Conference, is advised of their relevant voting strength at or prior to the Conference.

25.7 If the Board has in good faith made reasonable efforts to send written notice to all District and Area Committees, the Conference and its business shall not be invalidated simply because one or more Members do not receive the notice.

25.8 In case of emergency, any Annual or Special Conference may be postponed with the consent of a majority of the District Delegates.

26. Delegates

26.1 Conference is comprised of Delegates, elected in accordance with this rule 26 and rule 2.8 of schedule 3 (*Region, District and Area Committees*).

26.2 The number of Delegates for each District shall be determined by Conference from time to time, to ensure adequate geographical representation of all Members.

26.3 Conference will favourably consider an application for a District or Area Committee to elect an additional Delegate to represent Members at Conference where the Committee of the District or Area is active, as demonstrated by minutes of Committee and Member meetings for at least 24 months prior to Conference, and where the application is supported by the relevant Region Committee. Where any such new Delegate is approved, the poll voting strength of all Delegates will be adjusted accordingly.

26.4 Where there is more than one Delegate attending Conference from any particular District, the District Committee must ensure its Delegates are from locations that are geographically consistent with the Area(s) the Delegates are representing. Where representation is not organised on such a geographical basis, the chairperson of the Conference will confirm which of the Delegates attending for the District will carry the right to vote on behalf of the entire District.

26.5 Where a District has been allocated more than one Delegate, the District Committee may, with the endorsement of any affected Area within the District, elect that the Members of that District be represented at Conference by only one Delegate representing, and voting on behalf of, the entire District.

26.6 If any Conference Delegate is unable to attend any Conference for any reason, their District or Area Committee, as the case may be, may appoint another of its number to act in their stead, and shall forward to the National Secretary the name of such new Conference Delegate as soon as possible.

27. Other persons entitled to attend Conference

27.1 Region Directors are entitled to attend Conference as of right but without voting rights.

- 27.2 Directors have the right to speak but not to vote at Conferences.
- 27.3 The President and the Vice-Presidents are entitled to attend Conference *ex officio*, and have all rights of a Conference Delegate other than voting.
- 27.4 Members are entitled to attend Conference as of right but without voting or speaking rights.

28. Reimbursement of expenses

Every Delegate and every Director attending any Conference or otherwise engaged in the business of the Association is entitled to be reimbursed reasonable travelling, meals and accommodation expenses. Other Members may be reimbursed at the Board's discretion.

29. Conferences generally

- 29.1 The quorum for a Conference is 2/3 of all eligible Delegates.
- 29.2 No business may be conducted at any Conference unless a quorum is present. If a quorum is not present within half an hour of the appointed time the Conference shall be dissolved.
- 29.3 A Conference may be held by a number of Delegates constituting a quorum:
- (a) being assembled together at the place and time appointed for the Conference; or
 - (b) participating in the Conference by Teleconference Meeting; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- 29.4 Delegates present and participating at a Conference by Teleconference Meeting are deemed to be present and to form part of the quorum at all times during the Conference unless and until they indicate their intention to disconnect from the Conference.

30. Chairperson of Conferences

- 30.1 The President of the Association, or in the President's absence one of the Vice-Presidents, shall be acting chairperson of each Conference until an election is held at the Conference for the position of chairperson of that Conference. In the event of the unavailability of the President and both the Vice-Presidents, the Delegates present shall elect one of their number to chair the Conference. The acting chairperson and all Conference Delegates present are eligible for election as chairperson of the Conference and no prior notice of nomination shall be required.
- 30.2 The chairperson of a Conference is responsible for the general and orderly conduct of the Conference and for the procedures to be adopted at the Conference.
- 30.3 The chairperson of a Conference at which a quorum is present may, with the consent of the majority of Delegates present, adjourn the Conference from time to time and place to place. However, no business may be transacted at the adjourned Conference other than the business left unfinished at the Conference at which the adjournment took place.

30.4 Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all Delegates and persons who were entitled to receive notice of the meeting the subject of the adjournment.

31. Decisions at Conferences

31.1 All questions before a Conference shall, if possible, be decided by consensus.

31.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question, if moved by one Conference Delegate and seconded by another Conference Delegate, shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if passed by a Special Resolution.

31.3 The Conference shall decide any matter referred to it by the Board of Directors. It is compulsory for each Delegate to exercise a vote on any matter referred to Conference by the Board of Directors, or by any District or Area Committee under rule 31.4.

31.4 Any District or Area Committee may appeal to Conference against decisions of the Board of Directors on any of the following matters:

- (i) Any question of whether legal assistance should be granted under rule 48 (*Legal assistance*):
- (ii) Any other matter of national importance to the Association, provided that the District or Area Committee appealing has the support in writing of at least 6 other District Committees or Area Committees from outside the District appealing the Board decision:
- (iii) Any expulsion of a member under rule 21.5 (*Termination for cause*).

31.5 Outside of an Annual or Special Conference, any decision of Conference shall be taken by postal ballot. For such purpose, the National Secretary shall supply to each Conference Delegate all relevant and available information on the subject under consideration. Postal ballots shall be held by poll vote of the Conference Delegates with the voting strength of each Delegate determined by rule 32 (*Voting at Conferences*). The National Secretary shall be the returning officer for any such ballot. In the event of an equality of votes on a postal ballot, the President of the Association shall have a casting vote.

32. Voting at Conferences

32.1 Resolutions put to the Conference shall be decided on the voices or on a show of hands unless a poll is (before or on the declaration of the result of the voices or show of hands) demanded by a Conference Delegate and seconded by a Conference Delegate from another District. Unless a poll is so demanded, a declaration by the chairperson of the Conference that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the Conference, shall be conclusive evidence of that fact, without proof of the

number or proportion of the votes recorded in favour of or against the resolution.

- 32.2 In the event of an equality of votes upon any proposed resolution at a Conference, and notwithstanding rule 27 (*Other persons entitled to attend Conference*), the person chairing the Conference has a second or casting vote, in addition to any deliberative vote the chairperson may have.
- 32.3 No Delegate is entitled to vote at any Conference if any of the Delegate's Membership Fees are in arrears.
- 32.4 If a poll is duly demanded and seconded at a Conference in accordance with rule 32.1, it shall be taken immediately on the matter being considered. The voting strength of each Conference Delegate will be as provided for in rule 25.6 (*Voting strength*).
- 32.5 The result of the poll will be the resolution of the Conference at which the poll was demanded.
- 32.6 A poll cannot be demanded at a Conference on the election of a person to chair the Conference.
- 32.7 The demand for a poll may be withdrawn.

33. Election of the President and Vice-Presidents

- 33.1 Notwithstanding rules 31 (*Decisions at Conferences*) and 32 (*Voting at Conferences*), all elections for President (see rule 43 (*President*)) and Vice-President shall be by a poll vote of Conference Delegates.
- 33.2 Nominations for election as President and Vice-President must be received by the National Secretary from any District or Area at least 60 days prior to the commencement of an Annual Conference, and the Board shall ensure all valid nominations are forwarded to all Districts and Areas within 1 week thereafter. All nominations must be in writing, signed by 2 Members, endorsed by either a District or Area committee, and bearing the nominee's signed acceptance. In the event of no nominations being received, nominations may be received at Annual Conference.
- 33.3 The voting strength of each Conference Delegate will be as provided for in rule 25.6 (*Voting strength*).
- 33.4 Where there are more than 2 candidates for any one position, voting will continue with the lowest polling candidate in each poll dropping out of the election until a candidate receives at least 50% + 1 of the total votes. In the event of a tie for any position, a further election will be held.
- 33.5 All elections will be conducted by ballot, provided that Conference can elect, by poll vote, to have the electoral vote for a position declared.
- 33.6 When convenient, the incoming President and Vice-Presidents shall be installed in office at the conclusion of the Conference.
- 33.7 The President shall be elected for a 3-year term and elections shall take place triennially accordingly.
- 33.8 The Vice-Presidents shall also be elected for a 3-year term. To ensure maximum continuity of administration consistency at the highest level of the

Association, one Vice-President will be elected each year there is not a Presidential election.

33.9 Where a vacancy occurs, more than 3 months prior to Annual Conference, in the office of President or Vice-President, through death, retirement, or resignation of the holder of the office or through any other cause, the National Secretary shall call for nominations from Districts to fill the vacancy, and Conference Delegates shall elect a nominee to fill the vacancy for the remainder of the term.

33.10 Where the position of President falls vacant, for whatever reason, the longest serving Vice-President will assume the role of President until the vacancy is filled.

PART 5 – GOVERNANCE

34. Administration

34.1 The administration of the affairs of the Association shall be conducted by and vested in:

- (i) Conference;
- (ii) The Board of Directors;
- (iii) Region Committees;
- (iv) District Committees;
- (v) Area Committees.

34.2 No member of Conference, Board of Directors, or a District or Area Committee shall take individual action with regard to the affairs of the Association without the authority of Conference, Board of Directors, or the District or Area Committee, as the case may be.

34.3 No information on Association matters shall be divulged to any media by any Member without the prior consent of Conference, Board of Directors or President, as the case may be.

35. Board composition and membership

35.1 **Number of Directors:** the Association must have a Board of Directors which shall comprise the President, 2 Vice-Presidents and up to 7 Region Directors, elected in accordance with this Constitution. The Association will endeavour to create a balance on the Board reflective of New Zealand society (recognising the democratic nature of its appointment processes).

35.2 All Board appointments must be recorded in the minutes.

35.3 **Qualification for membership of Board:** subject to rule 35.4 (*Disqualification from membership of Board*) and rule 36 (*Election of Region Directors and Deputy Directors*), a natural person is eligible to be nominated for election as a member of the Board of Directors if they are a financial Member of the Association.

35.4 **Disqualification from membership of Board:** the following persons are not eligible for election, appointment, or to remain in office as a Director:

- (a) a person who is not a Member of the Association;

- (b) a person who is under the age of 18 years;
- (c) a person who is an undischarged bankrupt;
- (d) a person who is disqualified from being an officer of an incorporated society under the Incorporated Societies Act;
- (e) a person who is convicted of a criminal or serious misconduct allegation. A person who is under investigation for a criminal or serious misconduct allegation will be stood down for the period of the investigation.

36. Election of Region Directors and Deputy Directors

- 36.1 Provisions relating to Region Committees, District Committees and Area Committees are set out in schedule 3 (*Region, District and Area Committees*).
- 36.2 Region Directors shall be elected for a 2-year term with half of the Directors becoming eligible for election each year. Those Regions having odd numbers (that is, Regions 1, 3, 5 & 7) shall elect their Director immediately following each of their District's annual meetings of Members held during years ending in odd numbers (that is, 2017, 2019, etc). Those regions with even numbers shall ensure the same process is carried out but in years ending with even numbers.
- 36.3 Members seeking election to the position of Director or Deputy Director for their Region must be financial, and must have served at least one year as an officer holder of a District or Area Committee, or served on any District or Area Committee for at least 3 years in total.
- 36.4 Nominations shall be called in the same manner as for all other District positions except that nominations for the position of Region Director will only be required each second year, consistent with rule 36.2.
- 36.5 Each District or Area shall be entitled to nominate one Member only, and shall forward the name of their nominee at least 1 month prior to their election date, to the National Secretary. The Region Committee will meet to elect from amongst those names forwarded from each District or Area the most suitable representative to be Director for the Region.
- 36.6 The outcome of such election by the Region Committee shall be advised to the National Secretary by no later than 30 September in the year required.
- 36.7 Within Region Committees, voting for the position of Region Director shall be by way of ballot. The National Secretary shall attend the meeting at which such voting occurs and shall declare the result of the vote. If asked by a member of the Region Committee, but not otherwise, the National Secretary shall disclose the numbers that voted for and against each nominee but shall not be required to disclose how any particular person voted.
- 36.8 Where there is more than one candidate for the position of Region Director, or in the event of a tied vote where the matter cannot be resolved by the Region Committee, the names of each nominee(s) shall be forwarded forthwith to Conference and shall be decided by Conference Delegates.

36.9 Until such decision is made by Conference Delegates, the incumbent will continue to serve as Region Director, provided that where the incumbent is not available or eligible to serve as Region Director, the Deputy Director will serve as Region Director until the new Region Director is appointed, provided further that, if the Deputy Director is not available or eligible to serve, the Board of Directors will make the selection until Conference Delegates make their decision.

36.10 **Deputy Directors:** Region Committees will also elect a Deputy Director to represent the Region at any Board meeting the Region Director is unable to attend. The electoral processes and procedures for the election of a Deputy Director will be the same as for the election of the Region Director. The Deputy Director will have all the powers of the Region Director while attending any meetings of the Association Board of Directors.

37. Term

37.1 Members of the Board of Directors shall hold office until the conclusion of their term of office, or until their office becomes Vacant in accordance with this rule 37, whichever comes first.

37.2 A Vacancy in the Board of Directors arises if, prior to the expiry of their term of office, a Director:

- (a) resigns from office, by notice in writing signed by that person and delivered to the National Secretary;
- (b) dies;
- (c) after consultation with the relevant District or Area Committees, applies to the Board in writing for a leave of absence, which application is accepted by the Board by resolution for a specified period;
- (d) ceases to be a Member of the Association;
- (e) fails to attend 3 consecutive Board meetings, without leave of absence for sufficient cause approved by the Board; or
- (f) becomes disqualified under rule 35.4 (*Disqualification from membership of Board*);
- (g) is removed from office under rule 38 (*Grounds for removal from office*).

37.3 Subject to rule 35.1 (*Number of Directors*) and rule 37.4 (*Term*), if a Vacancy arises under rule 37.2, the Vacancy shall be filled in the same manner as provided for the initial election of the member to the position. If the vacancy arises within 4 months prior to Conference, the Deputy Director will assume the role in the interim.

37.4 The term of office of any Director filling a Vacancy in accordance with this rule 37 shall be for the unexpired portion of the applicable term of office left vacant only.

38. Grounds for removal from office

The Association may, by Ordinary Resolution, remove any Director, before the expiration of their term of office, if that Director is found, after a disputes resolution process (conducted in accordance with Part 7 (*Procedures for resolving disputes*)) as though the matter were a complaint about a "Member", to have breached any of the duties in rule 42 (*Duties of Officers*).

39. Functions and powers of the Board

39.1 Subject to the Incorporated Societies Act, this Constitution and any Bylaws, the Board's functions are to manage, direct, or supervise the operation and affairs of the Association, including its welfare function. In doing so, the Board may exercise all powers of the Association that are not required by law or by this Constitution to be exercised by the Association in Conference. Without limiting the generality of the foregoing, the Board's functions include to:

- (a) advance the Association's purposes, using money or other assets of the Association to do that;
- (b) ensure that the Association remains independent, relevant and principled, and that it respects the dignity and merit of Members and treats them fairly and equally;
- (c) act with integrity, enterprise and demonstrate collective responsibility;
- (d) influence and promote good faith to ensure government provides high quality policing services;
- (e) encourage, enable and facilitate Association participation in dealing with Police and resolve any differences in a constructive manner;
- (f) encourage improvements in Members' health and education and ensure Police adheres to its obligation to provide a safe, secure, well-equipped work environment;
- (g) ensure that the Association consults with Members, and keeps Members informed, and endeavours to achieve fair and adequate compensation and conditions for Members, and that it strengthens the Association's "family spirit";
- (h) foster constructive relationships with Members and respect their interests;
- (i) set the standard for and promote ethical behaviour, challenging any activities that could be interpreted as malpractice;
- (j) employ such staff (other than the National Secretary) as the Board thinks fit, and to determine the duties and conditions of employment and salary of such staff;
- (k) subject to this Constitution and the Incorporated Societies Act, delegate to such person or subcommittee such of its powers and duties on such terms and conditions as the Board thinks fit;
- (l) control and manage the Association's financial affairs, including meeting the Association's record-keeping and reporting obligations

under the Incorporated Societies Act and the Employment Relations Act;

- (m) pass budgets for Association expenditure;
- (n) co-opt, when necessary, the services of any persons (who shall not, however, have any voting powers at any meetings at which they may be present);
- (o) effect and maintain, if necessary, guarantee policies and policies of accident insurance in respect of any employees of the Association;
- (p) consider complaints or grievances referred to it under Part 7 (*Procedures for resolving disputes*);
- (q) supply all forms and information necessary for the use and guidance of each District and Area Committee;
- (r) report to the Conference Delegates on all required functional matters and any specific issues requiring Conference attention dealt with between Conferences;
- (s) in cases of emergency, to take such action within the powers of the Association as they may deem essential, provided that such action shall be reported to and submitted for ratification by Conference as soon as practicable thereafter.

39.2 Any resolution of the Board may be disallowed by the Association in Conference, but no resolution or Bylaw made by the Association in Conference shall invalidate any prior and otherwise valid act of the Board.

39.3 Schedule 2 governs the proceedings at meetings of the Board, except where otherwise agreed by all Directors in relation to a particular meeting.

40. Subcommittees

40.1 The Board may resolve to:

- (a) establish one or more subcommittees consisting of such persons as they determine;
- (b) delegate to each such subcommittee such of their functions or powers as the Board shall, in its discretion, decide;
- (c) revoke or vary any or all of the powers delegated to any subcommittee;
- (d) change the make-up of a subcommittee at any time or dissolve it altogether.

40.2 The chairperson of any such subcommittee must be a Director, unless the Board decides otherwise in any particular case.

40.3 A subcommittee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the Board.

40.4 The Board may continue to exercise all of their powers despite any delegation made under this rule.

40.5 The provisions of this Constitution relating to proceedings of the Board also apply to proceedings of any subcommittee of the Board, except to the extent that the Board determines otherwise. All subcommittee decisions shall be approved by the Board before they become effective and before they are implemented, unless the Board otherwise directs.

41. Contact Officer

41.1 If and while required by the Incorporated Societies Act, the Association must have a Contact Officer at all times.

41.2 If required by the Incorporated Societies Act to have a Contact Officer, the Board shall decide by resolution who shall hold the position of Contact Officer of the Association, and shall ensure that the name and contact details of the Contact Officer are duly notified to the Registrar.

42. Duties of Officers

42.1 The duties of each Officer of the Association include to:

- (a) act at all times in good faith and in what the Officer believes to be the best interests of the Association;
- (b) exercise the powers of the Officer for proper purposes;
- (c) not act, or agree to the Association acting, in a manner that contravenes the Incorporated Societies Act, the Employment Relations Act, this Constitution or any Bylaws;
- (d) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, nor cause or allow, the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association's creditors;
- (f) not agree to the Association incurring any obligation unless the Officer believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so;
- (g) disclose any conflict of interest in accordance with rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*); and
- (h) not disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
 - (i) as agreed by the Board for the Purposes of the Association;
 - (ii) as required by law; or
 - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*).

42.2 **Use of information and advice:** subject to rule 42.3, an Officer, when exercising powers or performing duties as an Officer, may rely on reports,

statements, financial data, and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) an employee of the Association whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) 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
- (c) any other Officer or subcommittee of Officers upon which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority.

42.3 Rule 42.2 (*Use of information and advice*) applies to an Officer only if the Officer:

- (a) acts in good faith; and
- (b) makes proper enquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that the reliance is unwarranted.

43. President

43.1 The Association shall have a President who shall be elected in accordance with rule 33 (*Election of the President and Vice-Presidents*). The position of President will be full time and will be situated at the National Office of the Association.

43.2 The role of the President shall be to lead public representation of the Association with media, politically, with the Police Commissioner, and internationally, on behalf of the Board, the Association, and the Welfare Fund.

43.3 Subject to rule 30 (*Chairperson of Conferences*), and rule 6 of schedule 2 (*Chair*), the President shall be the chairperson of the Association and the Welfare Fund, and shall generally be regarded as the leader of the Association on behalf of the Board.

44. General Manager

44.1 Without limiting the generality of rule 39.1(j), the Board may employ a General Manager of the Association, for such term and upon such conditions as the Board may determine. The title of the General Manager may be chief executive, chief operating officer, or such other title as may be decided by the Board.

44.2 The General Manager may attend, and may speak at, all Board meetings and Conferences, subject to any decision to the contrary by any meeting of either body, but shall have no voting rights.

44.3 Subject to this Constitution and the Incorporated Societies Act, the Board may delegate to the General Manager such of its functions and powers, as the Board is not prohibited from delegating under the Incorporated Societies Act or under this Constitution, that the Board considers appropriate, and as may be agreed between the Board and the General Manager from time to

time. Such delegated functions and powers may be recorded in a schedule of delegations which may be reviewed from time to time as the Board and the General Manager consider appropriate.

45. National Secretary

- 45.1 The Association shall have a National Secretary, who shall be appointed by Conference Delegates at Conference, and who shall hold office for such term, and upon such conditions, as may from time to time be determined by Conference.
- 45.2 The office of National Secretary may be held in conjunction with any other paid office of the Association.
- 45.3 The National Secretary may attend every Conference and every meeting of the Board, shall ensure the minutes of every Conference and every meeting of the Board are recorded, shall conduct the general correspondence of the Association, keep the Register of Members and other records, prepare reports for Conference and the Board, and generally perform the secretarial work of the Association. It shall be the National Secretary's duty to ensure that all requirements of the Incorporated Societies Act and other provisions of law affecting the Association are duly observed and complied with.
- 45.4 The National Secretary shall furnish to each District and Area Committee a summary of the business transacted at meetings of the Board, and as soon as possible in each year, a copy of the financial statements of the Association for the last financial year.
- 45.5 If any District, or Area, Committee shall have occasion to complain of the conduct of the National Secretary, it shall bring such complaint to the notice of the Board or Conference through the President, who shall notify the National Secretary of the complaint and the nature thereof. The National Secretary shall be entitled to personally attend any meeting or Conference which is to consider such complaint and to be heard in answer thereto.
- 45.6 In the case of a dispute or difference arising between the Association and the National Secretary as to the construction of these Rules, or the rights, duties, or obligations of either the Association or the National Secretary on matters arising out of or concerning the same, every such dispute or matter of difference shall be referred to a single arbitrator, if one can be agreed upon, or otherwise to 2 to be appointed by the Association and the National Secretary or their umpires, in accordance with the Arbitration Act 1996.

46. Financial Officer

- 46.1 The Association shall employ a Financial Officer to whom may be delegated such financial duties of the Board and such other duties as may be mutually agreed.
- 46.2 The office of Financial Officer may be held in conjunction with any other paid office of the Association.

47. Indemnity and insurance

- 47.1 **Indemnities:** the Association may indemnify a Director, or an employee, of the Association in respect of:

- (a) liability to any person other than the Association for any act or omission in their capacity as a Director or employee (not being a liability specified in rule 47.2); and
- (b) costs incurred by the Director or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Director or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as a Director or employee, but only if judgment is given in their favour, they are acquitted or the proceeding is discontinued.

47.2 The liability specified in this rule is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in the best interests of the Association when acting in the capacity as a Director or employee.

47.3 **Insurance:** the Association may effect insurance for a Director, or an employee, of the Association in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in his or her capacity as a Director or employee; or
- (b) costs incurred by the Director or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Director or employee in defending any criminal proceedings –
 - (i) that have been brought against the Director or employee in relation to any alleged act or omission in their capacity as a Director or employee; and
 - (ii) in which they are acquitted.

47.4 Director may only vote in favour of authorising the insurance under rule 47.3 if they consider that the cost of effecting the insurance is fair to the Association.

48. Legal assistance

48.1 Legal assistance, with respect to a charge brought against a Member, may be granted by the Board of Directors in cases where the matter giving rise to the charge or charges arose out of a Member's employment with the Police.

48.2 Legal assistance may be granted by the Board of Directors in any other case involving exceptional circumstances where the matter involves a principle of general interest to Members.

48.3 A request for legal assistance under this rule 48 shall first be lodged with the Member's District or Area Committee, who, after discussing the matter, shall forward it to the National Secretary together with the Committee's recommendations and all relevant papers pertaining to the application. Provided however in exceptional circumstances the Board of Directors may accept an application for legal assistance directly from a Member. The

acceptance of such application will be by majority vote of the Board of Directors, and the chairperson of the Member's committee must be advised of the application before any Board consideration to accept the application. Where any such application is not accepted it will be returned to the applicant Member with the direction that if the application for assistance is to proceed further it must be presented to the Member's local committee.

- 48.4 Where legal assistance is granted under this rule, the level of financial assistance shall be determined by the Board of Directors having regard to the merits of the case and in particular, the conduct of the Member.
- 48.5 Where an applicant for legal assistance has misrepresented their case to the Association, financial assistance shall not be granted or, if granted, shall be revoked unless there are special circumstances.
- 48.6 Legal assistance will not be granted where, by the grant of legal assistance, the Association would be assisting one Member against another.
- 48.7 In all cases where legal assistance is not granted that Member will be notified in writing of the reasons for declining such application.
- 48.8 Where a Member has been charged under circumstances giving rise to an application pursuant to the provisions of rule 48.1 or 48.2 and costs have actually been paid by the Association, and the Member is successful in defence or subsequent appeal against conviction and costs have been awarded in the Member's favour, the amount of such costs allowed must be paid by the Member concerned to the Association except in those instances where the Member concerned has already personally paid an amount of costs to their legal representatives, in which event only the balance, if any, shall be paid to the Association.
- 48.9 Where a Member brings a civil action and is successful in achieving an order or settlement, that Member shall be responsible for meeting their own legal costs out of the order or settlement, notwithstanding the fact that the Board of Directors has granted legal assistance under the provisions of rules 48.1 or 48.2, unless Association funds have actually been paid, in which case the Member will reimburse the Association for a like amount.

PART 6 – LEGAL AND FINANCIAL MATTERS

49. Control and management of finances

- 49.1 The Board is responsible for all funds of the Association.
- 49.2 **Receipts:** the Board shall ensure all funds received by or on behalf of the Association are promptly deposited into the Association's bank account.
- 49.3 **Bank account:** the Association's bank account(s) shall be kept at a trading bank selected from time to time by the Board.
- 49.4 **Payments:** all payments by or on behalf of the Association must be properly authorised before payment, by any 2 of the following:
- (i) The President:
 - (ii) Either of the Vice-Presidents:
 - (iii) The National Secretary:

- (iv) Any member of Conference or Director:
- (v) Any other person duly authorised for the purpose.

The Board shall ensure that all payments are properly paid once authorised.

- 49.5 **District Imprest Fund:** there shall be paid to each District, and Area, from the general fund of the Association, such amount each year as shall be determined by the Board of Directors to constitute a District (or Area) Imprest Fund. All expenses in connection with the local administration of the Association shall be paid from the District or Area Imprest Fund created by this rule. Yearly statements shall be furnished by each District and Area to the Financial Officer as at 30 June in each year.
- 49.6 **Payments by Districts and Areas:** all payments by or on behalf of any District or Area Committee must be properly authorised before payment, by the chairperson or vice-chairperson of the District or Area, as the case may be, and the treasurer of the District or Area. District and Area Committees must ensure that all payments are properly paid once authorised and reported to the next Committee meeting.
- 49.7 All moneys retained by the Association in its general fund shall be vested in the Association for its general purposes. All expenses in connection with the general management of the Association shall be paid (subject to the provisions of the Rules) out of the general fund.

50. Accounting records

- 50.1 The Board must ensure:
- (a) that proper accounting and other records are maintained on behalf of the Association at all times; and
 - (b) the safekeeping of all financial records of the Association.
- 50.2 The Financial Officer shall furnish a report on the state of the finances of the Association to the Board of Directors when so required.
- 50.3 The Board must ensure that properly-prepared financial statements for the preceding Financial Year, signed on behalf of the Board by 2 Directors, and duly audited if Conference has resolved to appoint an Auditor for that Financial Year, are presented to and made available for inspection at each Annual Conference. The Board must also ensure that a copy of these financial statements is provided to the secretary of each District and Area Committee as soon as possible in each year.

51. Audit

- 51.1 If the financial statements of the Association are required by law to be audited or reviewed, or if the Conference resolves that the Association's financial statements are to be audited or reviewed, an Auditor shall be elected at the Annual Conference to audit or review, as the case may be, the financial statements of the Association for the relevant year.
- 51.2 The Auditor so elected shall at all reasonable times have access to the financial records of the Association, and shall be entitled to any information required relating to them, or to any matter deemed necessary or desirable for audit purposes.

51.3 If the office of Auditor falls vacant for any reason during the year, the vacancy shall be filled by the Board of Directors.

51.4 For the avoidance of doubt, no Conference Delegate or Director may at the same time hold the office of Auditor.

52. Method of contracting

52.1 The Association may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Association in writing signed under the name of the Association by —
 - (i) 2 or more Directors of the Association; or
 - (ii) one Director, and a nominated employee of the Association, acting with the authority and on behalf of the Association, and whose signatures must be witnessed;
 - (iii) an attorney appointed by the Association, by deed, either generally or in relation to the specific matter;
- (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Association in writing by a nominated employee of the Association and one Director, acting with the authority and on behalf of the Association;
- (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Association in writing or orally by a person acting under the Association's express or implied authority.

52.2 Any document requiring to be executed on behalf of any District or Area Committee shall, unless otherwise provided by this Constitution, be signed by the chairperson and the secretary of the Committee, acting with the authority and on behalf of that Committee.

53. Use of Association name

The Association must ensure that its name is clearly stated in –

- (a) every written communication sent by, or on behalf of, the Association; and
- (b) every document issued or signed by, or on behalf of, the Association that evidences or creates a legal obligation of the Association.

54. Common seal

If and while required by the Incorporated Societies Act, the Association shall have a common seal, which shall be kept in the safe custody of the National Secretary. The common seal must not be affixed to any document except by 2 Directors in the presence of the National Secretary pursuant to a resolution of the Board of Directors. When the common seal is affixed to a document as aforesaid, the National Secretary shall then sign the document on behalf of the Association.

PART 7 – PROCEDURES FOR RESOLVING DISPUTES

55. Guiding principles

55.1 All parties to a complaint or grievance shall endeavour to resolve the matter informally and in the spirit of the following principles:

- (a) **fairness:** the process should be fair to all parties;
- (b) **accountability:** the process should determine accountability, provide outcomes and give reasons for decisions;
- (c) **values:** Directors and Members will support, promote and act out the values of the Police and the Association, and abide by their policies.

55.2 In the event that informal discussions cannot resolve the issue, the procedures in this Part 7 shall apply.

56. Complaints about a Member

56.1 Any person may make a complaint about the conduct of a Member.

56.2 Complaints about the conduct of a Member must be made in writing, lodged with the National Secretary, and contain sufficient detail to identify the complainant, the subject matter, and the nature of the complaint.

56.3 Subject to rule 60 (*National Secretary or Board may decide not to investigate complaint or grievance*), the National Secretary shall forthwith refer the complaint to the Member, and to the District or Area Committee in the District to which the Member belongs for investigation under the direction of the National Secretary. The Member complained of may, within a period of 14 days, provide the District or Area Committee with their written response to the complaint. The District or Area Committee, as the case may be, must forward the Member's written response to the complainant within 14 days of receipt.

56.4 If the complaint is not resolved under rule 56.3, the secretary of the District or Area Committee, as the case may be, must give the Member complained of not less than 14 days' notice of a meeting of the District or Area Committee which shall be called to consider the complaint. The report of that meeting shall be communicated to the National Secretary in writing.

56.5 The National Secretary will consider the matter and, if considered necessary or desirable in order to give both parties a reasonable opportunity to be heard, may call a meeting between the complainant and the Member complained of.

56.6 Having considered the matter under rule 56.5, the National Secretary will make a decision as to how the complaint is to be resolved. The complainant and the Member complained of must be provided with prompt written notification of the National Secretary's decision.

57. Escalation to the Board

57.1 If either the complainant, or the Member complained of, is unhappy with a decision of the National Secretary made under rule 56.3 or 57.6, either party may request that the National Secretary escalate the matter to the Board.

- 57.2 If the National Secretary receives a request for escalation to the Board, or if the National Secretary otherwise considers that escalation of the matter to the Board is necessary or desirable, the National Secretary shall, within 14 days of the decision, or of receipt of the request, whichever is the later, forward to the chairperson of the Board a copy of the complaint, the written response, and any other documentation considered desirable.
- 57.3 The Board shall consider the matter at a Board meeting held within 14 days of the escalation, or as soon as practicable thereafter.
- 57.4 The Member complained of has a right to be heard before the complaint is resolved or any outcome is determined, which right must be afforded to the Member within 14 days of the Board considering the matter under rule 57.3 or as soon as practicable thereafter.
- 57.5 The Board of Directors may, by vote of 2/3 of those present, censure, suspend or expel any Member proved to its satisfaction to have been guilty of:
- (a) disloyalty to the Association;
 - (b) dereliction of duty or misconduct;
 - (c) misapplication of the funds of the Association or of any District or Area;
 - (d) non-compliance with or disobedience of any order or resolution duly carried in accordance with this Constitution;
 - (e) divulging or making known the Association's correspondence or business to persons not entitled to know the same;
 - (f) acting detrimentally to the interests of the Association and its Members;
 - (g) conniving at any such offence being committed by any other person;
 - (h) conduct calculated to bring the Association into disrepute or financial loss.
- 57.6 The complainant and the Member complained of must be promptly notified in writing of the outcome of the complaint.

58. A Member's grievance against the Association or another Member

- 58.1 A Member may raise with the Board an allegation of damage (caused by the Association, or a Member) to a Member's rights or interests (as a Member) or to Members' rights and interests generally.
- 58.2 An oral hearing of the grievance will be held if the Board decides that, for serious or complex cases, after taking into account the potential consequences for a Member if a grievance is upheld or not upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable.
- 58.3 The Member will be heard before the grievance is resolved or any outcome is determined.

59. Investigating and determining complaint or grievance

- 59.1 Subject to rule 60 (*National Secretary or Board may decide not to investigate complaint or grievance*), the Board must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate

and determine the complaint or grievance. In conducting the investigation, the Board may consult with other parties considered relevant.

59.2 The Board will endeavour to resolve the dispute by consensus.

59.3 In the event that consensus is not possible, or if the Board decides that, for serious or complex cases, after taking into account the potential consequences for any person if a complaint or grievance is upheld, an oral hearing is needed to achieve an adequate process, or is otherwise desirable, the Board may call a Conference to consider and determine the matter.

59.4 The written material and any additional submissions by either party will be considered by the Board. If a Conference is convened under rule 59.3, the parties will be given the opportunity to speak at the meeting, and the parties' submissions and/or written statements will be considered by the Conference.

60. National Secretary or Board may decide not to investigate complaint or grievance

Despite rules 56.3 and 59 (*Investigating and determining complaint or grievance*), the National Secretary or the Board may decide not to proceed with a matter further if the National Secretary or the Board, as the case may be, determines that –

- (a) the matter is trivial; or
- (b) the complaint or grievance does not appear to disclose:
 - (i) in the case of a complaint, any material misconduct; or
 - (ii) in the case of a grievance, any material damage to a Member's or Director's rights or interests; or
- (c) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint or brings the grievance has an insufficient interest in the matter; or
- (e) the conduct, incident, event, or issue has already been dealt with by or on behalf of the Association.

61. Board may refer complaint or grievance to subcommittee or other investigator

The Board may refer a complaint or grievance to:

- (a) a subcommittee or external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

62. Decision-makers

A person may not act as a decision-maker in relation to a complaint or grievance if 2 or more Directors, or a complaints committee, consider that there are reasonable grounds to believe that the person may not:

- (a) be impartial; or
- (b) be able to consider the matter without a predetermined view.

63. Decisions

Having considered all relevant information, and provided a reasonable opportunity to be heard, the decision-maker in relation to a complaint or grievance may make any decision they think fit, including:

- (a) that no further action needs to be taken;
- (b) requiring a Member to take specified corrective action;
- (c) the publication of any corrective letter or statement; or
- (d) termination under rule 21.5 (*Termination for cause*) or removal under rule 38 (*Grounds for removal from office*).

64. Complaints against Board of Directors

If any District, or Area, Committee shall have occasion to complain of the conduct of the Board of Directors, it shall bring such complaint to the notice of the Board of Directors direct, and/or shall instruct the National Secretary to bring the matter before Conference.

PART 8 – ADMINISTRATION

65. Standing Orders

Except to the extent otherwise provided in this Constitution, the proceedings of the Association or of any meeting of Members, Conference Delegates, Committees, Boards or subcommittees shall be conducted and regulated in accordance with the Standing Orders set out in schedule 4 (*Standing Orders*).

66. Ratification procedures

Ratification procedures for new Collective Agreements, and variations to Collective Agreements, are set out in schedule 5 (*Ratification Procedures*).

67. Amendments to Constitution

67.1 This Constitution may not be amended except by Conference, pursuant to a resolution to amend the Constitution from a District or the Board of Directors. Any such resolution, and any proposal accepted by Conference as an amendment of such resolution, shall, if duly carried by Ordinary Resolution, be deemed an amendment of the Constitution in accordance with its tenor. Such amendment shall not take effect until registered with the Registrar of Incorporated Societies.

67.2 A resolution of any District, Area, or of the Board of Directors to amend the Constitution shall not be acted upon by Conference unless the proposed amendment has been circulated with an explanatory note to all District and Area Committees and considered by Members in general meeting in their respective Districts or Areas.

67.3 Rule 39.2 (*Functions and powers of the Board*) does not apply where Conference deems a resolution to amend the Constitution to be of a technical or inconsequential nature, in which case Conference can approve the amendment without first so circulating the proposed amendment to District and Area Committees.

68. Bylaws

68.1 The Board may make such Bylaws as it considers desirable for the conduct of the business of the Association generally, provided they are not inconsistent with:

- (a) the Incorporated Societies Act; or
- (b) this Constitution, including the purposes of the Association as set out in rule 6 (*Purposes*); or
- (c) any directive given at a Conference.

68.2 All Bylaws are binding on the Association and its Members.

68.3 The making, amendment, or replacement of a Bylaw is not an amendment to the Constitution.

69. Winding up

69.1 The Association may be voluntarily put into liquidation or dissolved if:

- (a) an Ordinary Resolution is passed, at a Conference that is properly notified and convened in accordance with Part 4 (*Conference*) and the Incorporated Societies Act, to dissolve the Association, or to appoint a liquidator, as the case may be; and
- (b) if required by the Incorporated Societies Act, such resolution is confirmed by Ordinary Resolution at a subsequent Special Conference called for that purpose and held not later than 30 days after the date on which the first resolution was passed.

69.2 On the liquidation or dissolution, all surplus assets, after the payment of all the Association's costs, debts and liabilities, must, subject to any trust affecting the same, be disposed of to such not-for-profit entity or entities in New Zealand, having similar or allied purposes to the Association, as the Conference shall determine.

70. Matters not provided for

If any matter arises which, in the opinion of the Board, is not provided for in this Constitution, then the same may be determined by the Board in such manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by a resolution of Conference.

SCHEDULE 1: DICTIONARY

1 Defined terms

In this Constitution, unless the context otherwise requires:

Affiliated Member means a Member of the Association under rule 13 (*Affiliated Members*);

Annual Conference means an annual general meeting of Delegates convened under rule 23 (*Annual Conference*);

Annual Report means the report prepared each year by the President on the affairs of the Association and the proceedings of the Board of Directors during the most recently-completed accounting period, and dealing generally with the position of the Association and any other matters prescribed by the Incorporated Societies Act;

Area means a geographical part of a District;

Area Committee has the meaning given to that term in schedule 3 (*Region, District and Area Committees*);

Associate Member means a Member of the Association under rule 11 (*Associate Members*);

Associated, and other expressions indicating the association of persons with each other, have the meanings given by section YA 1 of the Income Tax Act 2007;

Association means the New Zealand Police Association Incorporated;

Auditor has the meaning given to the term "qualified auditor" by section 42D of the Charities Act;

Balance Date means 30 June, or any other date adopted by the Board by resolution as the date to which accounts are to be made in each year;

Board of Directors or *Board* means the committee established under rule 35 (*Board composition and membership*) to manage the operation and affairs of the Association;

Bylaw means a bylaw of the Association promulgated under rule 68 (*Bylaws*);

Code of Conduct means the New Zealand Police Code of Conduct, published from time to time by the Police, to set out the standards of conduct expected of members of Police, and to guide their judgments, choices and actions;

Code of Good Faith means the code of good faith for employment relationships in relation to the provision of services by Police, as set out in schedule 1C of the Employment Relations Act;

Collective Agreement has the meaning given to that term by the Employment Relations Act;

Committee means a District Committee and/or an Area Committee, as the case may require;

Conference or National Conference means a general meeting of Members, represented by Delegates, whether it be an Annual Conference or a Special Conference;

Constable means a Police Employee who has taken the constable's oath under section 22 of the Policing Act 2008;

Constitution means this constitution, as it may be altered from time to time in accordance with its terms and with the Incorporated Societies Act;

Contact Officer means the person who has been elected or appointed, in accordance with this Constitution, as the main point of contact for the Registrar;

Delegate or District Delegate or Conference Delegate means the elected representative(s) of each District, or Area where relevant, to National Conference;

Deputy Director has the meaning given to that term by rule 36 (*Election of Region Directors and Deputy Directors*);

Director means a person serving on the Board of the Association and, for the purposes of rule 47 (*Indemnity and insurance*) includes a former Director;

District means a Police District;

District Committee or Committee has the meaning given to that term by schedule 3 (*Region, District and Area Committees*);

District Imprest Fund has the meaning given to that term by rule 49.5 (*District Imprest Fund*);

Employment Relations Act means the Employment Relations Act 2000;

Financial Officer means the person referred to in rule 46 (*Financial Officer*), employed by the Association to carry out such financial and other duties as may be required by this Constitution or otherwise mutually agreed;

Financial Year means any year or other accounting period ending on a Balance Date;

General Manager means the staff member employed under rule 44 (*General Manager*), whose title may be chief executive, chief operating officer, or such other title as may be decided by the Board;

Honorary Life Member means a Member of the Association under rule 12 (*Honorary Life Members*);

Incorporated Societies Act means the Incorporated Societies Act 1908;

Interest and Interested have the meanings given by rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*);

Interests Register means the register of disclosures required to be kept under rule 9 (*Interests Register*) of schedule 2 (*Proceedings of the Board*);

Matter has the meaning given by rule 10 (*Duty to disclose conflicts of interest*) of schedule 2 (*Proceedings of the Board*);

Member means a member of the Association as specified in Part 3 (*Membership*), whether they be an Ordinary Member, an Associate Member, an Honorary Life Member, or an Affiliated Member;

Membership Fee means any subscription or other fee payable by a Member to the Association as specified in rule 16 (*Membership Fees*);

Membership Form means the application for membership form used by the Association from time to time for the collection of information from persons seeking to be Members of the Association for the applicable category of Membership;

National Office means the national office of the Association;

National Secretary has the meaning given by rule 45 (*National Secretary*);

New Zealand Police means the instrument of the Crown continued by section 7(1) of the Policing Act 2008;

Officer means a Director, and any other person deemed by law to be an officer of the Association;

Ordinary Member means a Member of the Association under rule 10 (*Eligibility for Ordinary Membership*);

Ordinary Resolution means a resolution passed by at least 50% plus 1 of the votes properly cast by those Delegates present and entitled to vote at the Conference at which the vote is occurring;

Police means the New Zealand Police;

Police Employee means a person appointed under section 18 of the Policing Act 2008;

Police Welfare Fund means the welfare fund administered by Police Welfare Fund Ltd, a company duly incorporated under the Companies Act 1993 (#21392), to promote the general welfare of Members and their dependents;

President means the President of the Association elected under rule 33 (*Election of the President and Vice-Presidents*);

Purposes means the purposes of the Association as set out in rule 5 (*Purposes*);

Region means a geographical area with boundaries as determined from time to time by the Board of Directors;

Region Committee has the meaning given to that term in schedule 3 (*Region, District and Area Committees*);

Region Director means a Member elected as a Region Director under rule 36 (*Election of Region Directors*);

Register of Members means the register of Members described in rule 18 (*Register of Members*);

Registered Office has the meaning given to that term by rule 3 (*Registered Office*);

Registrar means the Registrar of Incorporated Societies, as defined in the Incorporated Societies Act;

Rules means the rules of this Constitution;

Special Conference means a special general meeting of Delegates, convened pursuant to rule 24 (*Special Conferences*);

Special Resolution means a resolution passed by at least 2/3 of the votes properly cast by those Delegates present and entitled to vote at the Conference at which the vote is occurring;

Standing Orders has the meaning given to that term by rule 65 (*Standing Orders*);

Teleconference Meeting, for the purposes of rule 29 (*Conferences generally*), and rule 3 (*Methods of holding meetings*) of schedule 2 (*Proceedings of the Board*), means a meeting whereby all participants are contemporaneously linked by telephone, skype, or other means of instant audio, or audio and visual, communication, provided all participants can simultaneously hear each other throughout the meeting;

Vacancy means a vacancy in the office of Board of Director as provided for by rule 37 (*Term*);

Vice-President means a person who is elected as Vice-President under rule 33 (*Election of the President and Vice-Presidents*); and

Welfare Fund means the Police Welfare Fund.

2 Construction

In the interpretation of this Constitution, unless the context otherwise requires:

- (a) *rules, parts, schedules and sections*: a reference to a *rule*, a *part* or a *schedule* is to a rule, part or schedule of this Constitution, unless otherwise stated. The schedules to this Constitution form part of this Constitution. A reference to a section is to a section of the Incorporated Societies Act unless otherwise stated;
- (b) *defined terms*: if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (c) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;
- (d) *dollars*: a reference to a dollar amount is a reference to that amount plus GST if any, unless otherwise stated;
- (e) *headings and contents page*: headings and the contents page appear as a matter of convenience and do not affect the interpretation of this Constitution;
- (f) *inclusion*: words such as *including* and *for example* are not, and should not be interpreted to be, words of limitation, unless otherwise explicitly stated;

- (g) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended or replaced and, unless the context otherwise requires, includes any statutory instruments issued under that legislation;
- (h) *singular, plural and gender*: words importing the singular include the plural and *vice versa*, and words denoting any gender include all genders;
- (i) *persons*: a reference to *persons* includes natural persons, firms, bodies corporate, corporations, unincorporated associations, and authorities, and *firm* includes a partnership; a reference to a *person* includes the legal personal representatives, successors and permitted assigns of that person; and
- (j) *spouses*: a reference to a *spouse* includes a civil union partner or a de facto partner.

3 Interpretation

Subject to statute, this Constitution, and the resolutions of Conference, the decision of the National Secretary on the interpretation of this Constitution shall be final and binding on all Members.

SCHEDULE 2: PROCEEDINGS OF THE BOARD

1 Meetings

- 1.1 The Board shall meet as often as the Directors consider expedient for the efficient and proper conduct of the affairs of the Association, provided that they meet at least once every 6 months.
- 1.2 A meeting may be called at any time if 2 Directors request it.
- 1.3 Each Director present at a meeting of the Board is entitled to one vote.

2 Notice of meetings

- 2.1 At least 7 days' notice of any Board meeting shall be communicated by email, or otherwise in writing, to all Directors. However, all of the Directors may agree to shorten or waive the period of notice.
- 2.2 The notice of meeting shall include the date, time and place of the meeting and an indication of the matters to be discussed.
- 2.3 No notice is necessary for the resumption of an adjourned meeting. However, a Director who was not present at the meeting adjourned must be notified of the time and place of the reconvened meeting.
- 2.4 The National Secretary shall use reasonable endeavours to ensure all notices of meeting have been correctly sent. The failure of any Director to receive a notice of a meeting of the Board shall not invalidate such meeting or its proceedings.

3 Methods of holding meetings

- 3.1 A meeting of the Board may be held by a number of Directors who constitute a quorum:
 - (a) being assembled together at the place, date and time appointed for the meeting; or
 - (b) participating in the meeting by Teleconference Meeting; or
 - (c) by a combination of the methods described in paragraphs (a) and (b).
- 3.2 In the case of a meeting conducted under rule 3.1(b) or (c) of this schedule:
 - (a) at the start of the meeting, each participant must acknowledge his/her presence to all the others taking part; and
 - (b) a Director must not disconnect their means of communication without the prior consent of the chairperson of the meeting.
- 3.3 A Director is conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting unless they have previously obtained the express consent of the chairperson of the meeting to leave the meeting.

4 Quorum

- 4.1 A quorum for a meeting of the Board shall be 5 Directors in office and eligible to vote at the time of the meeting.

4.2 A Director who is diagnosed by a registered medical practitioner as having any physical or mental incapacity that means the person is temporarily unable to fulfil the duties and responsibilities of a Director, shall not be treated as a Director for the purposes of rule 4.1 of this schedule.

4.3 At any meeting of the Board, no business shall be transacted unless a quorum is present.

5 Adjournment

5.1 If a quorum is not present within 30 minutes after the time appointed for a meeting, the meeting will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.

5.2 The chairperson may adjourn any meeting on the adoption of a resolution for its adjournment.

6 Chair

6.1 The President, or if absent a Vice-President, shall chair all meetings of the Board.

6.2 If the offices of President and Vice-President are vacant, or if, at a meeting of the Board, neither the President nor a Vice-President are present within 5 minutes after the time appointed for the meeting, the Directors present will elect one of their number to chair the meeting.

6.3 The chairperson of a meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

7 Voting on resolutions

7.1 All questions before the Board shall, if possible, be decided by consensus.

7.2 In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the Board. Subject to this schedule, the method of voting shall be decided by the Board. Different methods may be adopted for different motions. If the voting is tied, and the chairperson of the meeting does not use the casting vote available under rule 6.3 of this schedule, the motion shall be lost.

7.3 A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless they expressly dissent from or vote against the resolution at the meeting.

7.4 A written resolution signed by all of the Directors then entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several duplicated documents, each signed by one or more of the Directors, and may be provided by electronic communication through which each Director expressly refers to the resolution and records their specific position on the resolution.

- 7.5 A resolution of the Board may be rescinded or varied by the Board in the same manner as it was passed.

8 Minutes

- 8.1 The Board must ensure that minutes are kept of proceedings of the Board. The minutes shall record, for each and every meeting of the Board:
- (a) the names of those present;
 - (b) all decisions taken;
 - (c) all appointments of chairperson or other officers; and
 - (d) any other matters discussed at the meeting.
- 8.2 A minute of a Board meeting that has been proposed and seconded as correct at the next succeeding Board meeting shall be *prima facie* evidence of the matters referred to in the minute having been approved by the Board unless they are shown to be inaccurate.
- 8.3 Decisions recorded in the minutes shall be read in conjunction with this Constitution and are binding on all persons interested in the Association.

9 Interests Register

- 9.1 The Board must keep and maintain an Interests Register, being a register of disclosures made by members of the Board of Directors under rule 10 of this schedule.
- 9.2 The Interests Register must be made available for inspection by Directors.
- 9.3 The Interests Register may, subject to the requirements of the Privacy Act 1993 and at the Board's discretion, be made available for inspection by Members.

10 Duty to disclose conflicts of interest

- 10.1 As soon as a Director becomes aware of the fact that they are, or may be, in any capacity whatsoever, Interested in a matter relating to the Association, they must disclose all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified), to the Board.
- 10.2 For the purposes of this Constitution, a person is *Interested* in a Matter if the person:
- (a) may derive a financial benefit from the Matter;
 - (b) is the parent, child, or spouse of a person who may derive a financial benefit from the Matter; or
 - (c) may have a financial interest in a person to whom the Matter relates;
 - (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates; or
 - (e) is under investigation for a criminal or serious misconduct allegation or for an allegation of breach of the Code of Conduct;
 - (f) is otherwise directly or indirectly interested in the Matter;

- 10.3 For the purposes of this Constitution, *Matter* means –
- (a) the performance of the Association’s activities or the exercise of its powers; or
 - (b) an arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.
- 10.4 After considering the views of the other Directors, the chairperson may rule that the affected Director is not conflicted in relation to a disclosure, where no conflict in fact exists.
- 10.5 If the Director is determined to have a conflict of Interest in the Matter, all relevant details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) must be recorded in the Interests Register.
- 10.6 A Director who is directly or indirectly involved in any allegation, investigation or inquiry shall report the circumstances to the President. A Director who is under investigation for a criminal or serious misconduct allegation is required to step aside from Board activities.

11 Voting by Interested Directors

- 11.1 A Director who is Interested in a Matter under rule 10 of this schedule:
- (a) must not vote or take part in any decision of the Board relating to the Matter; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - (c) may take part in any discussion of the Board relating to the Matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and
 - (d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.
- 11.2 Despite rule 11.1(d) of this schedule, if 50% or more of the Directors are prevented from voting on the Matter under rule 11.1(a), a Special Conference must be called to consider and determine the matter.

12 Consequences of failing to disclose interest

The Board must notify the Members of a failure to comply with rule 10 (*Duty to disclose conflicts of interest*) or 11 (*Voting by Interested Directors*) of this schedule, and of any transactions affected, as soon as practicable after becoming aware of the failure.

13 Validity of proceedings

- 13.1 All acts done by any meeting of the Board, a committee of the Board, or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that any of them were not properly appointed, or were disqualified from holding office, shall be as valid as if every such person had been duly appointed and was qualified.

13.2 The Board of Directors may continue to act notwithstanding any vacancy in their number, but if the number of Directors is reduced below the minimum number as stated in the Incorporated Societies Act or this Constitution, the continuing Director(s) may act for the purpose of increasing the number of Directors to that minimum but for no other purpose.

14 Board may regulate other proceedings

Except as otherwise set out in this Constitution, the Board may regulate its own procedures.

SCHEDULE 3: REGION, DISTRICT AND AREA COMMITTEES

1 Region Committees

- 1.1 Region Committees will be formed between one or more Districts as directed, from time to time, by Conference in order to provide liaison between Districts and Areas within the Region. Region Committees shall represent the affairs of Districts and Areas only as requested.
- 1.2 Region Committees shall consist of 3 representatives of each District, one of whom shall be a Delegate or a current office holder on a District Committee or an Area Committee. District representatives to the Region Committee must as far as possible represent the geographic spread of Members within the District. In the event a District Committee or an Area Committee cannot agree on their representatives to the Region Committee, the National Secretary shall determine representation based on the membership numbers within the District.
- 1.3 Whenever voting is required, voting shall be conducted on the basis of one vote per representative attending. Proxies are not provided for, however where, through no fault of their own, an elected representative is unable to attend, their District may send a substitute.
- 1.4 The Region Committee's prime responsibility is for the selection of their Region's Director to the Board of Directors of the Association. Region Directors are elected in accordance with rule 36 (*Election of Region Directors*).
- 1.5 Region Committees shall be responsible for ensuring their Director is informed of all matters requiring representation to the Board and to this end the Director shall be entitled to attend all Region meetings but shall not have voting rights.
- 1.6 Casual vacancies of Region representatives shall be filled in the same manner as originally provided for the position except that it shall not be necessary to wait until an annual meeting. The period for which a casual vacancy is filled shall be only for the unexpired portion of the representative's term.
- 1.7 Funding for all Region activities, such as accommodation expenses, venue hire, etc, will be through National Office via the Region Director.

2 District Committees

- 2.1 District Committees shall be established within each District to provide direct liaison, communication and representation for all Members within the District, and shall be required to establish lines of communication with the District Commander and staff in order to represent effectively the views of Districts, Areas and National Office when required.
- 2.2 Despite rule 2.1, in a District where Area Committees are established across the entire District, each Area Committee will provide 3 representatives who shall become the District Committee and from whom the appropriate District office holders will be elected.

- 2.3 There shall be an annual meeting of the financial Members stationed in each District, to be held not later than 31 July in each year, notice of such meeting to be given in such manner as the District Committee deems expedient.
- 2.4 Despite rule 2.3, where Area Committees are established across the whole of the District, the District annual meeting of Members will be dispensed with in lieu of Area annual meetings of Members.
- 2.5 At or in conjunction with the District annual meeting, the financial Members stationed in the District shall elect from among their number, either in person or by proxy or by postal ballot, a District Committee of not fewer than 5 members to administer the affairs of the Association in the District for the ensuing year.
- 2.6 Where members vote by proxy, signed proxy forms must be in the hands of the secretary of the District Committee not less than 24 hours prior to the time fixed for the meeting for which they are given.
- 2.7 The District Committee shall include, as far as practicable, a diverse representation.
- 2.8 At the first meeting of the District Committee following each District annual meeting, the District Committee shall elect the following office-holders from among its number: a chairperson, a vice-chairperson, a Delegate, a secretary, a treasurer, and a welfare officer. The offices of secretary and treasurer may be combined. Subject to rule 26 of this Constitution (*Delegates*), the office of Delegate may be combined with any other District Committee office.
- 2.9 The chairperson and secretary of each District Committee shall receive free membership of the Association and Police Welfare Fund, and/or any other recognition as conferred by Conference from time to time in recognition of the contribution they make towards the effective operation and administration of the Association.
- 2.10 In Districts where one or more Area Committees are established, each Area Committee of the District will be required to provide 3 members as representatives on the District Committee for that District.
- 2.11 Any member of the District Committee who fails to attend 3 consecutive meetings shall cease to be a member thereof unless that member obtains leave of absence from the Committee for sufficient cause.
- 2.12 **Term:** members of the District Committee shall hold office for 1 year, commencing at the end of the District Annual Meeting at which they were elected and retiring at the end of the subsequent District annual meeting, unless one of the following earlier occurs:
 - (a) they resign from office by giving 1 month's notice in writing to the Committee;
 - (b) they cease to be a Member of the Association;
 - (c) they are transferred from the District (unless they have received the approval of the National Secretary and the support of the Committee

to remain a member of the District Committee despite the transfer), provided that the Delegate of a District or Area must be stationed in the District or Area they were elected to represent;

- (d) their office is forfeited under rule 2.11 of this schedule; or
- (e) they die.

Retiring Members shall be eligible for re-election.

- 2.13 Should the number of members of a District Committee fall below 5 at any time during the year, the District Committee shall elect a Member to fill the vacancy for the unexpired term of office.
- 2.14 The District Committee shall meet at such times as they may deem expedient.
- 2.15 Each District Committee shall fix the quorum for its own meetings.
- 2.16 At meetings of the District Committees, each member thereof shall have one vote provided that in the event of an equality of votes the chairperson shall have both a deliberative and a casting vote.
- 2.17 The District Committee shall be the preferred medium of communication between Members of the District and the Board of Directors, and the National Secretary, and shall attend to all matters affecting the Members within the District. However, this shall not preclude Region Committees and Region Directors communicating with these or any other office holders on matters of regional interest or those being advanced on behalf of a District or Area. Where necessary, the District Committee shall convey to the Board of Directors the views of Members on matters coming within the scope of the Association and shall report on matters brought before it by Members for the consideration of Conference or the Board of Directors.
- 2.18 If any application for assistance is received by the District Committee from a Member, the committee shall forward the application to the Board of Directors together with their recommendation in regard thereto, unless the matter is satisfactorily adjusted by local action; and applications for assistance shall be forwarded notwithstanding that the recommendation may be against the granting of assistance.
- 2.19 Where in the opinion of any District Committee local business referred to the Board of Directors has not been adjusted satisfactorily, that District Committee shall have the right to appoint any Member as a Delegate to the Board of Directors. Such Delegate shall be entitled to enter fully into the discussion of such business by the Board of Directors, but shall not have a vote.
- 2.20 The District Committee shall convene the District annual meeting referred to in rule 2.3 of this schedule, and other meetings of Members as it may consider desirable in the interests of the Association: any meeting of Members shall be convened by the District Committee within 14 days of the receipt by the secretary of the District Committee of a requisition signed by

not fewer than 15 Members of the District requiring a meeting and specifying the business for which such meeting is to be called.

- 2.21 At any general meeting, any Member may vote on behalf of such other Members as have lodged with that Member a signed authority in that behalf.
- 2.22 The District Committee shall be responsible to the Board of Directors for the proper management of the affairs of the Association within the District, including the due observance of the Constitution by Members, the preparation of statements and returns, and the keeping of proper books of account.
- 2.23 Each member of the District Committee ceasing to hold office shall forthwith hand over to their successor or to the continuing members of the Committee all books, papers, accounts, moneys and other property of the Association for they are accountable.
- 2.24 At the end of the financial year, the treasurer of the District Committee shall prepare a statement of expenditure for the preceding 12 months, which shall be made available for inspection by Members at the District annual meeting.
- 2.25 Within 14 days after the District annual meeting, the secretary of the District Committee shall forward to the National Secretary a copy of the annual report of the District Committee.
- 2.26 The nomination and election of a District Committee may be by such method as may be determined by Members of any District. In the event of no other method being determined, the following shall apply:
 - (a) A returning officer shall be appointed by the District Committee in each District.
 - (b) Nominations shall be forwarded to the returning officer not later than 1 week prior to the date of the District annual meeting, such nomination to be in writing, signed by 2 Members, and bearing the nominee's signed acceptance.
 - (c) Failing the required number of Members being nominated, the Members nominated by this system shall be declared elected and further vacancies filled in person at the District annual meeting.

3 Area Committees

- 3.1 Within any District where there are at least 40 Members stationed at a particular location or adjacent locations and where the majority of Members are in favour, the Members, with the support of the Region Committee, may submit an application to the National Secretary to establish their own Area Committee. Where the new Committee will be for the benefit of the Association any such request will not be unreasonably refused.
- 3.2 An Area Committee will provide direct liaison, communication and representation for all Members within the Area and will establish lines of communication with both the Association District Committee, if applicable, and the relevant Police management in order to represent effectively the views of the Members and the Association National Office when required. In

Districts where there is no District Committee, each Area Committee of the District will be the preferred medium of communication between Members of the Area and the Board of Directors, and the National Secretary, and shall attend to all matters affecting Members within the Area.

- 3.3 The National Secretary, following a recommendation from the Region Committee, or Board of Directors, may also disestablish any such Area Committee if it is considered it is not demonstrating benefit to the Association, provided, however, that where there is dissatisfaction with a decision of the National Secretary to establish or disestablish any such Committee, the Members affected may appeal this decision to Conference.
- 3.4 The Rules governing District Committees shall apply as far as practicable to each Area Committee which will have the same rights as a District Committee with the following modifications:
 - (a) The Area will, in the first instance, at all times work with and through the District Committee in which the Area is located, and to facilitate this will provide 3 Members of the District Committee.
 - (b) Where the Area Committee has a different position from that of the District Committee on any matter, the Area Committee will, in the first instance, raise the matter with their Region Director.
 - (c) Where the difference cannot be reconciled, the Area Committee may communicate directly with the National Secretary and the Board of Directors, provided that copies of all such communications are sent to the secretary of the relevant District Committee at the same time. All copies so received by the secretary of the District Committee shall be placed before the District Committee at the next meeting. The District Committee may if it so wishes make representations to the National Secretary and Board of Directors regarding any matter so forwarded.
 - (d) To investigate any matter brought before the Area Committee by any Member in the Area and to make representations thereon direct to the officer in charge of the Area or to the District Committee or Board of Directors.
 - (e) To deal with all matters reasonably incidental to the above.
 - (f) Subject to rules 2.3 and 2.4, there shall be an annual meeting of the financial Members stationed in each Area, to be held not later than 31 July in each year, notice of such meeting to be given in such manner as the Area Committee deems expedient. Provided however that Meetings of Members of the Area or of the Area Committee shall not be convened or held at any time in conflict with a general meeting of Members of the District.
 - (g) For the avoidance of doubt, and subject to rule 26 of this Constitution (*Delegates*), where Conference has approved an Area Committee to have a Delegate, the Area Committee shall, at the first meeting of the Area Committee following each Area annual meeting, elect one of its number as the Area's representative Delegate to Conference. The office of Delegate may be combined with any other Area Committee office.

member in the Area may at their option make representations either to the Area Committee or direct to the District Committee in the first instance.

3.6 Rules 2.17 and 2.26 of this schedule 3 are subject to this rule 3.

SCHEDULE 4: STANDING ORDERS

1. When a quorum is not present within half an hour after the time fixed for any meeting, or an adjournment thereof, the meeting shall lapse, and the member or members present shall not have power to transact any business, except to record attendance.
2. No member shall be allowed to leave the meeting without the consent of the chairperson.
3. At every meeting the first business shall be the reading of the minutes of the previous meeting, and no discussion shall be permitted thereon, except as to their accuracy as a record of proceedings, and if the minutes are deemed accurate, they shall be confirmed, and the chairperson shall sign them.
4. After reading the minutes the order of the business shall be as follows, or as near thereto as practicable, but the order of business may, whenever it is considered advisable, be altered by special resolution:
 - (a) business arising out of the minutes;
 - (b) correspondence, consideration of and ordering thereon;
 - (c) financial officer or treasurer to declare the bank balance;
 - (d) the passing of accounts;
 - (e) presentation of reports on Committees;
 - (f) orders of the day;
 - (g) special business;
 - (h) notices of motion.
5. Except for the ratification of Collective Agreements and variations, voting shall be by a show of hands, and it shall be compulsory for all members present to vote on the question before the meeting. Voting for the ratification of Collective Agreements and variations shall be as prescribed in the Constitution.
6. Any member may call for a division, where the names of members voting for and against the motion respectively shall be recorded.
7. Any question decided by vote cannot be further discussed at the same sitting.
8. Every notice of motion shall be in writing, signed and dated by the mover and seconder.
9. No motion shall be proceeded with in the absence of the member who gave notice of same, unless such member shall have deputed some other member to move the motion, or shall have otherwise specially signified a desire for the motion to be proceeded with, notwithstanding such member's absence.
10. A motion may be withdrawn by the mover, with the permission of the seconder. No motion may be discussed until it has been seconded.

11. No amendment shall be received which is a direct negative to a motion, or which does not preserve the substance of such motion, except always notices of motion for alteration of the Constitution, which may be dealt with in the usual manner.
12. No second or subsequent amendment, whether upon an original proposition or upon an amendment, shall be considered until the previous amendment has been disposed of.
13. If any words of an original question be rejected, the proposed insertion of other words shall form the next question, after which any further amendment to insert other words may be moved.
14. If an amendment be negatived, then the second amendment may be moved to the question to which the first-mentioned amendment relates, but only one amendment shall be submitted for discussion at one time.
15. If a debate on any motion, or on any order of the day, moved and seconded, be interrupted by the number of members present falling below a quorum, such debate may, on notice of motion, be resumed at the point where it was so interrupted.
16. When the chairperson is called upon to decide a point of order, the chairperson shall state the rule which is deemed applicable but shall not discuss it and the chairperson's decision shall be final.
17. Every member wishing to speak shall first gain the chairperson's attention by signalling who will then call on the member to speak. The member must confine themselves to the question under consideration, avoiding personalities and unbecoming language. No member while speaking shall impeach the motives of a fellow member or treat another member disrespectfully. Any departure from this rule shall be deemed a violation of order and shall render an offending member liable to censure.
18. Every member when addressing the chairperson shall be limited to 10 minutes, except the mover of a motion, who shall not exceed 15 minutes.
19. No member shall speak twice to the same motion (except by way of explanation) but the mover of any motion shall at the end of the debate upon it have the right of reply (not exceeding 10 minutes).
20. A member moving a motion shall be held to have spoken thereon, but a member merely seconding a motion shall not be held to have spoken upon it.
21. If two or more members wish to speak at the same time the chairperson shall decide which is entitled to priority.
22. At special or adjourned meetings, special or adjourned business only shall be dealt with, but any special or adjourned meeting may be turned into an ordinary meeting by special resolution when ordinary business may be dealt with.

23. A book shall be kept wherein shall be recorded all rulings of the chairperson, who shall refer to such book for any previous decisions, and shall, so far as possible, rule in accordance with them.
24. In any case where these Standing Orders apply but are silent on a particular matter, the Standing Orders of Parliament shall be adopted.
25. The names of the members present shall be recorded in the minutes of each meeting.
26. The names of the proposer and seconder of every resolution shall be entered in the minutes, and if the mover and seconder of a motion or amendment which has not been carried shall wish the same to be entered on the minutes it shall be so entered.
27. Any member acting contrary to any of these Standing Orders shall be called to order, and should that member persist, they may be suspended from taking any further part in the business of that sitting.
28. Two thirds of the members present may suspend, for a single sitting, any of the foregoing Standing Orders.
29. Matters of a confidential or sensitive nature, such as an application for legal assistance, shall not be discussed at a meeting unless the meeting has first determined, by resolution, that the meeting shall move "into committee". Only elected Members and other interested parties on the invitation or with the agreement of the meeting may attend "in committee" discussions. Minutes of "in committee" discussions shall record only the time of moving into and moving out of "committee".

SCHEDULE 5: RATIFICATION PROCEDURES

1. A new Collective Agreement will be ratified and accepted where the proposed Agreement is supported by not less than 50% +1 of the votes cast by Members of the Association covered by the proposed agreement.
2. Except for special votes, and subject to rule 19 of this schedule, voting will generally be by way of a secret ballot of Members covered by the proposed Agreement and cast at meetings called specifically for the purpose of ratifying the proposed Collective Agreement.
3. Numbered ballot papers will be distributed at each meeting at the conclusion of any explanation of the proposed Collective Agreement.
4. A ballot box will remain open at each meeting until all Members who attended the meeting have voted or for 30 minutes after distribution of the ballot papers, whichever occurs first.
5. Once the ballot is closed all votes will be sealed in an envelope. The result of the meeting will not be declared until all ratification meetings are completed and all votes, including special votes, are counted.
6. Members should make every endeavour to attend a ratification meeting.
7. A member who has a *bona fide* reason for not being able to attend a ratification meeting may apply to the National Secretary for a special vote.
8. Special votes will only be considered for Members who:
 - (a) can reasonably anticipate they will be absent on the notified date of their relevant meeting(s); or
 - (b) at short notice are unable to attend a meeting and no alternative meeting can reasonably be attended.
9. Days off or shift work will not of themselves be reason for a special vote.
10. The National Secretary is the sole arbiter in approving special votes and his/her decision is final.
11. Despite rule 10, the National Secretary may authorise an alternative person, approved by the Board of Directors, to approve special votes on his/her behalf.
12. A Member who can reasonably anticipate that they will be absent on the notified date of a meeting they would normally expect to attend must submit an application for a special vote in the prescribed form to the National Secretary prior to the ratification meetings commencing. Where a special vote is approved, the National Secretary will make available relevant information to the Member and the special vote ballot paper. A special vote under this rule 12 must be submitted prior to the conclusion of all the ratification meetings.
13. A Member who, at short notice, is unable to attend a ratification meeting must submit an application for a special vote in the prescribed form to the National Secretary within 3 working days of the date of the meeting the Member would normally have expected to attend. Where a special vote is approved the National Secretary will make available relevant information to

the Member and the special vote ballot paper. A special vote under this rule 13 must be submitted within 2 working days of being approved.

14. All votes by secret ballot at ratification meetings will be counted and collated along with all special votes.
15. A Collective Agreement will be ratified where not less than 50% + 1 of the total votes cast by Members of the Association covered by the proposed agreement are in favour of accepting the settlement.
16. The ratification procedure for a variation to a Collective Agreement will, for a matter affecting members generally, be the same procedure as in rules 1 to 15 of this schedule, unless an alternative ratification procedure, such as by postal vote or electronically, is determined by the Board of Directors and duly notified.
17. Despite rule 16, where the variation will only affect one or more defined group(s) of Members, only the Members directly affected will be entitled to vote to accept, or not accept, the variation. The ratification procedure will be that provided for in rule 16 of this schedule.
18. Despite rule 17, for the purposes of ratification for the first time collectively of both the constables' and Police employees' Collective Agreements which expire on or after 30 June 2018, electronic voting will be used in 2 Districts specified by Conference instead of the procedures identified in Rules 2 to 15 of this schedule.
19. The Board may determine in its discretion and in any particular case that voting in respect of a new Collective Agreement is to occur on an electronic basis. In such a case, the Board will determine the procedural requirements for such electronic voting, and the procedural requirements of this schedule will be deemed modified accordingly.