



**CONSTITUTION OF COMMUNITY HOUSING AOTEAROA  
INCORPORATED *NGĀ WHARERAU O AOTEAROA***

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COMMUNITY HOUSING AOTEAROA INCORPORATED**  
*Ngā Wharerau o Aotearoa*

**1. NAME**

- 1.1 The name of the Society shall be Community Housing Aotearoa Incorporated *Ngā Wharerau o Aotearoa* (“Community Housing Aotearoa”, “CHA” or the “Society”).

**2. VISION AND MISSION**

- 2.1 Community Housing Aotearoa’s vision is to see all New Zealanders well-housed, delivered in part by a Community Housing sector that gives New Zealanders a broader choice of good quality, affordable and secure housing options.
- 2.2 Community Housing Aotearoa’s mission is “Supporting the growth and development of Community Housing in New Zealand”. This includes brokering the relationships, resources, and sector capability necessary to deliver Community driven housing alternatives for people in need of good quality, affordable and secure housing. We do this through expanding the Community housing stock, increasing the visibility and credibility of the sector and by developing the capacity of the sector to provide viable, long term housing solutions.

**3. OBJECTIVES AND CHARITABLE STATUS**

- 3.1 The objectives of Community Housing Aotearoa shall be:

- i. To be the Voice of the Community housing sector
- ii. To build Capacity and foster Collaboration
- iii. To promote best practice in housing Policy
- iv. To champion quality and Excellence

- 3.2 The objectives of the Society are further clarified as being:

- i. To be a network of Member organisations offering mutual support and encouragement, sharing different models of Community housing and best practice adopted by each of the Members so that each can learn from the others.
- ii. To provide leadership to the Community housing sector.
- iii. To advocate nationally and regionally for Community Housing, promoting the work of Community Housing Organisations among other sectors, Kāinga Ora Homes and Communities (or any successor thereto), local government and central government.
- iv. To provide support to Members and their employees in their work and increase the capacity of Member organisations and their workforce. To advocate for and develop standards that Member organisations will be encouraged to exceed.
- v. To conduct and/or commission research in the field of Community housing.

- 3.3 The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Society. Unless acting

in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

#### 4. **VALUES and PRINCIPLES**

##### 4.1 The values which Community Housing Aotearoa operates on are:

- i. Integrity;
- ii. Courage;
- iii. Collaboration; and
- iv. Equity.

##### 4.2 The principles on which Community Housing Aotearoa is founded are:

- i. Local ownership and leadership;
- ii. Providing a community based alternative to public and private provision;
- iii. Responsiveness to residents;
- iv. Transparency in information-sharing between Members;
- v. Collaboration and co-operation;
- vi. Treaty-based practices;
- vii. Sustainable outcomes;
- viii. Quality and agreed standards; and
- ix. Commitment to the whole entity.

#### 5. **TREATY OF WAITANGI**

##### 5.1 Community Housing Aotearoa acknowledges its commitment to Te Tiriti o Waitangi.

##### 5.2 Community Housing Aotearoa will seek negotiated relationships with Māori organisations in order to further the objectives outlined in this Constitution. Its structures and processes will allow both Māori and tauwiwi to make their own decisions.

#### 6. **INTERPRETATION**

**“Act”** The Incorporated Societies Act 2022.

**“AGM”** the Annual General Meeting of the Society.

**“Appointed Council Member”** a Council Member elected in accordance with clause 13.3.

**“Chairperson”** an Officeholder who is appointed by the Council from among them to coordinate and chair Council and General Meetings.

**“Constitution”** refers to the constitution of Community Housing Aotearoa.

**“Community Housing”** means Communities working together to define and meet their housing needs, using public and private funds where necessary.

**“Community”** may be a group defined by commonality of interest or locality.

**“Community Housing Organisations”** formal and informally constituted bodies that share an interest and focus on Community Housing.

**“Council”** an elected body responsible for the governance of Community Housing Aotearoa.

**“Council Member”** an elected or appointed member of the Council.

**“Elected Council Member”** a Council Member elected in accordance with clause 13.2.

**“Executive”** an individual employed by the Council responsible for management of Community Housing Aotearoa and employment of staff of Community Housing Aotearoa.

**“Financial Year”** will run from 1 July to 30 June.

**“General Meeting”** an AGM or a SGM of the Society, conducted in accordance with clause 11 of this Constitution.

**“Members”** refers to Members of Community Housing Aotearoa, as defined in clause 7 of this Constitution

**“Members’ Register”** a list of Members, maintained by the Executive.

**“Officer”** or **“Officers”** a Council Member for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.

**“Officeholder(s)”** Council Members holding specific roles such as Chairperson, Vice-Chairperson and Treasurer as set out in clause 15.1.

**“Peak Body”** a national organisation or network that represents and serves the interests of its members.

**“Purposes”** means the purposes in clause 3 of this Constitution.

**“Social Housing”** not for profit housing programmes that help low and modest-income households and other disadvantaged groups to access appropriate, secure and affordable housing.

**“Te Matapihi”** Te Matapihi He Tirohanga Mo te Iwi Trust the independent voice for the housing sector, advocating Māori housing policy, fostering growth through regional forums, and sharing valuable resources.

**“Vice-Chairperson”** an Officeholder who is appointed by the Council as Vice-Chairperson from among them to assist the Chairperson meet her or his responsibilities.

**“Notice”** communication in writing, whether in hard copy or electronic form (including, for example, email or website posting). Notices handed to the person in question, delivered by electronic form or delivered by post or courier are deemed to have been delivered in accordance with clause 11.9.

## 7. MEMBERSHIP

- 7.1 The primary purpose of membership of Community Housing Aotearoa is to enhance and promote the work of the Community Housing sector in New Zealand.
- 7.2 Membership of Community Housing Aotearoa is open to all individuals, iwi, groups, organisations and businesses which operate, own, invest, partner, develop or reside in affordable, Community and/or Social Housing, providing their aims and objectives are consistent with the objectives of Community Housing Aotearoa and they do not have aims and objectives that contradict the objectives of Community Housing Aotearoa.
- 7.3 An applicant for membership of Community Housing Aotearoa shall lodge a written application with the Council providing consent by that person or, in the case of a body corporate, a person acting under the body corporate's express or implied authority to become a member.
- 7.4 The following requirements must be met before an applicant is able to be admitted as a Member:
- i. The annual subscription must be received by Community Housing Aotearoa; and
  - ii. The application must be approved by the Council or by an individual or group to whom Community Housing Aotearoa has delegated its authority.
- 7.5 There shall be three (3) categories of membership:
- i. **Full Members:** These are bodies corporate or unincorporated groups who are Iwi, Māori and Pacific Island and Community Housing or voluntary housing organisations and groups which are organised on a charitable or not-for-dividend basis and either:
    - (i) Providers of Community Housing;
    - (ii) Groups intending or seeking to become providers of Community-housing;
    - (iii) Groups of residents/tenants of Community Housing; or
    - (iv) Groups which advocate for Community Housing or residents of Community Housing as part of their work.
  - ii. **Partner Members:** These are individuals, bodies corporate or unincorporated groups who are local authorities, private development companies, and other private and public entities which invest, operate, own or develop affordable, Community and/or Social Housing. Partner Members do not have the right to vote or be counted towards quorum.
  - iii. **Reciprocal Members:** These are Full Members or Partner Members who are given reciprocal membership rights where there are perceived mutual benefits to be gained as set out in clause 18.3. Reciprocal Members do not have the right to vote, will not be counted towards quorum and are not required to pay subscription fees.
- 7.6 Each Full Member shall be entitled to one vote at General Meetings as provided in this Constitution.
- 7.7 The Council has the discretion to create different levels of membership or categories of subscription.

- 7.8 The Council has the discretion to confer different benefits to different levels of membership or categories of subscription, including determining their roles, responsibilities and powers, provided that such benefits are consistent with the Constitution and do not alter the prescribed categories of membership.
- 7.9 Upon approval by the Council, the Executive shall ensure that:
- i. The applicant's name, physical or email address, phone number, date on which they became a Member, the name of the body corporate or unincorporated body representative who has the authority to exercise the body corporates right to vote (and other particulars as prescribed in this Constitution) are entered in the Members' Register;
  - ii. The name of any Member who has ceased to be a Member within the previous seven (7) years and the date on which they ceased to be a Member; and
  - iii. The applicant is notified of the details accordingly entered into the Members' Register and is provided with a copy of this Constitution.
- 7.10 Where a Member is a body corporate, they must nominate a representative to be recorded on the register of Members as having the authority to exercise that Member's right to vote, and must notify the Council of any change to their nominated representative.
- 7.11 Where a Member is an unincorporated group, a member of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:
- i. become a Member of the Society and act as a representative of the unincorporated group;
  - ii. have the authority to exercise the unincorporated group's right to vote; and
  - iii. be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.

The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society. The nominated group must also share with the Society a list of its members, including as a minimum the names and contact details of members, and notify the Society of any changes to this list.

## **8. TERMINATION OF MEMBERSHIP**

- 8.1 A Member shall cease to be a Member of Community Housing Aotearoa if the Member:
- i. gives Notice to the Executive of the intended resignation of that Member;
  - ii. fails to pay the annual subscription fee within three months of its due date; or
  - iii. dies, or in the case of a body corporate on dissolution. The cessation of membership is effective from the date of death or dissolution.
- 8.2 From the date a Member ceases to be a Member of Community Housing Aotearoa the Member shall immediately cease to hold any office of Community Housing Aotearoa or to be entitled to any privileges of membership of Community Housing Aotearoa thereof.

- 8.3 Before Council resolves to recommend expulsion of a Member it shall follow the Dispute Resolution Procedures set out in Schedule 1 of this Constitution.

## 9. SUBSCRIPTION

- 9.1 The Council shall provide a recommendation for the amount of the annual subscription to Full Members for decision at the AGM.
- 9.2 Community Housing Aotearoa will set the annual subscription at the AGM by a majority vote.
- 9.3 The annual subscription shall be payable by all Members (for the avoidance of doubt both Partner and Full Members) within three (3) months of the start of the membership year commencing on 1 July and ending 30 June.

## 10. ALTERATION OF THE CONSTITUTION

- 10.1 The Constitution of Community Housing Aotearoa may be altered, added to, rescinded or substituted in part or whole by a two-thirds majority of Full Members present and entitled to vote at any General Meeting of Community Housing Aotearoa.
- 10.2 The motion to alter, add to, rescind or substitute any part or the whole of the Constitution must be made by in writing by a Member.

### PROVIDED THAT

- 10.3 Notice of the motion mentioned in 10.2 must be received by the Executive at least 26 days before the date of the said General Meeting and the Executive must have forwarded the text of the motion to all Members at least fourteen (14) days before the date of the said General Meeting.
- 10.4 No motion to alter, add to, rescind or substitute any part or the whole of the Constitution will be voted on by Community Housing Aotearoa if the motion detracts from the charitable nature of Community Housing Aotearoa.
- 10.5 Minor amendments that have no more than a minor effect, correct errors or make similar technical alterations may be proposed by the Council through a Notice to the Members. The Notice procedures are the same as provided in 10.3. If the Council does not receive an objection within twenty (20) working days the Council may make the amendment. If an objection is received, then the Council may not make the amendment.

## 11. GENERAL MEETINGS

- 11.1 The Council or the Executive shall call an AGM once in every calendar year.
- 11.2 The AGM will be held within six (6) months of the end of the previous Financial Year and no later than fifteen (15) months after the previous AGM.
- 11.3 The purpose of the AGM will be to present accounts and annual reports, to agree an annual plan, to elect the Council Members and other business required by these rules to be done at the AGM. The Executive is responsible for sending out the Notice of the AGM to all Members which will include, at a minimum, the following information:
- i. An annual report on the operations and affairs of CHA during the previous Financial Year;
  - ii. CHA's financial statements for that period;

- iii. Notice by Officers of conflict of interest disclosures;
  - iv. List of candidates for elected positions, if any; and
  - v. Minutes from the prior AGM for approval and that minutes will be taken of the upcoming AGM.
- 11.4 The Chairperson shall call a General Meeting of Community Housing Aotearoa if he or she receives a written request from any fifteen (15) of the Full Members or by order of a resolution of the Council. The Executive is responsible for sending a Notice of the General Meeting to all Members.
- 11.5 Members of Community Housing Aotearoa shall receive at least twenty-one (21) days' Notice of the time, date and venue of all General Meetings. Notice shall be made by circulation of an email or letter.
- 11.6 In the event that the required twenty-one (21) days' Notice of a General Meeting is not received by all Members of Community Housing Aotearoa, such a General Meeting may nonetheless be held, provided that a minimum of three (3) days' Notice, whether written or oral, has been given to a simple majority of the Members. Reasonable efforts must be made to notify all Members of the General Meeting with not less than three (3) days' Notice.
- 11.7 No business other than that for which Notice has been given shall be brought forward at any General Meeting. No resolution can be passed in lieu of a General Meeting.
- 11.8 No business shall be transacted at any General Meeting unless there is a quorum of fifteen (15) Full Members at the commencement of such business. For purposes of establishing a quorum, proxies and electronic participation are counted along with all those Full Members present.
- 11.9 Any Notice is deemed to be given and received:
- i. in the case of physical delivery, when the notice is handed to the recipient or delivered to the address of the recipient;
  - ii. in the case of posting, 2 days after it is posted; and
  - iii. in the case of electronic means, at the time it was sent.
- 11.10 The right to vote shall be exercised in person, by electronic participation, by proxy or alternatively a signed vote shall be received by the Society's registered office by mail or email 24 hours before the said General Meeting. At the Chair's discretion, voting shall be either by a paper ballot, a voice vote or by a show of hands and will include any mail or email received within the acceptable timeframe from a Full Member except where exceptions are provided for in this Constitution.
- 11.11 Notice of a proxy must be delivered to the registered office of Community Housing Aotearoa for the proxy to be recognised. With respect to a Full Member who is a body corporate, the Notice must signed by their representative. With respect to a Full Member who is an unincorporated group, the notice must be signed by the member of that unincorporated group who has been nominated to be a Member of the Society.
- 11.12 Notice of the proxy must be delivered not less than 24 hours before the time of the General Meeting at which the proxy will vote on behalf of the Full Member.



- 11.13 Any proxy given by a Full Member who is overseas shall be valid for up to one year, unless it is revoked sooner by Notice delivered to the registered office of Community Housing Aotearoa. The revocation will take effect from the date it is received by Community Housing Aotearoa or by the date specified in the Notice of revocation, whichever is later.
- 11.14 If there is a no majority determined by a vote the motion will be deemed to have been lost.
- 11.15 The Elected Council Members may appoint from among themselves or the other Council Members who will be the Officeholders, being the Chairperson, Vice Chairperson, and Treasurer at the next Council meeting following the AGM.
- 11.16 The Elected Council Members shall undertake an audit of the current Council membership in order to identify gaps in the make-up of the Council. The audit will consider but not be limited to achieving a balance of:
- i. Experience;
  - ii. Diverse skills including financial, legal, communications, human resources and fundraising in addition to knowledge of Community Housing;
  - iii. Regional representation;
  - iv. Cultural representation;
  - v. Representation of large, well established organisations and smaller or emerging organisations;
  - vi. Organisations specialising in the needs of different tenants; and
  - vii. Organisations specialising in low cost home-ownership or affordable rental.
- viii. The Elected Council Members shall take account of the audit outcome in clause 11.16 and appoint the remaining Council Members in accordance with clause 13.3 to achieve a balanced Council representing the diversity of Members.
- 11.17 The Society may at any AGM appoint a solicitor, an auditor and other positions it deems necessary. For the avoidance of doubt any solicitor, auditor or other positions appointed in accordance with this clause will not be Council Members.
- 11.18 In the event of a tied vote, the Chairperson will have the casting vote.
- 11.19 Where half (1/2) or more of the Council Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Council Members may vote on the matter. Where only one (1) Council Member remains, a Special General Meeting of the Society must be called to determine the matter.
- 11.20 A Full Member may request that a motion be voted on at an AGM by giving Notice to the Council at least fifteen (15) days before that AGM. The Full Member may also provide information in support of that motion. Notice of a Full Member motion must be given to Full Members with the details of the method of voting in clause 1.1iv.

## 12. RULES

- 12.1 Community Housing Aotearoa may make, amend or rescind rules for the management and governance of Community Housing Aotearoa.
- 12.2 Rules shall be made by a majority of the Full Members at a General Meeting. Members shall be notified of proposed rule changes at least twenty-one (21) days before a General Meeting.
- 12.3 Any rule made or amended must not be inconsistent with any part of this Constitution. If a rule is inconsistent with any part of this Constitution the rule shall be deemed to be invalid.
- 12.4 The enforcement of any rules shall be the responsibility of the Council.

## 13. COUNCIL MEMBERSHIP

- 13.1 The Council shall consist of no less than six (6) and no more than nine (9) Full Members, including the Chairperson. A majority of the Council must also be Full Members of the Society or representatives of bodies corporate or unincorporated bodies that are Full Members of the Society. The Council Members will consist of the following:
  - i. one (1) Council Member appointed by Te Matapihi;
  - ii. up to five (5) Elected Council Members elected in accordance with clause 13.2; and
  - iii. up to three (3) Appointed Council Members appointed by the Elected Council Members in accordance with clause 13.3 on the basis of the skill sets and experience they bring to Council in accordance with clauses 11.6 and 11.7.
- 13.2 The election of Council Members will be conducted in the following manner:
  - i. Not less than twenty-one (21) days before the date fixed for the General Meeting, the Executive must give Notice to Full Members calling for nominations. The Notice must specify the number of seats available;
  - ii. A candidate's written nomination and consent under clause 15.4, accompanied by the support of a Full Member either in writing or by electronic means, must be delivered to the Council fifteen (15) days before the date of the General Meeting. Notices given to the Council under this clause 13.2 must contain sufficient detail required by the Council;
  - iii. Subject to the term limits set out in clause 13.5, a Council Member eligible for re-appointment may deliver their written nomination, accompanied by their consent under clause 15.4 to the Council ten (10) days before the date of the General Meeting;
  - iv. The Council must, not less than seven (7) days before the General Meeting, provide all Full Members with a list of all validly nominated candidates and details of the method of voting (including electronic ballot procedures), together with any necessary instructions to cast their votes;
  - v. The nominees will be subject to a provisional vote of Full Members which must be cast not less than twenty-four (24) hours before the General Meeting;
  - vi. Full Members will vote in accordance with the manner set out in the Notice provided in accordance with clause 1.1iv;

- vii. Nominees will be provisionally elected as Elected Council Members in order of vote percentage received from highest to lowest with the Elected Council Member's term taking effect, subject to ratification at the next General Meeting, from the conclusion of the next General Meeting;
  - viii. In the event of a tied vote between nominees, the Chairperson will have casting vote;
  - ix. If there are insufficient numbers of nominees received for the positions on the Council which need to be filled, the Council will call for additional nominations in accordance with clause 1.1i - 1.1iv noting that the timeframe for receiving the second call for nominations under clause 1.1v will be ten (10) days before the date of the General Meeting and the process under clause 1.1vi will be followed; and
  - x. If, after the process for election in clause 13.2 has been followed, and vacancies remain, the Council may exercise its power under clause 13.11.
- 13.3 The Elected Council Members will appoint up to three (3) Appointed Council Members on the basis of the skill sets and experience they bring to Council in accordance with clauses 11.16 and 1.1viii at the next Council meeting after the AGM and may appoint the Officeholders in accordance with clause 11.15 at the same meeting. Appointed Council Members must provide their consent under clause 15.4.
- 13.4 If at any time before ratification at the next relevant General Meeting, a provisionally Elected Council Member resigns or dies, then the Council may exercise its power under clause 13.11.
- 13.5 Each Council Member's election and appointment will be subject to the following:
- i. Each Council Members will be elected or appointed for a term of two (2) years;
  - ii. If after the initial two (2) year term, an Elected Council Member wishes to continue in their role as a Council Member, they can be elected for two (2) further two-year terms;
  - iii. If after an Appointed Council Members's initial two (2) year term, the Elected Council Members may re-appoint the Council Member for two (2) further two-year terms; and
  - iv. After a Council Member (either elected or appointed) has served for three consecutive terms, the Council Member must stand down for one (1) year before being eligible for election or appointment again.
- 13.6 At every AGM each Council Member who's term will expiring will retire by rotation and may be eligible for re-election or re-appointment up to maximum of three (3) consecutive terms.
- 13.7 It is noted that the intention of clauses 13.5 and 13.6 is to rotate Council Members to ensure both change and consistency. Council Members and Full Members who are voting at meetings will be encouraged to keep this intention in mind.
- 13.8 If an Appointed Council Member resigns before the expiry of his or her term the Council may appoint a new Council Member bearing in mind the skills, region and ethnicity of the person who resigned.
- 13.9 If a Council Member who was appointed by Te Matapihi resigns before the expiry of his or her term, Council may ask Te Matapihi to appoint a replacement Council Member.

- 13.10 If a Council Member is replaced before the expiration of their term, the replacement Council Member will stand down or stand for election at the next annual elections. The replacement Council Member's actual time serving as a replacement counts toward the six (6) consecutive years maximum limit as a Council Member.
- 13.11 Where there are less than the minimum number of Council Members required by clause 13.1, the Council may:
- i. in the case of an Elected Council Member, appoint Council Members from the Full Members of the Society to fill the vacancy/ies who will then be eligible for election at the next General Meeting;
  - ii. in the case of an Appointed Council Member, appoint Council Members to fill the vacancy/ies in accordance with clause 13.8;
  - iii. in the case of a Council Member appointed by Te Matapihi, appoint a replacement Council Member in accordance with clause 13.9; or
  - iv. in the case of an Officeholder, appoint Council Members to fill the vacancy/ies in accordance with clause 16.1.
- 13.12 If at any time there are less than the minimum number of Council Members, the Council may carry out essential matters but may not undertake any action or make any decision until the number of Council Members is increased to the minimum number PROVIDED THAT the Council (once it has the minimum number of Council Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Council was composed of less than the minimum number of Council Members required by clause 13.1.

#### 14. **COUNCIL MEMBERS**

- 14.1 A Council Member may cease to hold office if they have:
- i. Become physically or is mentally incapable of acting as a Council Member;
  - ii. Tendered a written resignation;
  - iii. Ceased to be a Member of good standing in Community Housing Aotearoa;
  - iv. Not met the criteria as set out in clause 15.4 or is convicted of any criminal offence (excluding any minor traffic offence);
  - v. In the opinion of the majority of the Council Members the Council Member is guilty of misconduct;
  - vi. Become disqualified from being an officer under section 47(3) of the Act;
  - vii. Become disqualified from being an officer in accordance with the Charities Act 2005; or
  - viii. Died.
- 14.2 Where a majority of the Council Members consider that a Council Member may have through any action or inaction behaved in a manner that may amount to misconduct then the Dispute Resolution Procedures set out in Schedule One of this Constitution will be followed.

## **15. OFFICEHOLDERS OF COMMUNITY HOUSING AOTEAROA**

15.1 The Officeholders of Community Housing Aotearoa shall be:

- i. The Chairperson;
- ii. The Vice-Chairperson; and
- iii. The Treasurer.

15.2 Notwithstanding anything to the contrary in this Constitution, the Council has the discretion to appoint Co-Chairs from among them in lieu of a Chairperson and Vice-Chairperson.

15.3 The Treasurer must not be the same person as the Chairperson.

15.4 All Officers must:

- i. Be a natural person;
- ii. Consent in writing to be an Officer; and
- iii. Certify in writing they are not disqualified under Section 47(3) of the Act.

15.5 Contact Person(s) shall be appointed by Council from time to time to ensure there is always at least one and up to a maximum of three, contact persons at all times for the Registrar of Incorporated Societies to contact if and when needed. Contact Person(s) must be at least 18 years of age and ordinarily resident in New Zealand.

## **16. RESIGNATION OR REMOVAL OF OFFICEHOLDERS**

16.1 If an Officeholder ceases to hold office before the expiry of his or her term the Council may appoint a new Council Member in replacement, bearing in mind the skills, region and ethnicity of the person who resigned.

16.2 If an Officeholder is replaced before the expiration of their term the replacement Officeholder will only hold the office for the remainder of the outgoing Officeholder's term.

## **17. PURPOSE OF THE COUNCIL**

17.1 The purpose of the Council is to govern Community Housing Aotearoa.

## **18. PRINCIPLE FUNCTIONS OF THE COUNCIL**

18.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Council. The Council has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, including but not limited to the following functions of the Council:

- i. Setting expectations for Community Housing Aotearoa's overall performance;
- ii. Performance monitoring and assurance of Community Housing Aotearoa and ensuring legal and contractual compliance; and

Quality assurance and management of the Council's own performance, including selecting and employing the Executive.

- 18.2 The Council may appoint sub-committees to advise and to regulate financial and other matters as delegated by the Council to the committee to manage. Sub-committees shall be chaired by a Council Member who may invite non-Community Housing Aotearoa members with the relevant skills and experience onto the sub-committee. The composition of the sub-committee shall be ratified by Council.
- 18.3 The Council shall have the power to confer reciprocal membership rights to other membership organisations where there are perceived to be mutual benefits to be gained as set out in clause 7.51.1iii.

## 19. **ROLE OF THE COUNCIL**

### 19.1 The Council:

- i. Shall select and employ the Executive of Community Housing Aotearoa;
- ii. Shall meet as and when required by any five Council Members; and
- iii. Shall have the power and authority to do all things in the exercise of governance of Community Housing Aotearoa not required by this Constitution to be done at General Meetings.

### 19.2 The quorum for Council meetings shall be at least half of the current number of Council Members at the time of the meeting.

### 19.3 The absence of a Council Member from three consecutive Council meetings shall be deemed as a resignation from the Council by the Council Member, unless the Council decides otherwise.

### 19.4 Each Council Member, including the Chairperson, shall have one vote. Unless another majority is specified in this Constitution, the number of votes required to reach any decision will be a unanimous vote of the Council Members present and voting at the meeting. If a unanimous vote cannot be reached, then the decision will be decided by a simple majority of Council Members present and voting at the meeting. If no majority results from a vote the motion will be deemed to have been lost.

### 19.5 A resolution may be deemed valid and effective without the Council holding a meeting if all Council Members consent to it. The Council Member signing their name to the resolution shall evidence consent to the resolution.

### 19.6 When exercising their decision-making authority Council Members should take into consideration:

- i. The objectives of Community Housing Aotearoa;
- ii. Tikanga Maori and the Treaty of Waitangi, in particular tino rangatiratanga and kawanatanga;
- iii. Compliance with legislation including Acts, codes and regulations;
- iv. The protection of the good name of Community Housing Aotearoa;
- v. The protection of the ongoing public and private funding of Community Housing Aotearoa;
- vi. The relationship between the governance and management of Community Housing Aotearoa; and

- vii. The resources available to Community Housing Aotearoa, including human and financial.
- 19.7 At its first meeting after the AGM the Council will draw up a schedule of meeting dates.
- 19.8 Council meetings may be held in person, by video or telephone conference, or other means by which participants can simultaneously hear each other throughout the meeting, or a combination of the same, as the Council may decide.
- 19.9 Council motions may be passed electronically in between in-person meetings provided that:
  - i. Any motion that is agreed unanimously is accepted and formally ratified at the meeting and a minute of the unanimously agreed motion is prepared and circulated electronically to Council Members by the Chairperson; and
  - ii. When there is any dissent by a Council Member to the motion, there must be a two-thirds majority of Council Members present at the meeting in favour of the motion for it to be adopted.
- 19.10 The Council shall draw up a list of the (non-financial) contributions that Council Members are expected to make to the governance of Community Housing Aotearoa. These expectations will include, but not be limited to:
  - i. Meeting preparation and general participation in discussions at meetings;
  - ii. Attendance at meetings with other groups and stakeholders; and
  - iii. Contribution to strategic development and decision making between meetings.
- 19.11 In the event of a tied vote in any Council meetings, the Chairperson will have the casting vote.

## **20. MANAGEMENT OF COMMUNITY HOUSING AOTEAROA**

- 20.1 The Council shall select and employ an Executive for Community Housing Aotearoa. The employment relationship will be governed by the individual employment agreement, relevant employment legislation and the principles of tikanga Māori and the Treaty of Waitangi.
- 20.2 The Executive has responsibility for:
  - i. the management of Community Housing Aotearoa Incorporated;
  - ii. ensuring the Members' Register is accurate at all times; and
  - iii. the implementation of the Council's business plan.
- 20.3 Any delegation of the Executive's responsibility to any other persons or organisations must be approved by a resolution passed by Council at a full Council meeting. The Executive must supply the following information at the Council meeting stating:
  - i. The reasons; and
  - ii. The financial implications.

- 20.4 The Executive must comply with the requirements of Officers, including providing consent in accordance with clause 15.4.

## **21. SPOKESPEOPLE FOR COMMUNITY HOUSING AOTEAROA**

- 21.1 The spokespeople for Community Housing Aotearoa are:

- i. The Chairperson who must consult with one other Council Member before speaking publicly on behalf of Community Housing Aotearoa;
- ii. The Executive; and
- iii. Any person appointed by the Council and with the authority of the Council.

- 21.2 No other Member or Council Member of Community Housing Aotearoa may speak on behalf on the Community Housing Aotearoa without the consent of Community Housing Aotearoa or Council.

## **22. CONTRACTING METHOD**

- 22.1 Documents will be executed for the Society pursuant to a resolution of the Council, and the Society may enter into contracts by two (2) Council Members signing under the name of the Society and any other method approved in the Act.

## **23. FINANCIAL MATTERS**

- 23.1 Community Housing Aotearoa shall have a bank account.

- 23.2 Where a signature is required by the bank the following Officers shall have authority to sign for the Society:

- i. Treasurer and Chairperson together; or
- ii. Any of the Treasurer, Chairperson or Vice-Chairperson together with one Council Member. The Executive and any other Council authorised person(s) may sign with any one Council Member.

- 23.3 The Executive may invest any money belonging to the Society, which is not required for use in the immediate future, if approved by resolution of the Council or by the signature of the Chairperson, Treasurer and one other Council Member.

## **24. POWERS**

- 24.1 The Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.

## **25. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY**

- 25.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clauses 25.4 and 25.5 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 25.3. The resolutions described in this clause may be made at the same meeting of the Society.



- 25.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 25.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause clauses 25.4 and 25.5.
- 25.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- i. the Council must give at least twenty-one (21) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
  - ii. the Notice must include the matters required under section 228(4) of the Act; and
  - iii. the resolution must be passed by a three-quarter (3/4) majority of the Full Members present and entitled to vote in accordance with clause 11.10.
- 25.4 On a Full Member vote in accordance with clause 25.1 or 25.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the purposes of the Society as may be determined by a three-quarter (3/4) majority of the Full Members in accordance with clause 25.5.
- 25.5 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- i. the Council must give at least fourteen (14) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
  - ii. the Notice must include the matters required under section 228(4) of the Act;
  - iii. the resolution must be passed by a three-quarter (3/4) majority of the Full Members present and entitled to vote in accordance with clause 11.10; and
  - iv. the resolution must set out which charitable entities the Society's surplus assets will be applied to in accordance with clause 25.4.
- 25.6 To be clear, a resolution under this clause clauses 25.4 and 25.5 may be made at the same General Meeting as a resolution under clause 25.3.

## 26. MISCELLANEOUS

- 26.1 Nothing in this Constitution is to be interpreted as permitting Members to carry out the activities of Community Housing Aotearoa for financial gain in the individual's private capacity, except for the following remuneration paid to the Member by Community Housing Aotearoa:
- i. Reasonable remuneration for work carried out on behalf of Community Housing Aotearoa; and
  - ii. Expenses incurred by an Officer of Community Housing Aotearoa while carrying out the work of Community Housing Aotearoa.
- 26.2 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

- 26.3 The Society may, with the with the authority of the Council, indemnify and/or obtain insurance for an Officer for:
- i. liability (other than criminal liability) for a failure to comply with a duty under section 54 to 61 of the Act (officers' duties); or
  - ii. any other duty imposed on an Officer in their capacity as an Officer of the Society; and/or
  - iii. costs incurred by the Officer for any claim or proceeding related to a liability under clause 1.1i.
- 26.4 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

## **SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES**

### **1. Introduction**

- 1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:
- i. Members of the Society;
  - ii. Officers of the Society; and/or
  - iii. the Society itself.
- 1.2 The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Society and its activities.
- 1.3 Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

### **2. How a Complaint is Made**

- 2.1 A Member or Officer may make a complaint by giving to the Council a Notice in writing that:
- i. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - ii. sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:
- i. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - ii. sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

### **3. Investigating and Determining a Dispute**

- 3.1 The Council must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Council with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:
- i. appoint an external person to investigate and report; or

- ii. with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
  - iii. appoint an external person to investigate and make a decision; or
  - iv. appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- i. the complaint is trivial; or
  - ii. the complaint does not appear to disclose or involve any allegation of the following kind:
    - (i) that a Member or an Officer has engaged in material misconduct;
    - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or the Act; or
    - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
    - (iv) the complaint appears to be without foundation or there is no apparent evidence to support it; or
    - (v) the person who makes the complaint has an insignificant interest in the matter; or
    - (vi) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
    - (vii) there has been an undue delay in making the complaint.
- 3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- i. where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
  - ii. where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
  - iii. where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
  - iv. where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 3.5 Before making a decision under clause 3.2, the Elector may request further information from the Council, the complainant and/or any person who is the subject of the complaint.

- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Council, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:
- i. the Society will take any steps in light of the report-writer's findings; and
  - ii. the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2i or 1.1ii and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Council consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 1.1i or 1.1iii may, inter alia:
- i. call for written submissions from all relevant parties;
  - ii. call for specific evidence from the Society or any relevant party; and/or
  - iii. prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.6, an external person appointed under clause 1.1iii may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 1.1iii will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society makes a complaint:
- i. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii. an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iii. an oral hearing (if any) is held before the decision maker; and

- iv. their written statement or submissions (if any) are considered by the decision maker.

**5. Person Who is Subject of a Complaint has a Right to be Heard**

- 5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):
- i. has engaged in misconduct; or
  - ii. has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
  - iii. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:
- i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iv. an oral hearing (if any) is held before the decision maker; and
  - v. the respondent’s written statement or submissions (if any) is considered by the decision maker.