

RECOMMENDED CHANGES TO THE RULES OF ARA TAIOHI INCORPORATED (OCTOBER 2023)

CURRENT	RECOMMENDED CHANGE	COMMENT
<p>1</p> <p>These Rules were adopted by way of amendment on 18 October 2022 and supersede the October 2016 amendment.</p>	<p>1</p> <p>These Rules were adopted by way of amendment on [date] and supersede the October 2016 and October 2022 amendments.</p>	
<p>6.1</p> <p>There shall be three classes of membership: Personal Members, Group Members and Life Members.</p>	<p>Delete</p> <p>There shall be three classes of membership: Personal Members, Group Members and Life Members.</p>	<p>Rationale – to simplify the Rules and associated operations, which responds to consultation feedback received by Whetū that voting and Constitutional processes felt over-complicated. The outworking of Group membership has been ‘Relational’ members. In practice, the majority of individuals signed up by their organisation as relational members do not know or understand what this means, and we have always had low engagement from relational members. The fuller extent of this has become known as we moved to using Mailchimp to send mailouts – which has provided a large number of relational members the opportunity to unsubscribe.</p> <p>Rationale – to build on the sense of belonging to something “bigger” for all members, large and small. The distinction between Personal and Group membership (and associated voting rights) enables a power imbalance, not in keeping with an equitable approach.</p> <p>Membership remains open to individuals and organisations, but without a distinction on</p>

		whether one is more valued, more “important” or should have more “say” than the other. Both are valued by Ara Taiohi – for direct connection and relevance to kaimahi who have individual membership, and for our combined strength as a sector when youth organisations are joined together towards the shared kaupapa - Te Puāwaitanga Taiohi o Aotearoa Young People Thrive in Aotearoa.
6.2 Membership is open to any individual or organisation in Aotearoa/New Zealand involved in the youth sector.	6.1 Membership <u>of the Society</u> is open to any individual or organisation in Aotearoa/New Zealand involved in the youth sector.	
6.3 Personal and Group Membership of the Society shall be by application. Applicants will signify their written acceptance of the Ara Taiohi kaupapa and purposes outlined in Rule 4 as part of their application.	6.2 Personal and Group Membership of the Society shall be by application. Applicants will signify their written acceptance of the Ara Taiohi kaupapa and purposes outlined in Rule 4 as part of their application.	Consistent with the deletion of 6.1 and move to a single membership. If Personal and Group membership distinctions are retained, this change still stands. The distinction in this clause is unnecessary unless Life Membership is retained.
6.4 Each Personal Member and Group Member shall contribute a membership fee towards Ara Taiohi expenses.	6.3 Each Personal Member and Group Members shall contribute a membership fee towards Ara Taiohi expenses, <u>at the discretion of the Board</u> .	Consistent with the deletion of 6.1 and move to a single membership. Fees at the discretion of the Board removes the payment of fees as a Constitutional requirement, consistent with recent practice of providing opt-out – ensuring membership is accessible and cost is not a barrier. This also provides the Board an opportunity to change Individual vs Organisational fee structure if

		required as a result of moving to a single membership.
6.5 Membership fees and classes of Membership shall be set by the Board on an annual basis.	6.4 Membership fees and classes of Membership shall be set by the Board on an annual basis, <u>including any fee waiver or provision to opt out of fees.</u>	As above
6.6 Personal Members or Group Members: will hold membership for a period of one year and shall renew their membership by payment of their membership fee on an annual renewal date of 1 July. Fees will be proportionate for members who sign up during the year.	6.5 Personal Members or Group Members: will hold Membership is for a period of one year. and shall renew their <u>Renewal of annual membership shall be</u> by payment of their membership fee, or acceptance of the fee waiver or opt-out provision as set by the Board, on an annual renewal date of 1 July. Fees will be proportionate for members who sign up during the year.	Consistent with the deletion of 6.1 and move to a single membership. Consistent with 6.3 and 6.4 , otherwise membership is not renewed unless fees are paid.
6.7	6.6	Numbering change only
6.8 Voting rights are limited to one per Personal Member or Life Member. Group Members will get one organisational vote and members of that organisation, working in youth development who have been registered to that membership, will also get one vote unless they have exercised a personal vote.	Delete Voting rights are limited to one per Personal Member or Life Member. Group Members will get one organisational vote and members of that organisation, working in youth development who have been registered to that membership, will also get one vote unless they have exercised a personal vote.	Covered in 8.13
6.9	6.7	Numbering change only
6.10	6.8	Numbering change only
6.11	Delete	Life Membership was “inherited” from NZAAHD and NYWNA. It has not been used as

<p>Any Personal Member who has rendered outstanding service to the Society may be nominated by any other Member to be a Life Member of the Society. Any such nomination must be sent to the Board for consideration. If the Board agrees by Consensus that such a Personal Member should become a Life Member, the Members at the next Annual General Meeting may elect that Personal Member as a Life Member by a simple majority vote.</p>	<p>Any Personal Member who has rendered outstanding service to the Society may be nominated by any other Member to be a Life Member of the Society. Any such nomination must be sent to the Board for consideration. If the Board agrees by Consensus that such a Personal Member should become a Life Member, the Members at the next Annual General Meeting may elect that Personal Member as a Life Member by a simple majority vote.</p>	<p>a practice by Ara Taiohi. There are no processes to support how Life Membership would be conferred, and no indication from the membership that this is desired. Ara Taiohi has, and can continue, to use other mechanisms for recognising outstanding contribution to the youth sector. A focus on contribution to the sector, rather than the Society (Ara Taiohi) is more in keeping with Ara Taiohi's promotion of the youth sector as opposed to promotion of a peak body.</p> <p>Also consistent with the deletion of 6.1 and move to single membership, where all members are valued regardless of "importance".</p>
<p>8.1</p> <p>Number of Board Members: The number of Board Members must not be less than six (6) nor more than seven (7), one of which is Te Kaihautū who is appointed by Ngā Kaihoe. Of these, four Members will be elected, and the Board has the power to co-opt two Board Members. If at any time there are less than six (6) Board Members, the process of appointing or co-opting additional Board Members must be undertaken as soon as reasonably practicable to increase the number to at least six (6). The remaining Board Members will be entitled to act until the number of Board Members is so increased. However, no decisions affecting the charitable status or membership of the Society can</p>	<p>8.1</p> <p>Number of Board Members: The number of Board Members must not be less than six (6) nor more than nine (9). seven (7).</p>	<p>An increase of up to two positions, if required, to bring additional skills and knowledge to the Board, and/or to be more inclusive of the Board's diverse membership. See 8.3</p>
	<p>8.2</p> <p>Three (3) Board Members will be elected each year for a two (2) year term, making up a total of six (6) elected Board Members, one of which is Te Kaihautū who is appointed by Ngā Kaihoe.</p>	<p>Rationale – to codify a practice that has worked well to ensure continuity with the Board, whereby three members are retained each year, while three others become available for election.</p>
	<p>8.5</p> <p>If at any time there are less than six (6) Board Members, the process of appointing or co-opting</p>	<p>Numbering change to keep co-option clauses together</p>

<p>be made by the remaining Board Members during that period.</p>	<p>additional Board Members must be undertaken as soon as reasonably practicable to increase the number to at least six (6). The remaining Board Members will be entitled to act until the number of Board Members is so increased. However, no decisions affecting the charitable status or membership of the Society can be made by the remaining Board Members during that period.</p>	
<p>8.2</p> <p>The Board may co-opt any person to be a Board Member where the Board considers that there is a need for a particular skill set on the Board. A co-opted Board Member is eligible to remain a Board Member until the subsequent Annual General Meeting. The co-opted Board Member may then be re-appointed by the Board as a co-opted Board Member or they may stand for election to the Board.</p>	<p>8.3</p> <p><u>Where the Board considers there is a need for particular skills or knowledge on the Board, or to be more inclusive of the diverse membership, the Board may co-opt up to three (3) Board Members if required, bringing the Board to a total of no more than nine (9). Where the Board is co-opting to be more inclusive of the diverse membership, they will take into account any recommendations from relevant rūpū.</u></p> <p>8.4</p>	<p>The increase from maximum 7 to maximum 9 Board members (see 8.1) and opportunity to co-opt up to 3 Board members (previously only 1) provides the Board with insurance that they will have the necessary skills (e.g. financial) for the effective governance of Ara Taiohi.</p> <p>It also provides the opportunity for Ara Taiohi to be more inclusive, working with rūpū to bring diversity to the Board which reflects Ara Taiohi's diverse membership.</p> <p>Having more than one co-opted position available to the Board removes the need to choose between skill and diversity, should this arise.</p> <p>Note while there is no definitive answer on the optimal number for a governance Board, there is some research to suggest that beyond 7 people, decision-making decreases with every added person. The option to co-opt <i>up to 3</i> people should be used as required, not simply because it is there.</p> <p>Deletion covered by 8.3</p>

	<p>The Board may co-opt any person to be a Board Member where the Board considers that there is a need for a particular skill set on the Board. A co-opted Board Member is eligible to remain a Board Member until the subsequent Annual General Meeting. The co-opted Board Member may then be re-appointed by the Board as a co-opted Board Member or they may stand for election to the Board.</p>	
8.3	8.6	Numbering change only
<p>8.4</p> <p>Eligibility: The following persons shall be eligible for election as Members of the Board of the Society:</p> <ul style="list-style-type: none"> a. any person who has a Personal or Life Membership of the Society; and b. has been nominated orally or in writing by Members; and c. has completed a nomination form. 	<p>8.7</p> <p>Eligibility: The following persons shall be eligible for election as Members of the Board of the Society:</p> <ul style="list-style-type: none"> a. any individual who is a Member person who has a Personal or Life Membership of the Society; and b. has been nominated orally or in writing by Members; and c. has completed a nomination form. 	<p>Consistent with the deletion of 6.1 and move to a single membership</p> <p>Consistent with deletion of 6.11 Life Membership</p>
8.5	8.8	Numbering change only
8.6	8.9	Numbering change only
8.7	8.10	Numbering change only
<p>8.8</p> <p>Period of Office: Board Members will hold office for one (1) term being a two (2) year period, unless they:</p>	<p>8.11</p> <p>Period of Office: Board Members will hold office for one (1) term being a two (2) year period, unless they:</p>	<p>Move to gender-inclusive language</p> <p>Alignment of rules – a person cannot be a Board member if they are not a member of the Society</p>

<ul style="list-style-type: none"> a. resign on giving at least thirty (30) days' notice in writing to the co-chair; b. are unable to perform his or her duties; c. do not attend three (3) consecutive Board Meetings without adequate explanation; d. are removed as a Board Member in accordance with Rule 8.10; e. are precluded from holding office as a Board Member under Rule 8.12. 	<ul style="list-style-type: none"> a. resign on giving at least thirty (30) days' notice in writing to the co-chair; b. are unable to perform their <u>his or her</u> duties; c. do not attend three (3) consecutive Board Meetings without adequate explanation; d. <u>have their membership terminated in accordance with Rule 7;</u> e. are removed as a Board Member in accordance with Rule 8.10; f. are precluded from holding office as a Board Member under Rule 8.12. 	
<p>8.9</p> <p>Election of Board Members: All prospective Board Members are required to complete a nomination form at least one week before the Annual General Meeting.</p> <ul style="list-style-type: none"> a. The Secretariat shall give notice of the Annual General Meeting to all Members not less than 28 days before the date fixed for the Annual General Meeting, and call for nominations for the election of Board Members. b. Nominations for the Board may be by way of written or oral nomination by a current Member, provided that no Member will be elected who has not completed a nomination form. c. The Secretariat shall then post or email, a ballot card with all the nominations, as 	<p>8.12</p> <p>Election of Board Members: All prospective Board Members are required to complete a nomination form at least one week before the Annual General Meeting.</p> <ul style="list-style-type: none"> a. The Secretariat shall give notice of the Annual General Meeting to all Members not less than 28 days before the date fixed for the Annual General Meeting, and call for nominations for the election of Board Members. b. Nominations for the Board may be by way of written or oral nomination by a current Member, provided that no Member will be elected who has not completed a nomination form. c. The Secretariat shall then post or email, a ballot card with all the nominations, as 	<p>Voting change consistent with the deletion of 6.1 and move to a single membership</p>

<p>well as a paper which provides a brief nominee CV, to each Member.</p> <p>d. Group Members have one organisational vote and members of that organisation, working in youth development who have been registered to that membership, also get one vote unless they have exercised a personal vote. Personal Members and Life Members each have one vote.</p> <p>e. Any Member may complete and post or email the ballot card to be received by the Secretariat before commencement of the Annual General Meeting, or attend and vote personally at the Annual General Meeting.</p> <p>f. All votes cast by ballot card shall be counted first past the post. Te Kaihautū and the Co-Chair (to be agreed by Consensus), or the Chair of the Annual General Meeting where Te Kaihautū and the Co-chair are not present at the Annual General Meeting, shall have absolute discretion to issue a duplicate ballot card to any Member and to determine the validity of any ballot card received for voting.</p> <p>g. In the event of an equality of votes, Te Kaihautū and the Co-chair shall have one casting vote (to be agreed by Consensus between them). Where Consensus cannot be agreed or where Te Kaihautū and the Co-chair are not present at the Annual</p>	<p>well as a paper which provides a brief nominee CV, to each Member.</p> <p>d. <u>Members have one vote each. Organisations will designate a person to vote on their behalf. Group Members have one organisational vote and members of that organisation, working in youth development who have been registered to that membership, also get one vote unless they have exercised a personal vote. Personal Members and Life Members each have one vote.</u></p> <p>e. Any Member may complete and post or email the ballot card to be received by the Secretariat before commencement of the Annual General Meeting, or attend and vote personally at the Annual General Meeting.</p> <p>f. All votes cast by ballot card shall be counted first past the post. Te Kaihautū and the Co-Chair (to be agreed by Consensus), or the Chair of the Annual General Meeting where Te Kaihautū and the Co-chair are not present at the Annual General Meeting, shall have absolute discretion to issue a duplicate ballot card to any Member and to determine the validity of any ballot card received for voting.</p> <p>g. In the event of an equality of votes, Te Kaihautū and the Co-chair shall have one casting vote (to be agreed by Consensus</p>	
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<p>General Meeting, the Chair of the Annual General Meeting shall determine by lot which Member shall be elected.</p>	<p>between them). Where Consensus cannot be agreed or where Te Kaihautū and the Co-chair are not present at the Annual General Meeting, the Chair of the Annual General Meeting shall determine by lot which Member shall be elected.</p>	
<p>8.10 Removal of elected and appointed Board Members: Members may request that a Board Member's appointment is terminated. This process would require a General Meeting of the Members of the Society. A vote of three-quarters of the Members present at the meeting will be required to pass the resolution to remove the Board Member. Natural justice principles will apply. The Board Member concerned must be given:</p> <ul style="list-style-type: none"> a. adequate time to prepare a response; b. the reasons for the proposed removal; c. an opportunity to speak at the meeting where his/her removal is being considered. 	<p>8.13 Removal of elected and appointed Board Members: Members may request that a Board Member's appointment is terminated. This process would require a General Meeting of the Members of the Society. A vote of three-quarters of the Members present at the meeting will be required to pass the resolution to remove the Board Member. Natural justice principles will apply. The Board Member concerned must be given:</p> <ul style="list-style-type: none"> a. adequate time to prepare a response; b. the reasons for the proposed removal; c. an opportunity to speak at the meeting where his/her <u>their</u> removal is being considered. 	<p>Move to gender-inclusive language</p>
<p>8.11</p>	<p>8.14</p>	<p>Numbering change only</p>
<p>8.12</p>	<p>8.15</p>	<p>Numbering change only</p>
<p>8.13</p>	<p>8.16</p>	<p>Numbering change only</p>
<p>8.14 Te Kaihautū will be appointed by Ngā Kaihoe. This will be one of the <i>seven</i> Board Member positions and co-chair of the Board. The term of</p>	<p>8.17 Te Kaihautū will be appointed by Ngā Kaihoe. This will be one of the <u>(up to) nine</u> seven Board</p>	<p>Consistent with 8.1 number of Board members</p>

appointment will be a two-year term.	Member positions and co-chair of the Board. The term of appointment will be a two-year term.	
8.15	8.18	Numbering change only
8.16 Either the Co-chair or Te Kaihautū will chair all meetings as agreed.	Delete Either the Co-chair or Te Kaihautū will chair all meetings as agreed.	Covered in 9.5
8.17	8.19	Numbering change only
8.18	8.20	Numbering change only
8.19	8.21	Numbering change only
9.4 No Board Meeting may be held unless at least four Board Members attend.	9.4 No Board Meeting may be held unless <u>more than half the at least four</u> Board Members attend.	Consistent with the increase in number of Board members 8.1 and with standard governance practice for Board meeting quorum
12.3 If any Member requests a secret ballot on a vote, a secret ballot will be held.	Delete If any Member requests a secret ballot on a vote, a secret ballot will be held.	Any member is able to return a private vote by email or post. The notion of a secret ballot is not in keeping with Ara Taiohi values.
12.6 A Member may be represented at a General Meeting by a nominee appointed by notice in writing from the Member to the Secretariat and received by the Secretariat at least 2 days before the General Meeting ("Proxy"). A Member will have the right at any time to change, withdraw or revoke the appointment of the Member Proxy by notice in writing to the Secretariat.	Delete A Member may be represented at a General Meeting by a nominee appointed by notice in writing from the Member to the Secretariat and received by the Secretariat at least 2 days before the General Meeting ("Proxy"). A Member will have the right at any time to change, withdraw or revoke the appointment of the Member Proxy by notice in writing to the Secretariat.	Technology now allows anyone to be present at a General Meeting without need for a proxy to attend in person. Attendance in person is not required for voting.
12.8	12.8	Consistent with deletion of 12.6 Proxies

<p>Twenty-five (25) Members shall form a quorum. The quorum shall comprise Members who are present and Members who have appointed a Proxy.</p>	<p>Twenty-five (25) Members shall form a quorum. The quorum shall comprise Members who are present, including those present by electronic means and Members who have appointed a Proxy.</p>	
<p>12.9 Voting at General Meetings shall be by:-</p> <ul style="list-style-type: none"> a. show of hands of eligible voting Members present; plus b. show of hands of Proxies present; plus c. counting of Postal Votes. 	<p>12.9 Voting at General Meetings shall be by:-</p> <ul style="list-style-type: none"> a. show of hands of eligible voting Members present; plus b. show of hands of Proxies present; plus b. counting of Postal and Email Votes. 	<p>Consistent with deletion of 12.6 Proxies</p>
<p>12.11 If any motion in respect of which Postal Votes have been received is amended, voting in respect of that amended motion shall only be by:-</p> <ul style="list-style-type: none"> a. show of hands of Members present; plus b. show of hands of Proxies present. 	<p>12.11 If any motion in respect of which Postal or Email Votes have been received is amended, voting in respect of that amended motion shall only be by:-</p> <ul style="list-style-type: none"> a. show of hands of Members present; plus b. show of hands of Proxies present. 	<p>Consistent with deletion of 12.6 Proxies</p>
<p>13.3 The Secretariat will give notice of a Special General Meeting to all Members as described in Rule 12.2.</p>	<p>13.3 The Secretariat will give notice of a Special General Meeting to all Members as described in Rule 12.32.</p>	<p>Numbering reference correction</p>
<p>14.2 The business of the Annual General Meeting will include:</p> <ul style="list-style-type: none"> a. receiving the audited financial accounts for the previous year; 	<p>14.2 The business of the Annual General Meeting will include:</p> <ul style="list-style-type: none"> a. receiving the audited financial accounts for the previous year; 	<p>Consistent with deletion of 6.11 Life Membership Alignment with 6.4 Membership fees are set by the Board</p>

<ul style="list-style-type: none"> b. receiving annual reports from committees and staff (if appropriate); c. the appointment of an auditor to audit the financial accounts for the year; d. the election and appointment of the Board; e. confirmation of Te Kaihautū appointment by Nga Kaihoe; f. the election of Life Members; g. the consideration of any other business; h. setting annual membership levies if required; i. consideration and decisions on any proposed changes (remits) to the Rules. 	<ul style="list-style-type: none"> b. receiving annual reports from committees and staff (if appropriate); c. the appointment of an auditor to audit the financial accounts for the year; d. the election and appointment of the Board; e. confirmation of Te Kaihautū appointment by Nga Kaihoe; f. the election of Life Members; h. setting annual membership levies if required; g. consideration and decisions on any proposed changes (remits) to the Rules 	
<p>22</p> <p>Rōpū means a group of personal or organisational Members, of the Society. who come together to address a common interest that is aligned with Ara Taiohi's core purposes the Board will approve rōpū based on a Terms of reference.</p>	<p>22</p> <p>Rōpū means a group of members personal or organisational Members, of the Society. who come together to address a common interest that is aligned with Ara Taiohi's core purposes. the Board will approve rōpū based on a Terms of reference.</p>	<p>Consistent with 6.1 move to single membership</p> <p>Definition of terms should not include any direction i.e. approval based on ToR. This needs to go into the Constitution body at 9.8 if it needs to be included. It can't sit here within the definition section.</p>
<p>22</p> <p>Life Member means any person who was a life member of New Zealand Aotearoa Adolescent Health and Development and any person elected as a life member in accordance with Rule 6.11.</p>	<p>22</p> <p>Life Member means any person who was a life member of New Zealand Aotearoa Adolescent Health and Development and any person elected as a life member in accordance with Rule 6.11.</p>	<p>Consistent with deletion of 6.11 Life Membership</p>
<p>22</p>	<p>22</p>	

<p>Postal Vote method of voting whereby ballot papers are distributed to and/or returned by post or email by Members.</p>	<p>Postal or Email Vote method of voting whereby ballot papers are distributed to and/or returned by post or email by Members.</p>	
<p>22 Proxy as defined in Rule 12.5</p>	<p>22 Proxy as defined in Rule 12.5</p>	<p>Consistent with deletion of 12.6 Proxies</p>