



Constitution

of the

**NEW ZEALAND COLLEGE OF MIDWIVES,
AUCKLAND REGION (INC.)**

Updated August 2019

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CONSTITUTION OF
THE NEW ZEALAND COLLEGE OF MIDWIVES, AUCKLAND REGION (Inc).
a registered Incorporated Society # 462771

August 2019

1. NAME

The name of the Society shall be the **NEW ZEALAND COLLEGE OF MIDWIVES, AUCKLAND REGION (INCORPORATED)**.

2. INTERPRETATION

Unless the context otherwise requires:

"**Chairperson**" shall mean the Chairperson of the Region.

"**College**" shall mean The New Zealand College of Midwives (Incorporated), a registered Incorporated Society # 419868.

"**Committee**" shall mean the Regional Committee.

"**Majority Vote**" shall mean a vote made by more than half of the Members who are present at a Meeting and whom are entitled to vote at that Meeting upon a resolution put to that Meeting.

"**Meetings**" and "**Regional Meetings**" shall mean Annual General Meetings or Special General Meetings as provided in paragraphs 11.1 and 11.2 and other general meetings of the Members.

"**Members**" shall mean the categories of members of the College as provided for in Clause 7 of the Constitution.

"**National Board**" shall mean the National Board of the College.

"**National Office**" shall mean the national office of the College.

"**NZCOM by-laws**" shall mean the by-laws of the New Zealand College of Midwives (Inc). dated April 1989 and subsequent amendments thereto.

"**Region**" and "**Regional**" shall mean The NZ College of Midwives, Auckland Region (Inc).

"**Regional Committee**" shall be the elected representatives of the Region.

"**Registered Midwife**" shall mean a person who holds a midwifery registration that is recognised by the Midwifery Council of New Zealand.

"**Secretary**" shall mean the secretary of the Region and may include a person employed as an administrator.

"**Student Midwife**" shall mean a person who is undertaking a midwifery training programme that is recognised by the Midwifery Council of New Zealand.

"**Treasurer**" shall mean the Treasurer for the Region.

"**Voting Members**" shall mean those Members who are entitled to vote according to the provisions of clause 7.

"Written Notice" shall mean communication by post, by electronic means (including fax, email, webposting, social media), by advertisement in any print media (including newspapers, periodicals or other media accessible by members of the public) or by any other commonly accepted forms of electronic or print media or a combination of these methods and such electronic or print media shall not be limited to those existing as at the date of this Constitution.

In this Constitution any term implying the feminine gender shall be deemed to include the masculine.

3. OBJECTIVES

- 3.1 To uphold the objectives of The New Zealand College of Midwives (Inc).
- 3.2 To provide representation and collective voice for members of the region for issues of relevance to midwives, consumers and maternity services
- 3.3 To liaise with consumer groups and allied health professionals within the Auckland region.
- 3.4 To actively participate in issues relating to midwifery.
- 3.5 To discuss and submit recommendations from regional members to the National Board.
- 3.6 To provide a means of communication between regional members and the national entity of the College, including the National Board

4. PHILOSOPHY

Midwifery care takes place in partnership with women. Continuity of midwifery care enhances and helps protect the normal process of childbirth.

Midwifery is holistic by nature: combining an understanding of the social, emotional, cultural, spiritual, psychological and physical ramifications of women's reproductive health experience; actively promoting and protecting women's wellness; promoting health awareness in women's significant others; enhancing the health status of the baby when the pregnancy is on-going.

Midwifery is: dynamic in its approach based upon an integration of knowledge that is derived from the arts and the sciences, tempered by experience and research; collaborative with other health professionals.

Midwifery is a profession concerned with the promotion of women's health. It is centred upon sexuality and reproduction and an understanding of women as healthy individuals progressing through the life cycle.

Midwifery care is given in a manner that is flexible, creative, empowering and supportive.

5. POWERS

The Region shall be empowered to:

- 5.1 Make any decisions at its meetings which could further the objectives of the College of Midwives; or
- 5.2 Employ such persons as the Region may deem necessary for the attainment of the objectives of the College; or
- 5.3 Establish such sub-committee or sub-committees as the Region may deem necessary from time to time for the attainment of the objectives of the College;
- 5.4 Co-opt members to serve on the Committee or any sub-committee established by the Region as may be deemed necessary from time to time;
- 5.5 Receive as gifts any property whether or not subject to any special trust for one or more of the objectives of the College.
- 5.6 Erect, buy or rent property or do all things as may be deemed incidental or conducive to the attainment of the above objectives.

6. NON PROFIT STATUS

The Region shall not engage in any activities involving pecuniary profit for its members.

7. MEMBERSHIP

7.1 APPLICATION FOR MEMBERSHIP

- 7.1.1 Application for membership shall be made on the requisite form, which shall be forwarded on completion to the National Office.
- 7.1.2 The applicant shall become a member only upon payment of any membership fee fixed by the College.

7.2 MEMBERS

- 7.2.1 With the exception of international individual members who shall be the sole responsibility of the National Office, members of the College will be members of the Region according to the categories of membership provided for in the Constitution of the College.

7.3 RIGHTS AND RESPONSIBILITIES OF MEMBERS

Subject to other provisions in this constitution all members shall:

- 7.3.1 Have the right to nominate officers and delegates, accept office, to propose nominations and motions and to vote at any meeting of the College; and
- 7.3.2 Be eligible to accept office on National Board or any other committee of the College; and
- 7.3.3 Conduct themselves in a manner which brings credit to the College as a whole; and

7.3.4 Be entitled to receive a copy of this Constitution on request.

7.4 TERMINATION OF MEMBERSHIP

A person shall cease to be a member if:

7.4.1. The member gives notice in writing to the Region; or

7.4.2 The member has paid no subscription for one month or

7.4.3 The National Board decides that the member's actions are prejudicial to the objects and philosophy of the College.

7.5 MEMBERSHIP FEES

7.5.1 The annual subscription payable by all members of the College shall be decided from time to time by resolution of the Annual General Meeting of the College according to the College's by-laws.

7.5.2 Capitation fees will be as determined by the Annual General Meeting of the College according to the College's by-laws.

8. THE REGIONAL COMMITTEE

8.1 THE CHAIRPERSONS

8.1.1 The Chairperson/s shall be a member of the College and a Registered Midwife, and elected by the members of the Region.

8.1.2 The Chairperson/s may be a single member or shared between two or three members. In the event that an individual Chairperson is elected, the Committee shall elect a Deputy Chairperson from among its members at the first meeting following the AGM.

8.1.3 If a group is elected as the Chairpersons, each individual may represent the different regional localities coinciding with the areas served by the three DHBs of Auckland, i.e. Waitemata DHB, Auckland DHB and Counties-Manukau Health.

8.1.4 An election shall be held every two years for the office of Chairperson/s. Should one or more of the Chairpersons' positions be vacated, an election for Chairperson(s) may be held earlier.

8.1.5 At each meeting of the Region, the Chairperson, or one of the Chairpersons if elected as a group, shall take the chair, or in the event that the Chairperson/s are not in attendance, the Committee shall appoint one of its members to chair. This may be the Deputy Chairperson if there is an individual Chairperson.

8.1.6 The Chairperson/s may hold office for no longer than two consecutive terms.

8.1.7 For the purpose of succession planning, it is strongly recommended that an incoming Chairperson has served a term as a Committee member of not less than one year prior to becoming a Chairperson. (Nominations in exception to this to be approved by the current Committee).

8.2 THE TREASURER

- 8.2.1 The Treasurer shall be a member of the College and be elected by the members of the Region. A non-member may be elected if long-term vacancy of the position occurs, but they must sign a confidentiality agreement and be voted in by the Region.
- 8.2.2 The Treasurer shall be responsible for oversight of the finances of the Region which includes paying accounts, depositing the funds in the Region bank account and submitting to the Annual General Meeting a set of accounts that have received an audit or a financial review as provided for in Clause 10.
- 8.2.3 The Treasurer shall keep a register of Regional Members. The register shall detail each member's full name, address, occupation and date of joining of the College.

8.3 THE SECRETARY

- 8.3.1 The Secretary shall be a member of the College and may be elected by the members of the Region or appointed by the Committee from amongst its members.
- 8.3.2 Notwithstanding the provision contained in paragraph 8.3.1, the Committee may employ an administrator to carry out the role of the Secretary.
- 8.3.3 The Secretary (or administrator) shall be responsible for the duties set out in paragraph 11.1.4 and 14.1 and such other duties as may be required from time-to-time.

8.4 COMMITTEE MEMBERS

- 8.4.1 The Committee shall comprise no more than eighteen (18) members including:
- Chairperson/s (up to 3 elected by members of the Region)
 - Treasurer (elected by members of the Region)
 - Secretary (elected by members of the Region or appointed by the Committee)
 - Midwifery lecturer from Auckland University of Technology (1 representative nominated by AUT Auckland midwifery lecturers and elected by members of the Region)
 - Consumer representatives (3 representatives nominated by consumer organisations and elected by members of the Region)
 - Midwifery student representative (1 representative elected by midwifery students or co-opted onto the Committee as required)
 - Maori midwife representative (1 representative elected by Maori midwife members of the Region)
 - Pasifika midwife representative (1 representative elected by Pasifika midwife members of the Region)

- MERAS representative (1 representative elected from amongst Auckland MERAS workplace representatives)
 - Practicing midwives committee members (5 representatives elected by members of the Region)
- 8.4.2 Committee member terms will be for two years with a right to renew as per regional nomination process.
- 8.4.3 Any member who has voting rights according to the constitution of the College shall have the right to become a Committee member.
- 8.4.4 In the event of there being only one nomination each for the specified positions listed in 8.4.1, she shall be elected unopposed.
- 8.4.5 In the event of there being more than the required number of nominees for the specified positions listed in 8.4.1, the highest polling candidate in each position will be elected to that position.
- 8.4.6 Members can be nominated both for a specified position and for a practicing midwives committee position, which will be filled by the highest polling candidates. A committee member can meet the requirements of two positions if two separate nominations are not received. Upon their resignation, two positions would become available.
- 8.4.7 A profile of each nominee shall be included on the voting form.
- 8.4.8 Voting shall be by voice, show of hands or electronically.
- 8.4.9 The Committee may delegate to a committee member, or employ an administrator on terms determined by or agreed to by the Committee, the task of minute keeping, mail box clearance, responding to correspondence and any other tasks which are necessary for the efficient running of the Committee and the Region. The position description and key deliverables of an employed administrator shall be reviewed annually by the Chairpersons in conjunction with the College's Chief Executive Officer.

8.5 MEETINGS OF THE COMMITTEE

- 8.5.1 The Committee shall meet as often as necessary for the conduct of the affairs of the Region, but not less than six times in each calendar year.
- 8.5.2 The quorum for any meeting of the Committee shall be eight (8) members of the Committee.
- 8.5.3 The Committee shall act by consensus.
- 8.5.4 Voting shall take place if a consensus cannot be achieved, on the basis of one vote per person and the Chairpersons have the right to a single casting vote. A simple majority shall prevail, i.e. 50% + 1.

8.6 CREATION OF A CASUAL VACANCY ON THE COMMITTEE

- 8.6.1 A casual vacancy may occur if a Committee member:
- 8.6.1.1 Ceases to be a member of the College for whatever reason; or
 - 8.6.1.2 Is absent from three consecutive Committee Meetings without leave being obtained from the Chairperson; or
 - 8.6.1.3 Gives notice in writing resigning from the position held; or
 - 8.6.1.4 Is asked to step down as a result of the process outlined in 8.7.
- 8.6.2 A casual vacancy shall be filled by a member elected by the members at its next meeting who shall hold office until the next AGM of the Region.

8.7 COMMITTEE CODE OF CONDUCT

- 8.7.1 All Committee members will follow the Midwifery Code of Conduct.
- 8.7.2 Bullying, offensive language, racism, sexism or discrimination will not be tolerated.
- 8.7.3 Any committee member who acts in this manner will be formally warned verbally and in writing by the Chairperson/s. Should the committee member acting inappropriately be a Chairperson/s, the committee should contact National Office and a nominated College spokesperson (National or Regional) should be enlisted to communicate to the committee member all concerns on the Committee's behalf. Should the behaviour occur again, the offending member will be asked to step down from her/his committee position and a casual vacancy for the position will be created.

9. TREASURER AND MANAGEMENT

- 9.1 The accounts of the Region shall be closed on the last day of April each year.
- 9.2 The funds and property of the Region shall be vested in the Region and managed by the Committee.
- 9.3 The Committee has the power to invest surplus funds with a bank, in the name of the Region.
- 9.4 All monies received shall be paid to the credit of the Region and managed by the Committee.
- 9.5 All accounts incurred by the Region shall be passed for payment by the Committee.
- 9.6 All payments made on behalf of the Region shall be authorised by two Committee members, one being the Treasurer.
- 9.7 Payments may be made by cheque, by electronic banking or by bank instructions given in writing and conveyed to the Region's bank by any means

whatsoever, PROVIDED THAT those instructions must contain the signatures of the Treasurer and one other authorised Committee member.

- 9.8 The funds of the Region shall always be used in a lawful manner, in the interests of the members and in line with the objectives of the College.
- 9.9 Notwithstanding any provision in the Constitution, the Committee may approve payment of travel expenses and/or a per diem allowance, or meet any actual and reasonable expenses incurred by any member of the College attending National Board meetings on behalf of the Region.
- 9.10 The Committee can determine any koha paid to Regional office bearers, which may include the Chairpersons, Treasurer, Secretary and Committee members

10. AUDIT

- 10.1.1 10.1 At an Annual General Meeting, the Region may by Majority Vote appoint someone to audit the Region ("Auditor") and -
- 10.1.2 The Auditor shall audit the Region's Financial Statements in accordance with generally accepted auditing procedures;
- 10.1.3 The Auditor must be a member of the New Zealand Institute of Chartered Accountants or its successor body, and must not be a member of the College;
- 10.1.4 If the Region appoints an auditor who is unable to act for some reason, the Committee shall appoint another auditor as a replacement.
- 10.2 Notwithstanding the provisions contained in paragraph 10.1, for as long as the Region is a "Small Entity" being defined for the purposes of this paragraph as an entity having net assets not exceeding \$250,000 or net income not exceeding \$25,000, then:
- 10.2.1 A financial review ("Financial Review") may be substituted for an audit;
- 10.2.2 The person appointed to conduct the Financial Review must be a member of the New Zealand Institute of Chartered Accountants and may be a member of the College as long as such person is not a Committee member or a signatory on any of the bank accounts of the Region.
- 10.3 After the audit or the Financial Review of the Financial Statements has been completed, copies of the Financial Statements (including the report provided by the auditor or financial reviewer) shall be supplied to:
- 10.3.1 The National Board;
- 10.3.2 The Registrar of Incorporated Societies;
- 10.3.3 Any member upon request.

11 MEETINGS OF THE REGION

11.1 ANNUAL GENERAL MEETINGS

- 11.1.1 The Annual General Meeting of the Region shall be held within **120** days of the end of each financial year.
- 11.1.2 The business of the Annual General Meeting shall consist of:
 - 11.1.2.1 Receiving the minutes of the previous Annual General Meeting;
 - 11.1.2.2 Receiving and considering the report of the Chairperson(s);
 - 11.1.2.3 Receiving and considering the accounts of the Region;
 - 11.1.2.4 Reporting the results of elections and appointment of Committee members;
 - 11.1.2.5 Appointing an auditor;
 - 11.1.2.6 Any other matters as may be properly conducted and which is agreed to by a majority of the Annual General Meeting.
- 11.1.3 The Chairperson(s) shall call an Annual General Meeting not less than **60** days prior to the date in which it is to be held. Such notices shall call for any notices of motion, or business for which notice is required.
- 11.1.4 The Secretary shall give all members at least **28** days written notice ("Notice of Meeting") of:
 - 11.1.4.1 The business to be conducted at any Region Meeting;
 - 11.1.4.2 A copy of the Annual Report and Statement of Accounts, if the Region Meeting is an Annual General Meeting;
 - 11.1.4.3 A list of Nominees for the Committee, and information about those Nominees if it has been provided;
 - 11.1.4.4 Any motions and any Committee recommendations about those motions;
 - 11.1.4.5 Whether or not postal or electronic votes will be allowed, the name of the person authorised by the Committee to be the Returning Officer to receive and count postal or electronic votes at that meeting and the date by which postal electronic votes must be received by the Returning Officer.
- 11.1.5 If the Secretary has sent notice to all members in good faith, the Meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 11.1.6 All members may attend Region Meetings but only Voting Members shall be entitled to vote.
- 11.1.7 All Region Meetings shall be chaired by the Chairperson or one of the Chairpersons as agreed by them. If there is only one Chairperson and that Chairperson is absent, the Region shall elect another Committee member to chair that meeting.

11.2 SPECIAL GENERAL MEETINGS

- 11.2.1 A Special General Meeting may be called if any group of five or more members so request or if four or more Committee members so request.
- 11.2.2 Written notice of the request for a Special General Meeting stating the nature of the business to be transacted shall be given to the Chairperson(s) who shall within **30** days of receiving such notice call a Special General Meeting provided that at least **14** days notice of the date, place and business of such a meeting is given to each member.
- 11.2.3 In all other regards, the rules pertaining to Special General Meetings shall be the same as for Annual General Meetings as outlined in Paragraph 11.1

12. QUORUM

- 12.1 A minimum of fifteen (15) members shall constitute a quorum at AGMs and SGMs.

13. DECISION MAKING

At all Meetings:

- 13.1 Decision making shall be by consensus of Voting Members, but failing a consensus on any given matter, a simple majority is required (i.e. 50% + 1 of those who vote). The Chairperson(s) shall in good faith determine whether to vote by:
- Voices; or
 - Show of hands; or
 - Secret ballot; or
 - Postal or electronic vote in accordance with the provisions of paragraph 13.5 herein, if the Notice of Meeting according to paragraph 11.1.4 specifies that postal or electronic votes will be allowed according to paragraph 11.1.4.5.
- 13.2 The Chairperson/s or person acting as the Chairperson shall have a casting vote. If the Chairperson is a member group, they will only have one casting vote.
- 13.3 If any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the person authorised to receive and count postal or electronic votes may cast votes according to the postal or electronic votes received and the Chairperson will have one casting vote.
- 13.4 If no person has been authorised to receive and count postal or electronic votes or if no person is named as being so authorised in the notice of the meeting, every member of the Committee is deemed to be so authorised.

- 13.5 A Voting Member may cast a postal or electronic vote on all or any of the matters to be voted on, by sending a notice of the manner in which his or her vote is to be cast to the person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 24 hours before the start of the meeting.
- 13.6 A postal or electronic vote will be deemed to have been communicated if done so in writing by any acceptable form of communication for the time being, including but not limited to post, facsimile, email or any other form of electronic communication.
- 13.7 It is the duty of the Returning Officer and an assistant appointed by the Committee to –
- 13.7.1 To collect together all postal or electronic votes received by the Returning Officer; and
- 13.7.2 In relation to each resolution to be voted on at the meeting, to count -
- The number of members voting in favour of the resolution; and
 - The number of members voting against the resolution;
- 13.7.3 To sign a certificate that he or she has carried out the duties set out in paragraphs 13.7.1 and 13.7.2 and which sets out the results of the counts required by paragraph 13.7.2 (b); and
- 13.7.4 To ensure that the certificate required by paragraph 13.7.3 is presented to the Chairperson.
- 13.8 The Chairperson of a meeting must ensure that a certificate of postal or electronic votes held by him/her is annexed to the minutes of the meeting.
- 13.9. When voting is taking place for the election of Regional officers:
- 13.9.1 No member standing for election shall be appointed as the Returning Officer or her/his assistant;
- 13.9.2 In the event of there being only one nominee to fill a vacancy, that nominee shall be deemed to have been elected unopposed to the vacant position.

14. COMMON SEAL

The Common Seal of the Region shall be held by the Secretary. Whenever it is to be affixed to any deed or document it shall be affixed pursuant to a resolution of the Committee and in the presence of two Committee members of whom one shall be one of the Chairpersons and/or Secretary.

15. ALTERATION TO THE CONSTITUTION

The Constitution may be altered, added to or rescinded only by resolution of the Annual General Meeting or any Special Meeting of the Region for the purpose PROVIDED THAT:

- 15.1.1 Written notice of any proposed amendment shall be handed to the Chairperson not later than two months prior to the date of the meeting; and

15.1.2 The Chairpersons shall circulate any such proposal in writing, to all members of the Region not less than one month prior to the date of the meeting; and

15.1.3 Any such motion shall be required to be carried by a majority of those present.

16. WINDING UP

16.1 A simple majority is required to pass and confirm a resolution to wind up.

16.2 On the winding up or dissolution of the Region the surplus assets of the Region after payment of all liabilities and expenses shall be paid to such charitable organisations within New Zealand as the majority of the members agree.

This Constitution should be read in conjunction with the constitution of the New Zealand College of Midwives (Inc).