



NEW ZEALAND
RED CROSS
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NEW ZEALAND RED CROSS INCORPORATED CONSTITUTION

October 2024

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INTRODUCTION

THE FUNDAMENTAL PRINCIPLES

New Zealand Red Cross was founded on 22 December 1931. This Constitution is based on the Geneva Conventions of 1949 and their Additional Protocols to which New Zealand is a party, the Statutes of the International Red Cross and Red Crescent Movement (“the Movement”), Resolutions of the International Conference of the Red Cross and Red Crescent, Resolutions of the Council of Delegates and decisions of the General Assembly of the International Federation of the Red Cross and Red Crescent Societies, and on applicable national law.

New Zealand Red Cross shall be guided in its work by the principles of International Humanitarian Law, and shall respect the Fundamental Principles of the International Red Cross and Red Crescent Movement (“the Fundamental Principles”), namely:

HUMANITY

The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace among all peoples.

IMPARTIALITY

It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

NEUTRALITY

In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

INDEPENDENCE

The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

VOLUNTARY SERVICE

It is a voluntary relief movement not prompted in any manner by desire for gain.

UNITY

There can be only one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.

UNIVERSALITY

The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

NATIONAL AND INTERNATIONAL CHARACTER

New Zealand Red Cross is officially recognised by the New Zealand Government as the National Red Cross Organisation of New Zealand, a voluntary aid society auxiliary to the public authorities in the humanitarian field (but not in all fields of activities) (as under Article 1.1.4) and as auxiliary to the Medical Services of the Armed Forces (as under Article 1.1.5), in accordance with the Geneva Conventions, and as the only national Red Cross Society or Red Crescent Society in New Zealand, which may carry out its activities in New Zealand and abroad.

In relation to the public authorities and the government, New Zealand Red Cross maintains an autonomy, which allows it to act at all times in accordance with the Fundamental Principles. The authorities respect New Zealand Red Cross' adherence to the Fundamental Principles.

New Zealand Red Cross is a legally incorporated society. It acts under its own Constitution with all rights and obligations of a corporate body with a legal personality.

Chapter 1 - GENERAL PROVISIONS

Article 1.0: Definitions and Interpretation

1.0.1 In this Constitution, unless the context otherwise requires:

"**Area**" means an area defined in accordance with Article 4.3.2(ii).

"**Area Council**" means the group of Members who are elected by all Members in an Area to lead, coordinate and nurture New Zealand Red Cross in that Area.

"**Branch**" means a formal grouping of Members with elected officials that carries out activities to achieve New Zealand Red Cross' mission.

"**Counsellors of Honour**" means those Members who have been accorded this status by the National Council in recognition of their outstanding service to New Zealand Red Cross.

"**Election Notification Date**" means the date notified by the Secretary General as the last date for Area Councils to notify the Secretary General of the names of the five representatives to be members of the National Council.

"**Emblem**" means the New Zealand Red Cross emblem described at Article 1.3.1.

"**Employee**" means a person employed by New Zealand Red Cross.

"**Fundamental Principles**" means the Fundamental Principles of the Movement, as outlined in the Introduction.

"**Group**" means an informal grouping of Members that carries out activities to achieve New Zealand Red Cross' mission.

"**Incorporated Societies Act**" means the Incorporated Societies Act 1908 or any Act which replaces it (including any amendments to it from time to time).

"**Member**" means a person who has consented to being a member, has signed a form agreeing to abide by and promote the Fundamental Principles, and has given their name and contact details to New Zealand Red Cross for the purposes of becoming a Member.

"**Movement**" means the International Red Cross and Red Crescent Movement.

"**National Board**" means the authoritative body described in Chapter 4.

"**National Council**" means the authoritative body described in Chapter 3.

"**National Register**" means the register of New Zealand Red Cross required to be kept, and including the prescribed information for each Member and persons who have ceased to be a Member within the previous seven years, under the Incorporated Societies Act.

"National Youth Representative" means the National Youth Representative elected by the National Council in accordance with Article 3.4.2.

"New Zealand Red Cross" means New Zealand Red Cross as set out in Article 1.1.1.

"Objectives" means the objectives of New Zealand Red Cross as described at Article 1.6.

"Regulations" means the New Zealand Red Cross Regulations, as amended from time to time in accordance with Article 1.13. A copy of the New Zealand Red Cross Regulations can be found on the New Zealand Red Cross website.

"Secretary General" means the person appointed by the National Board to manage the operations of New Zealand Red Cross and to recruit all other employees.

"Supplementary Governing Documents" means any bylaws, policies, codes of conduct and any other supplementary governing document of New Zealand Red Cross created by the National Board in accordance with this Constitution. All Supplementary Governing Documents are subject to, and have no effect to the extent they are inconsistent with, this Constitution.

"Volunteer" means a Member who volunteers their time to participate in the governance of New Zealand Red Cross or engages in humanitarian action that supports New Zealand Red Cross' Objectives.

1.0.2 In the event of any inconsistency or conflict between the definitions in this Constitution and those in the Regulations, Supplementary Governing Documents or in New Zealand legislation applicable to New Zealand Red Cross, the definitions in this Constitution shall prevail.

Article 1.1: Name and Status

1.1.1 The name of the society is "New Zealand Red Cross Incorporated", founded 22 December 1931, following the formation of the New Zealand Branch of the British Red Cross on 10 November 1915. New Zealand Red Cross was recognised by the International Committee of the Red Cross on 16 June 1932 and was admitted as a full member of the International Federation of Red Cross and Red Crescent Societies on 11 July 1932.

1.1.2 New Zealand Red Cross was registered as a society under the Incorporated Societies Act on 22 December 1931 and remains registered as a society under that Act (or any Act which replaces it, including amendments to it from time to time).

1.1.3 New Zealand Red Cross is registered as a charitable entity under the Charities Act 2005.

1.1.4 New Zealand Red Cross was officially recognised by the Governor-General in Council on 3 June 1932 as the National Red Cross of New Zealand for the purposes of Article 25 of the Covenant of the League of Nations. New Zealand Red Cross is therefore

recognised by the New Zealand Government as a duly authorised voluntary national Red Cross organisation for the purposes of the improvement of health, the prevention of disease and the mitigation of suffering throughout the world.

- 1.1.5 New Zealand Red Cross was officially recognised by the Government of New Zealand on 26 October 1945 as an auxiliary of the Medical Services of the New Zealand Armed Forces authorised to render assistance to their regular medical services. New Zealand Red Cross also has an auxiliary role to New Zealand public authorities in the humanitarian field.

Article 1.2: Registered Office

- 1.2.1 The registered office of New Zealand Red Cross is at 69 Molesworth Street, Thorndon, Wellington, 6012, New Zealand or as otherwise determined by the National Board.

Article 1.3: Emblem

- 1.3.1 New Zealand Red Cross has as its emblem the sign of a red cross on a white background (“Emblem”). The Emblem may not be used except in accordance with the Geneva Conventions, New Zealand Law, including the Geneva Conventions Act 1958, the Geneva Conventions of 1949 and their Additional Protocols, the 1991 Regulations on the use of the Emblem, and any rules prepared by New Zealand Red Cross pursuant to this Constitution.

- 1.3.2 New Zealand Red Cross has as its logo the Emblem accompanied by the words “New Zealand Red Cross” or the abbreviation “NZRC”.

- 1.3.3 The National Board is responsible for adopting internal regulations on the use of the Emblem in conformity with Article 1.3.1.

Article 1.4: Membership

- 1.4.1 New Zealand Red Cross has Members as provided for in Chapter 2.

- 1.4.2 In addition to Chapter 2 of the Constitution, Chapter 2 of the Regulations provides further detail on membership including, the membership process, Member's rights when volunteering, and Member's obligations.

Article 1.5: Structure

- 1.5.1 New Zealand Red Cross has the following components:

- (i) Branches or Groups
- (ii) Area Councils
- (iii) A Secretary General
- (iv) A National Board
- (v) A National Council

Each component is authorised and regulated as provided for in this Constitution,

the Supplementary Governing Documents and the Regulations.

- 1.5.2 In addition to Chapters 3, 4, 5, 6 and 7 of the Constitution, further information on the responsibilities, structure, any subcommittees (such as the Honours and Awards Committee) and election process of the governance bodies listed above at (i) to (v) can be found in the Regulations.

Article 1.6: Objectives

- 1.6.1 The principal objective of New Zealand Red Cross is to prevent or alleviate human suffering with complete impartiality without any form of discrimination.

1.6.2 In particular, New Zealand Red Cross shall:

- (i) Act in case of armed conflict, and in peace be prepared to act in all fields covered by the Geneva Conventions on behalf of all war victims, both civilian and military;
- (ii) Provide emergency relief in time of disaster or conflict in New Zealand and internationally for the alleviation of human suffering;
- (iii) Contribute to the improvement of health, the prevention of disease and the mitigation of suffering through programmes of training and services for the benefit of the community adapted to national and local needs and circumstances;
- (iv) Recruit, train and assign such personnel as are necessary for the discharge of its responsibilities;
- (v) Promote the participation of people of all ages in the work of the Movement;
- (vi) Disseminate the Fundamental Principles of the Movement and of International Humanitarian Law in order to develop among the population the ideals of peace, mutual respect and understanding among all people;
- (vii) Assist the Government in carrying out and giving effect to its obligations under the Geneva Conventions and the Additional Protocols to the Geneva Conventions, current from time to time both in New Zealand and elsewhere;
- (viii) Assist in efforts to restore family links;
- (ix) Cooperate with the public authorities to ensure the protection of the Red Cross, Red Crescent and Red Crystal emblems; and
- (x) Pursue such other objects or activities as are in keeping with the Fundamental Principles.

(together, the “Objectives”)

Article 1.7: Secretary General

- 1.7.1 The Secretary General will be appointed by the National Board on such terms as the National Board may determine.
- 1.7.2 The Secretary General will be responsible to the National Board, through the National President, for implementing the policy of New Zealand Red Cross and directives of the National Board.
- 1.7.3 The Secretary General has the power to appoint and dismiss Employees.
- 1.7.4 The Secretary General will provide appropriate Employee support for the components and activities of New Zealand Red Cross.
- 1.7.5 The Secretary General will be entitled to attend and speak at any New Zealand Red Cross meeting, however, is not entitled to vote. Attendance at National Board meetings is described in Article 4.1.3.
- 1.7.6 The Secretary General will be responsible for preparing the annual plan and budget, the annual report and the consolidated financial statements.
- 1.7.7 The Secretary General will be the authorised representative of New Zealand Red Cross in relation to third parties and courts of law for all transactions within any limits laid down by the National Council, the National Board and the Regulations.
- 1.7.8 The Secretary General is the contact person for New Zealand Red Cross.

Article 1.8: Financial Resources

- 1.8.1 Within the limits laid down by its Objectives, New Zealand Red Cross may, without restriction, deal with any property owned or controlled by New Zealand Red Cross.
- 1.8.2 New Zealand Red Cross may accept, from any person, or any private or public organisation, contributions and assistance in any form.
- 1.8.3 New Zealand Red Cross may not accept donations or services that directly stem from the revenue of activities contrary to the Fundamental Principles.
- 1.8.4 New Zealand Red Cross may accept as agent or trustee, funds or property in trust or those given for a particular use if that use is within the Objectives of New Zealand Red Cross.
- 1.8.5 New Zealand Red Cross may accept the conveyance of real estate for its use or benefit.
- 1.8.6 New Zealand Red Cross may set up and administer any reserve, insurance or other funds for its Employees or for any of its activities.
- 1.8.7 New Zealand Red Cross may borrow and raise money for any Objectives of New

Zealand Red Cross, and may secure the repayment of such money on all or any part of the property of New Zealand Red Cross or otherwise, as New Zealand Red Cross sees fit.

1.8.8 New Zealand Red Cross may invest, as is determined from time to time by the National Board, all funds of the New Zealand Red Cross which are not required to be immediately expended for its purposes.

1.8.9 New Zealand Red Cross may pay reasonable remuneration for services provided. However, no remuneration shall be payable to any Member or officer, where that Member or officer is able to determine or materially influence the amount of that remuneration, by virtue of their capacity as a Member or officer.

1.8.10 New Zealand Red Cross must mobilise its resources in a transparent, principled and accountable way, particularly having regard to the Fundamental Principles.

Article 1.9: Financial Year

1.9.1 The financial year will close on 30 June of each year and will commence on 1 July of each year or such other dates as the National Board may determine.

Article 1.10: Management and Control

1.10.1 All funds and property held by, or for the benefit of, New Zealand Red Cross (including Branches) will be under the ultimate control of the National Board. Area Councils, Branches and Groups will be empowered to deal with New Zealand Red Cross property in accordance with the Regulations.

1.10.2 All monies received by the Secretary General or any other person on behalf of New Zealand Red Cross, shall immediately be paid into the appropriate New Zealand Red Cross bank account. All payments on behalf of New Zealand Red Cross (except the petty expenses which may be drawn from an imprest account) shall be made from the appropriate bank account of the New Zealand Red Cross by an appropriate payment method (including electronic). All payments shall be made as authorised in accordance with the Regulations and relevant Supplementary Governing Documents, including the New Zealand Red Cross Delegations Policy.

1.10.3 An audit of New Zealand Red Cross (including the consolidated accounts and financial statements of New Zealand Red Cross) will be undertaken at the end of each financial year by an external, qualified and independent auditor, appointed by the National Council, to ensure financial accountability and transparency.

1.10.4 In the event that the acceptability of contributions, assistance, donations or services in accordance with Articles 1.8.2, 1.8.3 or 1.8.4 is in doubt, the National Board will be responsible for determining the acceptability.

Article 1.11: Common Seal

- 1.11.1 The common seal of New Zealand Red Cross will be held by the Secretary General and may be affixed to any document only by resolution of the National Board. Once the seal has been affixed to the document, two members of the National Board shall, in addition, sign the document.
- 1.11.2 The National Board may, by resolution, authorise the signing of any document by two members of the National Board, without the affixing of the common seal (except deeds, which prior to re-registration of New Zealand Red Cross as a society under the Incorporated Societies Act 2022 must be signed in accordance with Article 1.11.1).
- 1.11.3 Upon re-registration of New Zealand Red Cross as a society under the Incorporated Societies Act 2022, a deed may be entered into on behalf of the society in writing by two members of the National Board without the affixing of the common seal.

Article 1.12: Relations and Actions

- 1.12.1 New Zealand Red Cross is a member of the International Federation of the Red Cross and Red Crescent. It is party to the solidarity which unites all members of the Movement, including all National Societies, members of the International Federation of the Red Cross and Red Crescent, and International Committee of the Red Cross, and New Zealand Red Cross maintains continuous relations with them.
- 1.12.2 New Zealand Red Cross will participate in international actions of the Movement as decided by the National Board and to the extent of its capacity at the time.
- 1.12.3 New Zealand Red Cross will exercise the rights and undertake the duties deriving from its membership of the Movement, in accordance with the Statutes of the Movement, and the Constitution of the International Federation of Red Cross and Red Crescent Societies.
- 1.12.4 Agreements concluded with other organisations or entities, in particular with the public authorities regarding the execution of a public service, shall be in writing and shall not in any way constitute an obligation for New Zealand Red Cross to act against the Fundamental Principles.

Article 1.13: New Zealand Red Cross Regulations and Supplementary Governing Documents

- 1.13.1 The National Board will adopt and amend such rules, as recorded in the Regulations and Supplementary Governing Documents, as are necessary to implement this Constitution and the Objectives and policies of New Zealand Red Cross. Such rules shall be binding on all components of New Zealand Red Cross.
- 1.13.2 The process for amending the Regulations is set out in the Regulations.
- 1.13.3 The Regulations and Supplementary Governing Documents will be amended by the National Board in accordance with any directive given by the National Council.

Article 1.14: Amendment of the Constitution

- 1.14.1 The Constitution may be amended or replaced only at a meeting of the National Council called with no less than 21 days' notice and passed by a two-thirds majority of those voting persons present or by proxy.
- 1.14.2 No such amendment or replacement may detract from the humanitarian charitable purpose of New Zealand Red Cross.
- 1.14.3 Any draft of a new Constitution must be submitted to the Joint International Committee of the Red Cross / International Federation Commission for National Society Statutes, and the recommendations of the Commission taken into account, prior to its adoption by the National Council.
- 1.14.4 No alteration, amendment or rescission of this article, or of Article 1.6, whether directly or by necessary implication, shall be valid or effective unless it has been approved by the authorised Minister of the Crown, and such approval has been signified to New Zealand Red Cross in writing.

Article 1.15: Dissolution and Liquidation

- 1.15.1 Provided that all liabilities of New Zealand Red Cross have been duly discharged, a Special General Meeting of the National Council convened for the purpose may resolve that New Zealand Red Cross be dissolved. Such a meeting requires a quorum of 75% of the members of the National Council and a majority of 75% of those present and voting. Such resolution shall be approved at a subsequent Special General Meeting of the National Council to be held not earlier than thirty days after the first special meeting. The processes for dissolving New Zealand Red Cross, and for all matters related to the dissolution, shall be in accordance with those set out in the Incorporated Societies Act.
- 1.15.2 A Special General Meeting of the National Council convened for the purpose may resolve that New Zealand Red Cross be placed into liquidation. The processes for passing the resolution placing New Zealand Red Cross into liquidation, and for all matters related to the liquidation, shall be accordance with those set out in the Incorporated Societies Act (or the Incorporated Societies Act 2022 upon re-registration of New Zealand Red Cross as a society under that Act).
- 1.15.3 Upon re-registration of New Zealand Red Cross as a society under the Incorporated Societies Act 2022, the resolution of the National Council placing New Zealand Red Cross into liquidation must be passed in accordance with the process set out in Article 1.15.1, to the extent this is not inconsistent with the Incorporated Societies Act 2022.
- 1.15.4 If upon the dissolution or liquidation of New Zealand Red Cross there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of New Zealand Red Cross, but shall be given or transferred in whole or in part as may be determined by the National Council in general meeting, at or before the time of dissolution or liquidation, or in

accordance with any directions of the High Court under section 27 of the Charitable Trusts Act 1957, or any provision substituted therefore, to some other organisation or organisations within New Zealand having exclusively humanitarian charitable objectives, which are all together or in part similar to those of New Zealand Red Cross. A resolution of the National Council placing New Zealand Red Cross into liquidation must also set out the organisation(s) to which any remaining property will be distributed, and the allocations of assets to these organisations.

Article 1.16: Interpretation

1.16.1 Any question or disagreement concerning the interpretation or application of this Constitution, which has not been settled by the National Council, shall be referred to the National Board for consideration and again submitted to the National Council for its final decision.

1.16.2 In the event of any inconsistency between the official version of this Constitution in English as published by New Zealand Red Cross, and any other translations of this Constitution, including in te reo Māori, the official version of this Constitution in English as published by New Zealand Red Cross shall prevail.

Article 1.17: Entry into Force

1.17.1 This Constitution shall come into force on the date it is registered by the Registrar of Incorporated Societies.

Article 1.18: Integrity and Ethical Standards

1.18.1 The integrity and ethical standards of New Zealand Red Cross must be upheld at all levels, including zero tolerance for violations of these standards. The integrity and ethical standards include:

- (i) adhering to the Fundamental Principles, and to the policies and Regulations of New Zealand Red Cross;
- (ii) protecting confidentiality and maintaining the trust of those that New Zealand Red Cross serves;
- (iii) acting and making decisions in the interests of New Zealand Red Cross when acting on its behalf;
- (iv) treating everyone with dignity and respect and, therefore, abstaining from:
 - (a) discrimination based on gender, sexual orientation, ethnic origin, nationality or citizenship, age, disability, language, political opinions, religious belief, social background, or any other similar grounds;
 - (b) xenophobia and other forms of racism;
 - (c) bullying and harassment, including sexual harassment; and
 - (d) sexual exploitation and abuse;
- (v) acting honestly and with integrity in all transactions and dealings, which includes abstaining from fraud and corruption, abuse of power and nepotism; and

(vi) avoiding conflicts of interest and handling actual or possible conflicts of interest appropriately.

1.18.2 The procedures for investigating and sanctioning non-compliance with the integrity and ethical standards in Article 1.18.1 are set out in the Regulations.

Article 1.19: Constitution not to prevail over New Zealand legislation

1.19.1 This Constitution, and any bylaws, policies or codes of conduct including the Supplementary Governing Documents, have no effect to the extent that it contravenes or is inconsistent with New Zealand law applicable to New Zealand Red Cross.

Article 1.20: Guiding Principles

1.20.1 New Zealand Red Cross will in pursuing and performing its Objectives, have commitment to the principles of diversity and inclusion of communities from across New Zealand (including Māori, Pasifika, former refugees, asylum seekers, migrants, Takatāpui, Rainbow and disability communities or any other community in need).

1.20.2 New Zealand Red Cross will embrace Te Tiriti o Waitangi principles of partnership, participation and protection in pursuing and fulfilling the Objectives.

Chapter 2 - MEMBERSHIP OF NEW ZEALAND RED CROSS

Article 2.1: Membership of New Zealand Red Cross

- 2.1.1 Membership of New Zealand Red Cross will be open to every person without discrimination based on race, sex, sexual orientation, gender, age, disability, social background, economic status, religious beliefs, language, ethnic origin, nationality or citizenship, class or political opinions or on any other similar grounds.
- 2.1.2 There will be two categories of membership: Ordinary Members and Honorary Life Members.
- 2.1.3 All Members of New Zealand Red Cross will be required to adhere to the Fundamental Principles, this Constitution, the Code of Conduct, the Regulations, Supplementary Governing Documents, internal regulations on the use of the Emblem by the Members and New Zealand legislation as it applies to New Zealand Red Cross.
- 2.1.4 Any Member who is an Employee of New Zealand Red Cross may not hold any office, nominate candidates or take part in any vote at any level of New Zealand Red Cross, without the written consent of the National Board. The approval from the National Board can either be as a class exemption or specific approval and may be withdrawn at the discretion of the National Board.
- 2.1.5 No Ordinary Member or Honorary Life Member is liable for an obligation of New Zealand Red Cross by reason only of being a Member.
- 2.1.6 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of New Zealand Red Cross.
- 2.1.7 No person may apply to become a Member if they are, or are a nominee to become, elected as an elected representative of a political party or to a local or national political role.

Article 2.2: Members of New Zealand Red Cross

- 2.2.1 Ordinary Members are those persons who have consented to being Members of New Zealand Red Cross.
- 2.2.2 A Member shall also be enrolled as a Member with the Area Council, Branch or Group within the Area in which they have their principal place of residence. They may also belong to one or more Branches and one or more Groups within that Area. Area Councils are responsible for ensuring that Members' records in their Area are kept up to date.
- 2.2.3 Procedures for application for membership of New Zealand Red Cross and for enrolment with Areas, Branches and Groups, shall be as set out in the Regulations.
- 2.2.4 Procedures for participating in humanitarian action and the components of the New

Zealand Red Cross as a volunteer, and the rights of Members when volunteering, shall be set out in Chapter 2 of the Regulations.

Article 2.3: Honorary Life Members

2.3.1 Honorary Life Members are those Ordinary Members who have been accorded this status by the National Board, and, in the case of Counsellors of Honour, the National Council. Honorary Life Members have the same rights as Members.

Article 2.4: Counsellors of Honour

2.4.1 Counsellors of Honour are those Members who have been accorded this status by the National Council in recognition of their outstanding service to New Zealand Red Cross.

2.4.2 All Counsellors of Honour are Honorary Life Members.

2.4.3 The number of Counsellors of Honour will not exceed 20 at any time.

2.4.4 The National Council may not appoint any Member as a Counsellor of Honour except on the recommendation of the National Board.

2.4.5 The National Board may, on its own initiative, consider any Member for recommendation as a Counsellor of Honour, and shall consider for recommendation any Member whose name has been proposed by an Area Council.

2.4.6 The criteria for the appointment of Counsellors of Honour are determined by the Honours and Awards Committee.

Article 2.5: Honours and Awards

2.5.1 The National Council may institute such other Honours and Awards as it thinks fit.

2.5.2 All details on how Honours and Awards are regulated can be found in the Regulations and Terms of Reference of the Honours and Awards Committee of the National Board.

Article 2.6: Members' rights, including voting in Elections

Subject to Article 2.1.4 which pertains to Members who are Employees:

2.6.1 Every Member may nominate candidates and may vote for the election of members of Branch or Group committees, or other elected entities, for any Branches or Groups in which they are enrolled.

2.6.2 Every Member may nominate candidates and may vote for the election of members of the Area Council for the Area in which they are enrolled.

2.6.3 Every Member may nominate candidates for National President, National Board, and

National Youth Representative, all of whom shall be elected by the National Council.

- 2.6.4 Every Member will receive notice of and may participate in general meetings at the local levels of New Zealand Red Cross.
- 2.6.5 Every Member may present proposals and raise issues with the appropriate authorities of New Zealand Red Cross.
- 2.6.6 Every Member should promote and participate in the work of New Zealand Red Cross.
- 2.6.7 Every Member may stand for election for any office within New Zealand Red Cross (subject to any age restrictions for roles as set out in this Constitution and the Regulations).
- 2.6.8 Every Member, on reasonable notice and during normal operating hours, is entitled to inspect the National Register. However, no access to information contained within the National Register will be given to Members or any other person, other than as required by law.

Article 2.7: Termination of Membership

- 2.7.1 A Member may resign by giving written notice to each entity with which that Member is enrolled. If the notice does not specify a date upon which the resignation is to take effect, the resignation shall be effective immediately once the notice is received.
- 2.7.2 For reasonable cause that might be detrimental to New Zealand Red Cross, the National Board or a subcommittee of the National Board may expel or suspend or direct any remedial course of action as appropriate to any Member, or exclude any Member from one or more categories of membership. Reasonable cause would include any display of character or morality incompatible with the Fundamental Principles, a breach of New Zealand Red Cross' health and safety obligations under the Health and Safety at Work Act 2015 or of the Privacy Act 2020 or other legislation relevant to New Zealand Red Cross, or a breach of the Constitution and/or the Regulations, Supplementary Governing Documents, or a National Board approved policy.
- 2.7.3 The procedure for suspension or expulsion to be followed by the National Board is set out in the Regulations.
- 2.7.4 If the subcommittee's decision is that a Member being sanctioned, suspended, expelled or excluded from membership of the New Zealand Red Cross, that Member shall have a right of appeal to the National Board in respect of that decision, subject to Section 2.14 in the Regulations. Employee members wishing to appeal a decision relating to their employment should refer to the Disciplinary Policy, as the process is different under employment law and Section 2.14 in the Regulations will not apply.
- 2.7.5 A person's status as a Member ceases:
- (i) upon receipt by New Zealand Red Cross of that person's resignation in writing;

- (ii) upon being expelled in accordance with this Constitution;
- (iii) on the death of the Member; or
- (iv) when that person accepts nomination to be a representative of any political party or stands for elections in central or local government.

2.7.6 A Member who resigns or whose membership is terminated under this Constitution:

- (i) shall cease to be a Member;
- (ii) shall return to New Zealand Red Cross all material provided to Members by New Zealand Red Cross (including any membership certificate, badges, uniforms, and manuals); and
- (iii) shall cease to be entitled to any of the rights of a Member.

Article 2.8: Right to Indemnify and Insure

2.8.1 New Zealand Red Cross has the right to indemnify Members and other people working in the interest of New Zealand Red Cross, and to cover them with liability insurance.

Article 2.9: Disclosure of Interests

2.9.1 Any Member seeking election or appointment to, or holding any governance role in New Zealand Red Cross, shall be required to disclose to the Secretary General any potential or actual conflicts of interest, or issues that could be perceived as a conflict of interest, as soon as reasonably practicable after becoming aware of the potential, actual or perceivable conflict.

2.9.2 If any Member holding a governance role in New Zealand Red Cross seeks appointment or election to, holds, or is appointed or elected to, any local or national political role or senior public service role (as determined at the sole discretion of the National Board), that Member must:

- (i) abstain from decision-making in their governance role in New Zealand Red Cross until the later of the end of that Member's term of office, and the time at which the election outcome for their sought role is confirmed; and
- (ii) if the conflict of interest is of a serious and permanent nature (as determined by the National Board), that Member must resign from their governance role in New Zealand Red Cross or temporarily stand down for the duration of their term of office in their elected or appointed political or senior public sector role.
- (iii) no decision shall be invalidated by reason of a Member participating in the decision-making in contravention of Article 2.9.2(i).

2.9.3 The final decision as to whether or not a potential or actual conflict exists, and if so the steps to be taken by the person with that conflict, rests with the National Board.

2.9.4 Guidance on the process for managing conflicts of interest is set out in the Regulations.

2.9.5 Any Member seeking election or appointment to, or holding, any governance role in New Zealand Red Cross shall, in determining whether a perceived, potential or actual conflict of interest exists, act in the best interests of New Zealand Red Cross.

Article 2.10: Complaints and Dispute Resolution

2.10.1 In this article a dispute is defined as a disagreement or conflict between Members of New Zealand Red Cross, or between Members and the Society (New Zealand Red Cross as legal entity).

2.10.2 Where a dispute occurs, a Member may make a complaint by filing it with the Secretary General directly in writing.

2.10.3 The process for investigating the complaint is set out at Section 2.14 in the Regulations and the dispute resolution process can be found in the Regulations at Section 2.14 on the New Zealand Red Cross website or will be made available upon request.

2.10.4 Notwithstanding the definition of a dispute as above, if a dispute is in regard to a breach of New Zealand Red Cross' Constitution, the Regulations, any Supplementary Governing Document, Code of Conduct, or any policy or procedure, or constitutes misconduct as defined in the Regulations, the dispute resolution process under the Regulations at Section 2.14 will be followed.

2.10.5 A change to the disputes resolution process which alters the type of disputes procedure process (for example, a change of process from mediation, facilitation, arbitration or a tikanga-based practice), will be subject to Article 1.14 of the Constitution. However, any amendment to the disputes resolution which does not alter the type of process will be subject to the amendment process under the Regulations.

Chapter 3 – NATIONAL COUNCIL

Article 3.1: Composition

- 3.1.1 The members of National Council are:
- (i) Patron – appointed by National Council on recommendation of the National Board;
 - (ii) National President – elected at large by National Council;
 - (iii) National Vice President – elected by National Board from among its number;
 - (iv) Members of the National Council – elected by Area Councils under Article 3.4.3;
 - (v) Members of the National Board, including co-opted and retiring members;
 - (vi) National Youth Representative - elected by the National Council;
 - (vii) Counsellors of Honour – appointed by the National Council; and
 - (viii) A representative of the New Zealand Government who shall have speaking rights only.
- 3.1.2 The Secretary General or their representative will be Secretary to the National Council.
- 3.1.3 Other Members of New Zealand Red Cross, including Employees, may attend and may speak at National Council meetings with the consent of the National President or Acting National President.
- 3.1.4 If a member of the National Council elected by an Area Council is unable to attend, the Area Council may designate another member of the Area to attend as a substitute by giving written notice to the Secretary General before the commencement of the meeting. Where a Youth Area Councillor elected to the National Council is unable to attend, the designated substitute to attend must be a Youth Member of the Area.

Article 3.2: Powers

- 3.1.5 The National Council is the highest authority of New Zealand Red Cross. For the purpose of carrying out the Objectives, the National Council may exercise all powers implied or expressly conferred on New Zealand Red Cross including the power to:
- (i) Appoint, on the recommendation of the National Board, the Patron and Auditor;
 - (ii) Elect the National President, National Youth Representative and members of the National Board;
 - (iii) Adopt the annual report and the annual consolidated financial statements of New Zealand Red Cross;
 - (iv) Alter this Constitution by following the procedure laid down in Article 1.14.
 - (v) Consider all other business on the agenda adopted by the National Council, or received at and accepted by, the meeting;

- (vi) Dissolve or place New Zealand Red Cross into liquidation in accordance with Article 1.15;
- (vii) Direct the National Board, in general or specific terms, to amend the Regulations; and
- (viii) Take any action in keeping with the Objectives.

3.2.2 Any member of the National Council may, by remit, bring to the meeting matters of substance for consideration by the National Council.

Article 3.3: Meetings

3.3.1 The National Council shall meet each year in ordinary session, in accordance with Article 3.3.6 which meeting shall comprise the Annual General Meeting of New Zealand Red Cross. The National Council may also meet as a Special General Meeting on the initiative of the National Board, or at the request of one fifth of the voting members of the National Council.

3.3.2 The National President may call a meeting of the National Council at any time for the purpose of electing an Ordinary Member of the National Board where a vacancy exists.

3.3.3 All Members of the National Council shall be given at least seven (7) clear days' notice of the date, time and place of any meeting of the National Council.

3.3.4 Such notice shall be in writing, to be forwarded by post or electronically to the last known address of all members of the National Council.

3.3.5 The accidental omission to give notice to any member or the non-receipt by any member of notice shall not invalidate any resolution passed at a meeting of the National Council.

3.3.6 A meeting of the National Council may be held:

- (i) At the time and place determined by the National Board; or
- (ii) By means of audio, audio and visual, or electronic communication; or
- (iii) By a combination of the method described in sub-article (i) and one or more of those methods referred to in sub-article (ii), noting that any virtual meeting should be held only under the same conditions and in accordance with the rules and procedures applicable to the National Council's meetings held in person.

Article 3.4: Elections

3.4.1 All voting in elections shall be free and fair, and conducted by secret ballot.

3.4.2 Except in the case of casual vacancies, the appointment of the Patron and the Auditor and the election of the National President, National Youth Representative and

elected members of the National Board shall take place during a National Council meeting.

- 3.4.3 The members of each Area Council shall elect five representatives who are currently enrolled in their Area to be members of the National Council. One of the elected representatives must be a Youth Area Councillor (if the Area Council has one).
- 3.4.4 The election by Area Councils of Area representatives, including Youth Area Councillor/s, to be members of the National Council, shall be conducted as provided for in the Regulations.
- 3.4.5 Prior to election or appointment, every National Council member must provide all forms and certifications required by New Zealand Law, this Constitution, or the Regulations or Supplementary Governing Documents.

Article 3.5: Term of Office

- 3.5.1 The terms of office of National President and National Youth Representative shall begin from the close of the National Council meeting at which they are elected and continue until the close of the third National Council meeting since their election.
- 3.5.2 The National President may serve a maximum of six consecutive years. Following a stand-down period of three years, former National Presidents may stand for re-election for no more than a further six years.
- 3.5.3 The National Youth Representative may serve in the role for a maximum of six years or until they turn 31 years of age, after which the retiring Member will be ineligible for re-election on the National Board for a further three years. Candidates for selection of National Youth Representative on the National Board must be no younger than 18 years, and must retire at the National Council prior to turning 31 years.
- 3.5.4 The term of office of an elected Ordinary Member of the National Board, shall commence from the conclusion of the National Council meeting at which they are elected, and continue until the close of the fourth annual National Council meeting since their election. For the avoidance of doubt, references to years an Ordinary Member may serve means the number of annual National Council meetings following the conclusion of the National Council meeting at which they are elected. This provision applies to Ordinary Members of the National Board elected at a National Council meeting called under Article 3.3.2.
- 3.5.5 The terms of office of members elected under Article 3.4.3 shall commence from the Election Notification Date following their Area Council election, prior to the next National Council meeting, and continue until the Election Notification Date in the following year.
- 3.5.6 Each National Council member who resigns or whose membership is terminated, shall promptly deliver to the Secretary General all books, papers and other property of New Zealand Red Cross held by such former members.

Article 3.6: Procedure

- 3.6.1 The National Council will be presided over by the National President, or in the absence of the National President, by the National Vice President, or if neither is present, by a member of the National Board elected by the members of the National Board present at the National Council meeting.
- 3.6.2 The quorum will be one half of the voting members. To be included in the quorum members must be present in person or by proxy. If there is no quorum, the presiding officer may order that the meeting of the National Council be called again within 60 minutes, or at such other time directed by the presiding officer. The resumed meeting may proceed with a quorum of one quarter of the voting members. To be included in the quorum for the resumed meeting, members must be present in person or by proxy. Any member of the National Council who is not a Counsellor of Honour may appoint a proxy. Appointment of a proxy will not take effect until written notice has been received by the Secretary General. The form shall be signed by the member appointing the proxy, whose signature must be attested by a witness. The appointment shall be for a specified meeting. For the avoidance of doubt, Members participating in a meeting of the National Council by means of audio, audio and visual, or electronic communication are present at the meeting and part of the quorum. One voting member can hold more than one proxy.
- 3.6.3 Minutes must be kept by the Secretary General of all National Council meetings.
- 3.6.4 A Member, or the Member's proxy, may participate in a National Council meeting by means of audio, audio and visual, or electronic communication if:
- (i) The National Board approved those means; and
 - (ii) The Member or proxy complies with any conditions imposed by the National Board in relation to the use of those means (including, for example, conditions relating to the identity of the Member or proxy and that person's approval or authentication (including electronic authentication) of the information communicated by electronic means).

Article 3.7: Voting

- 3.7.1 On all matters put before the National Council meeting, those members entitled to vote shall have only one vote which may be exercised in person or, where authorised, by proxy given to another member of the National Council. Every question shall be determined by a majority vote, except for the election of the National President which shall be determined as set out in the next paragraph. Where needed, the chairperson of the meeting shall have a casting, as well as a deliberative vote. No person can exercise votes in more than one capacity other than as a proxy for another member of the National Council. For the avoidance of doubt the Patron shall not have the right to vote at a National Council meeting or have the right to elect or be elected to any position in New Zealand Red Cross.

3.7.2 If in the election for the National President no candidate obtains in excess of 50% of the votes cast, the candidate who obtained the smallest number of votes shall be deleted from the list of candidates, and a second vote held for the remaining candidates using the following processes.

- (i) If more than one candidate obtains lowest equal votes, those candidates shall be identified to the meeting and that vote shall be taken again.
- (ii) If no candidate obtains a majority on the first vote, successive votes shall be held in the manner set out above, until one candidate obtains in excess of 50% of the votes cast.
- (iii) In the case of only one valid nomination being received no vote shall be taken.

3.7.3 At the discretion of the chairperson of the meeting, all votes shall be cast:

- (i) In the case of a meeting of the National Council held under Article 3.3.6(i) either by voices or the raising of hands; or
- (ii) In the case of a meeting of the National Council held under Article 3.3.6(ii) or (iii), by any method permitted by the chairperson of the meeting or by electronic means as set out under Article 3.8.5, provided that a ballot shall be conducted if required by the chairperson or not fewer than five members. However, all elections shall be conducted by ballot, including by written and/or electronic means.

3.7.4 In the case of a meeting of the National Council held under Article 3.3.6(ii) or (iii), unless a ballot is required, voting at the meeting shall be by any method permitted by the chairperson of the meeting.

3.7.5 To the extent permitted by the Incorporated Societies Act, the National Council may allow Members to vote by signifying their assent or dissent by electronic means (including, for the avoidance of doubt, voting on a personal computer, with such vote being visible or transmitted to the meeting such as a raise hand symbol), instead of the Member voting by another method permitted by the Incorporated Societies Act or this Constitution.

Article 3.8: Conduct of Meeting

3.8.1 The conduct of meetings of the National Council, including resolutions and voting procedures, shall be in accordance with this Constitution and applicable Supplementary Governing Documents.

Chapter 4 - THE NATIONAL BOARD

Article 4.1: Composition

4.1.1 The members of the National Board are:

- (i) The National President;
- (ii) Six Ordinary Members elected by the National Council in accordance with the Regulations. One of these six will be elected by the National Board to serve as National Vice President for such term as the Board thinks fit;
- (iii) The National Youth Representative elected by the National Council in accordance with the Regulations; and
- (iv) Not more than three Members of New Zealand Red Cross co-opted by the National Board.

4.1.2 When considering the need for co-opting members under Article 4.1.1(iv) the National Board shall consider what governance qualities require strengthening on the National Board, and, in particular, will consider whether there is a National Board member who is experienced and qualified in a technical financial sense to serve as Chair of the Audit and Risk Committee of the National Board. The manner of selecting who will be co-opted is outlined in the Regulations.

4.1.3 The Secretary General, or a delegate nominated by the Secretary General and approved by the National President, shall be required to attend and participate in all meetings of the National Board (except when the National Board resolves to go into committee and exclude that person). The Secretary General has no voting rights.

4.1.4 As the National Council is the highest authority of New Zealand Red Cross (under Article 3.2.1), the National Board shall report to the National Council on any matter as determined by the National Council from time to time.

Article 4.2: Responsibilities

4.2.1 The National Board will, through the Secretary General, provide direction to Employees in accordance with this Constitution, the Regulations, Supplementary Governing Documents and policies adopted or directions given by the National Council.

4.2.2 The National Board will approve the annual plan and budget prepared by the Secretary General and will monitor and review its implementation.

4.2.3 The National Board will approve the annual report and consolidated financial statements prepared by the Secretary General, receive the auditor's certificate, and refer them for adoption by the National Council.

4.2.4 The National Board, working with the Secretary General, will support and encourage Area Councils, Branches, Groups, Members and Volunteers.

4.2.5 The National Board will ensure the operational efficiency of New Zealand Red Cross through the Secretary General, Area Councils, Branches, Groups and Members, in accordance with the Regulations, and the Secretary General's delegations.

Article 4.3: Powers

4.3.1 Within the framework of the policies adopted by the National Council, the National Board may exercise all powers necessary to carry out the Objectives, except for those powers which, by this Constitution, are exercisable only by the National Council.

4.3.2 In particular, but without limiting its general powers, the National Board may:

- (i) Appoint the Secretary General and set conditions of appointment and the term of office for such position;
- (ii) Define Areas for the purposes of Article 1.5.1(iv);
- (iii) Act in accordance with Article 1.14 in preparing, approving, or amending all rules and Supplementary Governing Documents as are necessary to give effect to this Constitution, or to the policies of New Zealand Red Cross as determined by the National Council;
- (iv) Set up such subcommittees, or commissions, that may be necessary or desirable in assisting the National Board to carry out its tasks;
- (v) Set up procedures to enable urgent decisions to be made between meetings, as detailed in Article 5.1.2;
- (vi) Take responsibility for the financial performance and sustainability of New Zealand Red Cross; and
- (vii) Take responsibility for the organisation of National Council.

Article 4.4: Meetings

4.4.1 The National Board will meet in ordinary session at least quarterly in each year at such times as it may decide.

4.4.2 Additional meetings of the National Board will be held on the initiative of the National President, or at the request of one third of its members.

Article 4.5: Procedure

4.5.1 The National Board will be presided over by the National President, or if absent, by the National Vice President.

4.5.2 The quorum will be one half of the members. Unless otherwise provided for in this Constitution, all decisions will be decided by majority vote of those members present and entitled to vote. Each member shall have a single vote, but the chairperson shall be entitled to a casting as well as a deliberative vote.

4.5.3 If a quorum of one half of its members is not met, then the National President shall adjourn the meeting and reconvene the meeting to be held no longer than 60

minutes after the adjourned meeting when a quorum will remain at half of its members.

- 4.5.4 The National Board may conduct a meeting by way of a telephone or video conference or a hybrid of in-person and by telephone or video conference.
- 4.5.6 All members of the National Board shall be given at least seven (7) clear days' notice of the date, time and place of any meeting of the National Board. However, the requirement of prior notice may be waived where at least 75 percent of the National Board members agree.
- 4.5.7 The accidental omission to give any notice to any member, or the non-receipt of notice by any member shall not invalidate any resolution passed at a meeting of the National Board.
- 4.5.8 The National Board may approve an urgent motion by circular resolution, approved by no less than 60% of its members.

Chapter 5 - NATIONAL OFFICERS

Article 5.1: General Provisions

- 5.1.1 The National Officers comprise the National President and the National Vice President.
- 5.1.2 To the extent delegated by the National Board, the National Officers may, after consultation with the Secretary General, make decisions between National Board meetings, but must provide a full account of any decisions made to the next National Board meeting.

Article 5.2: National President

- 5.2.1 The National President shall ensure the general supervision of the administration of New Zealand Red Cross, and the carrying out of decisions taken by its committees.
- 5.2.2 The National President shall act under the authority of the National Council to guide the affairs of New Zealand Red Cross in conformity with the decisions of the National Council.
- 5.2.3 The National President will represent New Zealand Red Cross in its relations with the other components of the Movement, with international organisations and with New Zealand authorities, and is its Head of Delegation.
- 5.2.4 The National President may delegate part of these functions to any member of the National Board or, with the consent of the National Board, to any other Member. The National President is a member of all National Board committees and Commissions.

Article 5.3: Vice President

- 5.3.1 The National Vice President will act as Acting National President in the place of the National President, if that officer is absent or otherwise unable to act, and will at all other times undertake such duties as the National President may determine.

Chapter 6 - AREA COUNCILS

Article 6.1: Area Councils

- 6.1.1 With the objective of ensuring co-ordination of New Zealand Red Cross activities, including the activities of Branches and Groups, the National Board has the power to designate Areas to be developed and co-ordinated by Area Councils, defining the geographic area allocated to each, and delegating such responsibility as it thinks fit for the organisation of New Zealand Red Cross and its activities in each Area.
- 6.1.2 A Member of New Zealand Red Cross who has enrolled with an Area Council or a Branch or Group within the designated Area shall have speaking and voting rights at meetings of Members convened by an Area Council.
- 6.1.3 A Member of New Zealand Red Cross may be enrolled in only one Area.
- 6.1.4 Members that do not actively participate in a Branch, Group or Area Council and do not volunteer their time by participating in New Zealand Red Cross activities, remain subject to this Constitution and for the purposes of alignment are assigned to the Area for the geographic location in which the New Zealand Red Cross activity takes place.
- 6.1.5 Subject to Article 6.1.5, the structure and management of each Area Council and its relationship with Branches and Groups within its designated Area shall be as provided for in the Regulations.
- 6.1.6 A Member may be elected to an Area Council for no more than two terms of three years and shall then be ineligible for re-election for three years. Following this stand-down period, they may stand for re-election for no more than a further six years.
- 6.1.7 A co-opted member of an Area Council shall serve for such term, not exceeding three years, as the Area Council shall decide at the time of co-option. The maximum period for co-option shall be as for elected membership under Article 6.1.5.
- 6.1.8 Area Councils shall protect the integrity of New Zealand Red Cross in their Area. They must endeavour to ensure that Members that are part of the Area Council, Branches or Groups within that Area follow the Fundamental Principles, the Code of Conduct, the Regulations, all policies and procedures, New Zealand legislation and the Supplementary Governing Documents.
- 6.1.9 The Regulations set out regarding the reporting and communication lines between Area Councils and the National Board.

Chapter 7 - BRANCHES AND GROUPS

Article 7.1: Branches and Groups

- 7.1.1 With the object of ensuring that New Zealand Red Cross activities extend throughout New Zealand, the National Board supports Branches and Groups within an Area, which, while relating to and working together with other Branches and Groups and the Area Council for the Area in which they are established, remain subject to this Constitution, the Supplementary Governing Documents and the Regulations.
- 7.1.2 A Member who has enrolled in a Branch or Group shall have speaking and voting rights at any meeting of any Branch or Group with which they are enrolled.
- 7.1.3 A Member may be enrolled in one or more Branches and in one or more Groups in the same Area. A Member elected or appointed to a governance role within a Branch or Group may not, while in that governance role, be appointed or elected to a governance role at any other Branch or Group.
- 7.1.4 The structure and management of each Branch or Group and its relationships with the Area Council for the Area in which it is located or operates and with the National Board, shall be as provided for in the Regulations.

Chapter 8 – CONSTITUTION

Article 8.1: Constitution

- 8.1.1 The previous Constitution shall be rescinded on the date this Constitution is registered by the Registrar of Incorporated Societies.
- 8.1.2 The rescission of the previous Constitution shall not affect:
- (i) The validity, invalidity, effect or consequences or anything already done or suffered; or
 - (ii) Any existing status, capacity, honour, award or appointment; or
 - (iii) Any right, interest or title already acquired, accrued or established.
- 8.1.3 The previous Constitution, notwithstanding its rescission, shall continue and be in force for the purpose of continuing and perfecting under such rescinded Constitution any act, matter or thing if there are no substituted articles provided for in this new Constitution.

Article 8.2: The New Zealand Red Cross Regulations and Supplementary Governing Documents Update

- 8.2.1 The Regulations and the Supplementary Governing Documents, where relevant, will be updated to implement any amendments made to this Constitution.
- 8.2.2 If any provisions contained in the Regulations or the Supplementary Governing Documents at the time of the registration of this Constitution have not been updated or remain inconsistent with any provision of this Constitution, the National Board, subject to direction of the National Council, shall determine how that provision is to be implemented, and having done so, will then ensure that the provision is amended in the Regulations.