

# CONSTITUTION AND RULES OF ACT NEW ZEALAND

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## INTRODUCTORY AND GENERAL MATTERS

### Name and Establishment of party with full capacity and rights

1. This document is the Constitution and Rules (“Constitution,” “this Constitution,” “Rules,” “these Rules,” or “Constitution and Rules”) of the political party named **ACT New Zealand** (“Party” or “ACT”). The Party is registered as a political party under Part IV of the Electoral Act 1993 (“the Act”), shall remain registered under the Act and is the same political party as the party of that name existing at the date of adoption of this Constitution. References herein to “the Act” include replacement or substituting legislation.
2. Terms used in this document which are defined in the Act shall have the meaning given to them by the Act.
3. Subject to the Act, any other relevant legislation, and the express provisions of these rules, the Party has full capacity to do any act and to enter any transaction in the name of the Party and for those purposes it has full rights, powers, and privileges.
4. The Party is a not-for-profit organisation and, subject to the exceptions in rules 157-159, no member shall obtain a pecuniary benefit from the activities of the Party.
5. Every Member shall be deemed to have notice of and be bound by these Rules.

### Statement of Identity and Purpose

6.
  - (1) ACT, as a constructive and solutions-focused political party, exists to promote and implement better policy for all New Zealanders, particularly through reducing the role of government and increasing the role of free markets.
  - (2) To that end, ACT puts up candidates for election to the House of Representatives who are selected by the procedures set forth in rules 122-141, and may put up candidates for election to local authorities, local boards and community boards who are selected by procedures developed and established by the Board.

### Objects and Principles

7. The principal object of the Party is to promote an open and benevolent society in which individuals are free to achieve their full potential. To this end the Party upholds the following fundamental principles:
  - a) That it is inherent in the nature of human beings as individuals that they are the owners of their own lives and must be free to act according to their own judgments so long as they accept and respect the like freedom of others;
  - b) Freedom of thought, conscience, religion, belief, and expression including the right to adopt, hold opinions, and express those opinions, is essential to a free society and must be promoted, protected, and preserved;

- c) That the proper purpose of government is to enact and enforce laws, and to take such action as may be necessary to secure freedom of the individual from the actions of others, including those others who constitute the government, which could constrain individuals from exercising ownership of their own lives.
8. The Party subscribes to values and subsidiary principles following from and consistent with its principal object and the fundamental principles, including but not limited to:
- a) No one is above the law; all are subject to the same law administered in the same way;
  - b) Laws must be objectively justifiable and objective in their application, implementation and administration;
  - c) Regulations and other delegated legislation must be scrutinised and subjected to recall or cancellation if they are not able to be objectively justified;
  - d) Each person must be judged as an individual by reference to the person's own personality, character and actions and not as a member of a group defined by race, gender, sexuality, religion, political belief or other group characteristic;
  - e) Disagreements must be resolved by dialogue and the application of reason, not by physical force or actions which although falling short of physical force aim to prevent a speaker from being heard;
  - f) Voluntary choice and agreement should be the way in which people deal with each other in everyday life and in the economic market place;
  - g) The Treaty of Waitangi is an agreement which should be viewed as intended to set an honourable course for the future interaction of individual Māori with individual non-Māori.
9. The Party's policies must be developed from time to time within the prevailing social, political and economic environment. Whilst they must be consistent with the Party's principal objective and fundamental principles, and accord with the Party's values, by their nature they cannot be part of the operative and binding provisions of the Constitution. This clause, which is not binding, gives by way of example some indicative concrete expressions of the principal objective and principles, and values.
- a) Like the New Zealand House of Representatives, only the democratically elected members of councils and other local authorities should have the right to vote;
  - b) Any person seeking New Zealand citizenship or permanent residency should be required to affirm that they subscribe to the democratic and civil rights enunciated in sections 12-18 of the New Zealand Bill of Rights Act 1990;
  - c) Income taxes should be levied at one flat rate and capital should never be taxed.
  - d) Neither central nor local government should own, operate, invest in, loan to, or make grants to any entity that seeks to compete in the private sector;

- e) Employment should be by private contract between employee and employer, and membership of any association of either employees or employers should be entirely voluntary;
- f) Foreign investment should be restricted only if an investment threatens national security;
- g) Trade should be free of tariffs and non-tariff barriers other than those necessary for national security and biosecurity;
- h) Pollution and natural resources should be managed with free-market solutions such as polluter-pays and tradable quotas;
- i) Wherever possible, conservation measures should be undertaken by private means rather than by government programmes;
- j) Every child should be allocated an education account through which they may direct all taxpayer education funding to their choice of public or private provider;
- k) Welfare entitlements other than for sickness and disability should be time-limited and thereafter should be in the form of managed assistance.

### General description of structure and organisation

- 10. Rules 11-26 contain a general description of the Party's structure and organisation, with further detail in the rules which follow where necessary.
- 11. The Party has Members ("Members" or "Party Members") who are natural persons accepted for membership. Members must nominate the General electoral district electorate they prefer to belong to for the purposes of participation in the Party's affairs ("preferred electorate"). Applications for membership and other matters concerning Members and Membership are dealt with in rules 49-65.
- 12. For Party organisational, governance and relationship purposes, New Zealand is divided into regions each comprising several General electoral districts. Regions are grouped to form three regional groups as described in rule 25. The First Schedule defines the regions and the regional groups as at the date of adoption of this Constitution.
- 13. The Party has a Council the purpose of which is to represent the Party as a whole, by tapping into the activities, concerns and aspirations of the Members within each region, to foster the creation of local groups and grassroots networks, and to be the conduit for keeping the Board informed of the concerns and aspirations of the Members.
- 14. The Council may establish such electorate organisational structures as may be appropriate for an electorate but need not establish structures for all electorates. An electorate organisational structure in place when these rules are adopted shall continue in place unless and until changed.

15. The Party has a Board to manage the business and affairs of the Party. It governs, oversees, and superintends the Party and its activities, adjusts regions and regional groups by amendment to the First Schedule, appoints the Leader and Deputy Leader and candidates (both constituency candidates and List candidates) and liaises with the Parliamentary Caucus.
16. The functions of the Council and the Board are broadly described in rules 13 and 15. The Council having been introduced as an organ of the Party in 2021 it is expected that its role will evolve and be refined by experience and dialogue, subject to the Board's superintendence and oversight. The Second Schedule to these rules indicates the Council's role as currently envisaged in part by comparison with the Board's role. The Schedule's purpose is to provide a convenient explanation only and in the event of any conflict the rules prevail. The Schedule is non-binding. The Board has the power to make changes to it at any time, and any such changes will not be changes to the Constitution requiring use of the procedure prescribed by Rules 32-38.
17. The Party has a President and a Vice President each of whom is elected by ballot of the Members.
18. The Party has a Leader whom the Board appoints, removes, or replaces subject to compliance with rule 118.
19. The Party has a Deputy Leader appointed by the Board on the recommendation of the Leader.
20. The Party has a Secretary who may also be the Party's General Manager ("Party Secretary" or "Secretary") who is appointed by the Board and is responsible for the administration and correspondence of the Party and the performance of the duties imposed by the Act upon the person so designated.
21. The Council consists of the President, Vice President, the Secretary, the Leader, a representative from the Parliamentary Caucus when the Party has 5 or more members of Parliament, and 1 representative ("regional representative") from each of the regions.
22. Each regional representative is a Party Member, residing in the region, who is elected by ballot of those Members whose preferred electorates are within the region.
23. The Board consists of The President, Vice President, the Secretary, the Leader, a representative from the Parliamentary Caucus when the Party has 5 or more members of Parliament, and 3 Members appointed by the Council to represent regional groups ("Council appointees").
24. The regional representatives nominate the Council appointees and for each Council appointee an alternate for that appointee ("alternate Council appointee"). Having received the nominations, Council members (including the regional representatives) discuss the nominations and decide whether to accept or reject a nomination; where accepted, the nominee becomes a Council appointee for the regional group, and an alternate the appointee's alternate, accordingly.
25. Each Council appointee represents a group of regions ("regional group") as described in the First Schedule hereto. A Council appointee need not be a member of the Council but must be a Party Member residing within the geographic area of the regional group the appointee

represents. The regional representatives when deciding to nominate a Member, and the Council when deciding to appoint a Member to be a Council appointee, shall have special regard to the proposed appointee's governance expertise.

26. The Party must have an Annual General Meeting ("AGM") and may have a Special General Meeting ("SGM").
  - a) The AGM and any SGM shall be at a time and at a place or places to be determined by the Board which shall set the agenda and prescribe such other organisational details as may be necessary.
  - b) When prescribing organisational details for a general meeting, the Board must facilitate the participation of as many Members as possible (whilst still observing the requirements of rule 115 concerning personal attendance) and to this end, the Board may where it is practicable to do so arrange for a general meeting to be convened at several venues around the country simultaneously connected by audio or audio/visual link.
27. Further details concerning general meetings are found in rules 104-117.

## Rules Committee

28. The Party shall have a Rules Committee comprising one Board member ("Board appointee") and up to 4 other Members ("other members"). Other members must be Party Members who are not currently Board or Council members.
29. The Board shall appoint the one Board member and shall have the power to replace that appointee at any time. The AGM shall appoint the other members to hold office until the next AGM. The Board may nominate other members and nominations may also be received from the floor. If there are more than 4 nominations of other members, the meeting shall decide which of them shall be selected, by such means as the person chairing the meeting shall determine. The appointments must be formally approved by the meeting.
30. Within two weeks of the AGM the Board appointee shall convene a meeting of the Rules Committee, so that the Rules Committee can elect a chairperson, who must be one of the other members.
31. Where there is a casual vacancy among the other members or where for any other reason the Committee thinks it desirable, the Rules Committee may co-opt no more than one Party Member (who is not a current Board or Council member) to join the committee. The co-opted member shall have the same status as a duly appointed other member and shall hold office until the next AGM.

## Amendment of Constitution and Rules

32. Changes to the Constitution and Rules may be initiated by the Board or the Rules Committee. Proposed rules or amendments shall thereafter be submitted to the Board by the Rules Committee. The Board may adopt or reject the recommendations or refer them back to the Rules Committee for further consideration, to the intent that the process should be iterative with such

number of referrals between the Board and the Committee as may be required to produce changes which the Board considers to be suitable for submission to a general meeting.

33. No changes may be made to rule 4 (no pecuniary benefit provision) and rule 162 (disposal of surplus on winding up) without the prior written approval of the Inland Revenue Department.
34. Where the Board decides to adopt changes, it shall refer the proposed changes to the next AGM, or to an SGM, and if adopted the changes shall take effect from the close of the meeting.
35. Without having any obligation to do so, the Board may in its absolute discretion decide to consult with Members on proposed changes. If consultation suggests changes to the proposals may be desirable, the Board shall then engage again with the Rules Committee in the manner described in rule 32.
36. Where the Board is of the opinion that changes should be implemented urgently in the interests of the Party, the Board may resolve to adopt the changes with immediate effect, but they shall cease to have effect at the close of the next AGM unless ratified at the AGM or at an earlier SGM.
37. The majority necessary to adopt or ratify any changes shall be two thirds of those present and voting at the general meeting.
38. The Secretary shall supply the Electoral Commission with a copy of the changes within one month after the date on which the changes are adopted at a general meeting or by the Board, as the case may be. If changes adopted by the Board are not ratified and as a result cease to have effect, the Secretary shall inform the Electoral Commission accordingly.

## Policy formation

39. The Board shall be responsible for overseeing policy formation.
40. The Board shall, in liaison with the Parliamentary Caucus and the Council, establish such structures and processes, including procedures for authorising expenditure of Party funds, as are considered appropriate to produce policy consistent with the Party's purpose, objects, principles and values.
41. If by 31 December 2022 the Board has not established the structures and processes required by Rule 40, then, in lieu of such structures and processes but only until they have been established, Policy initiatives, proposals and changes to existing policy may be submitted directly to the Board by:
  - a) Parliamentary Caucus;
  - b) Board members;
  - c) the Council;
  - d) and Party members.
42. Not used.



- 43. Not used.
- 44. Not used.
- 45. Not used.
- 46. Not used.

### Transitional provisions

- 47. This Constitution comes into force at the conclusion of the general meeting at which it is adopted and replaces the Constitution existing immediately prior to its adoption (“the previous Constitution”). The rules contained in the Third Schedule are adopted to ensure continuity and to cater for the newly-established Council.

## DETAILS OF STRUCTURE AND ORGANISATION

### Regions

- 48. The Board may at any time change the General electoral districts forming the regions described in the First Schedule to take account of changes in the boundaries of General electoral districts or whenever it may seem to the Board to be desirable to do so for Party organisational and relationship purposes. With the approval of the Council, the Board may also change the number of regions and/or the regions within a regional group.

### Members, membership, and expulsion from membership

- 49. A Member of the Party is a natural person:
  - a) Who, having applied and been accepted for membership, has been recorded as a member in a register of members kept for that purpose,
  - b) Whose subscription is not overdue by more than 6 months,
  - c) Has not resigned from the party since last accepted for membership, and
  - d) has not been expelled since last being accepted for membership.
- 50. Any natural person, including a person who is a member of another political party, may apply to become a Member by completing and delivering to the Secretary an application in the form approved by the Board. The approved form must include the applicant’s full name, occupation, locality address, address for notifications in writing, and preferred electorate (“applicant’s details”). The preferred electorate must be a General electoral district but need not be the electorate in respect of which the applicant is registered or qualified to be registered as an elector. The application shall be accompanied by the current subscription prescribed in accordance with rule 60. An applicant for membership shall, on request, supply to the Party such further particulars as are requested by the Board for the purposes of considering the application for membership.

51. An application for membership may be rejected by the Board in its sole discretion and without giving reasons for its decision. If an application is rejected, the subscription tendered by the applicant shall be refunded immediately.
52. Unless an application for membership is rejected by the Board, the applicant's details shall be recorded in the register kept for that purpose. Where the Member's entitlement to participate in the Party's affairs is affected by the applicant's details, the Party may treat the register as conclusive.
53. A Member may notify the Secretary of a change in the Member's address, occupation, or preferred electorate, and subject to the Board's discretion to refuse approval of a change of preferred electorate, the Secretary shall alter the register accordingly.
54. The Board may in its absolute discretion reject a Member's request to change the Member's preferred electorate.
55. If a Member's change of preferred electorate would place the Member in a different region ("new region"), the Member may not vote in an election of a regional representative for the new region during the period of three months beginning the day after the Member has notified the change of preferred electorate.
56. No member who is a member of another political party or of an organisation which in the opinion of the Board might wish to harm the Party's interests, may become a Council member, Board member, Party candidate for election, Party spokesperson, or hold any other office or position in or within the Party, whether as an employee or otherwise, which would enable the Member to have or gain access to material or information which might be damaging to the Party if divulged.
57. Except as required by law or as may be necessary for the Party to obtain and maintain its status as a registered political party, no member shall divulge to any person who is not a Member the name or particulars of any Member other than that of a candidate, Board member or the Secretary. This provision shall not preclude the Board from:
  - a) Divulging as and when it sees fit the number of members of the Party either in total or for any region or electorate,
  - b) Authorising the use of party membership information for Party purposes, including provision of information to persons or organisations employed by the Party to communicate with Members.
58. A Member may resign membership of the Party by giving notice in writing to the Secretary.
59. If any subscription is not paid in full within 6 calendar months of the day on which it was due, the Member from whom it was due shall cease to be a Member.
60. Every Member shall pay to the Party a subscription in such amount and in such instalments as may be determined by the Board from time to time. The Board may at its discretion provide for different levels and types of subscription. Without limiting the power of the Board under this rule it may provide for:

- a) A Family subscription which shall be one subscription for all members of a household living at an address who are named on the membership application form who may each become a Member,
  - b) A discounted subscription where a Member pays several years' subscription in advance.
- 61. If during a period a Member's donations to the Party exceed the membership subscription, the Member shall be treated as having paid the subscription for that period.
- 62. It shall be deemed conduct bringing the Party into disrepute for any Member to pay or procure payment of a subscription on behalf of another person who would not be willing to pay a Membership subscription.
- 63. The Board may expel any Member—including a Member who is a member of Parliament, a Board member, or Secretary—from membership of the Party. The Board may not delegate its power to expel, and it may only be exercised by observing the following procedure:
  - a) The Board must receive a formal notice of motion for expulsion from a Board member.
  - b) After the Board has received and accepted a formal notice of motion for expulsion, the Board must give no less than 28 days written notice to the Member.
  - c) The notice shall: specify when and where the notice of motion will be considered by the Board, invite the Member to attend, and briefly indicate the reasons expulsion has been proposed.
  - d) Should the member attend the Board meeting:
    - (i) The Board member moving the resolution shall explain why expulsion is proposed,
    - (ii) The Member shall be entitled to respond with submissions or comments,
    - (iii) The Member shall then withdraw to enable the Board to consider the matter.
  - e) The resolution to expel will fail unless adopted by a majority of not less than 75% of the Board members present and voting on the resolution.
- 64. Without limiting the Board's power to expel for any reason whatsoever, expulsion is declared to be an appropriate remedy for conduct that the Board considers may bring the Party into disrepute.
- 65. The Board's decision may not be challenged in any way or on any ground other than a failure to observe the foregoing procedure.

### Election of President, Vice President and Regional Representatives

- 66. The Party President, Party Vice President, and each regional representative ("elected officials") shall hold office from the close of the AGM at which their election is announced until the close of

the AGM next following the next AGM (to the intent that their terms of office are approximately two years), but they shall be eligible for re-election.

67. In each year, the Board shall call for nominations of elected officials whose offices are vacant or who are required to retire from the close of the next AGM. The Board shall approve the nomination forms and set the date by which nominations must be received by the Secretary.
68. The nomination form must make provision for a nominee to notify acceptance of nomination. A nominee must accept nomination and so signify either by notification on the nomination form or by communication to the Secretary.
69. When accepting nomination, a nominee who is already a Board member, or who is standing for more than one position, must state which office he or she will retain or take if elected.
70. Subject to rule 56 (which prohibits certain persons from holding office or position in or within the Party), the Party Secretary shall send, or cause to be sent, to Members, ballot papers showing the name of each duly nominated candidate. A candidate may provide a candidate profile statement of no more than 500 words in English. A profile statement may be edited by the Party Secretary to remove defamatory, inflammatory, or objectionable language. If provided, profile statements shall be sent with the ballot-papers.
71. A candidate may provide a reasonable quantity of electioneering material to the Secretary for despatch to the Members who will be entitled to vote for the candidate (i.e., in respect of candidates for the Presidency or Vice-Presidency, to all Members; in respect of candidates for regional representative to the Members whose specified electorates are within the region). Electioneering material may be edited by the Party Secretary to remove defamatory, inflammatory, or objectionable language. The Board may prepare guidelines for assessment of a reasonable quantity.
72. The ballot-papers shall be sent with the notice of the AGM. Completed ballot-papers must be received by the Secretary not less than 2 working days before the day fixed for the commencement of the AGM, excluding the day of the AGM.
73. A ballot must not be counted unless received in time.
74. The Secretary may process ballot-papers before the AGM to enable counting to take place and the results announced at the AGM.
75. Each Member is entitled to 1 vote for each of the President and Vice President. Each Member whose preferred electorate is within a region is entitled to 1 vote for the regional representative.
76. The successful candidate is the candidate who receives the most votes.
77. If a successful candidate is one to whom rule 69 applies, the next highest polling candidate shall be deemed to have been elected to the office not taken. If there has been no election for an office vacated by the officeholder's being the successful candidate for a different office, the provisions of rule 91 regarding casual vacancies shall apply.

## Board

78. Subject to the Act, any other relevant legislation, and the express provisions of these rules, the Board enjoys and may exercise the full rights, powers, and privileges of the Party. Without limiting the generality of the foregoing, the Board has all the powers necessary for managing, and for directing and supervising the management, of the business and affairs of the Party, including the power to give directions to the Council, Party electorate organisations and other establishments of the Party.
79. Subject to any restrictions in this Constitution, the Board may delegate any one or more of its powers to: a committee of the Board, a committee consisting of at least one Board member and such other persons as the Board shall determine, a Board member or employee of the Party, or any other person. A delegation made for a specified purpose or specified purposes, or for the performance of a specified function or specified functions, without identifying the powers which have been delegated confers upon the delegate all the powers necessary to enable the delegate to do what it has been commissioned or authorised to do.
80. No one may be a member of the Board in more than one capacity — for example, the President may not also be a Council appointee. Subject to this, a member of the Board may hold more than one office or position in the Party.
81. A Council appointee shall hold office until the appointee's successor is appointed following an AGM, unless earlier recalled by the Council, but may be reappointed by the Council. The Council may at any time recall a Council appointee by a two-thirds majority of those present and voting in favour of the recall. Upon a Council appointee being recalled, the appointee's term of office shall thereupon be at an end. At the time of recall or subsequently, the Council may appoint a replacement whose term of office shall expire upon the expiration of the term the recalled Council appointee would have enjoyed. If a replacement is not appointed at the time of recall, there shall be a casual vacancy to which rule 82 applies.
82. A Council appointee's alternate shall deputise for the Council appointee at Board meetings the Council appointee is unable to attend and, when there is a casual vacancy in the office of Council appointee, pending the vacancy being filled. An alternate's term shall expire upon the expiration of the term of the Council appointee or upon earlier removal or replacement by the Council. When attending a Board meeting, but not otherwise, the alternate shall have all the rights, powers, and obligations of the Council appointee for whom the alternate is deputising.
83. Whenever the Board considers it is in the interests of the Party to do so, the Board may request the Council to co-opt a person to be a Board member ("co-opted Board member") for such period up to the close of the next AGM as the Board proposes. The Board shall tell the Council why it wishes a person to be co-opted to be a Board member and may suggest who that person shall be. If the Council agrees that it is in the interests of the Party, the Council may co-opt the person suggested by the Board (if a suggestion has been made) or such other person as the Council may choose. A co-opted Board member may be co-opted again. A co-opted Board member shall have all the rights of a Board member including the right to vote. There shall be no more than 2 co-opted Board members.

## Council

84. Subject to any directions which may be given by the Board in pursuance of its governance, oversight and superintendence responsibilities, the Council shall have such powers as are necessary to enable it to fulfil the purposes described in rule 13.
85. Subject to any restrictions in this Constitution, the Council may delegate any one or more of its powers to: a committee of the Council, a committee consisting of at least one Council member and such other persons as the Council shall determine, a Council member or employee of the Party, or any other person. A delegation made for a specified purpose or specified purposes, or for the performance of a specified function or specified functions, without identifying the powers which have been delegated confers upon the delegate all the powers necessary to enable the delegate to do what it has been commissioned or authorised to do.
86. No one may be a member of the Council in more than one capacity — for example, the President may not also be a regional representative. Subject to this, a member of the Council may hold more than one office or position in the Party.
87. The Council shall, in consultation with the regional representative of a region, appoint a deputy regional representative to deputise for the regional representative at Council meetings the regional representative is unable to attend and, when there is a casual vacancy in the office of regional representative, pending the vacancy being filled. A deputy regional representative's term shall expire upon the expiration of the term of the regional representative or upon earlier removal or replacement by the Council. When attending a Council meeting, but not otherwise, the deputy shall have all the rights, powers, and obligations of the Council member for whom the deputy is deputising.
88. Whenever the Council considers it in the interests of the Party to do so, the Council may co-opt any person to be a Council member for such period up to the close of the next AGM as the Council thinks fit. A co-opted member may be co-opted again. A co-opted Council member shall have all the rights of a Council member including the right to vote. There shall be no more than 2 co-opted members.

## Council and Board members ceasing to hold office.

89. Elected officials shall cease to be members of the Board and/or the Council at the end of the member's term unless re-elected. Any member shall cease to be a member of the Board and/or the Council if the member dies, resigns office by giving notice to the Secretary, ceases to hold the office by virtue of which they are a member, or otherwise ceases to be eligible to be a Board or Council member.
90. Upon election or re-election to Parliament a Board or Council member other than the Leader shall cease to be a Board or Council member but shall be eligible to be selected or reselected by the Caucus to be a Board or Council member.
91. This rule applies to elected officials. A casual vacancy in any such office shall be filled by the following process:

- a) Where the officeholder's current term has run for less than one year, the Board may appoint the next highest polling candidate or conduct a ballot.
- b) Where the officeholder's current term has run for one year or more, the Board may appoint any Member it considers suitable to fill the vacancy or, at its discretion, it may conduct a ballot.
- c) When the Board decides to conduct a ballot, rules 66-77 shall apply mutatis mutandis, subject to the following modifications. Instead of the requirements of rules 72-74, the ballot-papers shall be sent as soon as practicable after nominations have closed, the completed ballot-papers must be received by the Secretary by a date to be specified in the ballot-papers and a ballot-paper not received in time shall not be counted, the Secretary shall report the results of the ballot to the Board and the Board shall notify the Membership of the outcome.
- d) If a deputy regional representative is chosen to fill the casual vacancy, that Member shall cease to be the deputy regional representative, and the Council shall appoint a new deputy regional representative in accordance with rule 87.
- e) Any Member chosen under paragraph (a) shall retain office for a term expiring when the term of the person he or she has replaced would have expired.
- f) Any Member chosen under paragraph (b) shall retain office until the next AGM but shall then be eligible for election or re-election.
- g) The Board may appoint any Member it considers suitable to fill the casual vacancy as a temporary appointment to hold office until an appointment is made under paragraphs (a) or (b).

### Meetings of Board and Council

- 92. Meetings of the Board and the Council shall be chaired by the Party President or if he or she is absent or wishes to stand aside, by the Party Vice President and if the Vice President not be present by a member appointed by the President failing which, the meeting shall elect a chair, the chair being taken for the purpose of the election by the oldest Board member, or the oldest Council member, present at the meeting.
- 93. The Board and the Council shall meet at such times and places as shall from time to time be determined by the President, but shall meet:
  - a) No less than 14 days after the conclusion of the AGM, and
  - b) At least three times between each AGM, and
  - c) Within 7 days of a notice to the Secretary signed by at least 4 members of the Board or the Council requisitioning a meeting of the Board or the Council, as the case may be, in which case the Secretary shall determine the time and place of and manner of holding the meeting, in consultation with the President if reasonably feasible, and give notice accordingly to all affected members.

94. Notice of each meeting shall be given in writing to the affected members. Notice is deemed to have been duly given if sent to the member's last address notified in writing to the Secretary.
95. Notice must be given no later than 7 days before the meeting is convened unless it is a meeting convened under rule 93(c) or is one convened to deal with a matter the President or Vice President considers needs to be dealt with more promptly. Where less than 7 days' notice is to be given, that notice shall be whatever period is reasonable in the circumstances.
96. Accidental omission to give notice of a meeting to, or the non-receipt of notice by, any member shall not invalidate proceedings at that meeting.
97. A regional representative anticipating absence from a Council meeting has the responsibility promptly to notify the Secretary and/or the President and the deputy regional representative.
98. A member of the Board or the Council who is absent from three consecutive meetings without leave (other than the Leader or a member of Parliament absent because of pressure of Parliamentary business) shall be deemed to have resigned his or her position.

### Procedure at Board and Council meetings

99. The quorum for a meeting of the Board or the Council is a majority of members. No business shall be transacted in the absence of a quorum.
100. Each member shall be entitled to 1 vote and, subject to a specific requirement to the contrary in this Constitution, every question shall be decided by a majority of the members present at the meeting. If the votes are equal, the person chairing the meeting shall have a casting vote as well as a deliberative vote.
101. Members, including an alternate for a Council appointee and a deputy regional representative deputising for a regional representative, must exercise their votes themselves personally.
102. When a meeting is held other than where members are personally present, the contemporaneous linking together of members sufficient in number to constitute a quorum shall be sufficient compliance with these rules if an attempt has been made to involve all members in the meeting. A minute of the proceedings certified to be correct by the person chairing the meeting and/or by the Secretary shall be sufficient evidence of the business transacted and of the observance of all necessary formalities.
103. A resolution in writing, signed or assented to by all members then entitled to receive notice of a meeting, is as valid and effective as if it had been passed at a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by 1 or more members.

### General meetings

104. Written notice of the AGM shall be given at least 21 days before the date of the commencement of the AGM, excluding the day of the AGM, to all Members at the last address for each Member recorded in the register of Members. The AGM may, but need not be, advertised, in such manner as the Board may determine.



105. The AGM shall be chaired by the Party President or if he or she is absent or wishes to stand aside, by the Party Vice President and if the Vice President not be present by a member appointed by the President failing which, the meeting shall elect a chair, the chair being taken for the purpose of the election by the oldest Board member present at the AGM.
106. So far as practicable, and without derogating from the generality of rule 26, the following shall be the arrangements for the AGM:
- a) The Board shall report to Members on the state of the Party.
  - b) The Leader shall address the Members present.
  - c) The results of any ballots for President, Vice President and regional representatives shall be declared.
  - d) The Rules Committee membership shall be determined.
  - e) The agenda may contain policy forums which may incorporate addresses by specialist or guest speakers whether from within or without the Party and incorporate general discussion by Members of relevant topics.
  - f) The agenda may make provision for workshops or the formation of committees to address particular areas of interests.
  - g) Members shall have the right to raise issues for discussion and debate, and to pass non-binding resolutions recommending matters for the consideration of the Board, the Council, or the Parliamentary Caucus.
  - h) The Board shall determine the business to be transacted with Members only present and that which may be open to the press and/or the public.
107. A SGM shall be called by the Secretary on the request of the Board or on receipt of a request in writing signed by Members representing not less than 10% of the total number of Members whose names are in the Register of Members at that time ("Members' petition"). The procedure for a Members' petition shall require the Member or Members seeking the SGM ("requestors") to request the Board to convene an SGM to discuss identified business. If the Board rejects the request, the Board must inform the requestors of the number of members representing 10% of the total number of Members whose names are in the Register of Members at that time, so that the requestors may know the number of Members who must subscribe to a Members' petition.
108. A Members' petition must state the general nature of the business to be discussed and specify any proposed resolutions.
109. The Board is entitled to instruct the Secretary to reject a Members' petition where an SGM has already taken place during the period between one AGM and the next.
110. An SGM shall be held not more than 60 days after receipt of the Members' petition but, subject to that, the time and place of any SGM shall be decided by the Board.

111. Written notice of the SGM shall be given at least 14 days before the date of the commencement of the SGM to all Members at the last address for each Member recorded in the register of Members. It may, but need not, be advertised, in such manner as the Board may determine. The notice must state the general nature of the business to be discussed and specify any proposed resolutions.
112. Rule 105 applies mutatis mutandis to an SGM.
113. There shall be no requirement for a quorum at a general meeting which has been duly notified.
114. Subject to rule 116, each Member in attendance at a general meeting shall be entitled to exercise one vote on any proposal, question or motion put or proposed.
115. Members attending a general meeting must attend in person, may not attend by a representative, and must exercise their votes themselves personally.
116. No member shall be entitled to vote if:
  - a) The Member has not been a member for at least the three months before the date set for the meeting, excluding the day of the meeting, or
  - b) The Member's subscription is overdue by more than three months.
117. Subject to rule 37 concerning changes to the Constitution and Rules, any proposal, question, or motion put or proposed at any meeting shall be decided by a majority of the votes cast.

### Leader and Deputy Leader

118. When the Party is represented in Parliament by at least 5 members of Parliament, a majority of the members of the Party's Parliamentary Caucus may from time to time make such recommendations to the Board as they see fit concerning the exercise by the Board of its power of appointment, removal, or replacement of the Leader and/or Deputy Leader. The Board shall act on such recommendations unless it resolves otherwise by a majority of not less than 75% of Board members present at the meeting.
119. When the Leader is a member of Parliament, the Leader is responsible for the supervision, coordination, and conduct of the Party's activities in Parliament. The Leader shall chair the Party's Parliamentary Caucus and shall appoint the whips, allocate portfolios and/or appoint spokespersons, and allocate other tasks among ACT members of Parliament. The Leader shall be responsible for promoting and implementing Party policy in Parliament as far as possible, whether the Party is in government or not.
120. The Leader shall not be entitled to enter into coalition with any other political party or grouping, whether on a temporary or permanent basis, without first consulting the Board.

### Parliamentary Caucus

121. Meetings of the Parliamentary Caucus shall be chaired by the Leader or if he or she is absent or wishes to stand aside, by the Deputy Leader if the Deputy Leader is a member of Parliament, and

if the Deputy Leader is not a member of Parliament or is not present, by a member of Parliament appointed by the Leader failing which, the meeting shall elect a member to chair the meeting, the chair being taken for the purpose of the election by the oldest member present at the meeting. The President or his nominee shall be entitled to attend Caucus meetings with speaking but not voting rights.

## SELECTION OF PARLIAMENTARY CANDIDATES

### Candidates Register

122. Any Member may at any time apply, by written notice to the Secretary, to have his or her name entered in the Candidates Register ("applicant"). An applicant shall state whether he or she is seeking selection as a constituency candidate or a List candidate or both. If an applicant is seeking selection as a List candidate, the applicant shall also state whether he or she wishes to be ranked.
123. An applicant shall provide full details of his or her background, education, achievements, previous political activities, and other relevant personal information in a form determined by the Board from time to time.
124. An applicant shall be under a duty to disclose in writing any information which is adverse to him or her which would embarrass the Party upon public disclosure or may render him or her unfit to be a Candidate. The disclosure shall be made, without request and immediately the information becomes known to the applicant, to any two of the President, Vice-President, or Leader. An applicant who fails to disclose such information or otherwise provides misleading or incorrect information shall be liable to have his or her name removed from the Candidates Register at any time thereafter and shall be liable to expulsion from the Party.
125. The Board shall determine which applicants shall be entered in the Candidates Register. In making determinations, the Board's discretion shall be unfettered, and it may in its absolute discretion have regard to the information supplied by each applicant and to any other information from whatever source which may be available to the Board. To this end the Board may require an applicant to be interviewed by the Board, by a committee of the Board or by a management consultant specialising in recruitment but is under no obligation to do so. Before making a final decision, the Board may require the applicant to undertake a course of candidate training or such other course as the Board may consider appropriate. An applicant whose name is entered in the Candidates Register is a Potential Candidate.
126. All Potential Candidates (except ACT Members of Parliament) shall be automatically removed from the Candidates Register 30 days after a general election. All persons ceasing to be Potential Candidates as a result of this rule shall be free at any time following their removal to re-apply de novo for re-entry in the Candidates Register.
127. Every existing ACT member of Parliament shall be automatically reconfirmed as a Potential Candidate on the Candidates Register without needing to reapply unless the Board by unanimous resolution decides to the contrary.
128. The duty of disclosure under rule 124 extends throughout any period in which a Member is a Potential Candidate or a Candidate or a Member of Parliament. Any Candidate or Potential

Candidate who fails to disclose as required under rule 124 or this rule, or otherwise provides or has provided misleading or incorrect information shall be liable to have his or her name removed from the Candidates Register at any time and shall be liable to expulsion from the Party.

### Candidates for Electoral Districts

129. The Board shall decide whether to contest a by-election or general election in an electorate and in doing so shall consider but not be bound by the views known to it of Members resident in the electorate.
130. When the Board considers that it is appropriate to select a candidate to contest either a by-election or a general election in an electorate, the Board shall seek from those on the Candidates Register, including any person the Board invites to seek to become a Potential Candidate by applying to have his or her name entered in the Candidates Register, confirmation that the person wishes to be the candidate for the electorate. The Board shall also communicate the desire to select a candidate to the Members in the electorate, to enable those members to invite a Member to apply, by such date as the Board may stipulate, to have his or her name entered in the Candidates Register as a person wishing to be the candidate for the electorate.
131. If there be only one person, whether on the Candidates Register or otherwise, wishing to be the candidate for the electorate, the Board may select that person to be the candidate.
132. If there be more than one person wishing to be the candidate for the electorate, the Board shall cause to be conducted a ballot of the Members in the electorate, to enable the Members to indicate their preference. For the purposes of the ballot, the Board or any electorate organisation may arrange for persons seeking selection to have the opportunity to address a meeting or meetings of the Members in the electorate, and such persons may also provide to the Secretary a candidate profile statement for circulation to the Members in the electorate. Rule 67 applies mutatis mutandis to the profile statement.
133. The Board shall then select the candidate and in doing so shall have regard to but not be bound by the preference expressed by the ballot.

### List Selection

134. At a date to be determined by the Board, the Party shall move to determine the composition of the Party List (being the list of ACT candidates for election to the seats reserved for those members of Parliament elected from lists submitted under s 127 of the Act).
135. When a decision is made by the Board to proceed with compilation of a Party List it shall (unless the time available precludes it, or if the Board considers in the case of that particular election that circumstances are such that Members need not be consulted):
  - a) Compile from the Candidates Register a list of all Potential Candidates who have indicated they are seeking selection as a List candidate. ("Potential List Candidates"). The list shall be divided into two parts. Part 1 shall comprise the Potential List Candidates who wish to be ranked ("Part 1 Potential List Candidates") and Part 2 shall comprise those who do not wish to be ranked ("Part 2 Potential List Candidates").

- b) Send Members a ballot paper containing a list of the Part 1 Potential List Candidates and inviting Members to rank those listed in sequential order of preference commencing with the first preference, followed by the second preference, and so on. The ballot paper shall include the biographical notes of those listed.
  - c) The ballot-paper or information accompanying it shall inform Members that in ranking the listed potential candidates in sequential order of preference, they should indicate their preferred rankings in that order for so many of the Potential List Candidates as they wish, but thereafter need not rank the candidates.
  - d) The form of the ballot-paper shall be determined by the Board.
  - e) Ballots shall be returned to the Secretary before a stipulated date (being not more than one month after the ballot papers have been despatched) ("stipulated date").
136. When ballot papers are sent to Members in accordance with rule 135(b), the list of the Part 1 Potential List Candidates shall also be sent to the Council which may by the stipulated date send the Secretary the Council's ranking of those candidates ("Council rankings").
137. Notwithstanding rule 135, the Board shall have the power, which it shall use sparingly, to include on the List of Potential List Candidates the name of a person whom it considers eminently qualified for inclusion on the List who objects to the appearance of his or her name on the list of Potential Candidates for circulation to Members.
138. The Board shall not be precluded from exercising the right conferred by rule 137 on the grounds that the person is not then a Member or on the grounds that his or her name has not been circulated to the wider Party membership.
139. As soon as practicable after the stipulated date, the results of those ballots, the Council rankings, the information on all Potential List Candidates, and any other relevant information which the Party has on file shall be placed before a meeting of the Board which shall then proceed as follows:
- a) Each Board member shall rank a list of Part 1 Potential List Candidates ("Individual List"), in sequential order of preference commencing with the first preference, followed by the second preference, and so on ("Individual Rankings").
  - b) The Individual List shall rank all the Part 1 Potential List Candidates, including the Board member if the Board member is a Part 1 Potential List Candidate.
  - c) The Individual Rankings shall be analysed, by computer or otherwise, to determine the General Collective Ranking and the Special Collective Ranking for each Part 1 Potential List Candidate. An Individual List which does not comply with the requirements of paragraph (a) and (b) shall be invalid and shall not be considered in determining a Collective Ranking.
  - d) "General Collective Ranking" in respect of any Part 1 Potential List Candidates, means the ranking established for that candidate on a list compiled by naming first the Part 1 Potential List Candidates who achieved the highest ranking on average across all Individual Rankings, by naming second the Part 1 Potential List Candidates who achieved

the next highest ranking on average across all Individual Rankings, and so on for each Part 1 Potential List Candidates.

- e) “Special Collective Ranking” in respect of any Part 1 Potential List Candidate, means the ranking established for that candidate on a list compiled from the Individual Rankings of the Leader and Board members who are not Potential List Candidates, but otherwise in accordance with paragraph (d).
- f) After completion of the procedures specified in paragraphs (a)-(e), a List Selection Panel shall be convened.
- g) Although determination of the composition of the Party List is the Board’s responsibility, Board members (and others) who have conflicts of interest may not be members of the List Selection Panel. To that end, the List Selection Panel shall consist of Board members (including any co-opted members but excluding the representative from the Parliamentary Caucus if there is one) who do not have conflicts of interest and alternate Council appointees who do not have conflicts of interest. Notwithstanding the foregoing, the Leader shall always be a member of the List Selection Panel. The Secretary shall have previously arranged for the attendance of each such person.
- h) The minimum number of members of the List Selection Panel shall be equivalent to the number of members of the Board in office at the time of formation of the Panel (including co-opted members). If after excluding persons with conflicts of interest the number of members of the Panel is less than the minimum, the Board shall appoint Party Members who do not have conflicts of interest to bring the number of Panel members up to the minimum. In making such appointments, the Board shall give preference to Council members but, subject to that, the Board may appoint such Members as it thinks fit. Without limiting the generality of the foregoing, the Board may consider availability to participate at the time the List Selection Panel is scheduled to undertake its deliberations. So far as practicable, the Secretary shall have previously arranged for the attendance of persons who might become members of the List Selection Panel in accordance with this paragraph.
- i) Once selected, the List Selection Panel shall proceed with the preparation of a Party List which shall list the Part 1 Potential List Candidates, in sequential order of the Party’s preference commencing with the first preference, followed by the second preference, and so on, ending with the last. Part 2 Potential List Candidates shall be listed in alphabetical order after the Part 1 Potential List Candidates.
- j) The Panel shall commence the process by preparing a preliminary Party List.
- k) In preparing the preliminary Party List and in all subsequent deliberations up to the finalising of the Party List, the List Selection Panel shall have regard to, but not be bound by the Collective Rankings, the Special Collective Rankings, the Council rankings, and the ballots of Party Members. The Panel may consider such other matters as it deems appropriate, but its principal consideration shall be the ability of the Party List candidates to further the objects of the Party by participation in the Parliamentary process.
- l) After preparing the preliminary Party List, the List Selection Panel shall invite comment

on the preliminary List from Board members who are excluded from the Panel because they are Potential List Candidates. The List Selection Panel may seek and receive any such comments in such manner as the Panel shall deem appropriate.

m) The List Selection Panel shall consider the comments and shall then finalise the Party List.

140. If a person included on the List of Potential List Candidates pursuant to rule 137 (“rule 137 person”) is on the finalised List but is not yet a Member, that person shall be informed and invited to become a Member immediately. If the person is, or upon the person becoming, a Member, the List Selection Panel shall confirm the finalised List, which shall thereupon be ACT’s party list for the purposes of s 127 of the Act. If the rule 137 person declines to become a Member, the List Selection Panel shall add a person from the General Collective Ranking who shall rank as the last person on the list, and the amended list shall be confirmed accordingly.
141. The Secretary shall forward the confirmed list to the Electoral Commission ensuring that it contains all the details required by s 127 and otherwise in accordance with that section.

## ADMINISTRATION AND MISCELLANEOUS

### Time Limits

142. For the purposes of time limits prescribed within these rules,

“Working day,” means any day of the week other than—

- a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, Labour Day, the Sovereign’s birthday, and Waitangi Day; and
- b) if Waitangi day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
- c) a day in the period commencing with 25 December in any year and ending with 15 January in the following year; and

“month” means a calendar month.

### Use of electronic systems

143. Where these rules require a ballot of Members, the ballot shall be conducted using a suitable electronic system approved by the Board.
144. Where these rules refer to writing or written or document, this includes email or other communication or instrument in electronic form if the information contained therein is readily accessible to be usable for subsequent reference.
145. Subject to rule 115, a meeting in accordance with these rules may be a meeting in person or one which utilises an audio or audio/visual electronic medium.

## Secretary and Accountant

146. The Board must appoint, and may remove or replace, the Party Secretary and the Party Accountant.
147. The Party Secretary shall:
- a) In person or by any person duly authorised by the Board to act on his or her behalf, be present at, and record minutes of the proceedings of, all meetings of the Board, the Council, and the Party in general meeting, and such minutes shall be presented for confirmation at the next meeting of the Board, the Council, or the Party, as the case may be,
  - b) Ensure that all notices, and ballot-papers required by these rules are prepared and dispatched by the dates prescribed herein,
  - c) In person or by any person duly authorised by the Board to act on his or her behalf be returning officer for elections of the President, Vice President, and regional representatives,
  - d) Be responsible for fulfilling all duties imposed on the Secretary of the Party by the Act,
  - e) Maintain a register of Members which shall be open for inspection by such other persons as the Board may authorise.
148. The Secretary and the Accountant shall be responsible to the Board for the finances of the Party and for preparing and maintaining all financial statements and records required by these rules and for filing all necessary tax and other financial and statistical returns.

## Accounts and Electoral Act Returns

149. The financial year of the Party shall end on 31 December in each year or on such other date as the Board may determine ("Balance Date").
150. The Secretary and the Accountant shall prepare such historical financial information, forecasts and budgets as the Board may from time to time require and annual financial statements including a balance sheet and an income and expenditure statement for the year ended on the Balance Date.
151. The Party shall appoint an auditor ("Party Auditor") under sections 206J and 206K of the Act. The Party Auditor shall provide a report to accompany the return of Party expenses under section 206I and a report on the annual return of Party donations under section 210A.
152. The Party Auditor is not required to audit the Party's accounts for purposes other than those required by the Act.

## Bank accounts and cheque signatories

153. All monies received for the credit of or on behalf of the Party shall be paid to its credit at accounts



at such bank or banks as the Board may from time to time appoint.

154. All Party bank account transactions shall be authorised on behalf of the Party, jointly by any two persons, designated by name or office, approved from time to time by the Board.
155. Bank accounts established in or for regions and for electorate organisations, to facilitate the activities of the Party in regions and electorates, are for all purposes bank accounts of the Party.
156. The Board shall have control of the funds of the Party for the purposes of investment and the day-to-day workings of the Party.

#### Members may obtain a pecuniary benefit in certain circumstances

157. A general meeting may by resolution approve sums of money for distribution among members of the Board and the Council respectively, in such proportions as Board members and Council members respectively may decide, as remuneration for their time and service.
158. Subject to rule 157, no member of the Board or the Council shall be entitled to be remunerated for serving in that capacity or as a member of a committee constituted by the Board, but may be reimbursed for reasonable out-of-pocket expenses incurred with the express authority of the Board or the Council as the case may be.
159. Nothing in these rules shall prevent any Member whom the Board engages in a professional capacity from charging a reasonable amount for services rendered for or on behalf of the Party.

#### Winding up

160. At an SGM convened for the purpose, Members may resolve that the Party be wound up ("winding up resolution"). The majority necessary to pass a winding up resolution shall be two thirds of those present and voting.
161. The Electoral Commission must be notified of the passing of the winding up resolution as soon as practicable.
162. Upon the winding up of the Party, all liabilities shall be paid or satisfied, following which any surplus assets shall be disposed of by the Board to or for the benefit of any organisation or organisations with objects the same or similar to those of the Party or which include in whole or in part the objects of the Party; or to or for the benefit of such other organisation or organisations as may be approved by a resolution passed by a two thirds majority of those present and voting at the SGM where the winding up resolution was passed.

#### Exclusion of liability

163. No action or proceeding at law or otherwise shall lie in favour of a Member, or the executor, administrator or trustee of the estate of a deceased Member, against any Board or Council member or against any officer of the Party for or in respect of any act, matter or thing done, omitted or suffered in good faith in pursuance of the provisions of these rules, notwithstanding that there may have been an irregularity or informality occurring in or about the doing or omitting or suffering of any act matter or thing.

164. No Board or Council member or officer shall be liable for the acts or omissions of any other Board or Council member or officer or for joining in any receipt or document or for any act of concurrence in or conformity with any action or for any loss or expense resulting to the Party unless the same resulted from his or her own wilful default.
165. Except as provided in rules 157-159, no Member shall have any right or claim upon the Party or to or against its property or funds.

### Indemnity

166. Every Board and Council member and every officer or employee of the Party shall be indemnified out of the Party's assets against all costs, loss and expense which any such Board or Council member, officer or employee may incur or become liable for by reason of any contract entered into, act or thing done by such person as Board or Council member, officer or employee, or in any way in the discharge of his or her duties so long as the entry, act or thing done was in good faith for the purposes of the Party.

### Dispute Resolution

167. Every question or dispute:
- a) arising between Members; or
  - b) arising between a Member and the Council, any Council member, the Board, any Board Member, officer, employee, or other Party functionary; or
  - c) concerning the correct interpretation or application of these Rules—
- shall be referred to the Board for a ruling or decision which shall be final and binding.
168. Unless there is a need for urgency that makes it impracticable to involve the Rules Committee, the Board shall consult with the Rules Committee, and have regard to the Committee's advice, before exercising power under Rule 167 in a matter including a disputed interpretation of these rules.
169. Before making any ruling or decision the Board shall fully hear all sides. Where the question or dispute is or is like a complaint, the Board shall ensure that the person complained about has been given full notice of the allegations.
170. In making its ruling or decision the Board shall have full power to give such directions as it deems appropriate for the resolution of the question or dispute.
171. No ruling or decision shall be reviewed, challenged, quashed, or called into question by any Member in any court of law. The only remedy in respect of a disputed ruling or decision shall be arbitration initiated under Rule 172.
172. A Member who seriously challenges the Board's ruling or decision may, within five working days excluding the date of the decision (time being of the essence), refer the question or dispute to arbitration by giving notice to the Secretary.

173. The arbitration shall be conducted by a single arbitrator who is a barrister or solicitor of senior standing and repute in New Zealand. The arbitrator shall be appointed by agreement between the Board and the other parties or, failing agreement within fourteen days of referral, by the President for the time being of the New Zealand Law Society.
174. The arbitrator shall meet with the parties to discuss the issue or issues and the appropriate procedure by which the parties may present their arguments to the arbitrator. The arbitrator's determination of the issues and the procedure to be adopted shall be binding on the parties. If a party so requests, the arbitrator shall record the determination in writing and distribute it to the parties.
175. The arbitrator's fee and all other costs of and incidental to the arbitration may be fixed by the arbitrator who may direct by which party and in which proportions they should be paid.
176. No party shall have the right to appeal to the High Court on any question of law, whether by leave or otherwise. An application to set aside in terms of article 34 of the First Schedule to the Arbitration Act 1996 shall be the exclusive recourse against any award.
177. The arbitration shall be conducted in private, and the requirements for confidentiality contained in sections 14A to 14I of the Arbitration Act 1996 apply.

## FIRST SCHEDULE: REGIONS AND REGIONAL GROUPS

Refer rules 12 and 25

There shall be 3 regions each comprising contiguous General electoral districts (listed in alphabetical order), as follows:

### **Auckland & Northland Region**

Auckland Central, Botany, East Coast Bays, Epsom, Kaipara ki Mahurangi, Kelston, Māngere, Manurewa, Maungakiekie, Mt Albert, Mt Roskill, New Lynn, North Shore, Northcote, Northland, Pakuranga, Panmure-Ōtāhuhu, Papakura, Port Waikato (Auckland Council part only), Takanini, Tāmaki, Te Atatū, Upper Harbour, Whangaparāoa, Whangarei

### **Central & Lower North Island Region**

Bay of Plenty, Coromandel, East Coast, Hamilton East, Hamilton West, Hutt South, Mana, Napier, New Plymouth, Ōhāriu, Ōtaki, Palmerston North, Port Waikato (excluding Auckland Council part), Rangtīkei, Remutaka, Rongotai, Rotorua, Taranaki-King Country, Taupo, Tauranga, Tukituki, Wairarapa, Waikato, Wellington Central, Whanganui

### **South Island Region**

Banks Peninsula, Christchurch Central, Christchurch East, Dunedin, Ilam, Invercargill, Kaikōura, Nelson, Rangitata, Selwyn, Southland, Taieri, Waimakariri, Waitaki, West Coast-Tasman, Wigram

There shall be 3 regional groups that are coterminous with the regions above.

## SECOND SCHEDULE: INDICATIVE DESCRIPTION OF ROLES OF COUNCIL AND BOARD

Refer rule 16

Council	Board
<p><b>Broad Function</b></p> <p><i>The Party has a Council the purpose of which is to represent the Party as a whole, by tapping into the activities, concerns and aspirations of the Members within each region, to foster the creation of local groups and grassroots networks, and to be the conduit for keeping the Board informed of the concerns and aspirations of the Members.</i></p> <p><b>Rule 13</b></p>	<p><b>Broad Function</b></p> <p><i>The Party has a Board to manage the business and affairs of the Party. It governs, oversees, and superintends the Party and its activities, adjusts regions and regional groups by amendment to the Schedule, appoints the Leader and Deputy Leader and candidates (both constituency candidates and List candidates) and liaises with the Parliamentary Caucus.</i></p> <p><b>Rule 15</b></p>
<p><b>Composition</b></p> <p><i>The Council consists of the President, Vice President, the Secretary, the Leader, a representative from the Parliamentary Caucus when the Party has 5 or more members of Parliament, and 1 representative (“regional representative”) from each of the regions.</i></p> <p><b>Rule 21</b></p>	<p><b>Composition</b></p> <p><i>The Board consists of The President, Vice President, the Secretary, the Leader, a representative from the Parliamentary Caucus when the Party has 5 or more members of Parliament, and 3 Members appointed by the Council to represent regional groups (“Council appointees”).</i></p> <p><b>Rule 23</b></p>
<p><b>Core Purposes</b></p> <ul style="list-style-type: none"> <li>• A member feedback and engagement conduit.</li> <li>• Development platform for aspiring Party administrators and Parliamentary candidates.</li> <li>• Sounding board for policy and strategy initiatives.</li> <li>• Stronger engagement and coordination of local and regional committees.</li> </ul>	<p><b>Core Purposes</b></p> <ul style="list-style-type: none"> <li>• Exercise good governance over the Party's affairs.</li> <li>• Oversee and steer the month-to-month administration of Party activities.</li> <li>• Exercise superintendence over financial management including fundraising, and the performance of the national office.</li> <li>• Executive Administration, eg statutory compliance</li> </ul>

<ul style="list-style-type: none"> <li>• Candidate identification / preliminary selection.</li> </ul>	
<p><b>Authorities</b></p> <ul style="list-style-type: none"> <li>• Establish such electorate organisational structures as it sees fit (subject to the Board being able to make adjustments) - 'party machinery'.</li> <li>• A 'power of general competency' to achieve its broad scope – subject to guidance and /or direction from the Board.</li> <li>• Co-option of up to two additional Council members.</li> </ul>	<p><b>Authorities</b></p> <ul style="list-style-type: none"> <li>• Appointment of the Leader, Deputy Leader and Secretary.</li> <li>• Initiate changes to the constitution – subject to due process.</li> <li>• Change regions and regional groups to meet changes in General electoral districts and/or to improve party organisational performance, and engagement.</li> <li>• Approval of new members.</li> <li>• Expulsion of members – subject to due process.</li> <li>• Conduct the annual election of officers.</li> <li>• Give direction to the Council, local electorate organisations and other Party organs.</li> <li>• Delegation of its authorities to committees, board members, employees or other individuals (subject to certain restrictions).</li> <li>• Policy</li> <li>• Co-opt up to two additional board members}.</li> <li>• Dispute resolution.</li> </ul>
<p><b>Parliamentary Elections</b></p>	<p><b>Parliamentary Elections</b></p> <ul style="list-style-type: none"> <li>• Call for candidates and determine which applicants shall be entered in the Candidates Register.</li> <li>• Decide which by-elections, or general election electorates, are contested.</li> </ul>

	<ul style="list-style-type: none"> <li>• Candidate selection (subject to due process).</li> <li>• Set the List selection process: dates, List selection panel composition</li> </ul>
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## **Council**

The Council is a newly created organ of the Party, in response to Party Member feedback. The purpose of the Council is to introduce a mechanism that:

- Allows for leading ACTivists and aspiring Party administrators and candidates to be more closely involved in putting shape to Party activities and direction.
- Serves as a development opportunity for aspiring Party administrators and candidates: a vehicle through which these aspirants can showcase their organisational leadership and political skills and potential, in order to boost their chances of election / selection to senior Party roles (eg the Board) or as a candidate in a general election.
- Provides a sounding board for policy and strategy initiatives.
- Can put focus on, and energy into, local and regional Party arrangements.
- Drives local candidate scouting, and development.

## **Board**

The Board is responsible for delivering effective good governance to the Party and is the peak decision-making body. The Board sets strategy and direction, delivers financial stewardship, sets annual and multi-year work programmes, puts in place the head office structures to support timely implementation of plans, and is responsible for organisational performance.

Two other key functions of the Board are to:

1. Manage the Party's interface with the Parliamentary Wing.
2. Put in place winning election campaign arrangements: everything from candidate selections to List rankings to appointing campaign strategists to ensuring adequate campaign funds.

## **Accountability**

ACT is a democratic organisation where the decision makers are accountable to the membership. The membership elects Board members either:

- Directly: the President and Vice President are elected directly by the membership at large in a national ballot.
- Indirectly:

- o Members elect the regional representative for their region to be 9 of the 14 Council members (2 of the others are the directly elected President and Vice-President, so that 11 of the 14 Council members are directly elected), and the Council in turn appoints 3 of the Board members on the nomination of the regional representatives.
- o The Board appoints the Party Leader and the Deputy Leader.
- o The Caucus appoints the Caucus representative to the Board.
- o The Board appoints the Party Secretary, and any co-optees.

If the wider membership finds the Board's or Council's performance to be wanting, they are able to directly elect replacements for President, Vice-President and regional representatives when the incumbent's term expires.

### **List Selection Panel**

- The Board is the nucleus of the List Selection Panel.
- Board members are automatically members of the List Selection Panel unless they have a conflict of interest, for example, where they are a candidate themselves.
- The alternate Council appointees are also members of the panel unless they have a conflict.
- The Leader must always be a member of the Panel.
- If too many potential members of the Panel are excluded by conflicts, the Board may make appointments of Party Members with preference being given to members of the Council.



### THIRD SCHEDULE: TRANSITIONAL PROVISIONS

#### Refer rule 47

- a. This Constitution comes into force at the conclusion of the general meeting at which it is adopted (“adopting general meeting”) and replaces the Constitution existing immediately prior to its adoption (“the previous Constitution”). To ensure continuity and to cater for the establishment of the Council, the following rules b-j are adopted.
- b. Each Party Member remains a Member as if he or she had become a Member in accordance with this Constitution.
- c. The President and Vice President continue to hold office as if they had been duly elected in accordance with this Constitution. Having assumed office under the previous Constitution at the close of meetings at which their election was announced, their terms of office are deemed to have commenced at that time for the purposes of this Constitution.
- d. The Leader, Deputy Leader, and Party Secretary appointed under the previous Constitution shall be deemed to have been duly appointed under this Constitution.
- e. The Regional Board members elected or appointed under the previous Constitution, including those whose elections were announced at, and became Regional Board members at the close of, the adopting general meeting, shall remain in office as Board members until Council appointees have been appointed to the Board, and shall thereupon cease to hold office.
- f. As soon as practicable following the adoption of this Constitution, the Parliamentary Caucus shall select Caucus representatives for the Board and Council. The same person may, but need not, be the representative on both Board and Council.
- g. As soon as practicable following the close of the adopting general meeting, the Board shall proceed to arrange the election of regional representatives to serve as members of the Council (“transitional elections”).
- h. The transitional elections shall be conducted as nearly as possible in accordance with rules 67-77 which shall apply mutatis mutandis, subject to the following modifications. The Board shall call for nominations as soon as practicable following the close of the adopting general meeting. The ballot-papers shall be sent as soon as practicable after nominations have closed, the completed ballot-papers must be received by the Secretary by a date to be specified in the ballot-papers and a ballot-paper not received in time shall not be counted, the Secretary shall report the results of the ballot to the Board and the Board shall notify the Membership of the outcome.
- i. When calling for nominations, the Board shall specify the initial term of office of the regional representative for a region, which shall be either 1 year or 2 years, to the intent that as nearly as practicable about half the regional representatives shall retire from office at the next AGM and about half shall continue in office. For the purposes of the transitional elections, Rule 66 is modified accordingly.

- j. As soon as practicable after regional representatives have been elected, the regional representatives shall nominate the Council appointees and alternates, and the Council shall appoint Council appointees and alternates, as provided for in rule 24.