

CONSTITUTION AND RULES OF NEW CONSERVATIVE

September 2022

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1 INTERPRETATION

Unless the context requires otherwise:

“Annual Conference” means and includes the Annual General Meeting of the Party which shall elect persons to hold office in the Party.

“Appointments Committee” means a committee constituted in accordance with Rule 7 of this constitution.

“Balance Date” means the end of the Party’s financial year determined by the Board.

“Board” means the Board of Government and Management of the Party and shall consist of no less than three and not more than 11 members, including the leader or co-leaders, and deputy or co-deputy leaders in accordance with Rule 6.

“Board Chair” or **“Chair”** means a Member holding office for the time being in accordance with Rule 10.

“Board Member” means any person or persons elected to the Board in accordance with Rule 6 or co-opted as may be required from time to time.

“Candidate” means any Member selected as the Party’s representative to stand on behalf of the Party, whether in a Constituency or on the List, in accordance with these Rules as a candidate for a seat in the New Zealand House of Representatives.

“Committee” means one or more Members appointed by the Board to carry out any function or functions concerning the affairs of the Party.

“Convener” means a member approved by the Board and given access to contact details of members and supporters in their electorate or region, for the purpose of building a core working group to raise the party profile in their area.

“Caucus” means one or more Members who are for the time being Members of the New Zealand House of Representatives whether as electorate or as list members.

“Candidates Register” means a list compiled by the Board of all potential candidates together with such information about the prospective candidates the Board sees fit to include.

“Candidate Selection Committee” means a committee constituted in accordance with Rule 11 or 12 hereof.

“Deputy Leader” or **“Co-Deputy Leader”** means a person appointed to hold the office of Deputy Leader(s) of the Party in accordance with Rules 8 and 10.

“Election” means a general election or by-election as the case may require.

“Electoral Act” means the Electoral Act 1993 and any Act of the House of Representatives amending or replacing that Act.

“Electorate Candidate” means a Member chosen in accordance with this constitution and Rules to stand as the Party’s candidate in an electorate either at a general election or a by-election.

“Electorate Committee” means one or more Members responsible for the Party’s affairs in an electorate.

“Electorate Convener/Chair” means a Member appointed by the Board or through its agent as the person responsible for building a working team in the electorate.

“Leader” or **“Co-Leader”** means the leader(s) of the Party appointed by a vote of the majority of the Caucus or of the Board as the case may require in accordance with Rules 8 and 10.

“List” or **“Party List”** means the List of Candidates compiled by the Party for the purposes of section 127 of the Electoral Act (or any replacement provision) as the Party’s list of candidates for election to the House of Representatives under the list seats provisions of the mixed member proportional system of representation.

“Member” or **“Party Member”** means any person who is a financial member of the Party in accordance with these Rules.

“Notice” is any advice, document or mail, required to be sent out to, or from a member or body of the party, as set out in the Constitution.

“Party” means New Conservative (also to be known in abbreviated form as “Conservative”) of which this document is the constitution and Rules for the purposes of the Electoral Act.

“Party President/Chair” or **“Party Vice President/Chair”** means a member holding office for the time being in accordance with Rule 10.

“Regional Committee” means a committee of Party Members constituted in accordance with Rule 14 which is responsible for the affairs of the Party in a geographic region determined by the Board which may be the same as or different from the boundaries of electorates as set by the Electoral Commission.

“Regional Chair/Convener” is the chair/convener of the Regional Committee in accordance with Rule 14.

“Rules” means the rules set out in this document as amended in accordance with its terms.

“Secretary” means any person appointed by the Board to perform the duties of the Secretary of the Party or any person authorised to act in that person’s place.

“Special Conference” means a conference called by the Board inter alia for the purpose of considering a resolution to wind up the Party or for any other purpose the Board sees fit.

“Subscription” means the levy or membership fee determined by the Board.

“Treasurer” or **“Party Treasurer”** means a Member appointed or elected by the Board who shall perform such duties as the Board shall determine from time to time.

In this document words importing the plural include the singular and vice versa, and words importing the masculine include the feminine and vice versa.

2 ESTABLISHMENT AND NAME

- 2.1 The name of the party is “New Conservative”. By these Rules it is hereby confirmed that the Party is a political party; that it shall put up candidates for election to the New Zealand House of Representatives and shall register and maintain registration as a political party under Part IV of the Electoral Act 1993 or any legislation repealing and replacing the same.

3 PRINCIPLES AND VALUES

The Principles and Values of the Party shall be those determined by the Board to be articulated on the Party website and materials.

4 MEMBERSHIP

- 4.1 Any person who is entitled to be an “elector” as defined in the Electoral Act may become a member of the Party by:
- (a) applying in writing or online to become a member;
 - (b) paying such sum by way of Subscription as may be determined from time to time by the Board; and
 - (c) not being a member of another political party, unless special permission is given by the Board.
- 4.2 The Board shall have the absolute discretion to refuse membership to any person, or to cancel such membership in accordance with these Rules, and shall not be required or obliged to give any reason for doing so.
- 4.3 A person will cease to be member when:
- (a) a member gives notice in writing to the Secretary of his or her resignation;
 - (b) the Board believes at its absolute discretion that a member has failed to comply with these rules, or is guilty of conduct unbecoming of a member or prejudicial to the interests of the Party, and has provided notice to the member of its resolution to expel;
 - (c) a member dies; or
 - (d) the third anniversary of the last payment of their membership fee passes.
- 4.4 A member who has resigned or been expelled from the Party will cease to hold himself/ herself out as a member of the Party and will return to the Party all material produced by the Party (including any membership certificate, handbooks and manuals).
- 4.5 Members must treat all information relating to commercial and political arrangements entered into by the Party as strictly confidential and must not disclose any information regarding those arrangements or any other confidential or sensitive information relating to the Party, to any third party without the prior written approval of the Board.

5 MEETINGS

Annual General Meeting

- 5.1 The Party must convene an annual general meeting of its members in each calendar year. The Board must set the date of the meeting. The notice convening the Annual General Meeting must state that the meeting is the Annual General Meeting. The ordinary business of the Annual General Meeting is, without limitation:
- (a) to confirm the minutes of the last AGM and any general meeting held since that meeting;
 - (b) to receive from the Board, reports on the activities of the Party since the last Annual General Meeting;
 - (c) to read the names of those elected to the Board;
 - (d) to present financial report;
 - (e) to debate and vote upon remits approved by the board; and
 - (f) the meeting may also transact any special business determined by the Board of which notice is given in accordance with these rules.

Special General Meetings

- 5.2 Any general meeting of the Party except the Annual General Meeting is a Special General Meeting. The Board may convene a special general meeting whenever it thinks fit. Reference in these rules to general meetings includes Special General Meetings.

Notice of General Meetings

- 5.3 At least 14 days before the date fixed for a general meeting of the Party, the Secretary must send each member of the Party a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at it.

Limitation on business to be transacted

- 5.4 No business may be transacted at a general meeting of the Party except the business specified in the notice of meeting. A member who wants an item of business to be transacted at a general meeting may give notice of the business in writing to the Secretary. The Secretary may include the business in the next notice of a general meeting at the discretion of the Board.

Quorum

- 5.5 An item of business may not be transacted at a general meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum has 20 members.

Chairperson at meetings

- 5.6 The Board Chair must preside as chairperson at each general meeting of the Party. If the Board Chair is absent, one of the other Board members present chosen by the board will preside as chairperson at the meeting.

One member, one vote

- 5.7 A member has one vote on any question that is to be decided at a general meeting. A vote must be given personally. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a second or casting vote.

Voting by show of hands

- 5.8 A question that is to be decided at a general meeting of the Party is to be decided on a show of hands. Unless a poll is demanded, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Party, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding a poll

- 5.9 If at least five members entitled to vote at a general meeting demand a poll on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the poll overrides the show of hands.
- 5.10 A poll that is demanded on a question of an adjournment must be taken immediately. Any other poll must be taken before the close of the meeting.

6 BOARD**Board to govern the Party**

- 6.1 The Party is to be managed and governed by a Board. The Board may exercise all the powers of the Party except those that the rules require to be exercised by an annual general meeting or special general meeting. Members of the Board will hold office until they resign or vacate or are removed from office in accordance with these rules.

Powers of the Board

- 6.1.A The Board will have the power to do all lawful acts and things incidental or conducive to the attainment of the Party's objects including the power to:
- (a) determine how the Party uses its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as necessary;
 - (b) purchase, lease, hire or otherwise acquire, exchange, and sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as necessary;
 - (c) negotiate and enter into any arrangements with any other organisation in order to achieve the Party's objects, and do all things necessary in order to carry out those arrangements;
 - (d) invest Party funds in any investment in which a trustee may invest; and
 - (e) borrow or raise money with or without security on such terms as the Board thinks fit.
 - (f) Notwithstanding any other provision, the Board may only use the Party's money to further purposes recognised by law. No money of the Party is to be applied for the sole personal or individual benefit of any member.
 - (g) In the event of a constitutional crisis due to a rule or rule contradiction which would prevent the Board from functioning, the Board may overrule this crisis or contradiction of rules, to allow the Board to function and ensure the Board has a quorum.

Board composition

- 6.2 The Board shall comprise not less than 5 and no more than 11 members including:
- (a) the Party Leader, or co-leaders, and deputy Leader or co-deputy leaders, who will be ex-officio members of the Board; and
 - (b) members elected/appointed in accordance with these rules.
 - (c) If the Board numbers drop below the minimum quorum, the remaining member(s) may appoint such other members to make up the minimum quorum number of 5. The appointment must be of party members and must be made in good faith for the welfare of the party.

Term of Office

- 6.3 The Leader and Deputy Leader or Co-Leaders and Co-Deputies shall be Members of the Board until their respective tenures of office expire or are terminated as noted in Rules 8 and 10.
- 6.4 Each other Member of the Board shall hold appointment until the Annual General Meeting of the Party held in the third year after their appointment, unless one of the following events occurs, namely:
- (a) he/she resigns as a Member of the Board and/or the Party;
 - (b) he/she dies;
 - (c) he/she ceases to agree with the Party Principles, and refuses or neglects (within one month of being requested in writing by the Party President/Chair authorised by a resolution passed by a majority of the Members of the Board) to reacknowledge in writing his/her agreement with the Party Principles;
 - (d) he/she is removed by the resolution of more than 75% of those Members of the Board as per rule 6.7;
 - (e) he/she becomes bankrupt; or
 - (f) he/she is assessed as lacking mental capacity to manage his or her own affairs. Reasonable proof must be supplied.
- 6.5 In the event of a vacancy arising under Rule 6.4 or otherwise, the remainder of the Board has the power to co-opt replacements as it sees fit to provide for effective Board function. Such co-opted members may be confirmed by election at the next AGM.
- 6.6 Members of the Board who have completed one term, may be re-elected for a further term or terms.

Removal of Board member from office

- 6.7 The Board may remove a member of the Board by over a 75% majority present at the meeting at which such resolution is made at the meeting of the Board held for that purpose. The following process is to be followed:
- (a) At least 7 days notice of intention to propose such a resolution must be given to all Members of the Board.
 - (b) The Board shall advise all board members in the notice of the reason for the Board seeking a resolution for removal.
 - (c) If the member who is facing removal wishes to respond to the notice in writing, it must be sent at least 2 days prior to the meeting.

Proceedings of Board

- 6.8 The Board shall meet either physically or via internet at such intervals as the Board determines. The Board Chair, Party Leader or any four members of the Board may request a meeting be convened. Adequate notice of a meeting must be given to members of the Board. The notice must specify the place, date and time of the meeting and the nature of business to be transacted at it.

Quorum at a Board meeting

- 6.9 An item of business may not be transacted at a Board meeting unless a quorum of members entitled to vote is present while the item is being transacted. The quorum is 50% of the members of the Board or a minimum of 5. If a quorum is not present at the time for commencement of a meeting, and is still not present half an hour later, the meeting is automatically adjourned to the same time and day in the next week. It is to be held in the same place unless the chairperson specifies another place at the time of the adjournment or by a written note given to the Board members at least 24 hours before the date of the adjourned meeting. The meeting must pause if members leave the meeting resulting in the quorum not being met. If it is not able to be resumed due to lack of quorum It must then be remanded to another time or date. A meeting with a quorum below 5, or less than 75% of members cannot remove the Leader(s).
- 6.10 If a quorum is not present at the time of the commencement of an adjourned meeting, and is not present half an hour later, the meeting is automatically dissolved.

Chair at Board meetings

- 6.11 The Board Chair shall preside as chairperson at each Board meeting. If the Board Chair is absent, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment of Board meetings

- 6.12 The chairperson of a Board meeting at which a quorum is present may adjourn the meeting with its consent. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Voting by show of hands at a Board meeting

- 6.13 If a decision cannot be made by consensus at a Board meeting, then it has to be decided by a show of hands. Unless a poll is demanded in accordance with Rule 6.14, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority or lost, plus an entry to that effect in the minute book of the Party, is evidence of the fact, without proof of the number or proportion of the votes recorded for and against that resolution.

Demanding a poll at a Board meeting

- 6.14 If at least two members entitled to vote at a Board meeting demand a poll on the question that is to be decided, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the Chair's declaration on a show of hands. In the latter case the poll overrides the show of hands.

Entitlement to vote at a Board meeting

- 6.15 Board members are entitled to vote on all matters before the Board, however:
- (a) ex-officio members other than the Leader(s) or Deputy leader(s) will not be entitled to vote,
 - (b) If votes on a motion are tied, the chairperson of the meeting is entitled to exercise a second or casting vote.

Written resolution

- 6.16 A resolution in writing, signed or assented to in written form either hard copy or digital by all members of the Board, is as valid as if it had been passed at a meeting of the Board duly convened and held.
- 6.17 A resolution pursuant to Rule 6.16 may consist of several documents in like form each signed or assented to by one or more members of the Board.

Subcommittees

- 6.18 The Board may appoint subcommittees of the Party consisting of such persons and for such purposes as the Board thinks fit. Subcommittees will only have the powers and duties that are conferred on them by the Board. They must be party members unless the Board grants them approval to be a subcommittee member.

7 BOARD ELECTIONS

The procedure to be followed for the election of members of the Board where, pursuant to the Constitution, the Board is required to hold elections is:

- 7.1 The Board shall appoint an Appointments Committee which shall be chaired by the President or Chair, or in his or her absence another member appointed by the Board and shall comprise at least three other persons who need not be members of the Board.
- 7.2 The Appointments Committee or the Board if it so decides shall formally notify all Party Members of the number of vacancies or new positions to be filled by election to the Board and shall invite them to forward written nominations to the Appointments Committee. The closing date for the receipt of written nominations shall be specified in the notice and sufficient time shall be allowed for nominations to be considered, obtained, and forwarded.
- 7.3 Nominations shall be accompanied by:
- (a) A letter of confirmation from the prospective nominee confirming their willingness to be elected to the Board; and
 - (b) A statement providing details of the nominee's personal background and experience, plus whatever further information the Board or Appointments committee requires.
- 7.4 The Appointments Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.

- 7.5 The Appointments Committee shall then prepare a list of persons for whom assessments have been completed and whose nominations it is prepared to endorse for the purposes of the remaining stages of the election process.
- 7.6 The Appointments Committee shall then submit the final list of names to the Board with a full resume of each candidate's background and the results of the assessment, interviews, responses, and other investigations.
- 7.7 The Board shall then determine the candidates for the election to the Board, at its absolute discretion, and shall then ask the Party Secretary to conduct the election in accordance with these Rules.
- 7.8 There shall be no right of appeal against any decision of the Appointments Committee or the Board.
- 7.9 No error in the appointment procedure shall invalidate the process of election and/or any decision at the Appointments Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it, including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the Board shall take such action as it considers necessary or desirable to remedy the error.
- 7.10 Elections for positions available will take place by postal or email voting prior to the Annual General Meeting of the Party.
- 7.11 Voting papers accompanied by photographs and information concerning each candidate for election shall be sent to all Party Members no less than 4 weeks prior to the date of the Annual General Meeting.
- 7.12 If there are the same number of nominations as there are vacancies on the Board then the Board can determine an election will not be required and ratify the nominations as appointed at the AGM.
- 7.13 All eligible voting papers must be received by post or email no later than the day prior to the day set for the Annual General Meeting. Any voting papers or votes that are not returned before this time period will be deemed invalid.
- 7.14 The Party Secretary (or if unavailable, a member appointed by the Board), shall count the voting papers, and three other members appointed by the Board as scrutineers. The Party Secretary shall announce the results at the Annual General Meeting at the time set by the Party President or Chair.
- 7.15 Each member of the Board, except ex-officio members, shall hold appointment until the Annual General Meeting of the Party held in the third year after their appointment.

8 PARTY LEADER

- 8.1 The Leader and Deputy Leader or Co-Leaders shall be Members of the Board until their respective tenures of office expire or are terminated.
- 8.2 Leaders shall be appointed by the Board (or Caucus) and can be removed by such, as per Rule 10.

- 8.3 When the Leader is a member of Parliament the Leader shall chair the Caucus which shall appoint whips, portfolios, spokespeople, and allocate other tasks to New Conservative's Members of Parliament as per rule 10.
- 8.4 The Leader(s) shall not enter into coalition with any other political party of grouping without express permission from the Board.

9 SECRETARY

Board to appoint Party Secretary

- 9.1 The Board must appoint a Secretary of the Party. The Party Secretary may be a member of the Board, but does not need to be. The Secretary of the Party is separate from the Board Secretary.

Term of office

- 9.2 The Party Secretary will hold office for such a term as the Board determines.

Role of Party Secretary

- 9.3 The Party Secretary must:
- (a) Attend general meetings and Board meetings and keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in the Party's minute book and the Board's minute book, unless the Board appoints a Board secretary;
 - (b) Provide such information as may be requested from time to time by any member;
 - (c) Ensure that the Party fully complies with New Zealand's electoral laws and policies, including:
 - (i) annual statutory declarations confirming continuing eligibility for registration,
 - (ii) annual party donation and loan returns,
 - (iii) authorising electoral advertising, and
 - (iv) making general election expense returns;
 - (d) Complete such other duties as the Board may determine from time to time.

10 ELECTION OF OFFICERS

- 10.1 The procedure to be followed for the appointment of Officers of the Board, and/or Co-Leaders and Deputy Leader and/or Co-Deputy Leader of the Party and where, pursuant to the Constitution, an election is required to be held, or where the Board or a committee thereof wishes to make any other appointment and is unable to do so by consensus is:
- 10.2 When there are six or more Board members the positions of Leaders, Deputy Leaders, and Chair shall be decided by the members of the board by majority vote.
- 10.3 Party Whip, Caucus Secretary and any other Caucus officers or offices or positions that the Caucus may wish to be filled shall be decided by the members of the Caucus by majority vote. Only elected members of parliament for the New Conservative party may vote in the Caucus as per rule 13.

- 10.4 Candidates for the position shall be nominated by a member of the relevant Board, Caucus, or Committee and seconded by another such member.
- 10.5 The Board, Caucus, or Committee shall then appoint two scrutineers to count the votes if there is a secret vote requested.
- 10.6 Each member of the Board, Caucus, or Committee present and desiring to vote shall by secret ballot cast a maximum of 1 vote for each available position, and the candidate(s) securing the most votes shall be deemed to be appointed.
- 10.7 In the event that there is more than one candidate for a position and voting is tied then, in the case of the Party Leader, the Party President or Chair shall cast a vote on. In any other case the Party Leader shall have the casting vote.

11 APPOINTMENT OF ELECTORATE CANDIDATES

The procedure to be followed for the appointment of persons as Electorate Candidates for the purposes of a general election or By-election is:

- 11.1 There shall be a Candidate Selection Committee for each Region or Electorate Comprising;
- (a) A regional committee representative for the relevant region or Board member in the absence of a Regional representative (who shall chair the Candidate Selection Committee), and
 - (b) Two persons appointed by the Electorate Committee (or, if there is no such committee, then two persons appointed by the Board who are actively involved in the promotion of the Party in the electorate or region) and who are unavailable for nomination as the Candidate for that electorate.
- 11.2 The Candidate Selection Committee shall formally notify all Members who reside in the relevant electorate of the intention to appoint an Electorate Candidate and shall invite such members to forward to the Candidate Selection Committee written nominations for appointment as the Electorate Candidate. The closing date for the receipt of written nominations shall be specified in the notice and sufficient time shall be allowed for nominations to be considered and forwarded.
- 11.3 Any Member (whether resident in the electorate or not) may make a nomination. Such nominations shall be accompanied by:
- (a) A letter of confirmation from the nominee confirming their willingness to be appointed as the Electorate Candidate, and;
 - (b) A statement providing details of the nominee's personal background and experience together with any other information or statement that the nominee wishes the Candidate Selection Committee to take into consideration.
- 11.4 The Candidate Selection Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.

- 11.5 The Candidate Selection Committee shall then prepare a list of persons for whom assessments have been completed and whose nominations they are prepared to endorse for further consideration.
- 11.6 The Candidate Selection Committee shall circulate the names and biographical details of the endorsed nominees to the relevant Electorate Committee if there is a committee in place, all members of the Board, and such other persons as the Candidate Selection Committee may desire to provide an opportunity for further comment on the endorsed nominees and shall specify a further date by which such further comments are to be received.
- 11.7 After the close-off date for further comments, the Candidate Selection Committee shall consider all responses received and information held about nominees, carry out any other investigations it considers desirable (including further interviews), and prepare a list of persons for whom assessments have been completed and whose nominations it is prepared to finally endorse for the purposes of the remaining stages of the election process.
- 11.8 The Board shall if there is more than one candidate, in its absolute discretion decide whether a meeting of members to assist selection should be held.
- 11.9 If the Board decides an election meeting needs to be held, the list of endorsed nominees shall be sent to the members in the electorate together with the details of the date, time and place of a meeting of those Members to be held to select the candidate for that electorate.
- 11.10 The meeting shall be chaired by the Board member who represents that region in which that electorate exists, or by another Board member nominated by that Board member.
- 11.11 All Members resident in the electorate shall be free to attend the meeting, but only those who are current financial Members, AND who have been financial Members for more than three months as at the date of the meeting will be entitled to vote.
- 11.12 If there are more than 75 (seventy five) Members eligible to vote present at the meeting, then the candidate selected by the selection process will be the candidate for that electorate at the next scheduled Election (unless the Board decides otherwise). If the specified minimum number of voting members is not reached, then the Board may either confirm the selection of the candidate selected by that meeting, or, after consultation with those Members who attended that selection meeting, name another candidate on the list of endorsed nominees as the Candidate for that electorate in that election.
- 11.13 At the selection meeting, each nominee will be given no more than 10 minutes to speak, and shall answer 2 questions from the Board. Speaking order will be determined by lot, and each candidate will answer the same questions, of which they have had no prior knowledge. While any one candidate is speaking, other candidates will be removed from the room and out of earshot.
- 11.14 Following the completion of this process, a secret ballot will be held. Should the ballot result in a tie, and if, after a recount, is confirmed as a tie, the chairperson shall have the casting vote on behalf of the Board.
- 11.15 The Board shall within one week advise each nominee of the results of the appointment process.

- 11.16 The Board shall, on a date or dates determined by it, advise the media, Members, regional and electorate groups of the name of the Electorate Candidate.
- 11.17 There shall be no right of appeal against any decision of the Candidate Selection Committee or the Board.
- 11.18 No error in the candidate selection procedure shall invalidate the process of selection and/or any decision of the Candidate Selection Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the selection at issue shall be suspended and the Board shall take such action as it considers necessary or desirable to remedy the error or, if necessary, to recommence the selection process in respect of one or more of the endorsed nominees affected by the error.

12 APPOINTMENT OF LIST CANDIDATES

The procedure to be followed for the appointment of persons to the Party List for the purposes of a General Election is:

- 12.1 The Board shall appoint a Candidate Selection Committee which shall comprise the Leader or Co-Leaders, also Deputy or Co-Deputies the President or Chair and at least three other persons who need not be members of the Board but who are all unavailable for appointment to the Party List. The Candidate Selection Committee shall usually be chaired by the President/Chair or, in his/her absence, the Leader and/or Co-Leaders.
- 12.2 Any Member may make a recommendation. Such recommendation shall be accompanied by:
- (a) A letter of confirmation from the nominee confirming their willingness to be appointed to the Party List, and
 - (b) A statement providing details of the nominee's personal background and experience together with any information or statement that the nominee wishes the Candidate Selection Committee to take into consideration.
- 12.3 The Candidate Selection Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.
- 12.4 The Candidate Selection Committee shall then submit a report to the Board, containing a list of persons for whom assessments have been completed and whose recommendations they are prepared to endorse for the purposes of the remaining stages of the selection process. This list will include electorate candidates who have been successfully elected through the electorate candidate process in Rule 7 and who wish to be included as a list candidate.
- 12.5 The Board shall then estimate the number of potential successful candidates that may realistically be successful in the next general election with a reasonable margin to allow for the best possible result.

- 12.6 The Board, excluding any Board members recommended for a list placing except for the Leader(s) and Deputy Leader(s), shall then select by consensus, or in the case that consensus cannot be reached by election amongst the Board members, candidates to meet the number required as per Rule 12.7. Where the members of the Board are equally divided regarding any nominee the Party President or Chair shall have a casting vote.
- 12.7 The Board members not excluded by Rule 12.8 shall then consider the Candidate Selection Committee's report and shall either approve the list ranking of the candidates in accordance with the election results or, make such adjustments as it deems necessary. The Board members involved in the selection shall present the results of the ranking process with explanations for any adjustments to the Candidate Selection Committee in a special combined meeting.
- 12.8 The Board shall then promptly advise each nominee and the member recommending such nominee of the results of the appointment process and the position at which they appear. The Board shall also notify each nominee included on the Party List of their right to withdraw their name from the Party List and, if they wish to do so, a date by which they must notify the Candidate Selection Committee accordingly. Should any nominee notify the Candidate Selection Committee of the withdrawal of his/her name within the time provided then such name shall be deleted from the Party List and all successive names shall be moved upwards to fill the vacancy.
- 12.9 The Candidate Selection Committee shall then add the names of any remaining electorate candidates or party members to the Party list as requested by the Board to fill the list to the number determined for each General Election by the Board.
- 12.10 Following the date by which any withdrawals must be notified and after any consequential adjustments to the Party List the Board shall, on a date or dates determined by it, advise the media, members, regional and electorate groups of the candidates on the Party List and their ranking.
- 12.11 There shall be no right of appeal against any decision of the Candidate Selection Committee or the Board.
- 12.12 No error in the candidate selection procedure shall invalidate the process of selection and/or any decision at the Candidates Selection Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the selection at issue shall be suspended and the Board shall take such action as it considers necessary or desirable to remedy the error or, if necessary, to recommence the selection process in respect of one or more of the selected candidates affected by the error.

13 CAUCUS RULES

Formation and existence of Caucus

- 13.1 Caucus shall be formed on the election of persons to represent the Party in Parliament and shall exist for the period that the Party has members in Parliament.

Membership of Caucus

13.2 Members of Caucus shall be:

- (a) the persons elected to represent the Party in Parliament including list MPs, and
- (b) any other persons appointed by Caucus from time to time.

13.3 Caucus will make rules for its conduct that are consistent with the Principles and Values of the Party.

13.4 Only elected representatives shall have voting rights on any matters to be decided by Caucus. If votes on a matter are tied, the Party Leader (if an MP) or the chair of Caucus decided by a vote of New Conservative MPs, is entitled to exercise a second or casting vote.

14 REGIONAL AND ELECTORATE COMMITTEES

14.1 Each region may have a Regional Committee made up of the chair/convener, the secretary, the fundraising co-ordinator and such other members as it or the Board sees fit. Any of these may be replaced by the Board as and when it deems fit. A Board member will be assigned to each Region and will be responsible for the formation of any committee, in liaison with the Board and any Electorate Conveners in the region.

14.2 The Committee shall promote the Party in that region, raise funds for election campaigns and conduct election campaigns for the Party in that region.

14.3 During election years (or earlier if the members in that electorate so decide) each electorate may have a Committee or team with a similar makeup and purpose to the Regional Committee.

14.4 Electorate Conveners/Chairs shall be appointed by the relevant Regional Committee after consulting active members of the party in that electorate and the Board. The Electorate Convener/Chair may also be part of the Regional Committee.

14.5 In the absence of a Regional Committee, the Board shall appoint Conveners for the electorate as it sees fit.

15 DISPUTE RESOLUTION GUIDELINES

15.1 Any dispute between Members of the Party (other than concerning decisions of the Board) shall be settled in the first instance by negotiation between the parties with the assistance of the Board. The Board may appoint a Disputes Committee to act on its behalf in this process and it is the responsibility of the Committee (or the Board if there is no committee) to ensure they have heard all sides of the dispute and are fully informed before negotiating a settlement. Rule 16 may also apply.

15.2 If a disciplinary decision of the Board is disputed, then Rule 16.4-9 procedures will apply.

16 MEMBER CONDUCT AND DISCIPLINE

16.1 The Board may suspend or cancel the membership of any Party Member who by words and/or conduct brings the Party or the Party Principles into disrepute or whose words and/or conduct otherwise prejudice the interests of the Party but shall not be obliged or required to give any more detailed reason for any such suspension or cancellation.

- 16.2 Prior to suspending or cancelling a person's membership the Board shall provide such person with a full and fair opportunity to be heard in respect of the alleged words and/or conduct and shall investigate any such allegations as fully as it considers to be appropriate in all the circumstances. The Board shall notify the affected person of the intended action with the reasons.
- 16.3 However, in cases of extreme urgency, the Board may override Rule 16.2 and immediately suspend the affected person on an interim basis, until the investigation is decided.
- 16.4 The affected person has 5 (five) working days to respond to the notice of proposed action after notification. If there is no such response within that time, then the action will take effect.
- 16.5 If the affected person responds, a meeting will be held within 15 (fifteen) working days. If the affected person does not attend, nor further cooperate with the meeting process, then the Board may decide with the current information before it.
- 16.6 The Board may delegate its power to hear appeals to a person or body appointed for the purpose by the Board, but may not delegate any Disciplinary Decision. The delegate must report back to the Board for the final decision to be made.
- 16.7 The Board must determine any appeal based on the completed report, records, and/or evidence of the preceding investigation. The Board need not hear evidence on appeal unless the Board considers that doing so is necessary in the interests of fairness and then only to that extent.
- 16.8 Unless the Board specifically determines otherwise, notice of suspension or cancellation of membership shall be given to the membership of the Party as soon as conveniently possible.
- 16.9 The ruling of the Board regarding any appeal is final and binding on the parties, and cannot be further appealed.

17 AMENDMENT OF CONSTITUTION AND RULES

- 17.1 This constitution may be amended at any meeting of the Board called for the purpose of amending the constitution and these Rules.
- 17.2 Notice of any meeting called for the purpose of amending this constitution and these Rules shall be given by the Secretary to all Board members not less than fourteen (14) days prior to the date of the meeting. Any such notice shall be accompanied by the proposed amendment(s) in written form.
- 17.3 Members of the Board shall be considered to be present at the meeting if they are physically present or they and all others attending the meeting can hear and contribute to proceedings by way of conference call or similar electronic medium.
- 17.4 Any proposed amendment shall be voted on by all members present, and no amendment shall be made to this constitution unless 75% of the members present at the meeting vote in favour of such amendment(s).
- 17.5 During the course of the meeting any member of the Board may propose a further or alternative amendment which shall be put to the meeting for a vote thereon if not less than 25% of the members

present vote in favour of that course of action. The amendment must not be of such a nature as to be a completely different amendment, nor concern one or more different clauses of the Constitution than what was communicated.

- 17.6 Where any amendment(s) to the constitution is or are made the Board shall notify all Party Members of such change(s) forthwith.
- 17.7 The Constitution may also be amended via a member's remit passed by a 75% majority at the AGM. Each remit must relate to a single paragraph of a rule, unless the Board approves the remit to have wider effect within that rule, as well as any consequent amendments that will be required in other rules. The Board has the power to vet the remit as per Rule 19.
- 17.8 If a member's remit is to amend or alter the Constitution the Board shall:
- (a) Prepare a brief note to each proposed amendment, indicating which rule or rules will be amended and any consequential amendments required;
 - (b) May consolidate the remits if necessary; and
 - (c) Send members notice as required concerning the amendment and the effect of the amendment.

18 FINANCIAL ACCOUNTS

Annual financial statements

- 18.1 Every year a set of annual financial statements will prepared by or at the instigation of the Board showing all the receipts and expenditure of the Party since the preceding annual financial statements and will include a general statement of the funds, effects, liabilities, assets and all mortgages, charges and securities of any description affecting any property of the Party.

Auditor

- 18.2 The Board will appoint a suitably qualified person who meets the criteria under the Act, as the Party's auditor to audit the Party's accounts and returns to the extent required by the Act.

Financial year

- 18.3 The financial year of the Party will be from 1 January to 31 December or as may otherwise be determined by the Board.
- 18.4 The board may also appoint an accountant.

19 NOTICES & REMITS

Notices

- 19.1 A notice or other document may be served on a member of the Party either personally or by sending it by post or by emailing it to the member at the address or email address shown on the register of members.

- 19.2 A notice or other document sent by post is to be treated as having been given to the person at the time the letter would have been delivered in the ordinary course of the post.
- 19.3 A notice or other document sent by email is to be treated as having been given to the person at the time the email was successfully sent to the person.

Remits

- 19.4 Any member may tender a remit to the Party for inclusion in the AGM. Remits which have been approved by the Board shall be debated at the Annual General Meeting.
- 19.5 Party member remits must be submitted to the Party Secretary at least 2 months prior to the AGM. The Board will consider the merits of the remit based upon the remit's benefit to the party, and consistency with party policy and values. It will also be considered based upon its effect on the interests and concerns of the party and party members.
- 19.6 The Board will make a final decision as to which remits will be included in the AGM programme.
- 19.7 Remits for the AGM shall be notified to members not less than 2 weeks prior to the AGM.

20 WINDING UP

- 20.1 The Members may by a resolution passed with the affirmative vote of at least 80% of the votes cast by Members voting at a Special Conference convened for that purpose resolve that the Party shall be wound up.
- 20.2 A notice of any resolution passed under Rule 20.1 shall be sent to the Electoral Commission.
- 20.3 Surplus assets after payment of liabilities upon the winding up of the Party shall be disposed of by the Board for the benefit of any organisation or organisations whose objects are the same or similar to that of the Party or otherwise at the absolute discretion of the Board.
- 20.4 Notwithstanding anything in this rule, such of the said surplus assets referred to herein which are subject to any trust, shall be disposed of in accordance with a ruling of the High Court.

21 EXCLUSION OF LIABILITY

- 21.1 No action or proceeding at law or otherwise shall be open to Members or their executors or administrators against any Board member or against any officer of the Party for or in respect of any act matter or thing done or omitted in good faith in pursuance of these Rules notwithstanding that there may have been an irregularity or informality occurring in or about the doing or omitting of any act matter or thing.
- 21.2 No Board member or officer shall be liable for the actions or omissions of any other Board member or officer or for joining in any receipt or document or for any act of concurrence in any action or for any loss or expense suffered by the Party unless the same resulted from his wilful default or misfeasance.

22 INDEMNITY

- 22.1 Every Board member and any officer of the Party for the time being shall be indemnified out of the assets of the Party against any liability arising out of the proper execution of his or her duties for or on behalf of the Party.

Adopted: 29th September 2022