Constitution and Rules of Opportunity Party Incorporated

20 September 2026

OPPORTUNITY

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1. Formation

Name and establishment

1.1 The name of the incorporated society is Opportunity Party Incorporated, and it may also be known as "Opportunity Party" or "Opportunity." In this Constitution and Rules it will be referred to as the Party.

1.2 This document is the Constitution and Rules of the Party.

2. Charter

2.1 The Charter sets out the vision, purpose, values, and principles of the Party.

2.2 The board may from time to time prepare bylaws giving further expression to the Charter. Any such bylaw must be ratified at the next general meeting.

Vision

2.3 Opportunity's vision is for an Aotearoa New Zealand in which individuals, our society, and our environment thrive together.

Purpose

2.4 Opportunity exists to enact policy that affords every Kiwi equal opportunity to pursue their potential, in ways that are socially, economically, and environmentally sustainable.

Values

2.5 In pursuing the vision and giving effect to the purpose, the Party and its members are to act in accordance with the following values:

2.5.1 **Truthfulness** – fearless honesty.

2.5.2 **Ingenuity** – there is no too-hard basket.

2.5.3 **Equality** – equitable opportunity.

2.5.4 **Efficacy** – we are our results.

Principles

2.6 In pursuing the vision and giving effect to the purpose, the Party and its members are to be guided by the following principles:

2.6.1 Follow evidence over ideology.

2.6.2 Prioritise long-term outcomes over short-lived wins.

2.6.3 Ensure economic efficiency is subject to both societal wellbeing and environmental sustainability.

2.6.4 Measure effectiveness by influence on policies enacted, rather than by words we speak or actions we take.

Objects

2.7 The objects of the Party are to:

2.7.1 Honour Te Tiriti o Waitangi as the foundation upon which any fair and equitable future is to be built;

2.7.2 Uphold the Charter;

2.7.3 Promote membership of the Party to the people of Aotearoa New Zealand;

2.7.4 Promote the election of members to Parliament and for local government office;

2.7.5 Work to implement Party policy; and

2.7.6 Maintain registration as a political party with the Electoral Commission under the Electoral Act.

3. Membership

Eligibility and registration

3.1 Membership of the Party is open to any natural person 13 years or older who:

3.1.1 completes and submits to the Secretary an application form (in the form from time to time approved by the board);

3.1.2 pays the membership fee;

3.1.3 is not a member of another political party in New Zealand; and

3.1.4 consents to being a member of the Party.

3.2 The board has the absolute discretion to refuse membership to any person, or to cancel membership in accordance with these rules, and is not required to give any reason for doing so.

3.3 Members of the Party are any persons who have fulfilled the requirements of rule 3.1, have not had their membership refused or cancelled under rule 3.2, and have not ceased to be a member under rule 3.9.

Register of members

3.4 The Secretary will keep and maintain a register of members of the Party in which will be entered the full name, residential address, email address, telephone number, and date of entry of the name of each member.

Membership fee

3.5 The membership fee is the fee payable to become, and remain, a member of the Party.

3.6 The level and frequency of the membership fee will be determined by the board from time to time.

3.7 Members must pay the membership fee:

3.7.1 on becoming a member; and

3.7.2 every board-determined period thereafter.

3.8 Membership fees once paid are non-refundable.

Termination of membership

3.9 A person will cease to be member when:

3.9.1 the person gives notice in writing to the Secretary of their resignation;

3.9.2 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, or that their continued membership would be prejudicial to the interests of the Party, and has provided notice to that member of its resolution to expel them;

3.9.3 a member has not paid their membership fee within three months of the date on which it was due; or

3.9.4 a member dies.

3.10 The Secretary must record in the register of members the date on which the member ceased to be a member.

3.11 A member who has resigned or been expelled from the Party will cease to hold themselves out as a member of the Party, will return to the Party all material produced by the Party (including any membership certificate, handbooks and manuals), will immediately cease use of any IT systems or platforms they may have been granted access to as a member, and will directly destroy any records of login credentials to any such IT systems or platforms.

Readmission of former members

3.12 Any former member may apply for readmission as a member in the manner prescribed for admission of new members.

Obligations of membership

3.13 Members of the Party must abide by this Constitution and Rules and any codes of conduct the Party adopts.

3.14 Members will promote the interests of the Party and the Charter, and will do nothing to bring the Party into disrepute. Members must at all times act in accordance with the values of the Charter.

3.15 Members must treat all confidential and/or politically sensitive information obtained in the course of their membership as strictly confidential. Members must not disclose any such information to any third party without the prior approval of the board. These obligations continue with anyone who has ceased to be a member so long as the information remains confidential and/or politically sensitive.

Requests for information

3.16 A member of the Party may at any time make a written request to the Secretary in accordance with the Incorporated Societies Act for information held by the Party.

4. Meetings

Annual general meeting

4.1 The Party must convene an annual general meeting of its members in each calendar year. The annual general meeting must be held no later than either six months after the balance date of the Party or 15 months after the previous annual general meeting. 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:

4.1.1 to confirm the minutes of the last annual general meeting and any general meeting held since that meeting;

4.1.2 to receive reports from the board on the activities and financial statements of the Party since the last annual general meeting;

4.1.3 to receive notice of disclosures of interests by officers of the Party; and

4.1.4 to consider and vote on any item of business contained in the notice of meeting.

4.2 The meeting may also transact any special business determined by the board of which notice is given in accordance with these rules.

4.3 The board must, at each annual general meeting, present:

4.3.1 an annual report on the operation and affairs of the Party during the most recently completed financial year;

4.3.2 the annual financial statements for that period; and

4.3.3 notice of any disclosures of conflicts of interest made by officers during that period.

Special general meetings

4.4 Any general meeting of the Party except the annual general meeting is a special general meeting. Reference in these rules to general meetings includes both annual general meetings and special general meetings.

4.5 The board may convene a special general meeting whenever it thinks fit.

4.6 The board must, within 60 days, convene a special general meeting upon the request of at least the lesser of ten percent or 100 members of the Party.

Notice of meetings and agenda

4.7 At least 30 days before the date fixed for any general meeting of the Party, the Secretary must send each member of the Party notice, electronically or otherwise, specifying the place, date and time of the meeting and the nature of the business to be transacted at it.

4.8 At least 14 days before the date fixed for any general meeting of the Party, the Secretary must send each member of the Party an agenda detailing the business to be transacted at the general meeting.

4.9 The failure for any reason of any member to receive the notice of a general meeting or agenda will not invalidate any business transacted at the general meeting.

Member proposals of business to transact

4.10 The board must consider including in the next general meeting agenda any item of business, not being a proposal to alter these rules, which is proposed to the board and which:

4.10.1 is signed by five or more members,

4.10.2 contains details of the proposed item of business suitable to adequately present it at a general meeting,

4.10.3 is in alignment with the Charter, and

4.10.4 is received by the board not less than 18 days prior to the date fixed for any general meeting of the Party.

4.11 The board must include in the next general meeting agenda any item of business which is proposed to the board, is signed by at least the lesser of ten percent or 100 members of the Party, and is received by the board not less than 18days prior to the date fixed for any general meeting of the Party.

Forum of meetings

4.12 General meetings will be held at a location and/or using any electronic communication as determined by the board. Where a general meeting is held solely or optionally by electronic communication, it must be a real-time electronic communication that gives each member a reasonable opportunity to participate.

Limitation on business to be transacted

4.13 No business may be transacted at a general meeting of the Party except the business specified in the agenda.

Quorum

4.14 An item of business may not be transacted at a general meeting unless a quorum of members of the Party entitled to vote is present while the item is being transacted. The quorum is 50 members.

4.15 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 a day, time, and place determined by the chairperson.

4.16 If a quorum is not present at the time of the commencement of an adjourned meeting, and is still not present half an hour later, the quorum becomes 25 members of the Party, as assessed on the day of notice of the general meeting under rule 4.7. If that quorum is not present, the meeting is automatically dissolved.

Chairperson at meetings

4.17 General meetings of the Party will be chaired by the chairperson of the board or by any other person selected for this role by the board.

4.18 The chairperson of a general meeting may direct that any person who is not entitled to be present at the general meeting, or who is obstructing the business of the general meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson of the general meeting, be removed from the general meeting.

Adjournment of meetings

4.19 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of a majority of the members present at the meeting. 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.

Limitation on business

4.20 No business may be transacted at an adjourned meeting except the business left unfinished at the original meeting.

Entitlement to vote

4.21 A member is entitled to vote at a general meeting unless they owe an amount of money to the Party that is overdue.

One member, one vote

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

Threshold for decisions

4.23 Unless otherwise required by these rules, all questions will be decided by a simple majority of those in attendance in person, electronically, and by proxy.

Voting

4.24 A question that is to be decided at a general meeting of the Party that is held in-person is to be decided on a show of hands. Unless a poll is demanded in accordance with rule 4.26, a declaration by the chairperson of the meeting 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.

4.25 A question that is to be decided at a general meeting of the Party that is held electronically is to be decided by an electronic poll of the members present and entitled to vote at the meeting.

Demanding of poll

4.26 If at least five members entitled to vote at a general meeting that is held in-person demand a poll on a question that is to be decided at the meeting, the chairperson of

the meeting must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson of the meeting's declaration on a show of hands. In the latter case, the poll overrides the show of hands.

4.27 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.

Proxy

4.28 A member may appoint another member as their proxy at a meeting that is held in-person by giving the Secretary notice in writing of the member's appointment of the proxy no later than 24 hours before the time of the meeting.

5. Officers

Officers

5.1 The officers of the Party will be the board members, the Secretary, the Treasurer, the Leader, and any other person who occupies, as determined by the board, a position that allows them to exercise a position of significant influence over the management or administration of the Party.

5.2 Before becoming an officer, the person to be appointed must supply a signed consent to the appointment and a certificate that the person is not disqualified from being appointed or holding office as an officer.

Qualifications of officers

5.3 Every officer must be a natural person who is not disqualified under section 47(3) of the Incorporated Societies Act from being appointed or holding office as an officer of the Party.

Conflicts of interest

5.4 An officer is interested in a matter for any of the reasons provided in section 62 of the Incorporated Societies Act.

5.5 An officer who is interested in a matter relating to the Party must cease involvement in the interested matter and, as soon as practicable after becoming aware of the interest, disclose the interest to the board or its delegate. The disclosure must include details of the nature and extent of the interest, including its monetary value if it can be quantified.

5.6 The board or its delegate must enter details of any disclosed interests into an interests register.

5.7 The board may make any directions to an interested officer it sees fit, including whether and to what extent the officer may continue any involvement in the matter. Where the interested officer is a board member, they must step out of and must not vote on any deliberations in relation to directions to be made by the board regarding the matter.

Vacation of office

5.8 The office of an officer of the Party becomes vacant if that officer:

5.8.1 ceases to be a member of the Party;

5.8.2 resigns from office by giving the Secretary notice in writing;

5.8.3 becomes bankrupt;

5.8.4 is assessed as lacking mental capacity to manage their own affairs; or

5.8.5 dies.

5.9 Where the officer is a board member, Secretary, or Treasurer, the officer must give at least one month's notice of their resignation.

5.10 Where the office of an officer becomes vacant under any of rules 5.8.1 to 5.8.3, the officer must in good faith undertake all reasonable steps to handover their duties in a timely manner such that the operation of the Party is not unduly affected by their vacation.

Removal of officers

5.11 The board may remove an officer by a majority vote at a meeting of the board, where:

5.11.1 the officer has brought the Party into disrepute;

5.11.2 the officer has seriously or repeatedly breached these rules;

5.11.3 the officer has failed to disclose a conflict of interest; or

5.11.4 the board has passed a vote of no confidence in the officer.

5.12 A vote to remove an officer must be recorded in a written notice of the board, and the removal of any officer will be effective from any date specified in the written notice.

6. Board

Board to govern the Party

6.1 The Party is to be 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.

6.2 The board may delegate its powers to committees, groups of members of the Party, or individual members of the Party, and may revoke delegated powers at any time. Delegates will only have the powers and duties that are conferred on them by the board.

6.3 The board must, so far as reasonably practicable, keep members regularly informed of the board's activities.

Board composition

6.4 The board will comprise no fewer than three and no more than nine persons who are members of the Party, being:

6.4.1 five elected board members who are elected in accordance with these rules;

6.4.2 up to three appointed board members who are appointed in accordance with these rules; and

6.4.3 the Party Leader, who will be an ex-officio member of the board.

6.5 A list of the names of board members will be at all times be made available to members of the Party, including as soon as practicable after the election of elected board members or appointment of any appointed board members.

6.6 To continue in office, the election or appointment respectively of a board member must be ratified at the next general meeting. If ratification is not obtained, the appointment ceases at the close of the general meeting.

Selection Committee

6.7 The board must, as required from time to time, appoint a Selection Committee to prepare a list of elected board member candidates for voting by members of the Party according to rules 6.8 to 6.14, or to seek out, evaluate, and recommend candidates for appointed board members according to rules 6.15 to 6.18. The Selection Committee shall have at least three members, and may not include anyone who is standing as a candidate for election as a board member.

Elected board members

6.8 Elected board members will have terms of three years.

6.9 Where an elected board member's term is expiring, an election for that position should be held prior to the expiration of the sitting elected board member's term.

6.10 Any member may stand as a candidate for election as an elected board member by self-nomination to the Selection Committee. Self-nominations must be open for at least three weeks. Any self-nomination must be accompanied by any material prescribed by the Selection Committee including at least:

6.10.1 a signed letter from the candidate that confirms their willingness to be elected; 6.10.2 a brief statement detailing why they are a sound candidate for election to the board;

6.10.3 a written reference by another member of the Party; and

6.10.4 a character reference by any other person, whether a member or not.

6.11 The Selection Committee must review each self-nomination that meets the requirements of rule 6.10, and prepare a list of candidates. In preparing the list of candidates, the Selection Committee may conduct interviews, require any further information from any of the candidates, or conduct any other inquiries as it deems necessary. In preparing the list of candidates, the Selection Committee must be guided by the Charter and must consider:

6.11.1 the alignment of each candidate with the Charter, and in particular the values of the Charter;

6.11.2 whether each candidate is of good character and their suitability, particularly in relation to any expertise required or to be required within the board; and

6.11.3 subject to each candidate's suitability under rules 6.11.1 and 6.11.2, the potential makeup of the board after the elections, with the object of maintaining representativeness with the geographic, sex, and demographic distribution of New Zealand's population.

6.12 The list of candidates prepared by the Selection Committee must be circulated for voting by members of the Party in an electronic ballot. The electronic ballot will be held over a period of not less than seven days.

6.13 The candidate or candidates who receive the most votes in the electronic ballot will be elected as an elected board member or elected board members.

6.14 No error made by the Selection Committee or the board or anyone else will invalidate the election process.

Appointed board members

6.15 The board may direct the Selection Committee to seek out and evaluate candidates for appointed board members. In evaluating candidates the Selection Committee must consider:

6.15.1 the alignment of each candidate with the Charter, and in particular the values of the Charter;

6.15.2 whether each candidate is of good character and their suitability, particularly in relation to any expertise required or to be required within the board; and

6.15.3 subject to each candidate's suitability under rules 6.15.1 and 6.15.2, the potential makeup of the board after any appointment, with the object of maintaining representativeness with the geographic, sex, and demographic distribution of New Zealand's population.

6.16 The board may at any time appoint as an appointed board member a candidate recommended to the board by the Selection Committee.

6.17 The appointment of an appointed board member will be by a two-thirds majority vote of the members of the board.

6.18 An appointed board member may be appointed for a term of up to three years.

Removal of board member from office

6.19 A board member may be removed from office as provided in rule 5.11.

Filling vacancies

6.20 If a board position becomes vacant, the board may, at their discretion, either hold a special election under rules 6.8 to 6.14 or, notwithstanding rule 6.4, appoint a board member to fill the resigned board member's position. Any newly elected or appointed board member to fill a vacancy will sit for the remainder of resigned board member's term.

6.21 If at any time there are fewer than three board members a special election of additional board members must be conducted as soon as reasonably practicable in accordance with rules 6.8 to 6.13 and/or board members must be appointed as soon as reasonably practicable in accordance with rules 6.15 to 6.18.

Proceedings of the board

6.22 The board will meet at such intervals and in physical and/or electronic manner as the board determines. The chairperson or any two members of the board may convene a meeting. Adequate notice of a meeting must be given to members of the board. The

notice must specify the place and/or manner, date and time of the meeting and the nature of business to be transacted at it.

6.23 The Secretary and Treasurer may attend meetings of the board as required but are not entitled to vote at meetings of the board.

Quorum at a board meeting

6.24 An item of business may not be transacted at a board meeting unless a quorum of board members entitled to vote is present while the item is being transacted. The quorum is fifty percent of the members of the board. If a quorum is not present at the time for commencement of a meeting, and is still not present fifteen minutes 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 and/or manner unless the chairperson specifies another place at the time of the adjournment or by a written notice given to the board members at least four days before the date of the adjourned meeting.

6.25 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.

Chairperson of the board

6.26 A chairperson and deputy chairperson will be elected by the board from within the board members. Board members can put themselves forward to the Secretary to be eligible for election. Election will be by a confidential poll of the board members taken by the Secretary. The chairperson and deputy chairperson will each be elected for respective terms not exceeding one year, after which there is no limitation on them putting themselves forward for re-election.

6.27 The chairperson will chair board meetings. In the absence of the chairperson, the deputy chairperson will chair board meetings.

Adjournment of board meetings

6.28 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 at a board meeting

6.29 Board members should strive to reach consensus on questions that are to be decided at a board meeting. If consensus cannot reasonably be reached, the question will be decided on a show of hands. Unless a poll is demanded in accordance with rule 6.31, 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.

6.30 If votes on a question are tied, the chairperson of the board meeting is entitled to exercise a second or casting vote.

Demanding a poll at a board meeting

6.31 If at least two board 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 chairperson's declaration on a show of hands. In the latter case, the poll overrides the show of hands.

Written resolution

6.32 A resolution in writing, signed or assented to in written form 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.

6.33 A resolution pursuant to rule 6.32 may consist of several documents in like form each signed or assented to by one or more members of the board.

Committees

6.34 The board may appoint committees of the Party consisting of such persons and for such purposes as the board thinks fit. Except as provided in rule 12, the board may remove people from committees at any time. At least a majority of every committee must be members of the Party. The board must appoint the chair of any committee other than the Policy Committee. Committees will only have the powers and duties that are conferred on them by the board.

Exclusion of liability

6.35 The board, members of the board, any committee or other delegate appointed under these rules will not be liable to the members for, or in respect of, any act, matter or thing done, or suffered in good faith in pursuance of the Charter, notwithstanding any irregularity.

Indemnity

6.36 The members of the board and any committee or other delegate appointed under these rules will at all times be held indemnified by the Party from and against all claims, acts, proceedings and damages made, suffered or sustained by a board or

committee member or other delegate as a result of their carrying out in good faith the requirements of the board, committee, or the Party.

Member proposals to the board

6.37 The board may consider any proposal not being a policy proposal which is signed by five or more members of the Party and which:

6.37.1 clearly sets out what is proposed,

6.37.2 how what is proposed will improve the furtherance of the Charter, and

6.37.3 includes recommendations to effect the proposal.

Powers of the board

6.38 The board will have the power to do all lawful acts and things incidental or conducive to the attainment of the Charter including the power to:

6.38.1 determine how the Party uses its funds to pay the costs and expenses of furthering or carrying out the Charter, and for that purpose may employ such people as necessary;

6.38.2 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;

6.38.3 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;

6.38.4 invest Party funds in any investment in which a trustee may invest; and

6.38.5 borrow or raise money with or without security on such terms as the board thinks fit.

Keeping of financial records

6.39 The board must ensure that there are kept at all times accounting records that:

6.39.1 correctly record the transactions of the Party;

6.39.2 allow the Party to produce financial statements that comply with the requirements of the Incorporated Societies Act and the Electoral Act; and

6.39.3 would enable the financial statements to be readily and properly audited (if required under any legislation or these rules).

6.40 The board must establish and maintain a satisfactory system of control of the Party's accounting records.

6.41 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Party.

7. Secretary

Board to appoint Secretary

7.1 The board must appoint a Secretary of the Party. The Secretary may be a member of the board, but does not need to be. In any case, the Secretary must be at least 18 years of age and ordinarily resident in New Zealand.

Term of office

7.2 The Secretary will hold office for such term as the board determines.

Role of Secretary

7.3 The Secretary must:

7.3.1 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;

7.3.2 provide such information as may be requested from time to time by any member;

7.3.3 ensure that the Party fully complies with New Zealand's electoral laws and policies, including;

a) annual statutory declarations confirming continuing eligibility for registration;

b) annual Party donation and loan returns;

c) authorising electoral advertising; and d) making general election expense returns; and

7.3.4 complete such other duties as the board may determine from time to time.

8. Electorate candidates

Board to seek nominations

8.1 In a 12-month period preceding a General Election, the board must seek nominations for Electorate Candidates.

Notice to members

8.2 The Secretary must provide notice to all members that the board is seeking nominations for Candidates. The notice provided by the Secretary will invite members to forward written nominations to the board within a time period set by the board. The nominations will include:

8.2.1 a signed letter from the nominee that confirms their willingness to be elected;

8.2.2 a brief statement detailing why the nominee would be a sound ElectorateCandidate;

8.2.3 a written reference in support of the nominee from a person of standing in the community who is not to be related to the nominating member or the nominee (if they are different people); and

8.2.4 a photograph of the nominee.

8.3 Members may nominate themselves as an Electorate Candidate.

Board to consider nominations

8.4 After the expiry of the time period, the board or a relevant delegated committee will consider all nominations that it has received and may conduct any further interviews or inquiries that it deems necessary. Consideration must be given to the alignment of each nominee with the Charter and their suitability to represent the Party.

8.5 The board shall select Electorate Candidates from the nominations received.

8.6 Nominations may be re-opened generally or in relation to specific electorates as deemed necessary.

8.7 Electorate Candidate selections may be subsequently revoked where the board determines doing so is in the best interests of the Party. The process of selecting Electorate Candidates will be at the discretion of the board and any decisions made by the board will be final.

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9. Party List

Production of the Party List

9.1 Where the board intends to include candidates on the Party List who are not Electorate Candidates, the board must call for and consider nominations according to the process of rules 8.2-8.7, with such modifications as are necessary to reflect their application to Party List candidates.

9.2 The board or the relevant delegated committee must circulate a preliminary list of candidates, including the selected Electoral Candidates, for ranking by members of the Party in a poll. The poll is to be conducted confidentially, and the results of the poll are not to be published.

9.3 The board will then produce the Party List which will consist of ranked List Candidates. When determining how many List Candidates to place on the Party List, the board may have regard to:

9.2.1 the number of electorates (if any) that the Party wishes to contest in the upcoming election;

9.3.2 the number of members that the Party may have in Parliament; and

9.3.3 the results of the poll of members of the Party.

9.4 The decision of the board will be final and no error in this process made by the board or anyone else will invalidate the selection of the Party List.

9.5 The Party List will be circulated to all members.

9.6 The Party List may be subsequently amended by the board as deemed necessary.

10. Party Leader

Role

10.1 The Party Leader will be responsible for representing and leading the Party, subject to its governance by the board.

10.2 Subject to any limitations in rule 11, the Party Leader will be responsible for directing the Party's parliamentary affairs, when it is represented in Parliament.

Appointment and removal

10.3 The Party Leader must be a member of the Party.

10.4 The Party Leader will be appointed and may be removed by a seventy five percent majority vote of the board.

11. Caucus

Formation and existence of Caucus

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

Caucus powers

11.2 Caucus will have the responsibility of representing the Party in Parliament, and to that end may exercise all the powers of the Party except those that the rules require to be exercised by an annual general meeting.

11.3 Caucus must keep the board and members of the Party informed, and must consult with the Party on significant matters, while retaining responsibility for all Parliamentary decisions.

11.4 Caucus must, individually and collectively, adhere to the Constitution and Rules, and give effect to the Charter.

11.5 Caucus will have full powers to negotiate any governing arrangements with other parties in Parliament, including coalition agreements and confidence and supply agreements. In doing so, Caucus must negotiate with the objective of furthering the Charter. To take effect, any negotiated governing arrangement must be approved by a seventy five percent majority vote of the board.

Membership of Caucus

11.6 Members of Caucus will be:

11.6.1 the Party Leader; and

11.6.2 the persons elected to represent the Party in Parliament.

Caucus rules

11.7 Caucus will make such rules for its conduct as it sees fit, as long as they are not inconsistent with the Charter.

11.8 Only the Party Leader and elected representatives will have voting rights on any matters to be decided by Caucus. If votes on a matter are tied, the Party Leader is entitled to exercise a second or casting vote.

11.9 The chairperson of the board or their delegate is entitled to attend Caucus meetings. Other persons may be invited by Caucus to attend Caucus meetings from time to time.

12. Policy Committee

Policy Committee mandate

12.1 The Policy Committee has sole responsibility for developing the Party's policies.

12.2 The Policy Committee must develop any policy in furtherance of the vision and purpose of the Charter. In doing so, the Policy Committee must be guided by the principles of the Charter. While developing policy, each member of the Policy Committee and any other member of the Party or other person to whom the Policy Committee delegates responsibilities must conduct themselves in accordance with the values of the Charter.

12.3 The Policy Committee must develop any policy according to best practices in research within the context of any applicable time constraints, and with the objective of identifying and applying the best available evidence.

12.4 The Policy Committee must pursue independence in the development of all policy.

12.5 The Policy Committee must pursue an integrative approach to the development of all policy. The development of any discrete policy must be considered in light of potential interactions or inconsistencies with other policies. The development of any discrete policy must include consideration of potential social, economic, and environmental effects of its implementation.

Policy Committee composition and appointment

12.6 The Policy Committee will comprise at least three and not more than six members appointed by the board and will also include the Party Leader. Subject to rule 6.34, the members of the Policy Committee are not required to be members of the board, or members of the Party.

12.7 Rules 5.4 to 5.7 relating to conflicts of interest will apply to all members of the Policy Committee, whether or not they are officers of the Party.

12.8 Members of the Policy Committee may be appointed for any term not exceeding three years.

12.9 A chairperson of the Policy Committee will be appointed from within the members of the Policy Committee by majority vote of the members of the Policy Committee, and may sit as chairperson for a term not exceeding two years. The chairperson of the Policy Committee must not be the Party Leader.

12.10 In considering candidates for appointment to the Policy Committee, the board must give primary consideration to any relevant expertise.

12.11 The board may remove a member of the Policy Committee at any time where the board determines their removal to be in the best interests of the Party.

Policy Committee operation

12.12 In developing policy, the Policy Committee may delegate research to policy contributors selected by the Policy Committee. The role of any policy contributor will be limited to conducting research and making recommendations to the Policy Committee based on the best available evidence. The Policy Committee will, within its mandate, maintain total prerogative over the implementation of any recommendations and direction of policy.

12.13 Any member of the Party may apply to the Policy Committee to volunteer as a policy contributor.

12.14 Before completing any substantive policy, the Policy Committee must consult with List Candidates and the board on the development of the policy.

12.15 The Policy Committee will meet at such intervals as the chairperson of the Policy Committee determines, and may meet in person or using any other medium determined by the chairperson of the Policy Committee.

12.16 The Policy Committee will make decisions by majority vote of those present at a meeting, and the chairperson of the Policy Committee will have a casting vote in the case of a tie.

12.17 The Policy Committee will report to the board at such intervals, and in such manner, as the board determines.

Member policy proposals

12.18 The Policy Committee may consider any policy proposal made to the Policy Committee which is signed by three or more members of the Party and which contains a statement summarising the policy proposal and including:

12.18.1 the nature of the problem to be addressed or opportunity to be secured,

12.18.2 an indication of how this policy would integrate with existing Party policy,

12.18.3 an indication of the evidence base for the policy proposal, and

12.18.4 details of further research required to develop the policy proposal.

Exclusion of liability

12.19 The Policy Committee members will not be liable to the Party or its members, or in respect of any act, matter or thing done, or suffered in good faith in pursuance of their role, notwithstanding any irregularity.

Indemnity

12.20 The Policy Committee members will at all times be held indemnified by the Party from and against all claims, acts, proceedings and damages made, suffered or sustained by them as a result of their carrying out in good faith the role of the Policy Committee.

13. Contact person

13.1 The board will appoint at least one but no more than three contact persons whom the Registrar of Incorporated Societies can contact when needed. A contact person must be at least 18 years of age and ordinarily resident in New Zealand.

13.2 Notice of change of a contact person or their contact details must be notified to the Registrar of Incorporated Societies within 20 days of the Party becoming aware of the change.

13.3 In the absence of any other contact person appointed by the board, the Secretary is the contact person for the Party.

14. Dispute Resolution

Disputes and complaints

14.1 A dispute is a disagreement or conflict involving the Party and/or its members as defined in the Incorporated Societies Act, in particular a disagreement or conflict involving an allegation:

14.1.1 of misconduct by an officer or member;

14.1.2 of breach or likely breach of a duty under these rules or any bylaws by a member, an officer, or the Party; or

14.1.3 that a member's rights or interests as a member or members' interests generally have been damaged.

14.2 A complaint can be made regarding a dispute by making a written notice to the Secretary or any complaints committee, where the notice:

14.2.1 states that the member or officer is starting a procedure for resolving a dispute under these rules; and

14.2.2 sets out the allegation and whom it is against.

14.3 The board or any complaints committee may make a complaint involving an allegation against a member of the Party or an officer by giving the member of the Party or the officer notice in writing that:

14.3.1 states that the Party is starting a procedure for resolving a dispute under these rules; and

14.3.2 sets out the allegation to which the dispute relates.

14.4 Both the person making the complaint and the person who is subject of the complaint have a right to be heard before the complaint is decided. Where the person making the complaint or whom the complaint is about is the Party, the board, or any complaints committee, an officer may exercise that right on behalf of the Party, the board, or the complaints committee.

Dispute between members

14.5 If a dispute arises between members or between members and/or officers of the Party, the parties must seek to resolve the dispute in good faith, at the earliest opportunity, in accordance with and for the purpose of furthering the Charter, and with minimum disruption to the Party's activities.

14.6 Any dispute between members or between members and/or officers of the Party that cannot be resolved under rule 14.5, or any complaint that results from such a dispute, will be resolved by negotiation between the parties with the assistance of the board. In doing so, the board must fully hear all sides of the dispute. Where a complaint has been made, the board must ensure that the person complained about is given full notice of the allegations. Should negotiation not reach a resolution, the board may determine the outcome, and this decision will be final and binding.

Dispute involving decision of the board

14.7 Where a member wishes to dispute a decision of the board, notice of the dispute must be given to the Secretary within five working days of the member becoming aware of the board's decision. The board must hear the member's dispute within 15 days if it determines that the dispute is valid.

14.8 The board will make all reasonable attempts to resolve the dispute with the member in good faith negotiations.

14.9 If the board and the member cannot resolve the dispute in accordance with rule 14.8, the board may determine the outcome, and this decision will be final and binding.

Dispute involving members of the board

14.10 If a dispute arises between two members of the board, the members must seek to resolve the dispute in good faith and in accordance with and with the purpose of furthering the Charter, with the assistance of the chairperson.

14.11 If the members cannot resolve the dispute in accordance with rule 14.10, the other members of the board may determine the outcome, and this decision will be final and binding.

Discontinuation of a dispute

14.12 Despite rules 14.6, 14.8, and 14.11, the board or any complaints committee may decide not to proceed further with a dispute where:

14.12.1 the dispute is trivial;

14.12.2 the dispute does not appear to involve any allegation of:

a) material misconduct by an officer or member of the Party;

b) that a member of the Party, and officer, or the Party has materially breached, or is likely to materially breach, a duty under these rules or bylaws or the Incorporated Societies Act; or

c) that a member of the Party's rights or interests or members' interests generally have been materially damaged;

14.12.3 the dispute appears to be without foundation or there is no apparent evidence to support it;

14.12.4 the person making a complaint about the dispute has an insignificant interest in the matter;

14.12.5 the conduct, incident, event, or issue giving rise to a complaint about the dispute has already been investigated and dealt with under these rules; or

14.12.6 there has been an undue delay in making a complaint about the dispute.

Referral of disputes

14.13 Despite rules 14.6, 14.8, and 14.11, the board may refer a dispute to a complaints committee or an external person to investigate and report, or a complaints committee, an arbitration tribunal, or external person to investigate and make a decision.

14.14 Despite rules 14.6, 14.8, and 14.11, the board may, with the consent of all parties to a dispute, refer a dispute to any type of consensual dispute resolution.

Decision makers

14.15 A person may not act as a decision maker in relation to a dispute if two or more members of the board or a complaints committee consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

15. Bylaws

15.1 The board may enact bylaws that may amend or clarify these rules. Any bylaws must not be inconsistent with these rules.

15.2 The party Secretary must keep a register of all such bylaws which will be readily available to all members upon request.

15.3 The board may amend or revoke bylaws at its own discretion.

16. Alteration of Constitution and Rules

16.1 This Constitution and Rules may be amended by a two-thirds majority vote of members of the Party at any general meeting of the Party's members. Proposals for amendments are to be initiated by the board.

16.2 The board must consider initiating any amendment proposed to the Secretary which is signed by five or more members and which:

16.2.1 contains details of the proposed amendments, including explanation of how they will give improved effect to the vision, principles, and values of the Charter; and

16.2.2 includes a copy of the rules marked up with the proposed changes.

16.3 The board must initiate any amendment proposed to the Secretary which is signed by at least the lesser of ten percent or 100 members of the Party, and which includes a copy of the rules marked up with the proposed changes.

16.4 Minor or technical amendments to the rules may be made by the board subject to notification to members as required by the Incorporated Societies Act.

16.5 Where these rules are amended, the amendment must be notified to the Electoral Commission in accordance with the Electoral Act and registered with the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act.

16.6 Any amendments to these rules will take effect from the date of registration with the Registrar of Incorporated Societies.

16.7 No addition to, deletion from or alteration these rules shall be made which would allow the personal financial gain of any individuals, except for reasonable remuneration for services provided. The provisions and effect of this clause shall not be removed from these rules, and shall be included and implied into any amendment or replacement of these rules.

17. Miscellaneous

Execution of documents

17.1 Documents will be executed by the Party pursuant to a resolution of the board by signing on behalf of the Party by the chairperson or another officer of the Party authorised by the board.

Annual financial statements

17.2 Every year a set of annual financial statements will prepared by the Treasurer 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

17.3 The board will appoint a suitably qualified person who meets the criteria under the Electoral Act as the Party's auditor to audit the Party's accounts and returns to the extent required by the Electoral Act.

Registered office

17.4 The registered office of the Party will be at such place as the board from time to time determines.

17.5 Changes to the registered office will be notified to the Registrar of Incorporated Societies at least five days before the change of address and in the manner required by the Incorporated Societies Act.

Balance date

17.6 The balance date of the Party will be 31 December or as may otherwise be determined by the board.

Fees and expenses for board members

17.7 No member of the board will be entitled to meeting fees or reimbursement of travel expenses.

Winding up

17.8 The Party may be dissolved, and its affairs wound up, in accordance with Subpart 6 of Part 5 of the Incorporated Societies Act.

17.9 If the Party is wound up, the surplus assets after payment of all debts, costs and liabilities will be disposed of in accordance with the terms of a resolution passed at a

meeting of the board called for that purpose. The surplus assets or funds must be given or transferred to some other not-for-profit organisation within New Zealand having objectives similar to those of the Party.

17.10 No portion of the assets or the funds of the Party may be transferred directly to any member or members of the Party.

Charitable status and financial gain

17.11 The Party is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

17.12 The Party must not operate for the purpose of, or with the effect of any financial gain of any of its members. Provision of financial gain to any member with an officer's authority, permission, or consent may be an offence under the Act liable on conviction to a fine not exceeding $50,000.

17.13 The Party will not operate for the financial gain of members simply if the Party:

17.13.1 reimburses a member for reasonable expenses legitimately incurred on behalf of the Party or while pursuing the Party's purposes;

17.13.2 provides benefits to members of the public or of a class of the public and those persons include members or their families; or

17.13.3 pays a member a salary or wages or other payments for services to the Party on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Party).

Notices

17.14 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.

17.15 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.

17.16 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.

18. Definitions and interpretation

Definitions

18.1 In this Constitution and Rules, unless the context requires otherwise, the following definitions will apply:

Caucus means the body of persons established under rule 11 and which is responsible for representing the Party in Parliament.

Constitution, **Rules**, or **Constitution and Rules** means the rules in this document.

Charter means the entirety of rule 2.

Election means an election of a member of the House of Representatives or any local election as designated by the board, and includes a General Election and a By-Election as those terms are defined in the Electoral Act.

Electoral Act means the Electoral Act 1993 or any replacement or substituting legislation.

Electoral Candidate means a constituency candidate, as that term is defined in the Electoral Act.

Elector means any person who is eligible to enrol as an elector under the Electoral Act.

General Election means as that term is described in the Electoral Act.

Incorporated Societies Act means the Incorporated Societies Act 2022 or any replacement legislation or amendments to it, and any regulations made under the Act or any act which replaces it.

List Candidate means as that term is defined in the Electoral Act.

Objects means the objects of the Party as set out in rule 2.7.

Party means the party formed and operating pursuant to these rules.

Party Leader means the person who is the leader of the Party appointed under rule 10.

Party List means the list of candidates selected by the Party to contest an Election.

Policy Committee means the committee formed for the purpose of developing the Party's policies in accordance with rule 12.

Secretary means the Party secretary appointed and holding office in accordance with rule 7.

Selection Committee means a committee appointed by the board in accordance with rule 6.7.

Schedule 1 – Summary of member input methods

This schedule provides a non-binding summary of the mechanisms available in the rules for how the Party is accountable to members, including the mechanisms for members to provide their input, to hold the Party accountable to the rules, and to request information from the Party.

Member voting & ratification of board elections

Members of the Party vote on the election of elected board members as provided in rule 6.12, and then all new board members must be ratified at the next general meeting as provided in rule 6.6.

Policy proposals

Members of the Party may make policy proposals to the Policy Committee as provided in rule 12.18.

Proposals to the board

Members of the Party may make any proposal, other than a policy proposal, to the board as provided in rule 6.37.

Proposals for business at a general meeting

Members of the Party may make any proposal for an item of business for transaction at the next general meeting, other than a request to consider initiating an amendment to these rules, as provided in rule 4.10.

Proposals to amend the rules

Members of the Party may request that the board initiate an amendment to these rules as provided in rules 16.1 and 16.3.

Amending the rules

Changes to these rules are to be decided by vote of members as provided in rule 16.1. Requests for information A member of the Party may request information from the Party as provided in rule 3.16.

Calling a special general meeting & requiring an item of business

Members of the Party may at any time call a special general meeting as provided in rule 4.6, and may require an item of business to be transacted at a general meeting as provided in rule 4.11.

Schedule 2 - Contact details

This schedule provides contact details for members under the rules.

Secretary: secretary@opportunity.org.nz

Board: board@opportunity.org.nz

Policy committee: policy@opportunity.org.nz