

ACT New Zealand

CONSTITUTION & RULES 2019

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1997, 1998, 2000, 2002, 2007, 2010, 2013, 2016 & 2019 Conferences*



| AUCKLAND, NEW ZEALAND

CONSTITUTION AND RULES OF ACT NEW ZEALAND

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CONSTITUTION AND RULES OF ACT NEW ZEALAND

1. Interpretation

In the interpretation of these Rules, unless the context otherwise requires:

- (a) “**Annual Conference**” means the annual general meeting of the Party held in accordance with Rule 17.
- (b) “**Applicant**” means a Member who has applied in accordance with the provisions of Rule 20 to have his name considered for the entry in the Candidates Register.
- (c) “**Associate Group**” means an organisation (if any) from time to time recognised by the Board as such for the purposes of Rule 16.1.
- (d) “**Balance Date**” means the end of the Party’s financial year determined in accordance with Rule 25.1.
- (e) “**Board**” means the Board of Trustees of the Party as constituted under Rule 8.
- (f) “**Board Member**” who has been elected in accordance with Rule 8.3.
- (g) “**Candidate**” means any Member selected as the Party’s representative to stand, whether in respect of a Constituency or the List, as a candidate for a seat in the House of Representatives.
- (h) “**Candidates Register**” means a list compiled by the Board of the names of all Potential Candidates, together with other information the Board may see fit to include.
- (i) “**Chief Executive**” means the person from time to time holding office to perform any duties prescribed by the Board including those set out in these Rules for that person.
- (j) “**Collective Ranking**” in respect of any Potential List Candidate, means the ranking established for that candidate on a list compiled by naming first the Potential List Candidate who achieved the highest ranking on average across all (except the lowest) Individual Rankings; by naming second the Potential List Candidate who achieved the next highest ranking on average across all (except the lowest) Individual Rankings; and so on for each Potential List Candidate then seeking a place on the Party’s List of Candidates.
- (k) “**Conference**” includes an Annual General Meeting and a Special General Meeting but does not include any conference or meeting of Members in regional or Constituency groups.
- (l) “**Constituency**” means an electoral district established by the Electoral Commission in accordance with the provisions of the Electoral Act 1993.
- (m) “**Constituency Member**” means in respect of a Constituency a Member who has nominated the Constituency as the Constituency to which the Member should be recorded as belonging under Rule 4.7.
- (n) “**Co-opted Member**” means a Board member appointed by the Board in terms of Rule 8.11.
- (o) “**Deputy Board Member**” means a Board member appointed under, and for the times and purposes stated in Rule 8.

- (p) **“Electoral Act 1993”** includes any statutory modification, amendment or re-enactment thereof, or provisions substituted therefor for the time being in force.
- (q) **“Individual Ranking”** has the meaning set out in Rule 23.5.
- (r) **“Leader”** means a Member appointed by the Board in terms of Rule 7.1(g).
- (s) **“List”** means the List of Candidates compiled by the Party for the purposes of section 127 of the Electoral Act 1993 as the Party’s list of candidates for the election to the House of Representatives under the list seats procedure of the mixed member proportional system of representation.
- (t) **“Member”** means any natural person who is a member of the Party in accordance with these Rules 4 to 6 inclusive.
- (u) **“Parliamentary Board Member”** means a Board member who is a Member of Parliament and who has been elected in accordance with Rule 8.3(e) and/or holds office under Rule 8.1(d).
- (v) **“Party”** means ACT New Zealand, of which these are the Rules.
- (w) **“Party Accountant”** means any person appointed to perform the duties of Accountant of the Party, including those duties in Rule 24.3 and Rule 25.2 or any person duly authorised to act in place of the Party Accountant.
- (x) **“Party President and Party Vice-President”** means a Member for the time being elected and holding office under Rules 8.1 and 8.2 respectively.
- (y) **“Potential Candidate”** means a Member whose name is recorded on the Candidates Register and who is considered for selection as a Candidate.
- (z) **“Potential List Candidate”** means a Member or other person who is considered by the Board for inclusion on the List in terms of Rule 20.
- (aa) **“Region”** means a group of constituencies as determined by the Board from time to time in terms of Rule 14 and, as the context requires, the cluster of Party electorate organisations for those constituencies, and their collective organs.
- (bb) **“Regional Board Member”** means a Board member who represents a Region in accordance with Rule 8.3(a); and who may also be known as a Regional Chair.
- (cc) **“Regional Executive Council”** means a meeting convened for the attendance of Party officers and nominees of a region, who are referred to in Rule 14.3.
- (dd) **“Regional Members”** means, in respect of a Region, the Constituency Members of constituencies in that Region; those Members who are resident in that Region.
- (ee) **“Rules”** means the Constitution and Rules as now adopted or as from time to time altered by resolution passed in accordance with Rule 28.
- (ff) **“Rules Committee”** means the Rules Committee referred to in Rule 28.
- (gg) **“Secretary”** or **“Party Secretary”** means any person appointed by the Board under Rule 24 to perform the duties of the secretary of the Party or any person duly authorised to act in place of the Secretary.

- (hh) **“Special Conference”** means a special general meeting of the Party called in accordance with Rule 18.
- (ii) **“Subscription”** means a levy or subscription or membership fee determined by the Board in terms of Rule 6.
- (jj) **“Treasurer”** or **“Party Treasurer”** means a Member appointed or elected under Rule 8.1(h) who shall exercise the duties, perform such functions and achieve such objectives as the Board resolves from time to time, including the duties in Rule 24.3 and 25.2.
- (kk) Words importing the plural include the singular and vice versa and words importing the masculine include the feminine and vice versa.

2. Name and Establishment

- 2.1 The name of the Party shall be **“ACT New Zealand”**. By these Rules, it is hereby confirmed that the Party shall be a political party; 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 substantially re-enacting the same.

3. Statement of Identity and Purpose: Objects, Powers

Statement of Identity and Purpose

ACT believes that public policy matters. There are many things we as a nation cannot easily change about New Zealand. We cannot change our size, population, location or endowment of natural resources. Public policy, by contrast, is entirely in our hands. ACT, as a constructive and solutions-focused political party, exists to promote and implement better policy for all New Zealanders, particularly through reducing the role of government and increasing the role of free markets.

Objects

- 3.1 The principal object of the Party is to promote an open and benevolent society in which individual New Zealanders are free to achieve their full potential. To this end the Party upholds the following principles:
 - (a) That it is inherent in the nature of human beings as individuals that they are the owners of their own lives and must be free to act according to their own judgments so long as they accept and respect the like freedom of others; and
 - (b) That the proper purpose of government is to enact and enforce laws, and to take such action as may be necessary to secure freedom of the individual from the actions of others, including those others who constitute the government, which could constrain individuals from exercising ownership of their own lives.
- 3.2 As the subsidiary objects the Party shall promote, develop and pursue the following:
 - (a) All people should be equal before the law as guaranteed in Article III of the Treaty of Waitangi, regardless of race, gender, sexuality, religion or political belief.
 - (b) Freedom of expression is essential to a free society and must be promoted, protected and preserved without restriction other than for incitement, criminal nuisance or defamation.
 - (c) Regulatory rules should provide for citizens to be able to recall improperly made laws and regulations through formal Court proceedings.

- (d) Only democratically elected representatives should vote in Councils and Parliament.
- (e) Citizenship and permanent residency should be subject to applicants affirming New Zealand's values as outlined above.
- (f) Income taxes should be levied at one flat rate and capital should never be taxed.
- (g) Government or Councils should not own, operate, invest in, loan to, or make grants to any entity that seeks to compete in the private sector.
- (h) Employment should be by private contract between employee and employer, and membership of any association of either employees or employers should be entirely voluntary.
- (i) Foreign investment should be restricted only if an investment threatens national security.
- (j) Trade should be free of tariffs and non-tariff barriers other than those necessary for national security and biosecurity.
- (k) Pollution and natural resources should be managed with free market solutions such as polluter pays and tradeable quotas.
- (l) Wherever possible, conservation measures should be undertaken by private means rather than by government programmes.
- (m) Every child should be allocated an education account through which they may direct all taxpayer education funding to their choice of public or private provider.
- (n) Welfare entitlements other than for sickness and disability should be time-limited. Thereafter welfare entitlements should be in the form of managed assistance.

Powers and Authorities

3.3 The Party may, as the Board from time to time deems appropriate, in carrying out these objects:

- (a) appoint spokespersons, Candidates and others to promote and disseminate policies and programmes relating to these objects;
- (b) encourage the participation of all New Zealanders in the development of public policy and the legislative process;
- (c) promote and achieve the election of Candidates and the election of other Members selected for the purpose of the Board to local authorities and other organisations with a view to implementing policies consistent with these objects;
- (d) promote and provoke comment on issues which are or which the Party considers should be of public concern;
- (e) encourage and enhance public understanding and awareness of the Party's objects, policies and activities;
- (f) establish and maintain relationships with organisations and bodies in New Zealand and/or overseas which have concerns and/or objectives similar or relevant to those of the Party; and

(g) undertake and do all such things as may be incidental or conducive to the objects of the Party or any of them and to exercise all or any powers referred to in these Rules.

3.4 For the purposes of carrying out the objects of the Party, the Party shall (subject to all applicable law) have the rights, powers and privileges of a natural person and the power to do any other act or thing that is permitted to do by any enactment or rule of law.

3.5 The Party is a not for profit organisation and no member shall obtain a pecuniary benefit from the activities of the Party except that:

(a) A member may receive reimbursement if properly authorised for any out of pocket expenses incurred in connection with the affairs of the Party;

b) The Party may pay reasonable and appropriate remuneration to any members of the Party in return for actual services rendered to the Party **PROVIDED THAT** such members so remunerated does not in any way take part in the decision or influence the decision as to how much they are paid.

3.6 Without limiting Rule 3.4, the powers of the Party include the following powers:

(a) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to sell, transfer, give, exchange, mortgage, charge, let on bail or lease, with or without option of purchase, or in any manner otherwise dispose of any such property rights;

(b) To, hire, employ or engage any persons whether as employees, consultants or otherwise and to pay them and other persons in return for services provided for or on behalf of the Party, such fees, salaries, wages, gratuities and other benefits as the Board may from time to time determine;

(c) To invest and deal with moneys of the Party not immediately required in such manner as the Board may from time to time determine;

(d) To borrow or otherwise raise money (including by way of donations) in such manner as the Board may from time to time determine and to guarantee or give any form of security for obligations entered into by the Party;

(e) To enter into any contract, agreement or understanding in relation to the promoting, furthering or attaining of the objects of the Party;

(f) To recompense or reimburse and Board member or any member of any subcommittee of the Board for any travelling or other expenses incurred by such person in connection with the affairs of the Party;

(g) To remunerate the Leader, other Board members, and the employees of the Party for service in their respective capacities upon such basis as the Board or the Party may from time to time determine; and

(h) To establish, vary and disestablish such organisational structures not required specifically by these Rules as the Board may from time to time determine.

4. Membership

4.1 Definition

A Member of the Party is a natural person who qualifies as follows:

- (a) He or she has been accepted for membership in accordance with Rules 4.2 and 4.4;
- (b) The person's membership subscription is not overdue by more than six months after due date;
- (c) The person has not resigned from the Party since last accepted for membership; and
- (d) The person has not been expelled since last being accepted for membership.

4.2 Application Procedure

Any natural person may apply to become a Member by completing and delivering to the Secretary such form of application (which shall include the person's full name, occupation, and address and preferred Constituency to belong to) as the Board may from time to time determine, together with the current Subscription prescribed in accordance with Rule 6.

There shall be no requirement that a person be eligible to vote on the electoral roll of a particular Constituency in order to be a Member. Applicants for membership shall, on request, supply to the Party such further particulars as requested by the Board in order to consider the application for membership.

4.3 Membership of Another Party

A Member may be, simultaneously with his or her membership of the Party, a member of another political party or political organisation **PROVIDED HOWEVER** that no Member who is simultaneously a member of another political party or political organisation may become a Board member, Candidate, or spokesperson, or hold any other office or position in or within the Party, whether as an employee or otherwise, which would enable that Member to have or gain access to material or information to which, in the opinion of the Board, it is not in the interests of the Party for that Member to have or gain access to.

4.4 Discretion to Refuse

Any application for membership may be approved or rejected by the Board in its sole discretion and without giving reasons for its decision provided that after an application has been declined the Subscription tendered by the applicant shall immediately be refunded.

4.5 Rights of Members

Subject to any express limitations of these Rules (including, without limitation, Rule 21.2(c)), every Member shall be entitled:

- (a) To inspect at the Office of the Party a copy of the current Rules and to receive a copy thereof or extracts therefrom upon payment of a reasonable charge;
- (b) To apply in accordance with Rule 20.1 to have his or her name considered for entry in the Candidates Register;
- (c) Subject to the provisions of Rule 4.3, to be considered for any office or position in or within the Party;
- (d) To take part in and vote at any duly convened Conference of the Party; and

- (e) To take part in and vote:
 - (i) at meetings or in any postal ballot conducted amongst Constituency Members residing in the Member's Constituency or amongst Regional Members in the Member's Region;
 - (ii) in any postal ballot conducted amongst Members at large;
 - (iii) at meetings of any other Party organisations for which they are qualified; and
 - (iv) in each case, according to the terms on which the organisations are established from time to time.

4.6 Confidentiality of Membership

Except as required by law or as may be necessary for the Party to obtain and maintain its status as a registered political party, no Member shall divulge to any person who is not a Member the name or particulars of any Member other than that of a Candidate, Board member, the Secretary or the Treasurer. This provision shall not preclude the Board from:

- (a) Divulging as and when it sees fit the number of members of the Party either in total or for particular Regions or Constituencies;
- (b) Authorising the use of Party membership information for Party purposes, including to persons or organisations employed by the Party to communicate with Members.

4.7 Location of Membership

- (a) Subject to Rule 4.7(b) in the event of any dispute as to the Constituency or Region in which a Member is a Constituency Member, or a Regional Member, the Member's choice of Constituency, as recorded in the Membership roll of the Party shall be conclusive.
- (b) A Member may change the Constituency in which he or she is enrolled by notice in writing to the Secretary, subject to a Board discretion to refuse approval to a change to a Constituency other than the Constituency in which the Member is enrolled on the Electoral Roll if the Board considers that the Member is or may be one of a number of Members who have changed or are seeking to change Constituencies for purposes which include changing the outcome of voting by Members who reside in the Constituency.
- (c) Notwithstanding a change of Constituency recorded by entry in the roll of Members, a Member shall not be entitled to vote as a Member of a Constituency or Region in which he or she is enrolled for three (3) calendar months after the change as further provide in Rule 19.5 and without limiting Rule 22.2(c).

5. Termination of Membership

- 5.1 A Member may at any time by giving notice in writing to the Secretary resign membership of the Party.
- 5.2 If any Subscription is not paid in full within six (6) calendar months of the day on which it was due, then the Member from whom it was due shall cease to be a Member.
- 5.3 The Board alone shall have the power to expel any Member including a Member who is a Member of Parliament, a Board member, Chief Executive, Secretary, or Treasurer from membership of the Party.

- 5.4 The power of expulsion shall only be exercised with the agreement of a 75% majority of Board members present and:
- (a) After the Board has received and accepted a formal notice of motion for expulsion from a Board member; and
 - (b) After the Board has given no less than twenty-one (21) working days written notice of that motion to the Member concerned, specifying when and where it will be considered by the Board and inviting the Member to attend;
 - (c) Should the Member concerned attend the Board meeting the Board member moving the resolution shall outline the reason why the motion for expulsion has been moved;
 - (d) The Board shall then invite the Member to make submissions or comments upon the proposed resolution;
 - (e) The Member concerned shall then withdraw;
 - (f) The Board may proceed to vote on the issue and decide in its absolute discretion whether or not to exercise the power of expulsion; and
 - (g) By resolution supported by at least seventy-five per cent (75%) of the Members of the Board present and voting on that resolution.
- 5.5 The Board's powers under this Rule 5 may not be delegated, nor may any decision be challenged in any manner.
- 5.6 Without limiting the power of the Board under this Rule 5, expulsion is declared to be an appropriate remedy for conduct that the Board considers may bring the Party into disrepute.

6. Membership Subscriptions

- 6.1 Every Member shall pay to the Party a subscription in such amount and in such instalments as may be determined by the Board from time to time.
- 6.2 The Board may at its discretion provide for different levels and types of subscription.

Without limiting the power of the Board under this Rule it may provide for:

- (a) Family membership which shall involve all members of a household living at a particular address who are named on the membership application form, themselves individually becoming members in return for an overall family subscription set by the Board in accordance with Rule 6.1 from time to time; and/or
- (b) A subscription to apply for a fixed period of time up to three years or it may fix a subscription level which provides a discount or other financial incentive, depending on the period of years for which the Member agrees to subscribe. In that event, if the Member pays the subscription at the level fixed for a corresponding period set by the Board, then they shall become a Member for that period of years accordingly; and/or
- (c) Where a Member donates a sum in excess of the membership subscription set for ordinary membership in accordance with Rule 6.2(b), then that Member shall be treated as having paid the subscription for that period and accordingly to be a financial Member for that period, with the approval of the Board in each case.

- 6.3 It shall be deemed conduct bringing the Party into disrepute for any Member to pay, or procure payment of, a subscription on behalf of another person who would otherwise be unwilling to pay their own subscription.
- 6.4 Except as provided in Rules 3.6 and 11, and pursuant to the exercise by the Board of its powers of management, administration and control in terms of Rule 7, no Member shall at any time have any right or claim upon the Party or to or against its property or funds.

7. Powers of Board of Trustees

- 7.1 Except as expressly provided otherwise in these Rules, all matters relating to the Party shall be decided by the Board and the management, administration and control of all of the affairs of the Party shall be vested in the Board. The Board shall accordingly be responsible at all times for furthering the objects of the Party set out in Rules 3.1 and 3.2.

Without limitation the Board shall in particular have the exclusive power:

- (a) To exercise all the powers and authorities expressly or impliedly conferred upon the Party by Rules 3.3, 3.4, 3.5 and 3.6;
 - (b) To approve the entry of the names of Members in the Candidates Register and to remove the name of any Member therefrom;
 - (c) To withdraw the Party's endorsement of any Candidate at any Parliamentary by-election or general election if in the opinion of the Board it is in the interest of the Party to do so;
 - (d) To determine whether or not to contest any particular Constituency at any Parliamentary by-election or general election;
 - (e) To determine the number and order of Candidates for the List;
 - (f) To determine and approve finally all Party policy having first taken into account such views of Members as have been made known to it; **PROVIDED HOWEVER** that once the Party is represented in Parliament by at least three (3) Members of Parliament, the Board shall before exercising the power contained in this Rule 7.1(f) consult with the Party's Parliamentary caucus;
 - (g) To appoint, remove or replace the Leader of the Party, which power shall be exercised in compliance with Rule 12.1;
 - (h) To receive and if in order approve the balance sheet and other financial statements for the past year; and
 - (i) To exercise the powers conferred on the Board in various of these Rules.
- 7.2 The Board may appoint committees which shall consist of at least one Board member and such other persons as the Board shall determine. A committee may exercise the rights, powers and functions delegated to it either generally or specifically. In the absence of specific delegation of rights and powers a committee shall have all of the Board's rights and powers which are reasonably necessary for the efficient performance of the functions delegated to it (except those which these Rules expressly require be exercised by the Board). The procedures of a committee shall be the same as those of the Board save that a quorum shall be a majority of the members of that committee.
- 7.3 The Board may from time to time make such determinations as it deems appropriate for the organisation of and for the regulation of the activities and affairs of the Party in the Regions and

Constituencies. In the exercise of such power the Board may in particular but not in limitation prescribe rules for convening meetings of Members and of committees of Members.

8. Members of the Board of Trustees

8.1 The Board of Trustees shall consist of a maximum of 13 persons (plus co-optees) made up of the following:

- (a) One (1) Board member representing each Region elected in accordance with Rule 8.3(a) or appointed in accordance with Rule 8.11 or his or her Deputy Board member appointed by the Board in consultation with the Board member;
- (b) The Leader and Deputy Leader of the Party ex officio;
- (c) One (1) Member of Parliament (not including the Leader if they are a Member of Parliament) when the Party is represented in Parliament by at least five (5) Members of Parliament;
- (d) The Party President;
- (e) The Party Vice-President;
- (f) Members who are co-opted in accordance with Rule 8.11;
- (g) The Party Treasurer if the Board decides to appoint an office holder under Rule 8.13.

8.2 No Board member may hold more than one (1) Board office. A Member shall not be precluded from holding one or more positions simultaneously, **PROVIDED** the positions of Leader, President, Vice-President, Board member or Deputy Board member of a Region, shall always be held by different persons.

8.3 The members of the Board shall be elected or appointed as follows:

- (a) The Board member representing each Region shall be elected by Members resident in that Region which the Board member seeks to represent, by a postal ballot conducted in accordance with Rule 8.4. It shall not be necessary that the Board member representing a Region should live in that Region or be enrolled as an elector in any electorate in that Region.
- (b) A Deputy Board member shall be appointed by the Board in consultation with each Board member, to deputize for that Board member at Board meetings the Board member is unable to attend;
- (c) The Party President and Party Vice President shall be elected by the Members as a whole by a postal ballot conducted in accordance with Rule 8.4;
- (d) The Leader of the Party shall be appointed in accordance with Rule 12.1;
- (e) The Parliamentary Board member shall be elected by such procedure as Members who form the Party's Parliamentary caucus shall determine by a majority of them;
- (f) If the Board resolves to appoint a Treasurer, that person shall be appointed in accordance with the provisions of Rules 8.13 and 8.14.

8.4 The procedure for the election of the Party President and the Party Vice-President and of Regional Board members shall be as follows:

- (a) In each year the Board shall call for nominations to fill offices which are vacant or from which the holders must retire, in such form, and setting such date by which completed nominations are to be received by the Secretary at the Registered Office, as it may in its discretion decide;
 - (b) Subject to Rule 19.2, appropriate ballot papers showing the name of each duly nominated candidate, together with a candidate profile statement (if provided by the nominee) of no more than 150 words in English which may be edited by the Party Secretary to remove defamatory, inflammatory or objectionable language for the positions of Party President, Party Vice-President, and Regional Board member shall be posted to each Member eligible to vote for that candidate, together with the notice of the Annual Conference. Only those properly completed ballot papers received by the Secretary at the Registered Office at least two (2) working days before the date fixed for the commencement of the Annual Conference shall be eligible to be counted.
 - (c) Every Member shall be entitled to one (1) vote for any Regional Board member vacancy for the Member's Region, one (1) vote for any Party President vacancy, and one (1) vote for any Party Vice-President vacancy;
 - (d) All postal votes shall be counted at the Annual Conference (although they may be opened and processed by the Secretary prior to the Annual Conference) and the names and votes for all candidates shall be announced at the Annual Conference;
 - (e) A successful candidate need not achieve any particular percentage of the votes cast;
 - (f) The successful candidate for Party President, for the Party Vice-President, and for each Regional Board member vacancy shall be the highest polling candidate in the respective elections.
- 8.5 Any candidate who is already a Board member, or who stands for more than one position, must, when accepting nomination, nominate which office he or she will choose to retain if elected to more than one. Offices required to be vacated to comply with Rule 8.2 shall be filled under Rule 8.10.
- 8.6 There shall be no proxies or voting by attorneys and only Members personally may take part in a postal ballot or vote at an Annual Conference.
- 8.7 The Party President, Party Vice-President and Regional Board members shall each hold office for two years from the close of the meeting at which the postal ballot for their election is announced at an Annual Conference until the close of the meeting after the result of the postal ballot at the next succeeding but one Annual Conference.
- 8.8 If at any time the Party is represented in Parliament by more than two (2) Members of Parliament, any Parliamentary Board member vacancy may be filled by the Board by direct appointment; **PROVIDED HOWEVER** that once when the Party is represented in Parliament by more than two (2) Members of Parliament then any Parliamentary Board member previously appointed in this manner shall automatically be deemed to have retired, but shall be eligible for election in terms of Rule 8.3(e), if they themselves have been elected to Parliament.
- 8.9 Notwithstanding the Board's power to fix an earlier date under Rule 8.4(a), each nomination for election of the Party President, Party Vice-President and of Regional Board members shall be received by the Secretary no later than one clear calendar month prior to the date set for the commencement of the Annual Conference.
- 8.10 Any casual vacancy occurring among the Board members shall be filled using the following process:

- (a) Where half or more of the term for the role is remaining, the Board shall have the option of appointing the next highest candidate or of filling the role by polling of Members;
- (b) Where less than half of the term for the role is unexpired, the Board shall have the ability to directly appoint any Member it considers suitable to fill the vacancy;
- (c) Any Member chosen to fill a vacancy under subsection (a) of this Rule shall retain office for a term expiring when the term of the person he or she has replaced would have expired;
- (d) Any Member chosen to fill a vacancy under subsection (b) of this Rule shall retain office only until the next Annual Conference at which time he or she shall retire but be eligible for re-election.

8.11 If in the opinion of the Board a project or matter facing the Party requires particular skills or expertise held by a Member who is not a Board member, the Board may co-opt such Member as it deems appropriate in that connection to serve on the Board for such duration as the Board may decide.

8.12 Any co-opted Member shall have rights to receive notices of Board meetings, to speak at Board meetings and otherwise act as a Board member but shall not be entitled to vote at any Board meeting.

8.13 The Board may appoint a Party Treasurer under Rule 8.1(g) and following the procedure set out in Rule 8.14 he or she shall hold office at the absolute discretion of the Board from the date he or she is appointed until:

- (a) He or she retires annually at the commencement of the first Board meeting occurring at least one month following the Annual Conference; or
- (b) He or she is removed by the vote of 75% or more, excluding abstentions, of Board members at the Board meeting.

8.14 Where the Board appoints a Treasurer the procedure shall be as follows:

- (a) A person may be nominated as Treasurer by any Board member; and
- (b) The appointment shall be confirmed by a majority of 75% or more of Board members, excluding abstentions, present at the Board meeting to consider the nomination.

9. Meetings of Board of Trustees

9.1 From among their number the Board shall elect the President or another person approved by the President to chair meetings of the Board provided however that the Leader may not be the chairperson. The Chairperson and in his or her absence the President and in his or her absence a member of the Board selected for that particular meeting as Chairperson shall chair meetings of the Board. If the Board does not elect a separate chairperson, the Party President and in his or her absence the Party Vice-President and in both their absences a member of the Board selected for that particular meeting as chairperson, shall chair meetings of the Board.

9.2 The Board shall meet at such times and places as shall from time to time be determined by the President, but shall meet:

- (a) In conjunction with the Annual Conference each year; and
- (b) At least three (3) times in between each successive Annual Conference; and

- (c) Within seven (7) days of a notice to the Secretary signed by at least four (4) members of the Board requisitioning a meeting, in which case the Secretary shall determine the time and place of and manner of holding the meeting in consultation with the President if reasonably feasible, and give notice accordingly to all members of the Board.

9.3 Notice of each meeting of the Board shall be given in writing to each member of the Board no later than seven (7) days before the meeting is convened, by sending it to the Board members last address notified to the Secretary in writing.

- (a) Accidental omission to give notice of a meeting (including a telephone meeting) to or the non-receipt of notice of any Board member shall not invalidate proceedings at that meeting.

- (b) For a meeting convened under Rule 9.2(c) or for urgent consideration of a matter the President or Vice-President consider to require an emergency meeting, the minimum period of notice of the meeting shall be whatever period is reasonable in the circumstances.

9.4 It shall be the responsibility of a Regional Board member to promptly notify the Secretary and/or the Chairperson of the Board, and the Deputy Board member from his or her Region who will attend in place of the Board member, of any anticipated absence from a meeting of the Board.

- (a) The Deputy Board member for each Region shall have rights of attendance, speaking and voting at any Board meeting from which the Board member for that Region is absent.

10. Procedure at Meetings of Board of Trustees

10.1 At Board meetings a quorum shall be present if a majority of the Board members are present.

10.2 At Board meetings each Board member shall be entitled to one vote and every question shall be determined by a majority of the votes of the Board members present at such meeting. In the case of any equality of votes the Chairperson of the meeting for the time being shall have a casting vote as well as a deliberative vote.

10.3 There shall be no proxies or voting by attorneys at any Board meeting and no Board member shall have the right to appoint an alternate to attend and vote in his or her place at a Board meeting; or to participate and vote at a deemed meeting in terms of Rule 10.4; or to participate in a resolution by entry in the minute book in terms of Rule 10.5.

10.4 The contemporaneous linking together by telephone or other electronic means of Board members sufficient to constitute a quorum for the purposes of Rule 10.1 shall be deemed to constitute a Board meeting if an attempt has been made to involve all Board members in such meeting. A minute of the proceedings of such a telephone meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and/or by the Secretary.

10.5 A resolution in writing signed by at least the number of Board Members sufficient to constitute a quorum for the purposes of Rule 10.1 shall be as valid and effectual for all purposes as a resolution passed at a Board meeting duly convened and held. Immediately following the completion of such resolution a copy thereof shall be handed or sent to each Board member who did not participate in that resolution.

10.6 Any Board member who is absent from three (3) consecutive meetings of the Board without special leave being granted (other than the Leader or a Member of Parliament absent because of pressure of Parliamentary business) shall be deemed to have resigned his or her position as a Board member.

11. Expenses of Members of Board of Trustees

11.1 Subject to the provisions of Rule 11.2, no member of the Board shall be entitled to be remunerated for serving in that capacity or as a member of a committee of the Board but may be reimbursed for reasonable, out-of-pocket expenses incurred with the express authority of the Board.

11.2 The Members at the Annual Conference may by a resolution passed with the affirmative support of a majority of the votes cast by Members attending and voting at the Annual Conference, approve a sum of money for distribution amongst the Board members in such proportions as the Board members shall decide amongst themselves, as remuneration for their time and service.

11.3 Nothing in these Rules shall prevent any Member who is engaged by the Board in his or her professional capacity for or on behalf of the Party from charging a reasonable amount to work, and being paid for such work, by the Party.

12. Leader and Deputy Leader

12.1 The Party shall have a Leader appointed by the Board. When the Party is represented in Parliament by at least five (5) Members of Parliament, a majority of the members of the Party's Parliamentary caucus may make such recommendations to the Board from time to time as they see fit concerning the exercise by the Board of its powers of appointment, removal or replacement of the Leader and the Board shall act on such recommendation accordingly unless at the meeting of the Board at which such recommendation is being considered at least seventy-five (75%) of those persons attending and voting otherwise resolve.

12.2 This Rule only applies while the Leader is a Member of Parliament. The Leader shall be responsible for the supervision, co-ordination and conduct of the Party's activities in Parliament. The Leader shall be chairperson of the Party's Parliamentary caucus and shall be responsible for allocating portfolios, roles as spokesperson, whips' roles and other tasks among Members of Parliament representing the Party. The Leader shall be responsible for promoting and implementing Party policy as far as possible in Parliament, whether the Party is in Government or not.

12.3 The Leader shall not be entitled to enter into any coalition with any other political party or grouping, whether on a temporary or permanent basis, without first having consulted the Board.

13. Parliamentary Caucus

13.1 Meetings of the Party's Parliamentary caucus shall be chaired by the Leader or as the Leader chooses in his or her absence by any other caucus nominee of the Leader. The President shall be entitled to attend all Parliamentary caucus meetings and to speak (but not vote thereat) notwithstanding that he or she may not be a Member of Parliament.

14. Regional Organisation

14.1 The Board shall divide the country into Regions and shall from time to time determine that a particular group of Constituencies comprise a Region for the purposes of:

(a) Convenience or efficiency in organisation and administration of the Party's affairs;

- (b) Election of Board members. Regions need not comprise similar numbers of electorates. The Board in acting under this Rule may create any number of Regions not exceeding seven (7) and may name such Regions;
 - (c) The Board may at any time alter the number of Regions and/or composition of them.
- 14.2 Each Regional Executive Council should meet at least once in each year, in person or by teleconference or other reasonably equivalent electronic means.
- 14.3 Each Regional Executive Council should comprise:
 - (a) The Regional Board member for the Region;
 - (b) The Deputy Regional Board member, if appointed;
 - (c) The Chairperson of each Constituency in the Region;
 - (d) One other representative of each Constituency in the Region;
 - (e) The Candidates (if any) for each Constituency in the Region; and
 - (f) Each Member of Parliament nominated by caucus to represent caucus to the Region.
- 14.4 Regional Executive Councils are the preferred forum for:
 - (a) Co-ordinating or validating the coordination of electorate organisation activities;
 - (b) Providing a regional sounding board and communication organ for the Board, and the Region's Board member.
- 14.5 Regional Executive Council meetings shall be chaired by the Region's Board member or his or her nominee.
 - (a) The Regional Board member may invite the attendance of any Member(s) or other persons with particular experience or skills or knowledge of a matter to be considered by a Regional Executive Council, and one or more representative(s) of any Associate Group active in the Region.
 - (b) Candidates, Members of Parliament and persons invited to Regional Executive Council meetings in those capacities may have speaking but not voting rights.
 - (c) There shall no particular requirements as to the form of Regional activities and conferences.
- 14.6 At least one Regional Conference of each Region shall be held in each year at such time and place and with such agenda as shall be determined by the Regional Executive Council and notified to the Board and the Parliamentary Caucus and all Members registered at that Region, as if for notice of a Conference under Rule 17.2.
- 14.7 The purposes of the Regional Conference include:
 - (a) Enabling Members to get to know office holders and candidates for office in the Region;
 - (b) Providing an opportunity for electorate organisations to compare experiences and share ideas on more effective Regional co-ordination;
 - (c) Providing opportunities for Member expression and debate of policy proposals;

- (d) Providing opportunities for Members to hear and question the Party's Members of Parliament attending.

14.8 The object of all steps taken in relation to Regional organisations shall be how best and most effectively to promote the Party among individual members of individual communities in New Zealand; and the Board shall be free to use whatever structures and mechanisms it sees fit from time to time for this purpose.

15. Constituency Organisation

15.1 Subject to any contrary decision of the Board in relation to any specified Constituency at any time, each Constituency should have an Electorate Committee and an annual general meeting.

15.2 Requirements for the structure of an electorate organisation shall be issued by the Board as protocols, to be published from time to time.

15.3 The object of all steps taken in relation to Constituency organisations shall be how best and most effectively to promote the Party among individual members of individual communities in New Zealand; and the Board shall be free to use whatever structures and mechanisms it sees fit from time to time for this purpose.

16. Associate Groups

16.1 The Board may from time to time formally recognise as an Associate Group an organisation focussed primarily on political activity to promote principles and objectives of or substantially parallel to those of the Party, by people who might otherwise be less inclined to engage with the Party, and who have a particular common interest in associating themselves with each other and/or a distinct identifying characteristic.

16.2 The purposes of such recognition are as follows:

- (a) To foster the engagement of Party people with people from the Associate Group in political activity that advances the Party's objectives;
- (b) To encourage affiliates of the Associate Group to become Members of the Party;
- (c) To encourage frank communication by members of the Associate Group of their views and concerns to the Party, with a view to ensuring that policy development of the Party is well informed of their distinct perspectives;
- (d) To encourage Party organisations to assist the Associate Group with resources as and when that it is in the interests of the Party;
- (e) To ensure the Associate Group is not part of or under the control of the Party, except to the extent (if any) that any affiliates of the Associate Group are also Members of the Party; and
- (f) To emphasise to members of the Associate Group that they remain fully responsible for the vitality and continuation of their organisation, with its defining characteristics.

16.3 Nothing in this Rule authorises the Board to permit a member or representative of an Associate Group to hold office in the Party or to vote as a Member, solely by reason of status within an Associate Group.

16.4 It is hereby recognised however that meetings, policy study and training groups and Party organisations are in the interests of the Party and should be fostered and encouraged by the Board

consistent with the overall well-being and good management of the Party and its available resources. In particular (but not in limitation) the Board shall also have the power to appoint regional and/or Constituency spokespersons on policy, persons responsible for regional and/or Constituency organisations and spokespersons for the Party in particular areas.

17. Annual Conferences

17.1 An Annual Conference of the Party shall be held in each year to commence at such time and at such place as may be approved by the Board and notified pursuant to Rule 17.2. All Members of the Party shall be entitled to attend such Conference.

17.2 Notice of the Annual Conference shall be in writing and posted at least twenty-one (21) days before the date of the commencement of the Annual Conference to all Members at the last address contained for each Member in the register of Members. It may also in addition be advertised in such manner as the Board may determine. The agenda and procedure for the conduct of the Annual Conference shall be set by the Board without the Board being bound to any particular method of organisation or to any particular agenda or procedure.

17.3 A far as is practical the following shall be the arrangements for an Annual Conference:

- (a) The President or the President's nominee, shall chair the Annual Conference;
- (b) The Board shall report to Members on the state of the Party;
- (c) The Leader shall address the Members present;
- (d) The results of postal ballots shall be declared for vacancies on the Board in accordance with the Rules;
- (e) The agenda may contain policy forums. Those policy forums may incorporate addresses by specialist or guest speakers whether from within or without the Party and incorporate general discussion by Members of the relevant topics;
- (f) Members shall have the right to debate and pass resolutions on particular issues;
- (g) The Annual Conference may incorporate workshops or form committees to address particular areas of interest;
- (h) The Annual Conference should generally include an open forum during which Members shall be entitled to raise any issues and pass non-binding resolutions for the guidance of Members of Parliament representing the Party and/or the Board;

17.4 There shall be no requirement for a specific quorum at any Annual Conference of which due notice has been given.

18. Special Conferences

18.1 A Special Conference of Members shall be called by the Secretary on the request of the Board or on receipt of a request in writing at any time signed by Members representing not less than twenty per cent (20%) of the total number of Members whose names are included in the register of Members at that time; **PROVIDED HOWEVER** that no Member may call more than one (1) Special Conference in any twelve (12) month period. Subject to the provisions of Rule 18.2, the time and place of each Special Conference shall be decided by the Board.

- 18.2 Subject to compliance with Rule 18.3, a Special Conference shall be held on the date (if any) requested by the Board and, in the case of a Special Conference convened following a petition from Members pursuant to Rule 18.1, shall be held not more than sixty (60) days after receipt of that petition.
- 18.3 Notice of any Special Conference shall be in writing and posted at least fourteen (14) days before the date of the Special Conference to all Members at the last address contained for each Member in the register of Members. It may also in addition be advertised in such manner as the Board may determine.
- 18.4 The request for and notice of a Special Conference shall state the general nature of the business to be discussed and specify any proposed resolutions to be considered. A resolution or proposal which has not been properly notified may be considered at a Special Conference but shall be expressed as a recommendation only and shall not be binding on the Board or Party.
- 18.5 There shall be no specific requirement for a quorum at any Special Conference of which due notice has been given.
- 18.6 The President or the President's nominee shall chair each Special Conference.

19. Votes of Members and Attendance at Meetings

- 19.1 Subject to Rules 19.2 and 22.2(c), every Member shall be entitled to exercise one (1) vote on any:
- (a) Postal ballot conducted amongst the Members at large or any section of Members.
 - (b) Proposal, question or motion put or proposed at any Conference or any other meeting of Members in Regional or Constituency groups at which that Member is present in person.
- 19.2 No Member shall be entitled to exercise a vote in any postal ballot or attend or vote at any Conference or other meeting of Members if:
- (a) That Member has not been a Member for at least the three (3) months before the vote or ballot.
 - (b) That Member's annual subscription is overdue by more than three (3) months.
- 19.3 There shall be no voting by proxy or attorney or power for a Member to appoint an alternate or delegate in his or her place. Members shall only be entitled to attend, vote and speak at a Conference or other meeting in person.
- 19.4 Subject to any express contrary provision in these Rules, every proposal, question or motion put or proposed at any Conference or other meeting of Members in Regional or Constituency groups or any postal ballot shall be decided by a simple majority of the votes cast.
- 19.5 In the event of any challenge upheld by the Board to the eligibility of any Member to vote as a Constituency or as a Regional Member, the votes shall be disqualified of Members not registered for at least three (3) months preceding the vote as Constituency Members or Regional Members for the relevant Constituency or Region, as the case requires.
- 19.6 Any challenge under Rule 19.5 must be supported by Members comprising at least ten per cent (10%) of those eligible to vote in the poll, or in the case of a meeting, who attended the meeting and were eligible to vote in the event of a challenge. It must be notified to the Board within two (2) weeks of the end of the poll or meeting concerned.

20. Candidates Register

- 20.1 Any Member may at any time give notice to the Secretary to have his or her name entered in the Candidates Register. Each Applicant shall state whether he or she is seeking selection as a Candidate for a Constituency or for the List or for both.
- 20.2 Each Applicant shall provide full details of his or her background, education, achievements, previous political activities, and other relevant personal information in a form determined by the Board from time to time.
- 20.3 Each Applicant shall be under a duty to disclose in writing to any two of the President, Vice-President or Leader, without specific request, immediately if it becomes known to the Applicant, any information which is adverse to him or her which would embarrass the Party upon public disclosure, or may render him or her unfit to be a Candidate. Any Applicant who fails to disclose any such information to the Party or otherwise provides misleading or incorrect information shall be liable to have his or her name removed from the Candidates Register at any time thereafter and shall be liable to expulsion from the Party.
- 20.4 The Board shall have sole discretion in determining which Applicants shall be approved as Potential Candidates. In determining who shall become Potential Candidates the Board may in its absolute discretion have regard to the information supplied by each Applicant pursuant to Rule 20.2 and to any other information from whatever source which may be available to the Board. In particular (but not in limitation)) the Board may require an Applicant to be interviewed by the Board, by a committee of the Board or by a management consultant specialising in recruitment; or to undertake any course (whether of candidate training or otherwise) before deciding finally on the relevant application.
- 20.5 All Potential Candidates whose names have been entered onto the Candidates Register (with the exception of ACT Members of Parliament) shall be automatically removed from that register with effect from 30 days after a general election. All persons ceasing to be Potential Candidates as a result of this Rule shall be free at any time following their removal to re-apply de novo for re-entry onto the Candidates Register. In the case of existing ACT Members of Parliament on the Candidates Register, the Board shall automatically reconfirm each and every existing ACT Member of Parliament on the Candidates Register in the course of its next convenient meeting following a general election, and without their needing to reapply, in the absence of a unanimous resolution of the Board to the contrary in respect of any particular Member of Parliament.
- 20.6 The duty to volunteer disclosure under Rules 20.2 and 20.3 extends throughout any period in which a Member is a Potential Candidate or a Candidate or a Member of Parliament. Any Candidate or Potential Candidate who fails to disclose as required under Rule 20.2 or this Rule, or otherwise provides misleading or incorrect information shall be liable to have his or her name removed from the Candidates Register at any time thereafter and shall be liable to expulsion from the Party.

21. List of Potential Candidates for a Constituency

- 21.1 In deciding whether or not to contest a by-election or general election in a particular Constituency the Board shall take into account but shall not be bound by the views known to it of Members resident in that Constituency.
- 21.2 When the Board considers that it is appropriate to select a Candidate to contest either a by-election or a general election in a Constituency the following shall be the procedure:

- (a) The Board shall advertise or authorise the relevant electorate organisation to advertise for nominations for selection as the Candidate for that election in such manner and setting such closing date for nominations as it may in its discretion decide. Nominations may be made only by Members;
- (b) Every nominee for selection who is not already a Member shall concurrently with his or her acceptance of nomination (which shall be in writing) apply to become a Member in accordance with Rule 4 and for the entry of his or her name in the Candidates Register in compliance with Rule 20;
- (c) If the application for membership and for Potential Candidacy is approved by the Board the name of the Member shall be entered in the Candidates Register;
- (d) The Board shall prepare a list of all Potential Candidates who have accepted nomination for selection as the Candidate for that election;
- (e) There shall be no limit to the number of names entered on any such list and any Potential Candidate shall be entitled to accept nomination for selection as the Candidate to contest any election in any Constituency; **PROVIDED HOWEVER** that in the case of a general election or of by-elections held contemporaneously with each other, when a Potential Candidate has been selected as a Candidate to represent the Party in a particular Constituency in a particular election he or she then becomes ineligible for selection as a Candidate to represent the Party in any other Constituency at that general election or at those by-elections, as the case may be.

21.3 Once the List of Potential Candidates offering themselves for selection has been determined, the Board or the relevant electoral organisation with the specific authority of the Board shall send a copy of the list together with extracts from the biographical notes held on file in relation to each Potential Candidate, to all Members resident in that Constituency for the purpose of the selection of a Candidate by Members Resident in the Constituency, in accordance with the procedure prescribed by Rule 22; **PROVIDED HOWEVER** that if less than one hundred (100) Members are then resident in the Constituency the Board may after consulting such Members itself select the Candidate for the Constituency from among the names on the list.

21.4 The normal requirement for selection of a Candidate by Members resident in a Constituency shall be that notice of the convening of a Constituency meeting shall be despatched at least one (1) calendar month prior to the date of the Constituency meeting at which the Candidate is to be chosen. Such time limit may however be abridged by the Board as necessary in the case of a by-election or where there is a time constraint occasioned by some other reason.

21.5 The Board shall then provide to the Potential Candidates the names and addresses of all Members resident in the Constituency with the object that Potential Candidates who choose to do so may contact such Members. Such information shall be disclosed to all Potential Candidates who are named on the list, at the time it is released.

21.6 The Board shall encourage the constituency organisation and/or Members resident in the Constituency to hold gatherings or create other opportunities for Potential Candidates to meet with them prior to the selection meeting.

22. Selection of the Constituency Candidates

22.1 Not earlier than one (1) calendar month (or such shorter time as the Board may fix) after the list of Potential Candidates for a Constituency has been sent to Members resident in that Constituency a

meeting of those Members shall be convened for the purpose of selecting a Candidate for that Constituency.

22.2 The meeting prescribed in Rule 22.1 shall be held in accordance with the following procedure:

- (a) Notice of the date, time and place of the meeting shall be sent by the Party to all such Members together with a copy of the list of Potential Candidates and extracts from the biographical notes held on file in relation to each such Potential Candidate.
- (b) The selection meeting shall be chaired by the Board member who represents the Region of which that Constituency forms part is situated or by another Board member nominated by that Board member.
- (c) Arrangements shall be made to verify that persons attending the meeting are current Members of the Party whose subscriptions are not overdue and who are eligible to vote in that electorate organisation. All Members resident in the Constituency shall be entitled to attend the selection meeting but only those of them who have been Members of the Party for at least three (3) calendar months prior to the date of the selection meeting and who have been registered for at least one (1) month under and satisfy the criteria set out in the Electoral Act 1993 for registration as an eligible elector in that Constituency, together with any Potential Candidate for that Constituency shall be entitled to vote thereat.
- (d) If there are present at the Constituency meeting at least a majority of Members resident in the Constituency and qualified to vote in terms of Rule 22.2(c), then the Potential Candidate selected at the meeting shall be the Candidate representing the Party in that election in that Constituency. If the specified minimum level of attendance is not achieved, the Board may either confirm the selection of the Potential Candidate selected by the meeting or after consultation with those Members who attended the selection meeting name another Potential Candidate in that election in that Constituency.
- (e) At the selection meeting the order of speaking by Potential Candidates shall be determined by lot. Each Potential Candidate shall make a speech of no more than ten (10) minutes and shall answer two (2) questions set by the Board. All Potential Candidates shall answer the same questions, to which they have not previously been privy, and all Potential Candidates other than the Potential Candidate speaking and answering questions shall at all material times be removed from earshot.
- (f) At the conclusion of the addresses by the Potential Candidates, eligible Members shall vote personally by secret ballot. If after the ballot no Potential Candidate has an absolute majority of the total votes cast, the Potential Candidate with the least votes shall be eliminated. The eligible Members shall then vote again. At the completion of the second vote (and of any subsequent vote that may be necessary) if no Potential Candidate has an absolute majority of the votes cast the Potential Candidate with the least votes shall again be eliminated as a Candidate for selection. The Members shall continue to vote in the manner set out above until one Potential Candidate has an absolute majority of the votes cast. That Potential Candidate shall then become the Candidate for that Constituency for the next Parliamentary election in that Constituency.

23. List Selection

23.1 At a date to be determined by the Board, the Party shall move to determine Candidates for inclusion on the List.

- 23.2 When a decision is made by the Board to proceed with compilation of a List it shall (unless the time available precludes it, or if the Board considers in the case of that particular election that circumstances are such that Members need not be consulted):
- (a) Notify the Members of the entire list of Potential Candidates which it holds at that time and who have previously expressed in writing a wish to be considered for inclusion on the List.
 - (b) Send Members a postal ballot paper comprising the entire list of Potential Candidates (including biographical notes), and invite Members to (unless the Board otherwise directs) as far as they are able, rank their chosen 20 Potential Candidates in sequential order of preference.
 - (c) Such postal ballot should be addressed to reply to the Secretary before a nominated date (being not more than one (1) calendar month after the postal ballot papers have been despatched).
- 23.3 The Board shall cause tallies to be taken of votes cast by such Members for individual Potential Candidates in accordance with such the procedure in Rule 23.2. The results of the ballot shall however be indicative only to the Board and shall not compel the Board to name any particular Potential Candidate on the List or at any particular place.
- 23.4 As soon as practicable after the close of the postal ballots conducted in accordance with Rule 23.2, the results of those ballots, the information on all Potential Candidates, and any other relevant information which the Party has on file shall be placed before the Board at a meeting of the Board. The Board members shall then select the Candidates in accordance with Rule 23.5 and prepare the List.
- 23.5 The powers of the Board under this Rule may not be delegated to a committee. The Board shall determine the number and order of Candidates on the List in accordance with the following procedure:
- (a) Each Board member present in person shall submit to the meeting a list of all the Potential List Candidates including any other person to whom Rule 23.5(e) applies. At least the top twenty (20) of them shall be ranked in sequential order according to his or her preference. Any Potential List Candidates not given a sequential ranking shall be designated by an "O" and shall be deemed ranked equally with all other Potential List Candidates so designated and behind all Potential List Candidates ranked sequentially. The place of each Potential List Candidate on each such list shall comprise the Individual Ranking of each Potential List Candidate determined by that Board member. Any list prepared by a Board member which does not rank sequentially at least twenty (20) Potential List Candidates shall be ruled invalid and shall not be taken into account in determining the Collective Rankings. (Collective Rankings shall be completed by Board members who are also Potential List Candidates and such Board members shall rank themselves along with all other Potential List Candidates. Rankings by the Leader and by Board members who are not Potential List Candidates shall be separately tallied (before all collective rankings are tallied) so that differences between the two sets of rankings become apparent.
 - (b) The Individual Rankings shall be analysed, by computer or otherwise, to determine the Collective Ranking for each Potential List Candidate. Any analysis shall operate in such manner as will ensure that the highest ranking unsuccessful Potential List Candidate or Candidates for any position on the List shall fill (and if more than one shall share) the next List position being considered.

- (c) The Board, with the addition of any Deputy Board Members of each Regional Board Member who is a potential List Candidate, shall then discuss the various Potential List Candidates as it sees fit. Each of the Board Members who are Potential List Candidates shall withdraw from earshot at that time, to enable free and frank discussion of their candidacy by the remaining Board members.
- (d) Having regard to the Collective Rankings for all Potential List Candidates, but without being bound by the results thereby, and taking into account the votes of the wider Party membership and such other issues as it may deem appropriate, the Board shall then determine, but drawing only from Potential List Candidates who have a Collective Ranking, the number and order of Candidates to be placed on the List. The principal consideration in compilation of the Party List shall be the ability of the Members named on the List to further the objects of the Party by participation in the Parliamentary process.
 - (i) For the purposes of this function, the Board (the “List Selection Board”) shall consist of the Leader, Board Members who are not Potential List Candidates and Deputy Board Members (who are not Potential List Candidates) in place of each Regional Board Member who is a Potential List Candidate. The Secretary shall have previously arranged for the attendance of each such person.
 - (ii) This Board shall meet separately and order the List in a preliminary way (the “Preliminary List”) as it sees fit, taking account of the criteria in Rule 23.5(a).
 - (iii) The Preliminary List will then be placed before the Board (including Board Members who are Potential List Candidates) to get the benefit of the comment on the attributes and proposed rankings of Potential List Candidates other than themselves.
 - (iv) The List Selection Board shall consider the comments and shall then vote either to confirm the Preliminary List or reject it. If the List Selection Board votes to reject it, then the process outlined in (ii) to (iv) shall be repeated until such time as a Preliminary List is approved and confirmed by the List Selection Board. If the List Selection Board votes to confirm the Preliminary List, that shall become the Party’s List.
- (e) Notwithstanding sub-clauses (a) to (d) of this Rule 23.5, the Board shall have the right, which it shall use sparingly, to include on the List of Potential List Candidates the name of any person whom it considers eminently qualified for inclusion on the List but who objects to the appearance of his or her name on the list of Potential Candidates for circulation to Members. The Board shall not be precluded from exercising that right on the grounds that the person is not then a Member or on the grounds that his or her name has not been circulated to the wider Party membership **PROVIDED HOWEVER** that no person shall be named on the List who is not a Member.

24. Secretary, Treasurer and Accountant

- 24.1 The Secretary, the Treasurer and the Accountant of the Party shall be appointed by and may be removed by the Board.
- 24.2 The Secretary shall:
 - (a) In person or by any person duly authorised by the Board to act on his or her behalf, be present at, and record minutes of the proceedings of, all meetings of the Board and of the Party in Conference and such minutes shall be presented for confirmation at the next meeting of the Board or Conference as the case may be;

- (b) Ensure that all notices, and ballot papers required by these Rules are prepared and despatched by the dates prescribed herein;
- (c) In person or by any person duly authorised by the Board to act on his or her behalf as returning officer in relation to elections to the Board conducted in terms of these Rules at meetings of Members and by postal ballots of them;
- (d) Be responsible for fulfilling all duties imposed on the Secretary of the Party by the Electoral Act 1993; and
- (e) Maintain a register of Members which shall be open for inspection by such other persons as the Board may authorise.

24.3 The Treasurer, or the Secretary, in the absence of an appointment of a Treasurer by the Board, and the Accountant shall be responsible to the Board for the finances of the Party and for preparing and maintaining all financial statements and records required by these Rules and for filing all necessary tax and other financial and statistical returns.

25. Accounts and Electoral Act Returns

25.1 The financial year of the Party shall end on the 31st December in each year or on such other date as the Board may determine.

25.2 The Treasurer, or the Secretary in the absence of an appointment of a Treasurer by the Board, and the Accountant shall prepare such historical financial information, forecasts and budgets as the Board may from time to time require and annual financial statements each year including a balance sheet and an income and expenditure statement for the year ended on the Balance Date.

25.3 Auditor

- (a) The Party shall appoint an auditor (the "Party Auditor") under sections 206J and 206K of the Electoral Act 1993 or other replacement or substituting legislation. The Party Auditor shall provide a report to accompany the return of Party expenses under section 206L of the Electoral Act 1993 (or other replacement or substituting legislation) and a report on the annual return of Party donations under section 210A of the Electoral Act 1993 (or other replacement or substituting legislation).
- (b) The Party Auditor is not required to audit the Party's accounts for purposes other than those required by the Electoral Act 1993 (or other replacement or substituting legislation).

26. Bank Accounts and Cheque Signatories

26.1 All monies received for the credit or on behalf of the Party shall be paid to its credit at such bank or banks as the Board may from time to time appoint.

26.2 All bank accounts of the Party shall be operated and all cheques, other negotiable or transferable instruments and receipts shall be drawn, accepted, endorsed or otherwise executed (as the case may be) on behalf of the Party jointly by any two (2) persons (designated by name or office) approved from time to time by the Board.

26.3 Bank accounts established in or for particular Regions and Constituencies or electorate organisations to facilitate the activities of the Party in those Regions and Constituencies are for all purposes bank accounts of the Party.

26.4 The Board shall have control of the funds of the Party for the purposes of investment and the day to day working of the Party.

27. Notices

27.1 Written or postal notice, where required under these Rules, may be given by email where the Member has provided an email address to the Party and has not expressly required that written or postal notice shall be by postal mail rather than email.

28. Effect of Constitution and Rules, Rules Committee, Amendment of Constitution and Rules

28.1 Every Member shall be deemed to have notice of and be bound by these Rules.

28.2 Rules Committee

(a) The Party shall have a Rules Committee comprising one Board member and up to four (4) other Members who are not current Board members.

(b) All the members of the Rules Committee shall retire during each Annual Conference but shall be nominated from the floor at each Annual Conference and shall be eligible for re-election by ballot conducted at that Annual Conference.

28.3 Amendment of Constitution and Rules

(a) Any proposed amendment or addition to the Constitution and Rules shall be submitted through the Secretary to the Rules Committee or may be initiated by the Rules Committee.

(b) Any proposed alteration to Rule 3.5 herein (Pecuniary profit provision) or to Rule 29 (winding up provisions) shall be notified to the Commissioner of Inland Revenue.

(c) The Rules Committee may from time to time submit their recommendations upon any amendment or addition which they consider desirable to the Board. The Board may adopt, reject or refer back to the Rules Committee all or any additions recommended. Where the Board resolves to adopt any amendment or addition it shall refer the same to the Annual Conference for consideration. Where the change is one which in the interests of the overall Party should be implemented urgently and before the next Annual Conference the Board may resolve to adopt the change with immediate effect; but such change shall nevertheless cease to have effect at the close of the next succeeding Annual Conference unless ratified thereat. All other amendments shall take effect from the time they are adopted and approved by the next succeeding Annual Conference.

(d) The majority necessary to pass a resolution at an Annual Conference to change these Rules, shall be at least two thirds of those present and voting.

28.4 Copies of all amendments and additions which have taken effect shall be forwarded without delay by the Secretary to all Regions with a view to the changes being brought to the knowledge of all officers and officials of the Party with reasonable dispatch.

28.5 Unless there is a need for urgency that effectively precludes the involvement by the Rules Committee prescribed by this Rule, the Board shall consult with the Rules Committee, and have regard to their advice, before exercising power under Rule 32 in a matter including a disputed interpretation of these Rules.

29. Winding Up

- 29.1 The Members may by a resolution passed with the affirmative vote of at least two thirds (2/3) of the votes cast by Members voting at a Special Conference convened for the purpose resolve that the Party be wound up.
- 29.2 Notices of any resolution passed pursuant to the provisions of Rule 29.1 shall be sent to the Electoral Commission.
- 29.3 Surplus assets after payment of liabilities upon the winding up of the Party shall be disposed of by the Board to or for the benefit of any organisation or organisations with objects the same or similar to those of the Party or which include in whole or in part the objects of the Party; or to or for the benefit of such other organisation or organisations as is approved by a resolution passed with the affirmative vote of at least two-thirds (2/3) of the votes cast by Members voting at the Conference referred to in Rule 29.1.
- 29.4 Notwithstanding anything in this Rule, such of the said surplus assets referred to herein as are subject to any trust shall be disposed of as the High Court or a Judge thereof directs.

30. Exclusion of Liability

- 30.1 No action or proceeding at law or otherwise shall lie in favour of 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, omitted or suffered in good faith in pursuance of the provisions of these Rules; notwithstanding that there may have been an irregularity or informality occurring in or about the doing or omitting or suffering of any act matter or thing.
- 30.2 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 of conformity in any action or for any loss or expense resulting to the Party unless the same resulted from his or her own wilful default.

31. Indemnity

- 31.1 Every Board member and any officer 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.

32. Dispute Resolution

- 32.1 Every question or dispute:
- (a) arising between Members; or
 - (b) arising between a Member and the Board, any Board Member, officer, committee or subcommittee or other organisational structure of the Party; or
 - (c) concerning the correct interpretation or application of these Rules shall be referred to the Board (taking account of Rule 28.5) whose ruling or decision shall be final and binding. In considering such dispute, the Board shall ensure that it shall fully hear all sides and shall ensure they are fully apprised of the case against them.
- 32.2 No ruling or decision, exercise of discretion or other power of the Board (a "Board decision") shall be reviewed, challenged, quashed or called into question by any Member in any court of law. The only remedy in respect of a disputed Board decision shall be arbitration in accordance with Rule 32.3.

- 32.3 An arbitration may be convened by any Member seriously disputing a decision of the Board under Rule 32.1 giving notice to the Secretary, requiring arbitration under this Rule 32.3 within five (5) working days of the Board decision (excluding the date of the decision) time being of the essence. The arbitration shall be conducted by a single arbitrator who is a barrister or solicitor of senior standing and repute in New Zealand. The arbitrator shall be appointed by agreement between the Board and the other parties or, failing agreement within fourteen (14) days of the need for such appointment first arising, by the President for the time being of the New Zealand Law Society.
- 32.4 The arbitrator shall meet with the parties to determine the issue or issues for resolution and the appropriate procedure or procedures by which the parties may present their arguments to the arbitrator. The decision of the arbitrator as to what issue or issues are to be the subject of the arbitration and what procedure or procedures are to be adopted shall be final and binding.
- The arbitrator shall if requested provide to the Board and each other party a written summary of the issue or issues for resolution and the procedure or procedures to be followed.
- 32.5 The arbitrator's fee and all other costs of and incidental to the arbitration may be fixed by the arbitrator who may direct by which party and in which proportions they should be paid.
- 32.6 The decision of the arbitrator shall be final and binding.
- 32.7 A copy of the decision of the arbitrator shall be made available to the Board and each other party. Unless otherwise directed by both the Board and the arbitrator, the subject matter of the dispute and the findings of the arbitrator shall be confidential to the parties and their respective professional advisors.