

Mahi Ngātahi Governance Review – Summary of Proposed Constitutional Amendments

1.	Name	Name changed from New Zealand Recreation Association to Recreation Aotearoa Te Whai Oranga Incorporated Clause added noting charitable status Requirement to nominate contact person(s) added as per Incorporated Societies Act 2022
2.	Purpose	'Objects' changed to 'Purpose' as per Incorporated Societies Act 2022 Addition of te reo terms and concepts to better reflect Māori worldview of recreation – see Glossary for definitions of terms
3.	Tikanga	New section acknowledging tikanga Māori
4.	Whakamana I te Tiriti o Waitangi (upholding te Tiriti o Waitangi)	New section acknowledging He Whakaputunga (Declaration of Independence) and Te Tiriti o Waitangi 4.2 moved from 'Objects' to this section
5.	Capacity and Powers	Updated to align with Section 18 of the Incorporated Societies Act 2022
6.	Regional Committees and Regional Advisory Group	Minor changes to wording Removal of reference to Regional Committees being bound by all provisions of Constitution
7.	Te Kāhui Kura Māori	New section acknowledging role of Te Kāhui Kura Māori (Recreation Aotearoa's Māori navigational group) and requirement for joint agreement / kawenata to guide relationship between board and Te Kāhui Kura Māori
8.	Membership	Removal of Associate Member Category Inclusion of New Zealand Crematoria and Cemeteries Collective Members as Recreation Aotearoa Members Addition of requirement for Board to receive and review Life Membership nominations before forwarding to General Meeting for vote.

		<p>Termination rule for non-payment changed to allow for late payments without membership ceasing.</p> <p>Inclusion of new provisions as required by Incorporated Societies Act 2022 (member application, consent, register, ceasing to be a member)</p> <p>Changes to wording to streamline and simply provisions</p>
9.	General Meetings	<p>Timeframes extended for notice of AGM, notice of motions and notice of agenda.</p> <p>Removal of Chair's casting vote at General Meetings.</p> <p>Provision made for attendance and voting at meetings by electronic means.</p> <p>Requirement added for minutes to be kept for General Meetings as per requirements of Incorporated Societies Act.</p> <p>Changes to wording to streamline and simplify provisions</p>
10.	Board Composition and Membership	<p>Addition of clause stating that the majority of board members do not need to be members of Recreation Aotearoa.</p> <p>Note: this is not a change to the current provisions of the constitution, rather this clause is required under the Incorporated Societies Act 2022 to allow for the possibility that not all board members will be members of Recreation Aotearoa. See advice from Gibson Sheat Lawyers below:</p> <p><i>Under section 45(3), Inc Soc Act a majority of your Board Members must be Members or representatives of bodies corporate who are Members. There is a 5-year exemption to this requirement if your organisation gives notice to the Registrar of Incorporated Societies that you will not comply with section 45(3) and your constitution expressly provides for the majority of the Board to be made up of officers who are not Members or representatives of bodies corporate that are Members – clause 6, schedule 1, Inc Soc Regs. The exemption ends 5 Oct 2028. On re-</i></p>

		<p><i>registration organisations must indicate to the Registrar that they do not comply with section 45(3) and are relying on the exemption. It is important to notify the Registrar, so that MBIE can then understand the number and nature of organisations that have this level of independence on their board and support Sport New Zealand Ihi Aotearoa in advocating for a permanent exemption from the section 45(3) requirement. See the <u>Nine Steps to Good Governance</u> for commentary on governance structure and independent directors, pages 120 and 121.]</i></p> <p>Addition of provision allowing for Board to elect Co-Chairs as an alternative to a Chair and Deputy Chair, should they choose to do so.</p> <p>Changes to wording to streamline and simplify provisions</p>
11.	Powers of the Board, Officers Duties and Interests	<p>Changes to wording to streamline and simplify provisions</p> <p>Addition of new clauses covering Officers Duties and Interests as per the Incorporated Societies Act 2022</p>
12.	Proceedings of the Board	<p>Addition of provision allowing board to meet in 'such ways' as it determines including, for example, wānanga – see glossary of terms.</p> <p>New clause noting consensus decision making as preferred method of decision making. Note: provision to carry out vote remains where consensus cannot be reached.</p> <p>Addition of provision to allow for electronic voting.</p>
13.	Board Appointments Panel	<p>Panel size increased from 3 to 4 to include member of Te Kāhui Kura Māori</p> <p>Addition of provision restricting a Board Co-Chair from chairing the Board Appointments panel if the remaining Co-Chair is seeking re-appointment.</p> <p>Changes to provisions relating to relevant factors to be considered by the Board Appointments Panel and noting the need for the panel to</p>

		consider the merits of candidates <i>and</i> the overall mix and balance of the board as a whole.
14.	Appointment and Election of Board Members	Removal of Board Appointment Panel's role in Board Member Elections Changes to wording to streamline and simplify provisions
15.	Chief Executive	No changes
16.	Financial	Minor changes to wording
17.	Notices	Changes to wording to streamline and simplify provisions
18.	Indemnity and Insurance	Addition of new clauses
19.	Execution of Documents	Changes to wording to streamline and simplify provisions
20.	Alteration of Constitution	Addition of clause prohibiting changes which would allow person pecuniary profit
21.	Liquidation and Removal	Changes to wording to streamline and simplify provisions
22.	Disputes Resolution	New section as required under Incorporated Societies Act 2022
23..	Definitions and Interpretations	To be updated to incorporate changes as per above. Glossary of Te Reo terms to be added

References to 'the Association' changed to 'Recreation Aotearoa' throughout document.