



Tōpūtanga Tapuhi Kaitiaki o Aotearoa NZNO proposed Constitution

Constitution Review Panel
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- Mihi, introductions
- Overview of this presentation:
 - Where we are at in the process, how we got to this point and the three key decision points – Special Hui ā-Tau, SGM and the all-member ballot
 - Brief recap of the high level issues, consulted on during 2024, which guided our drafting of the proposed Constitution
 - Detailed explanation of significant new clauses
 - Rationales for reversing past constitutional amendments
 - Transitional arrangements should the proposed Constitution be passed by the all-member ballot

There is a lot of material to cover, so we will move quickly. These slides will be made available after the presentation. If there is insufficient time to ask all questions at the end, you are welcome to submit questions by email to crp@nzn.org.nz.

BACKGROUND

How we got here today



This slide shows where we are at in the process, and how we got to this point. There are three consecutive decision points in step 7.

- Te Rūnanga endorsed the proposed Constitution at a Special Hui ā-Tau on 4 April
- An SGM on 7 April voted to initiate an all-member ballot on adopting the proposed Constitution
- The all-member ballot runs from 20 May 2025 – 17 June 2025



Proposed changes – 2024 consultation on high level issues

1. Obligations to Te Tiriti o Waitangi – What is the issue ?
 - No equal partnership between Tōpūtanga Tapuhi Kaitiaki o Aotearoa NZNO and Te Rūnanga o Aotearoa as a whole.
2. Giving effect to Maranga Mai strategy – What is the issue ?
 - Clause 9 of the NZNO Constitution (Structures of NZNO)
3. Embedding a democratic processes for members – What is the issue?
 - Clauses 25, 29 and 31 of the NZNO Constitution (AGM and Remits)
4. Coming together to take action – What is the issue?
 - Clause 9, Schedule One (Disciplinary Matters)
5. A united union for nursing and healthcare professionals
 - Proposed names changes to the Board of Directors and Chief Executive Officer



This slide may look familiar to those who attended a Regional Convention last year, where we consulted on key high-level issues.

1. It is the view of the Constitution Review Panel that the current constitutional framework intended to implement the principle of partnership does not meet Tōpūtanga Tapuhi Kaitiaki o Aotearoa NZNO's obligations to te Tiriti o Waitangi. This is because while there is equal partnership between the Kaiwhakahaere and President under Clause 17 of the NZNO Constitution, there is not equal partnership between NZNO and Te Rūnanga o Aotearoa as a whole. The proposed Constitution has adopted the tricameral model from the Matike Mai Report. This model consists of Te Poari continuing to exercise tino rangatiratanga for Te Rūnanga, an elected National Executive carrying out governance functions for NZNO, and a deliberative assembly called the Joint Hui where the two parties come together as equal partners on a regular basis to make shared decisions on major issues. Obligations to te Tiriti for Membership Structures are also reflected in the proposed NZNO Constitution.

2. Local Organising Groups are established which enable members to come together across sectors and different areas of nursing, support each other and give effect to Maranga Mai! strategy in their community. The proposed Constitution also includes the National Delegates Committees, which enable member representatives in each sector to organise collectively around common issues.

3. In order to embed democratic processes for members to decide on policy remits, a two-stage process is introduced in the proposed Constitution. This will be a hybrid of the current one member, one vote system and decision-making by delegates on policy matters. The Constitution meanwhile will be subject to five-yearly reviews, rather than an annual remit process, where democratic processes will be put in place for members to have input.

4. The proposed Constitution replaces the punitive Disciplinary Process with a restorative Dispute Resolution process, one which is also compliant with the new Incorporated Societies Act 2022.

5. Titles given to governance and senior management which reflected an hierarchical culture are replaced in the proposed Constitution by more egalitarian union terminology.

IN DETAIL – CHAPTER 1: GENERAL

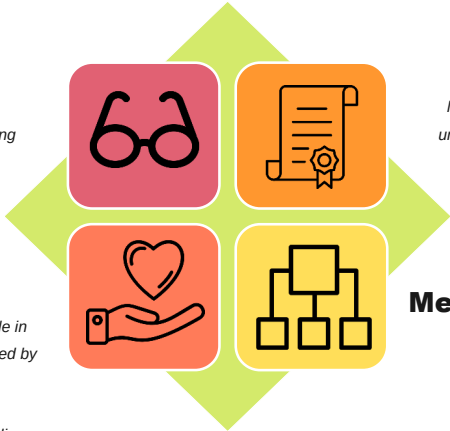
Major changes

New Mission & Vision

4. NZNO's vision is: Learning from the past, to challenge our present, to reimagine a future.
5. Mission; Tōpūtanga tapuhi kaitiaki o Aotearoa will advance the freedom of its members and equitable health outcomes in Aotearoa, through industrial, professional and political activism and mana-enhancing advocacy. In pursuing this mission, NZNO will ensure a co-governance relationship with Te Rūnanga.

New Values

6. Members act in accordance with NZNO values when their conduct towards each other, people in their care, wider society and the environment is guided by these.
- Ch 7: All members have the obligation to act in accordance with this Constitution and by-laws, including the Values of NZNO.



New Objects & Powers

7. All Officers, Governance Structures and Membership Structures are bound to pursue these Objectives.
8. Powers: Subject to any Act or the general law the NZNO has full capacity to carry on or undertake any activity, do any act or enter into any transaction... (cf. IS Act 2022, Part 3).

New Governance & Membership Structures

- 10.2 Te Poari and the National Executive
- 10.3 the Joint Hui
- 10.4 Te Rūnanga Ngā Hapū
- 10.5 Local Organising Groups
- 10.9 National Delegates Committees

Mission and Vision are self-evident, as are new Governance & Membership Structures. NZNO Values are Wairuatanga, Whanaungatanga, Manaakitanga, Ōritetanga, Kotahitanga, Ukaipōtanga and Pūkengatanga. These are defined in the proposed Constitution. The new Objects (or purposes of NZNO) are shown in the next slide.

IN DETAIL – CHAPTER 1: OBJECTS

Major changes

Current Objects

6.1.1 Lead the nursing profession through advocating for professional excellence and collective industrial aspirations
6.1.5 Promote the professional development and interests of its membership, including the development of nursing/midwifery internationally
6.1.6 Negotiate and enter into industrial agreements, enforce such agreements, and represent members' interests in disputes regarding such agreements
6.1.9 To represent the interests of any member or members, in accordance with NZNO policy, before any person, group, organisation, government or local authority, statutory or other body
6.1.8 Promote the highest standards of health and social services for New Zealand
6.1.10 Affiliate with other organisations in the attainment of these objectives except that NZNO shall not affiliate to any political party
6.1.11 Do all such other things as are incidental or conducive to attainment of the objects and the exercise of the powers of NZNO.



New Objects

7.5 lead the nursing profession in advocacy for clinical and cultural professional excellence and implementation of policy
7.7 promote the interests of nursing, unionism and the rights of indigenous peoples nationally and internationally
7.1 promote its members' collective employment interests
7.2 represent the interests of any member
7.9 promote the highest and most equitable standards of health and social services for Aotearoa New Zealand (Moved to Powers)
7.8 promote Kawa Whakaruruhau to ensure a Kaupapa-informed approach to healthcare in Aotearoa New Zealand

These changes are self-explanatory. They are significant, because all Governance Structures and Membership Structures are bound to pursue the Objects in the Constitution.

IN DETAIL – CHAPTER 2: GOVERNANCE

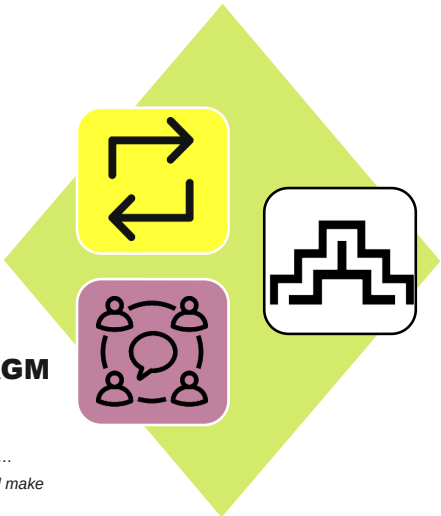
Major changes

New Remit Processes

- 15. The Constitution may be amended by a resolution passed by a majority vote at an AGM... Once every five years... Any proposed amendment to the Constitution must first be approved by Hui ā-Tau.
- 17. Policy remits... may be proposed by any Membership Structure... for discussion by the Remit Committee... The Remit Committee must submit a report to Hui ā-Tau and the AGM.
- 18.2 Proposed policy remits along with voting papers will be sent by the National Secretary to all members, along with the Remit Committee Report and any recommendations from Hui ā-Tau and AGM

Changes to Hui ā-Tau & AGM

- 19. The AGM and Hui ā-Tau... may review the strategic direction decisions agreed by the Joint Hui
- 21. The business of the AGM is to receive and consider... proposed policy remits, the Remit Committee report and make recommendations to members.



National Executive, Te Poari & the Joint Hui

- 11.5. Te Poari and the National Executive have equal status and act independently.
- 42.4 The Joint Hui may exercise all of the powers of the National Executive except: keeping of the financial accounts... Entering into any enforceable obligation... commencement or defence of a legal action
- 42.5 The following powers shall be exercised solely by the Joint Hui: Sanctioning and/or removal of members and Position Holders; Approval of NZNO by-laws; Approval of new NZNO Colleges and Sections; Defining geographical localities; Determining a job description for the... National Secretary; Awarding honorary membership; Deciding... any question of interpretation of this Constitution.

The new remit process in the proposed Constitution is the same one which was consulted on in 2024. The changes to Hui ā-Tau and AGM were also consulted on in 2024 and were contained in the Exposure Draft of the Constitution. The National Executive, Te Poari and the Joint Hui are the expression of the tricameral model of bi-cultural governance discussed earlier.

VISUAL – CHAPTER 2: GOVERNANCE

Bi-cultural organisation

Annual General Meeting

Hui-ā-tau



Kawanatanga sphere

National Executives

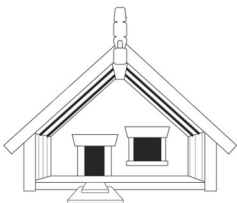
It consists of eleven elected members, including the Kaiwhakahaere, Tumu Whakarae, President and Vice President,



Relational sphere

Joint Meeting

To advance and promote partnership and ensure mutual coordination, the National Executive and Te Poari shall meet in a Joint Hui at least three times a year, as well as on any additional dates they may agree upon



Tino Rangatiratanga sphere

Te Poari Te Rūnanga o Aotearoa

Whānau, hapū, and iwi concepts involve governance and the right to make autonomous decisions, governed and constituted in accordance with Ngā Ture

Here is a visual representation of the bi-cultural governance model. This slide is also taken from our presentation to Regional Conventions last year.

IN DETAIL – CHAPTER 3: MEMBERSHIP STRUCTURES

Major changes

Ngā Hapū

51. A hapū consists of the members of Te Rūnanga working or living within a rohe (geographical locality) as defined by Te Poari.

52. Ngā Hapū are created to address the needs and concerns of Māori membership.

Local Organising Groups

46. A Local Organising Group consists of the members working or living within a geographical locality as defined by the Joint Hui.

47. Local Organising Groups are established and resourced by NZNO in order to: provide opportunities for members to meet for the purpose of organising around matters of common interest; work in a Partnership with Ngā Hapū... develop and support professional activities in the locality.

National Student Unit

62.2 Student members within each School of Nursing or campus may form a Local Student Unit

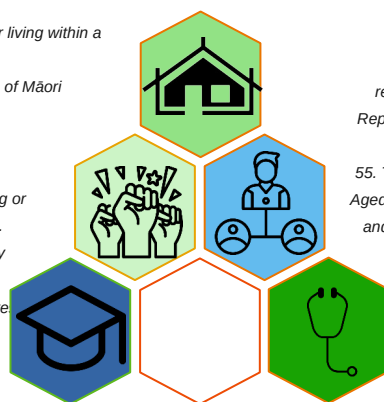
National Delegates Committees

56. Worksites shall be entitled to send delegate representatives (including at least one Te Rūnanga Representative) to the National Delegates Committee for their sector

55. The health sectors are Te Whatu Ora (Health NZ), Aged Care, Primary Health Care and Private Hospitals and Hospices and the Māori and Iwi Provider Sector.

Worksites

53. A worksite will consist of one or more workplaces.. Workplaces where two or more members of Te Rūnanga are employed may elect a Te Rūnanga representative(s).. [with] all the functions and powers of Delegates



All Structures

Provide opportunities for member leader development

Ngā Hapū, Local Organising Groups and National Delegates Committee are new constitutional Membership Structures.

LOGs replace Regional Councils, but they also have a different purpose. The constitutional role of Regional Councils, focusing on policy and managing funds means, in effect, that they are regional governance structures of NZNO. This was more clearly seen in the past, when Regional Councils also selected Board members and voted on Constitutional and Policy Remits at AGM.

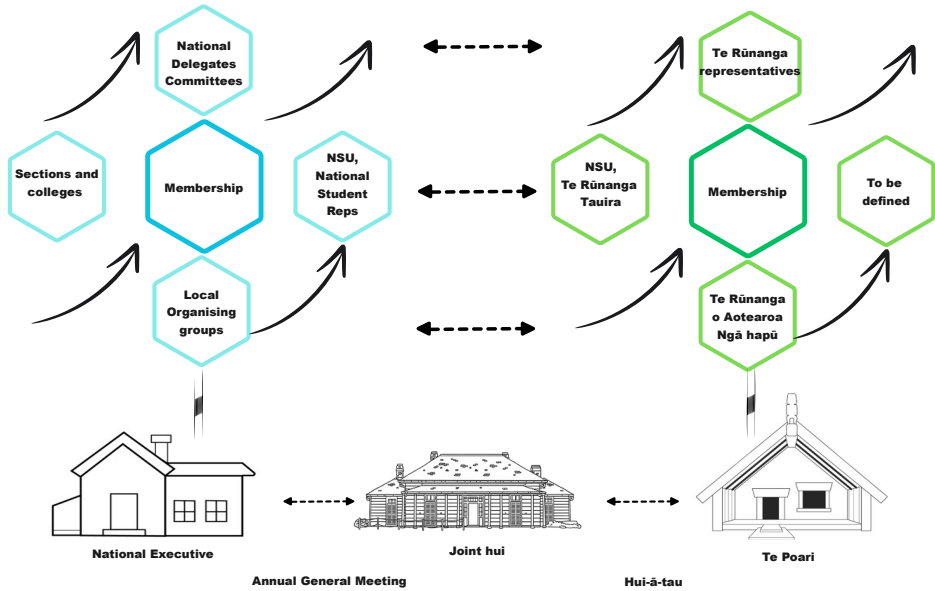
As explained at the launch of the strategy, “‘Maranga Mai!’ is a call for NZNO members, whatever sector they work in, to come together and take united action. It follows that our local Membership Structures should have an organising focus, rather than a governance focus. Relieving our Membership Structures of some governance responsibilities will also mean a lighter administrative burden for the Local Organising Committee. The proposed Constitution also adds a requirement for LOGs to work in partnership with Ngā Hapū.

Clauses 53 and 54 in the proposed Constitution, relating to WORKSITES, WORKPLACES, DELEGATES AND TE RŪNANGA REPRESENTATIVES, establishes a new position of Te Rūnanga Representative in the workplace. It also clarifies terminology around worksites and workplaces.

In the National Student Unit, the proposed Constitution enables the creation of Local Student Units on each campus, rather than being limited to one LSU for a multi-campus school of nursing.

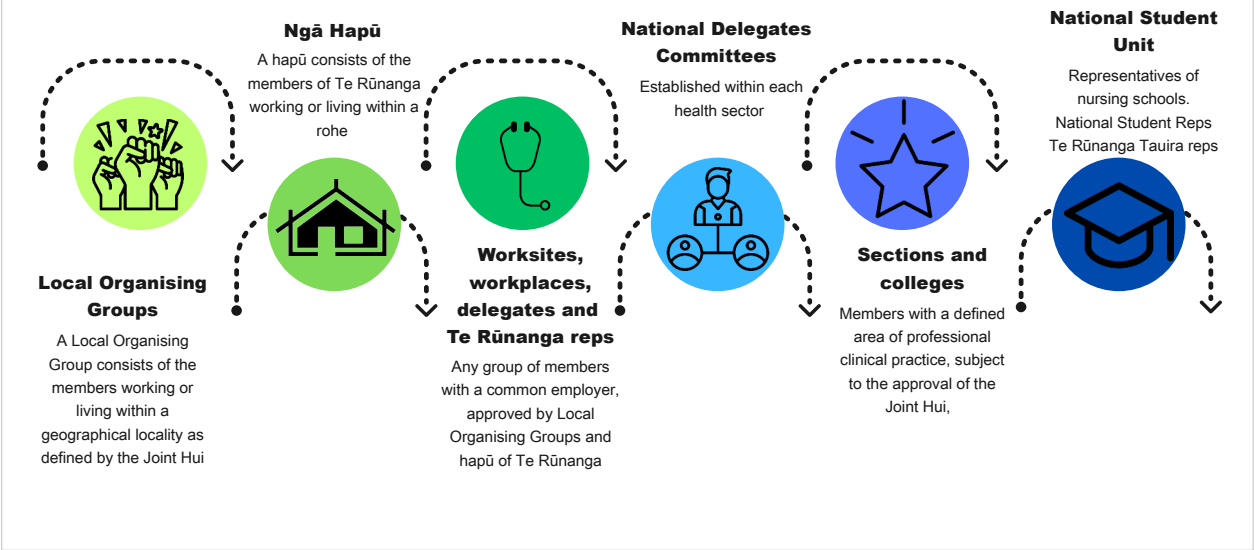
Creating structures which enable member leader development in all areas is a design feature of the proposed Constitution. We will come back to this point shortly.

VISUAL – CHAPTER 3: MEMBERSHIP STRUCTURES



Here is a visual representation of the proposed Membership Structures, showing their bi-cultural relationships. For Colleges and Sections, the way that they meet their partnership obligations under Te Tiriti are to be defined. This will be achieved over time through amendments to their rules and the College and Section Handbook, which are re-classified as by-laws of NZNO.

VISUAL – CHAPTER 3: MEMBERSHIP STRUCTURES



Here is another visual representation of the new Membership Structures.

IN DETAIL – CHAPTERS 4, 5 & 6: MEMBERSHIP, INDUSTRIAL REPRESENTATION, ELECTIONS

Major changes

Subscriptions

70.1 Every member shall pay NZNO subscriptions which can be by... In the case of members who joined NZNO on or before 31 March 2024 and who have remained financial, regular deduction from wages

70.2 the Joint Hui may annually approve subscription increases up to the level of price inflation in NZNO costs for the previous year.

Negotiation and ratification

76.1 Teams negotiating benchmark-setting agreements for a sector or across sectors must include Māori representation.

78.2 NZNO will make every effort to provide... a Māori impact assessment, where the proposed collective agreement is a benchmark-setting agreement

Collective representation

73. Membership is deemed to grant authority to bargain and settle employment agreements on their behalf, unless such authority is subject to alternative arrangements made between NZNO and another union.



Election ballots

81. When an election ballot is required to be held, the National Executive or Membership Structure as the case may be, shall call for nominations from all members eligible

39. Nomination process for Members of the National Executive. All candidates must... submit a statement outlining the level of experience and knowledge they have in each of the following areas: Engagement and experience within NZNO Membership

Structures and commitment to NZNO Objects; Leadership roles undertaken in NZNO; Understanding of nursing and the wider health sector; Governance experience; NZNO's commitment to te Tiriti o Waitangi, Tikanga Māori, Mātauranga Māori and NZNO's commitment to the bicultural values and the role of Te Rūnanga o Aotearoa.

39.4 A candidate's commitment to te Tiriti, Tikanga Māori, Mātauranga Māori, and bicultural values must be confirmed by a hapū or Te Poari.

The changes to Subscriptions reflect the operational changes made in 2024 and announced on the [NZNO website](#):

“From 1 April 2024, we will no longer be offering salary deduction as a method of fee payment for new members. There are two main reasons for this.

- Salary deductions take a lot more time for our staff to process and support which is inefficient and more costly than for other payment methods.
- Having a third party involved between us can sometimes complicate fee payments, particularly when problems arise. When this happens it's easier for us to be dealing with each other without a middle party.

Our preferred payment option is direct debit.”

They also clarify the percentage increase allowable each year without requiring approval from an AGM or Special General Meeting.

Negotiation and ratification processes have been amended as a result of recommendations in the Critical Tiriti Audit of the draft Constitution commissioned by NZNO last year.

Under Schedule One, Clause 10.1.2 of the current Constitution, members may opt out of collective representation by giving written notice of two weeks to NZNO that authorisation has been withdrawn. This however would be a breach of Section 18 of the Employment Relations Act 2000. It has therefore been clarified that while members may withdraw authorisation for NZNO to represent them in an individual case, for example if they prefer to engage external representation, they may not withdraw authority to negotiate and ratify their collective agreement.

The election ballot process is unchanged. However the nomination process for candidates seeking election to the National Executive contains a new set of requirements. These are listed in Clause 39.

IN DETAIL – CHAPTER 7: DISPUTES

Major changes

Dispute Resolution Procedures

The primary objective of this Part is to facilitate the settlement of disputes, other than the removal of Officers or Position Holders, through reconciliation and at the lowest appropriate level.

84.3 Each Local Organising Committee and hapū and each Governance Structure shall be required to appoint a Disputes Officer from amongst its committee members.

Investigating

87.2 The first step is for the relevant Disputes Officer to investigate the dispute...

87.3 The second step is for the Disputes Officer to: call a meeting of the parties to resolve the matter; or invite the parties to empower the Disputes Officer to make a decision on the matter; or offer a Tikanga-based process to resolve the matter; or offer mediation

Referral to the Joint Hui

87.6 The Disputes Officer shall refer the matter to the Joint Hui if: The dispute is raised against an Officer or Position Holder... or The dispute cannot be resolved at the local level; or There are conflicts of interest



Sanctions

90.1 If a dispute... is upheld, the Joint Hui may publish the decision; and bar the member from becoming an Officer or Position Holder for a specified length of time which shall not exceed five years.

Removal of Officers

91.4 The process for removal of an Officer, other than a member of Te Poari, may be initiated by... a request for a Special General Meeting,

Removal of Position Holders

92.1 The process for the removal of a Position Holder may be initiated if a dispute is made [or]... a motion of no confidence... is passed... A Joint Hui... shall determine whether Position Holder should be removed.

Chapter 7 of the proposed Constitution contains an entirely new process for resolving disputes between members, and between a member and NZNO. The rationale for this change has been canvassed previously. The process in Chapter 7 was drafted by our legal advisor on the CRP, Professor Gordon Anderson.

One significant element in the new process is the creation of the position of Disputes Officer within each Hapū and Local Organising Group. Full training will be delivered to members who take up this role.

The process for removal of Officers (members of Te Poari and the National Executive) is largely unchanged from the current Constitution. Authority to remove a Position Holder (a member of any other NZNO Committee) sits with the Joint Hui.

PAST CONSTITUTIONAL REMITS REVERSED

2022 Remit One

Schedule One – Disciplinary Matters - Offences
Adding a new subclause - Amend to read:
9.1.1.7 – “Knowingly act in a manner that is likely to either bring NZNO/NZNO Officers/NZNO staff into disrepute, adversely impact the mana of NZNO/NZNO Officers/NZNO staff, or incite racism or hate. For the purpose of this subclause knowingly acting in a manner that is likely to bring NZNO/NZNO Officers/NZNO staff into disrepute includes knowingly acting in a manner that does not align with NZNO objects and values; and knowingly acting in a manner that is likely to adversely impact the mana of NZNO/NZNO Officers/NZNO staff includes knowingly acting in a manner that is likely to harm or disadvantage NZNO/NZNO Officers/NZNO staff.”



83.1 Dispute and complaint have the meaning given in s 38 of the Incorporated Societies Act 2022 and includes an allegation that a member has:
83.1.1 engaged in misconduct:
83.1.2 knowingly acted in a manner contrary to this Constitution, NZNO by-laws or Incorporated Societies Act 2022; or
83.1.3 misappropriated money or property of NZNO; or
83.1.4 knowingly breached any confidentiality obligation relating to information or business of NZNO; or
83.1.5 knowingly failed to comply with a lawful resolution of NZNO; or
83.1.6 threatened or assaulted a member or employee of NZNO; or
83.1.7 that the NZNO has breached, or is likely to breach, a duty under the NZNO's Constitution or by-laws or the Incorporated Societies Act 2022.

Rationale

- Compliance with new Act
- Restorative Dispute Resolution process replaces punitive Disciplinary Process

The CRP is asking members to vote in favour of the proposed Constitution which we have drafted in the all-member ballot.

The proposed Constitution however reverses some constitutional changes which members have voted for in the past. In the interests of transparency, we believe that members deserve an explanation of why we have chosen to reverse them.

We have spoken already about the different approach needed for resolving disputes...

PAST CONSTITUTIONAL REMITS REVERSED

2017 Remit Three

Clause 10: Board. Amend to read:
10.3 The term of all Directors, except the Kaiwhakahaere and Tumu Whakarae, shall be three years, with a right of re-election for a further consecutive three year term, and may be eligible to stand for office after a break of three years.
10.3.1 The term of the Kaiwhakahaere and Tumu Whakarae Directors shall be three years, with a right of re-election for a further consecutive three years, and may be eligible to re-stand for office every three years thereafter.



38.1 The term of all elected Members shall be three years beginning at the next AGM following the election, with a right of re-election for a further consecutive three years in any one position. The maximum consecutive terms on the National Executive in any combination of positions is four terms.

Rationale

• Term limits for all Board members should be set in the Constitution so that they each understand their stewardship role, as custodians serving on behalf of the membership for a limited time only, and to support the development of new, emerging leaders.

2022 Remit Two

Schedule One – Affiliate Membership. Adding a new subclause - Amend to read:
3.5 – A dual member as defined at subclause 3.4 may not hold office, be a delegate, propose nominations or motions, or have voting rights under this Constitution.



65 Affiliate Membership and Dual Membership
65.4 A dual member may not be an Officer of NZNO or an NZNO workplace delegate.

Rationale


• Feedback from Colleges and Sections

... and also about the focus on enabling member leader development in all areas.

Feedback regarding the restriction of membership rights for dual members, who belong to NZNO and to another union, came from the Mental Health Nurses Section. Due to a Memorandum of Understanding between NZNO and the PSA, Mental Health and and also Public Health Nurses belonging to NZNO must also belong to the PSA in some parts of the country if they want union representation. This led to a situation where the Mental Health Nurses Section had Committee members who were unable to propose motions or vote at Committee meetings.


We are also aware of potential impacts on the Nursing Research Section, where NZNO members employed by a Tertiary Institution must become dual members of the Tertiary Education Union Te Hautū Kahurangi in order to get union representation. They too would be unable to vote or propose motions.

Reversing the constitutional remit passed in 2022 restores the ability of dual members to participate fully in their college or section.




Membership Structures

Clauses 10.4 to 10.9 and Chapter 3 will take effect the day after the 2025 AGM. During 2025, The Constitution Review Panel will consult with each Regional Council and Membership Structure on the number and boundaries of Local Organising Groups.




Kaiwhakahaere and President duties

Clause 27.2 (President and Kaiwhakahaere duties) will take effect from the 2027 NZNO AGM. Until then, Clause 32.12 (President and Kaiwhakahaere duties) of the NZNO Constitution 2023-24 remains in force



National Secretary

(Clause 40.1) and related references in the Constitution will not take effect until the agreed variation to the Individual Employment Agreement for the NZNO Chief Executive Officer is signed. Until then, Clause 20 (Chief Executive Officer) of the NZNO Constitution 2023-24 remains in effect.



Board election

The election of the “Non-Officer Directors” to the Board of Directors, required to take place in 2025, shall be conducted under the NZNO Constitution 2023-24. Board members shall be deemed to be members of the National Executive and for their term of office to have commenced at the date they took office.

Transitional Clauses

Ngā Ture

Should Ngā Ture not be consistent with this Constitution, it shall become so by the conclusion of 2026 Hui ā-Tau.

If the proposed Constitution is adopted by all-member ballot, it will be submitted for approval by the Registrar of Incorporated Societies, and it will come into effect on the date it is approved.

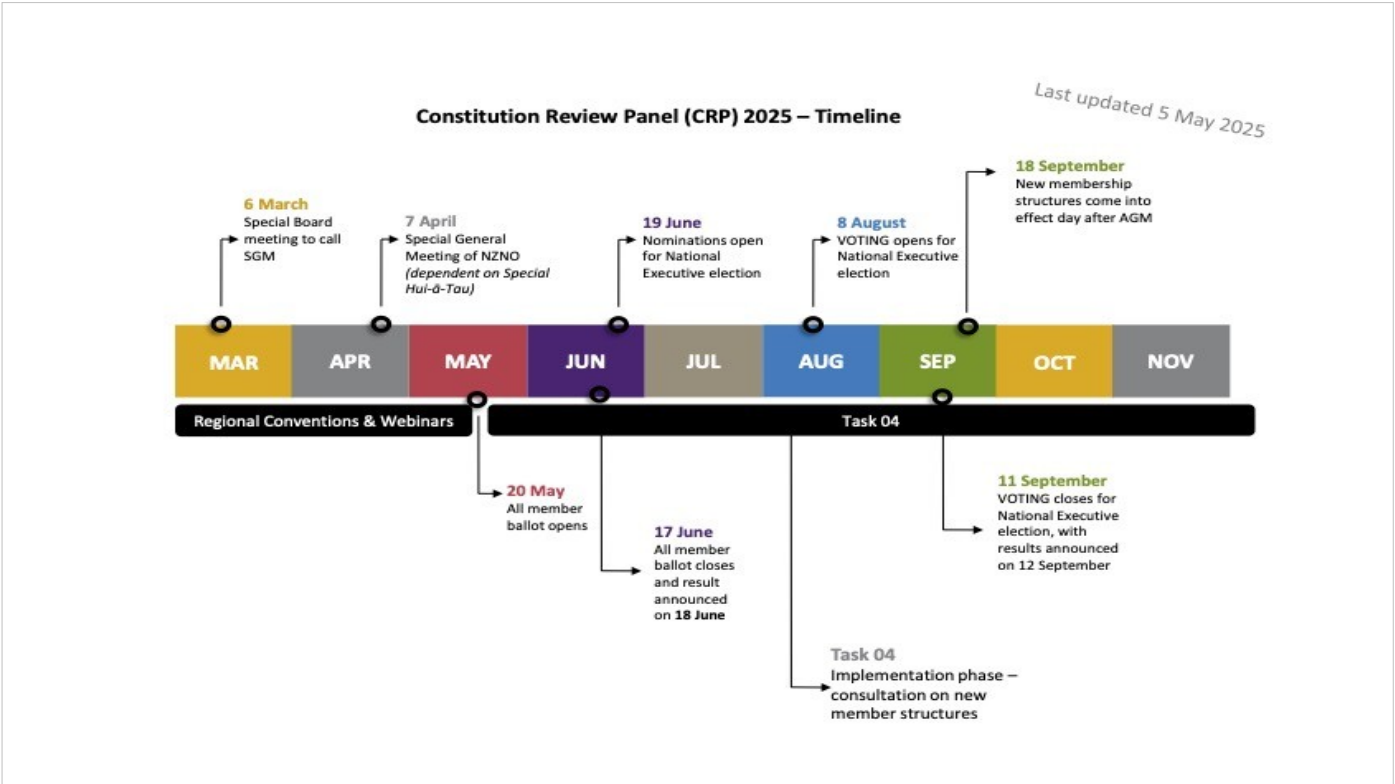
However there will be transitional periods during which certain sections of the current Constitution will remain in effect. These are listed in Chapter 8 and summarised in this slide.

For the avoidance of doubt, all other parts of the Constitution which are not listed in Chapter 8 will come into effect immediately.

QUESTION TIME



He pātai tāu? Do you have a question?



Finally, this is the timeline of what happens next.

Ngā mihi nui. Thank you very much for your kind attention. The decision now is in the hands of the membership. Kei a tātou te kōwhiri!