



RainbowYOUTH

Know who you are, be who you are.

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CONSTITUTION OF RAINBOW YOUTH INCORPORATED

1. Name

The name of the Society is **Rainbow Youth Incorporated** (hereafter "the Society").

2. Terms (Interpretation)

In this constitution, unless the context other requires:

- a) "AGM" means an Annual General Meeting of the Society.
- b) "Executive Adviser" means an Executive Adviser as described in section 9 below.
- c) "Executive Board" means the Executive Board of the Society elected from time to time and as described in section 9 below.
- d) "General Business" means any meeting items to be discussed and/or voted on, brought by any full member of the Society, not otherwise stipulated in this constitution.
- e) "General Meeting" means any AGM or SGM of the Society, but does not refer to meetings of the Executive Board.
- f) "Member" means any person, group or organisation who is a member of the Society in accordance with this constitution.
- g) "Office Holder" refers to any of the positions of: CoChairperson, Secretary, and Treasurer.
- h) "Representative position" means the Tangata Whenua representative position.
- i) "SGM" means a Special General Meeting of the Society.
- j) "Term" refers to the period between two AGM's, in the general case approximately 12 months.
- k) "Youth" means persons aged 27 years and under.



3. Purpose

- a) The purpose of the Society shall always be charitable and for the advancement of queer and gender diverse youth and their friends, families, and whānau. This purpose will be limited to within New Zealand, Aotearoa.

4. Aims

The aims of the Society shall include, but not be limited to:

- a) Actively increasing the visibility and self-esteem of queer and gender diverse youth and their friends, families, and whānau.
- b) Actively aiding the mental well being of queer and gender diverse youth and their friends, families, and whānau.
- c) Educating the general public about the issues faced by queer and gender diverse youth and their friends, families, and whānau.
- d) Increasing the awareness of services available to queer and gender diverse youth and their friends, families, and whānau.

5. Powers

In order to facilitate the purpose (section 3) and the aims (section 4) of the Society, the Society may:

- a) Raise funds and accept donations, gifts and bequests.
- b) Use funds of the Society in payment of reasonable costs and expenses in further carrying out any of the aims of the Society including the employment of counsel, solicitors, agents, officers and staff.
- c) Apply for, or acquire any license or permit, deemed necessary or expedient by the Executive Board.
- d) Purchase, take on lease or in exchange, hire or otherwise acquire, hold, mortgage or dispose of any property rights and privileges which the Executive Board deem necessary or expedient in furthering the Society's purpose or any of the Society's aims.
- e) Sell, exchange, let or bail, with or without option of purchase, or in any manner, dispose of any such property rights or privileges as mentioned above.



6. Membership

- a) Membership of the Society will consist of: full members, associate members, community members, and lifetime members. Membership is detailed below in sections 6(b) through 6(e).
- b) Full membership:
 - i) Is available to any person aged twentyseven (27) years and under, who supports the purpose and aims of the Society.
 - ii) Affords voting and speaking rights at any General Meeting.
 - iii) Affords one single vote on every motion at any General Meeting.
 - iv) Staff members of the Society are unable to hold full membership while employed by the Society, but are however granted associate membership. This is to avoid conflict of interest during AGM and SGM where those who are responsible for managing the staff are selected.
- c) Associate membership:
 - i) Is available to any person who supports the purpose and aims of the Society and who falls outside the criteria of full membership.
 - ii) Affords speaking rights at any General Meeting, but no voting rights.
 - iii) Is granted to the following people ex officio:
 - 1) Executive Advisors.
 - 2) Staff members of the Society.
 - iv) Is granted automatically to full members on reaching the age of twenty-eight (28) years.
- d) Community membership:
 - i) Is available to any group or organisation which supports the purpose and aims of the Society and which provides support and/or services to the Society and/or its full members.
 - ii) Requires the membership holder to nominate one representative.



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- iii) Affords speaking rights to the above mentioned representative at any General Meeting, but no voting rights.
- e) Lifetime membership:
 - i) Is an honorary affiliation, which may be held in addition to any other type of membership held.
 - ii) May be bestowed on an individual by the Executive Board in recognition of outstanding contribution to the Society.
 - iii) Affords speaking rights at any General Meeting, but no voting rights.
- f) The Executive Board will determine what constitutes support and/or contribution, and will therefore have limited discretion concerning membership of an individual or group, while still adhering to the constitutional membership guidelines as detailed above in sections 6(a) through 6(e).

7. Membership application

- a) Applications for membership will be considered by the Executive Board or its appointed agent(s), using the application guidelines below in section 7, and adhering to membership guidelines as detailed above in section 6.
- b) An applicant may be refused membership if:
 - (i) Such membership would violate any section of this constitution, and/or
 - (ii) The applicant has been expelled, under section 8, at any time prior, and/or
 - (iii) The applicant has acted in a manner contrary to the purpose and/or aims of the Society.
- c) Full membership and associate membership:
 - (i) Will be considered on application in writing to the Executive Board or its appointed agent(s).
 - (ii) Applicants must provide their name, date of birth and email address and/or physical address to become a member.
- d) Community membership:



- (i) Will be considered on application in writing to the Executive Board or its appointed agent(s).
 - (ii) Unless otherwise stipulated by the Executive Board, an applicant must provide a brief statement of the reason for applying for membership, detailing support, services and/or contributions that support and/or serve the Society, its purpose, aims and/or full members. The Executive Board has the power of discretion as to whether or not a statement is needed by a community membership applicant during its application.
 - (iii) An applicant should include a copy of its rules and/or constitution in its application.
 - (iv) An applicant must provide its group or organisation's name, email address, physical and/or postal address, and the name, and email address and/or physical address of its nominated representative.
 - (v) An applicant may be also required to provide any other information reasonably requested which is relevant to determining the applicant's eligibility for membership.
- e) Lifetime membership:
- (i) Candidates will be selected at the full discretion of Executive Board, in recognition of their outstanding contribution to the Society.
 - (ii) Candidates must provide their name and email address and/or physical address.
- f) An applicant or candidate is granted membership when the Executive Board or its agent(s) is satisfied that the applicant is eligible for membership and the applicant or candidate is notified.
- g) A confidential membership record will be kept by the Society, with access only granted to the Executive Board and staff of the Society.

8. Suspension, expulsion and resignation of membership

- a) A member may resign at any time in writing to the Executive Board or its appointed agent(s).
- b) The Executive Board has the right to suspend or expel any member when the following two (2) requirements are satisfied:
 - (i) The member has committed one or more of the following:
 - a. Acted contrary to the purpose and aims of the Society.



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- b. Acted in a significantly offensive manner, as determined by the Executive Board.
 - c. Acted in a manner that brings the Society into disrepute.
- (ii) The member has been notified in writing by the Executive Board of the allegations against them and has been given the opportunity to be heard at a meeting of the Executive Board.
- c) Cessation of membership does not relieve any member from any liability incurred prior to their ceasing to be a member.

9. Management

- a) An Executive Board will manage the Society, assisted by any Executive Advisors appointed.
- b) The Executive Board:
 - (i) The Executive Board will consist of eight (8) members, who will be known as "Executive Board Members".
 - (ii) Executive Board Members will be elected at the AGM or an SGM as required in accordance with the process set out in section 23 below.
 - (iii) Executive Board Members must be eligible for full membership to be nominated and elected at the AGM or a SGM.
 - (iv) Nominations to be considered for a position on the Executive Board at AGM or SGM must be accepted by the nominee.
 - (v) The Office Holder positions, Representative Position and General Board positions are elected according to section 23.
 - (vi) Unless otherwise removed or resigned, Cochairpersons elected for two terms do not stand down at the 1st AGM following their election, holding the position until the 2nd AGM, or two terms after election.
 - (vii) Unless otherwise removed or resigned and subject to section 9(b)(vi), Executive Board Members will hold office until the following AGM, at which point they must step down from their position.
 - (viii) There is no limit to the number of times a person may be elected to the Executive Board.



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- (ix) A person can no longer be both a facilitator of a support group run by the Society and an Executive Board Member, as Executive Board Members manage staff while facilitators need to be managed by the staff. There is therefore a conflict if both positions are held. Executive Board Members may continue to attend a support group, but must recognise they have no direct authority over the facilitator(s) running the group.
- (x) An Executive Board member cannot simultaneously hold an Office Holder position and a Representative position.
- (xi) Subject to section 23(a)(iii), the two Cochairperson roles both have a default two term (approximately two year) length, that expire and are up for election at alternating AGM's. All other Executive Board positions are for a single term. The purpose of this to increase the continuity on the Society's Executive Board, and provide an experienced sitting Cochairperson to induct new Executive Board Members after each AGM.

c) Executive Advisors:

- (i) The Executive Board may appoint up to three (3) persons over the age of 27, who will be known as "Executive Advisors", to join the Executive Board.
- (ii) Executive Advisors must be eligible for associate membership to be appointed.
- (iii) Executive Advisors will have a supportive and advisory role to the Executive Board.
- (iv) Executive Advisors will have speaking rights but no voting rights at meetings of the Executive Board.
- (v) Unless otherwise removed or resigned, Executive Advisors will hold their position until the next AGM, at which point they are dismissed.
- (vi) There is no limit to the number of times a person may be appointed as an Executive Advisor.
- (vii) Appointment and dismissal of Executive Advisors is at the discretion of the Executive Board and may happen at any time by a majority vote of the Executive Board.

d) Resignation or Expulsion:

- (i) Any Executive Board Member or Executive Advisor may resign from their position having given one months notice to the Executive Board.



- (ii) Any Executive Board Member may be expelled from their position by a 2/3rd majority vote of the Executive Board.
- (iii) Replacement of the position filled by the resigned/expelled Executive Board member may be filled according to section 23(g).

10. Powers of Management

- a) The Executive Board shall have the power to deal with all matters that arise in relation to the purpose and aims of the Society and all matters arising out of this constitution, except where the control of matters is vested in the AGM or SGM.
- b) The Executive Board may make any resolutions affecting the activities of the Society and such resolutions will be valid unless overturned at a General Meeting.
- c) The Executive Board may delegate such powers as it deems necessary to Executive Board Members, Executive Advisors, staff or other persons involved with the Society for the efficient workings of the Society. Such delegation in no way removes responsibility or accountability from the Executive Board.
- d) Nothing herein shall be construed as to permit any member, person, or organisation to derive private, personal or pecuniary profit from the operations of the Society apart from fair and reasonable payments for services performed.
- e) Executive Board members may receive reimbursement of reasonable expenses incurred in their role as Executive Board Members to the extent provided for by resolution at a General Meeting.
- f) The Executive Board must act in good faith and in the best interests of the Society.
- g) Powers and responsibilities of the Office Holders include, but are not limited to the following:
 - (i) CoChairperson (x2):
 - a. Facilitation of Executive Board meetings.
 - b. Ensuring this constitution is adhered to.
 - c. Ensuring responsibilities of Executive Board members are met and effective communication is maintained within the organisation.



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(ii) Secretary:

- a. Recording and management of Executive Board meeting minutes.
- b. Collection of Executive Board meeting agenda and making it available to Executive Board members prior to the Executive Board meeting.
- c. Collection and management of Executive Board members, Executive Advisors and staff members contact details, and the timely distribution of these details to those parties.
- d. Ensuring approved minutes of Executive Board meetings are made publically available as required. At time of writing, this includes being published on the Society's website.

(iii) Treasurer:

- a. Ensuring a true and accurate record of the funds and assets of the Society is kept.
- b. Preparation of financial reports of the Society for presentation at the AGM or when requested by the Executive Board.
- c. Appointment of an auditor to audit the accounts annually.
- d. Responsibility over the Society's cheque book(s) and the operation of the Society's bank accounts.
- e. Ensuring that a summary report of the true and accurate financial position of the Society is presented to every Executive Board meeting.
- f. Any duty outlined above in this section, may be delegated to, or performed in conjunction with the Society's accountant and/or staff or Executive Board Members.

h) Responsibilities of the Representative position include, but are not limited to the following:

(i) Tangata Whenua Representative:

- a.
 - Oversee the Society meeting its commitments to Te Tiriti o Waitangi.
 - Ensure the voices and opinions of Tangata Whenua are heard and responded to by the Executive Board.



- c. Network within Takatāpui, Hapū and Iwi to engage Māori in the Society.

11. Executive Board Meetings

- a) The Executive Board shall meet at least once every ninety (90) days at such a time and place agreed to by the Executive Board.
- b) If an Executive Board Member does not attend Executive Board meetings twice in a Term without apologies they will be automatically expelled from the Executive Board. If an Executive Board Member gives apologies for three Executive Board meetings in a Term, the Executive Board must discuss that Executive Board Member's continued commitment to the Society, and the Executive Board Member may be asked to resign or may be expelled, in accordance with section 9(d) of this constitution. The Executive Board Member in question will be required to leave the room while the discussion takes place between the rest of the Executive Board.
- c) The CoChairpersons will facilitate each Board meeting. In the absence of both CoChairpersons, the Secretary or, in the Secretary's absence, another Executive Board Member nominated by the Executive Board Members in attendance will facilitate the meeting.
- d) Quorum for Executive Board meetings is as defined in section 22.
- e) Executive Board meetings and minutes of those meetings will be public, however a closed session which is private, will conclude each meeting.
- f) Any individuals who are not Executive Board Members, Executive Advisors or staff of the Society must give their names to the Secretary for recording in the Executive Board meeting minutes prior to the start of a meeting.
- g) Only Executive Board Members have voting rights during Executive Board meetings. Executive Board Members each have one vote per motion at Executive Board Meetings.
- h) Decisions voted on by the Executive Board are carried by a simple majority via raising of hands, unless three (3) or more Executive Board Members request a secret ballot. In the event of a tied vote the motion will fail. Decisions requiring a motion to be passed include, but are not limited to:
 - (i) Decisions to spend money except where a decision to spend money has been made by a resolution at a General Meeting.
 - (ii) Entering into any written legal contracts, including employment agreements, other than:



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- a. contracts relating to the day-to-day operations of the Society that have a term not longer than 12 months and involve expenditure or other financial commitment of less than \$2,000; and
 - b. contracts under which the other party provides funding to the Society by way of grant or sponsorship (and not debt) and that funding has a monetary value less than \$20,000.
- (iii) Delegation of powers.
- (iv) Policy changes.
- (v) Official statements of endorsement.
- i) The Secretary will record accurate minutes of the meeting. These minutes will be available for public record in the offices of the Society and a copy will be available for each Executive Board Member prior to the following Executive Board meeting. If the Secretary is unable to record the minutes, another Executive Board Member will be chosen for the duration of the meeting in question.
- j) Either Cochairperson will put forward a motion to accept the minutes of the previous meeting as a true and correct record, at the start of each Executive Board meeting.

12. Annual General Meeting

- a) The Society must hold an AGM within three (3) months of the end of the financial year of the Society.
- b) The general process of the AGM, in order, will be:
 - (i) Consideration of the Annual Financial Report of the Society.
 - (ii) Selection of up to three (3) nonvoting meeting attendees to count votes.
 - (iii) Voting on changes to this constitution, if any have been proposed, following the guidelines of section 14.
 - (iv) Those Executive Board positions which do not continue for the subsequent Executive Board term stand down.
 - (v) Election of the Executive Board positions, in accordance with section 23.
 - (vi) General Business.



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- c) Notice of the AGM must be sufficiently advertised at least twenty (20) days before the date of the AGM, including the time, date, and venue.
- d) Except as provided elsewhere in this constitution, any full member may present a resolution to the meeting provided 14 days' notice has been advertised by the Society. The Society must advertise any resolution presented by a full member and must act in good faith with regards to bringing that motion to the AGM. Every motion shall be moved by one full member and seconded by another full member.
- e) Quorum for the AGM is as defined in section 22.
- f) The AGM shall be facilitated by the AGM Chairperson, chosen by the Executive Board prior to the AGM.
- g) Members present shall have rights to vote as detailed in section 6.
- h) Election of Executive Board members occurs as per section 23.
- j) Copies of the minutes of an AGM will be held at the offices of the Society, and will be available to any member of the public.
- k) Prospective Executive Board Members must submit their application to the Society at least one week prior to the AGM in the manner outlined in the advertisement of the AGM. If the situation arises where fewer than eight (8) applications have been received, and/or an Office Holder or Representative position receives no applicants, nominations may be taken from the floor if deemed appropriate by the AGM Chairperson.

13. Special General Meeting

- a) A SGM may be held at any time deemed necessary by sixteen (16) full members of the Society, or by a decision of the Executive Board.
- b) The process of the SGM, in order, will be:
 - (i) Selection of up to three (3) nonvoting meeting attendees to count votes.
 - (ii) Voting on any changes to this constitution, if any have been proposed, following the guidelines of section 14.
 - (iii) Election of any vacant Executive Board positions in accordance with section 23.
 - (iv) General Business.



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- c) Notice of the SGM must be sufficiently advertised at least twenty (20) days before the date of the SGM, including the time, date, and venue.
- d) Notice of such a meeting must also be lodged with the Secretary of the Executive Board one month in advance, who must then notify all Executive Board Members.
- e) Resolutions to be presented to the SGM must be advertised at least fourteen (14) days before the date of the SGM. Every motion shall be moved by one full member and seconded by another full member.
- f) Quorum for the SGM is as defined in section 22.
- g) The SGM shall be facilitated by the SGM chairperson chosen by the Executive Board, prior to the SGM
- h) Members present shall have rights to vote as detailed in section 6.
- i) Election of Executive Board members occurs as per section 23.
- k) Copies of the minutes of a SGM will be held at the offices of the Society, and will be available to any member of the public.

14. Alteration of Constitution

- a) Any part of this constitution may be added to, altered, or rescinded at a General Meeting if fourteen (14) days' written notice of the motion is given and the motion is carried by a two-thirds (2/3) majority.
- b) Constitutional amendments passed at a General Meeting shall take effect upon the registration with the Registrar of Incorporated Societies (or the equivalent).
- c) No alteration, removal, substitution, or addition to the rules shall detract from the exclusively charitable nature of the Society.
- d) The provision and effect of this clause (section 14) shall not be removed from this document and shall be included and implied into any document replacing this document.

15. Finance

- a) The Society shall operate such bank accounts as it requires.
- b) All funds received by the Society shall be paid into the Society's accounts.



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- c) The Executive Board shall appoint at least four (4) signatories, of which three (3) are Office Holders and at least one (1) being a staff member, to operate the Society's accounts. All transactions on the Society's accounts shall require the authorisation of two signatories.
- d) The Society may invest and reinvest in any securities and on any terms it sees fit, any funds which are not required for the immediate business of the Society.
- e) The members of the Society shall at all times be permitted to inspect the financial accounts of the Society.
- f) The Society may elect an auditor at a General Meeting.

16. Borrowing power

- a) The Executive Board is authorised to borrow money for the Society.
- b) The Society shall have the power to borrow or raise money without any security or by the issue of debentures, bonds, mortgages or any other security. The security can be based on any of the property and/or rights of the Society.

17. No pecuniary gain

- a) Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- b) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- c) Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- d) The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18. Dissolution

- a) The Society may be liquidated in terms of section 24 of the Incorporated Societies Act 1908.



19. Disposal of assets on dissolution

- a) On the dissolution of the Society all surplus assets less payments of any costs, debts and liabilities will, subject to any current obligations, be disposed of for such exclusively charitable purposes in New Zealand that the Society may determine by resolution at a SGM convened for that purpose.
- b) The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20. Common seal

- a) There will be a common seal of the Society, which may be affixed to any document bearing the signature of two Executive Board Members.
- b) The common seal will be held at the offices of the Society.

21. Matters not stated herein

- a) If any matter is not provided for fully in this constitution, the Executive Board shall be empowered to make decisions as it deems reasonable.
- b) The Society shall have the sole authority to interpret this constitution. The decision of the Executive Board on any question or interpretation or any matter affecting the Society not provided for in these rules shall be final and binding on all members.

22. Quorum Requirements

- a) The purpose of this clause is to try and ensure diversity in the decision making of the Society. These clauses are not designed to be fool-proof or fully deterministic, but to indicate intention of representation during the decision making process.
- b) Quorum requirements for an AGM or SGM are 16 full members of the Society, where those 16 have diverse gender identities that are reflective of our membership and our community.
- c) Quorum requirements for an Executive Board meeting are four (4) Executive Board Members of whom at least two (2) must identify differently, with regards to gender identity, than the remainder of those board members making up the quorum. If the quorum is not met due to inadequate number of Executive Board Members or gender identity imbalance no decisions that require a vote can proceed and they must be held to the next meeting with quorum.



- d) Where the quorum requirements for the Executive Board meeting have been met, quorum requirements for an Executive Board vote shall consist of:
 - (i) four (4) Executive Board Members voting in favour of the motion, when a simple majority is required;
 - (ii) where a $\frac{2}{3}$ majority is required, the number of votes in favour of the motion must be twice that of the number of votes opposed for the motion to be successful. Abstention votes are not taken into account. The minimum number of votes in favour of a motion must still be four (4), in line with section 22(d)(i).
- e) Where an Executive Board vote is conducted by electronic means, the meeting quorum shall be considered satisfied if all Executive Board Members reasonably able to access the vote and respond to the electronic notification. Votes for/against/abstaining shall be recorded by the secretary and reflected in the following board meeting minutes.

23. Executive Board Voting Process

- a) Election of Executive Board Members at AGM, SGM and Executive Board meetings:
 - i) Election of Executive Board Members at an AGM, SGM or Executive Board (where allowed for elsewhere in this constitution) are conducted by secret ballot.
 - ii) The order that the election of positions is conducted, under all circumstances, for any position(s) vacant for election is:
 - 1) Cochairperson(s).
 - 2) Treasurer.
 - 3) Secretary.
 - 4) Tangata Whenua Representative.
 - 5) General Board Position(s).
 - iii) Where two (2) Cochairpersons are to be elected at a single time, two separate ballots are conducted, the first for a two term Cochairperson, and the second for a single term Cochairperson.
 - iv) In the event of a tie vote, for any position, an additional vote will be performed to resolve the tie for the position in question, with only the tied candidates eligible for election. If then a tie vote still exists the chair of the meeting shall have the



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casting vote, and that decision will be final. Note that the resolution of a tie vote must be resolved before continuing to vote on any other positions.

- b) A Review Panel is established to review applicants to the Office Holder positions for AGM and SGM elections.
 - i) At the Executive Board Meeting prior to applications closing, the Executive Board appoints a Review Panel of three (3) or four (4) members, for the purpose of reviewing applicants and matching their skill sets to the Office Holder positions applied.
 - ii) The Review Panel members may not have full membership of the society, and may not be staff of the Society. Suggested members of the Review Panel are:
 - 1) Executive Advisor(s).
 - 2) Interested third parties that have particular knowledge in the skills desired on the Executive Board (for example, Kaumatua).
 - 3) Paid professionals (for example, specialists in Human Resourcing or Governance) whom the Executive Board chooses to engage.
 - iii) The Review Panel is guided by Executive Board Members and staff of the Society as to the desired skills and personality traits of candidates.
- c) Applicants to the Executive Board for AGM and SGM elections:
 - i) Four weeks prior an AGM or SGM, a call for applications for available Executive Board positions is made. Applications are accepted up to one week before the AGM or SGM.
 - ii) Applicants applying for an Office Holder or Representative position must include details and evidence of their skill set that makes them a suitable candidate for the position.
 - iii) Applicants may apply to multiple Office Holder and Representative positions. However positions are elected in the order indicated in section 23(a)(ii), and once elected to a position, may not run for any further positions.
 - iv) Applicants who are not able to attend the AGM or SGM in person must provide apologies to the Executive Board Secretary or CoChairpersons prior to the commencement of the AGM or SGM. If apologies are not received, their application will be voided.



- d) Selection of candidates from applicants for Office Holder positions for AGM and SGM elections:
- i) As soon as is practical on applications for the Executive Board closing, the Review Panel meets (either physically or virtually) to review and discuss the applicants for each Office Holder position.
 - 1) Review Panel members make a judgement on the suitability of each applicant for the Office Holder positions applied to, and may contact any referees provided by the applicants.
 - 2) The Review Panel members agree to select a minimum of two (2) candidates to be voted on for each office holder position.
 - 3) The Review Panel may select an applicant to be a candidate for multiple Office Holder positions, however the candidate can only be elected to one of those positions.
 - 4) Applicants who are not successful in being selected as a candidate for an Office Holder position may still run for a Representative or General Board position, which are not reviewed.
 - 5) All applicants will be notified of the success or failure in being selected as candidates for positions, and the list of candidates for each position made available publically as soon as is possible, but not less than 48 hours before the AGM or SGM. Those applicants not selected as a candidate will be advised why they were not successful, and encouraged as to other positions or involvement within the Society they may like to have.
 - 6) The candidates selected by the Review Panel for election to each Office Holder positions is binding.
 - ii) Where the Review Panel fails to agree on candidates for one or more positions 48 hours prior to the AGM or SGM, the applicants to the position as applied at the closing date of applications stand as received to be voted on by the full members.
 - iii) For any Office Holder position where there are no candidates who:
 - 1) Have been selected by the Review Panel, and
 - 2) Are present at the AGM or SGM, or have tendered apologies, and
 - 3) Have not been elected to another position,



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the position remains vacant and is filled in accordance with section 23(g).

e) Challenges of candidates for Office Holder positions:

- i) Applicants who feel they have unfairly not been selected as a candidate for an Office Holder position may challenge the selection prior to the vote for the applied position taking place at the AGM or SGM.
 - 1) A secret ballot vote is conducted, either 'Yes' to include the challenger in the ballot for the position, or 'No' to not include the challenger in the ballot for the position.
 - 2) The challenger needs to receive a $\frac{2}{3}$ majority in their favour from the membership to successfully challenge the selection and be added to the ballot for the position.
 - 3) A separate secret ballot is undertaken for each individual's challenge for each position.
 - 4) Once any/all secret ballots to resolve challenges have taken place, the vote for the position in question proceeds as normal, with any successfully challenged candidates added to the ballot.
- ii) A member may not challenge the selections made by the Review Panel unless they originally applied to the position in question by the closing date for Executive Board Member applications.

f) Counting of votes/ballots:

- i) Prior to voting at each AGM or SGM, up to three nonvoting vote counters are appointed by the full members to count and report those ballots cast.
- ii) Where an election is taking place within a Executive Board Meeting, by preference the Executive Advisors, or another nonvoting member with no vested interest in the outcome, will count ballots cast. Where this is not possible, the Cochairperson(s) will count and report ballots.

g) Resignation or Expulsion of an Executive Board Member, or Unfilled Position as the result of an AGM or SGM:

- i) Where an Office Holder or Representative position becomes vacant, the Executive Board may choose, by $\frac{2}{3}$ majority vote, a suitable replacement from any other Executive Board Member, or by appointing a new Member to the Executive Board.



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*Know who you are, **be who you are.***

*Whaia to ake ngakaunui, **i te pono i te marama.***

- 1) Should this result in another vacant Office Holder or Representative position, the process repeats until all Office Holder positions are filled.
 - 2) The replacement member is appointed until the end of the remaining term for the position being replaced.
- ii) Where a General Board Member position becomes vacant, the Executive Board, by $\frac{2}{3}$ majority vote, may appoint a suitable replacement to the Executive Board.
- 1) The replacement member is appointed for the remainder of the Board term (until the next AGM).
- iii) Where no suitable applicant or candidate is available during an AGM or SGM, Representative positions may remain vacant. The Executive Board will actively work to fill the position, and may, by $\frac{2}{3}$ majority vote, appoint a suitable candidate to the Executive Board.
- 1) The replacement member is appointed for the remainder of the Board term (until the next AGM).
- iv) Where a Cochairperson position becomes vacant, the Executive Board Member selected to replace them serves the remaining full term. For example, where a Cochairperson resigns after 8 months, the selected replacement would continue as Cochairperson without standing for election at the next AGM, to serve a total term of approximately 16 months.