

**CONSTITUTION FOR NZ COLLEGE OF MIDWIVES  
WAIKATO TARANKI REGION Inc.  
July 2019**

**1. NAME**

The name of the Society shall be the NEW ZEALAND COLLEGE OF MIDWIVES, WAIKATO TARANAKI REGION (INCORPORATED).

**2. INTERPRETATION**

Unless the context otherwise requires:

“College” shall mean The New Zealand College of Midwives (Inc).

“Region” shall mean the Waikato Taranaki Region of The New Zealand College of Midwives (Inc).

“Area” shall mean the Waikato or Taranaki are of The New Zealand College of Midwives (Inc).

“National Office” shall mean the National Office of The New Zealand College of Midwives (Inc).

“Area representatives” shall be the elected representatives from the Area’s.

“Committee” shall mean any member (as defined in Point 7) at an area meeting.

“Chairperson” shall mean the Chairperson of the Area.

“Deputy Chairperson” shall mean the Chairperson’s nominated representative.

“Secretary” shall mean the secretary of the Area.

“Treasurer” shall mean the Treasurer for the Area.

“Registered Midwife” shall mean any person whose name is entered on the New Zealand Register of Midwives.

“Student Midwife” shall mean any person who is undertaking a midwifery-training programme that is recognised by the Midwifery Council of New Zealand.

“AGM” shall mean the Annual General Meeting of the Region.

“SGM” shall mean the Special General Meeting of the Region.

“National Board” shall mean the National Board of the NZCOM.

In this constitution any term implying the feminine gender shall be deemed to include the masculine.

**3. OBJECTIVES**

3.1 To uphold the objectives of The New Zealand College of Midwives (Inc).

3.2 To liaise with consumer groups and allied health professionals within the region.

3.3 To actively participate in issues relating to midwifery.

3.4 To discuss and submit recommendations from the regional members to the National Board.

**4. PHILOSOPHY**

*Midwifery care takes place in partnership with women. Continuity of midwifery care enhances and helps protect the normal process of childbirth.*

*Midwifery is holistic by nature: combining an understanding of the social, emotional, cultural, spiritual, psychological and physical ramifications of women's reproductive health experience; actively promoting and protecting women's wellness; promoting health awareness in women's significant others; enhancing the health status of the baby when the pregnancy is on-going.*

*Midwifery is: dynamic in its approach based upon an integration of knowledge that is derived from the arts and the sciences, tempered by experience and research; collaborative with other health professionals.*

*Midwifery is a profession concerned with the promotion of women's health. It is centred upon sexuality and reproduction and an understanding of women as healthy individuals progressing through the life cycle.*

*Midwifery care is given in a manner that is flexible, creative, empowering and supportive.*

*The Midwifery profession honors its partnership with Tangata Whenua as affirmation of its obligations under the Treaty of Waitangi.*

## **5. POWERS**

The College shall be empowered to:

- 5.1 Make any decisions at its meetings which could further the objectives of the college of Midwives.
- 5.2 Employ such persons as may be deemed necessary by the Committee.
- 5.3 Take in gift any property whether or not subject to any special trust for one or more of the objectives of the society.
- 5.4 Erect, buy or rent property or do all things lawful as may be deemed incidental or conducive to the attainment of the above objectives.

## **6. NON PROFIT STATUS**

The College shall not engage in any activities involving pecuniary profit for its members.

## **7. MEMBERSHIP**

7.1 People who support the objectives and philosophy of the College shall become members upon paying any membership fee fixed by the National Board.

7.2 There is individual membership to regions. Overseas individual membership is through the National Office.

### **7.3 Honorary Members**

7.3.1 Those members who by virtue of their contribution to midwifery can be granted honorary membership by the National Board.

- 7.3.2 Honorary membership shall be proposed by a region of the College and shall be subject to such criteria as the National Board shall determine.
- 7.3.3 An honorary member shall pay no subscription, but have all the rights and responsibilities of a full member.
- 7.3.4 An honorary member who is a practicing midwife is required to pay the indemnity insurance component of the membership subscription.

#### **7.4 Life Membership**

- 7.4.1 Those members who by virtue of their contribution to the New Zealand College of Midwives can be granted life membership by the National Board.
- 7.4.2 Life membership shall be proposed by a region of the College and shall be subject to such criteria as the National Board shall determine.
- 7.4.3 A life member shall pay no subscription, but have all the rights and responsibilities of a full member.
- 7.4.4 A life member who is a practicing midwife is required to pay the indemnity insurance component of the membership subscription.

#### **7.5 Full Members**

- 7.5.1 Any person who is a registered midwife or student midwife residing in New Zealand may apply for full membership of the College.

#### **7.6 Associate Members**

- 7.6.1 Any person not being a registered Midwife but being a member of an allied registered health profession may apply for Associate membership of the College.
- 7.6.2 Associate Members are not covered by the College's indemnity insurance policy unless they join under the specific category 'Associate member with indemnity'.
- 7.6.3 Associate members elected to National or Regional positions shall have full voting rights.

#### **7.7 Associate With Indemnity**

- 7.7.1 Any member not being a registered Midwife but being a member of an allied health profession or consumer may apply for Associate Membership with indemnity.
- 7.7.2 Associate members with indemnity elected to National or Regional positions shall have full voting rights.

#### **7.8 Consumer Members**

- 7.8.1 Any person who is a consumer of maternity services and is not a registered midwife or allied registered health professional may apply for membership of the College.

7.82 Consumer members are not covered by the College's indemnity insurance policy unless they join under the specific category 'Associate member with indemnity'.

7.83 Consumer members elected to National or Regional positions shall have full voting rights.

#### 7.9 **Affiliate Members**

7.9.1 Any organization may apply for affiliate membership but will have no voting rights.

7.9.2 Affiliate members elected to National Or Regional position shall have full voting rights.

7.9.3 Overseas individuals, both midwives and non-midwives are deemed to be affiliated members without professional indemnity cover.

#### 7.10 **Rights and Responsibilities of Members**

Subject to other provisions in this constitution, all members shall:

7.10.1 Have the right to nominate and elect to positions of responsibility, to propose motions and vote at any meeting of the College.

7.10.2 Be eligible to accept nominations for positions of responsibility.

7.10.3 Receive a copy of the constitution of the College on request.

#### 7.11 **Termination of Membership**

A person shall cease to be a member if:

7.11.1 The member gives notice in writing to the region.

7.11.2 The member has paid no subscription for one month after membership has expired.

7.11.3 The National Board decides their actions are prejudicial to the objects and philosophy of the College.

#### 7.12 **Membership Fees**

7.12.1 May be determined from time to time at the College (as defined Point 2) AGM or any SGM by a consensus decision or failing a consensus by a simple majority.

### 8. **THE REGIONAL COMMITTEE**

The Region is made up of both Waikato and Taranaki Areas. Each area shall have an Executive Committee consisting of a Chairperson, Vice Chairperson, Secretary and Treasurer.

#### 8.1 **The Regional Chairperson**

8.1.1 The Chairperson shall be a member of the College and a Registered Midwife, and elected by the regional members of the College.

- 8.1.2 An election shall be held every two years for the office of Chairperson. Should the Chairpersons position be vacated, the Deputy Chairperson takes the role of Chairperson. If this is not practical or she declines then an election for Chairperson may need to be held earlier.
- 8.1.3 The Chairperson may hold office for no longer than two consecutive terms. The role of Chairperson is for a 2 year term, with preferably a 4 year commitment. This would see the elected member in the initial role of Deputy Chairperson, followed by a term as Chairperson, followed by a further year as Deputy Chairperson. (Nominations in exception to this to be approved by the current Committee).
- 8.1.4 The Chairperson shall be the Regional College spokesperson. At each meeting of the College the Chairperson shall take the chair, or in her absence the Committee shall appoint one of its executive members, preferably the Deputy Chairperson to chair. The Chairperson shall attend National Board Meetings and feedback to the Region.

## **8.2 The Deputy Chairperson**

- 8.2.1 The Deputy Chairperson shall be a member of the College and a Registered Midwife, and elected by the members of the College.
- 8.2.2 The Deputy Chairperson provides support to the Chairperson.
- 8.2.3 An election shall be held every two years for the office of Deputy Chairperson. Should the Deputy Chairperson position be vacated, an election for Deputy Chairperson may need to be held earlier.
- 8.2.4 It is strongly recommended that the incoming Deputy Chairperson shall serve not less than a one year term prior to serving a term as Chairperson.
- 8.2.5 The Deputy Chairperson shall represent the Region at National Board if the Chairperson is unavailable to do so.

## **8.3 The Treasurer**

- 8.4.1 The Treasurer shall be a member of the College and be elected by the members of the College. The Treasurer shall be responsible for: managing the finances of the College which includes paying accounts, depositing the funds in the College bank account, submitting an audited statement of income and expenditure to the Annual General Meeting.
- 8.4.2 The Treasurer shall hold a register of members of the College which shall detail the member's full name, address and occupation.

## **8.4 The Secretary**

- 8.4.1 Must be a College member.
- 8.4.2 To record the minutes of the monthly area meetings and distribute in a timely manner.
- 8.4.3 To correspond on behalf of the area as required.

## **8.5 Meetings of the Areas**

- 8.5.1 The Areas shall meet as often as necessary for the conduct of the affairs of the college, but not less than six times in each calendar year.

- 8.5.2 The quorum for any meeting of the Areas shall be six members.
- 8.5.3 The area meeting shall act by consensus. Voting shall take place when consensus is not possible on the basis of one vote per person and the Chairperson has the right to a casting vote if necessary.

## **9. FINANCE AND MANAGEMENT**

- 9.1 The accounts of the Areas shall be closed on the last day of MARCH each year.
- 9.2 The funds and property of the Area shall be vested in the Area and managed by the Area Meetings.
- 9.3 The Area Meeting has the power to invest surplus funds with a bank, in the name of the College.
- 9.4 All monies received shall be paid to the credit of the College and managed by the Area Meetings.
- 9.5 All accounts incurred by the Area shall be passed for payment by the Area meeting and paid by cheque or electronic payment.
- 9.6 All cheques or electronic payments of the College shall be signed or authorised by two nominated members, one being the Treasurer.
- 9.7 The funds of the College shall always be used in a lawful manner, in the interests of the members and in line with the objectives of the College.

## **10. MEETINGS OF THE COLLEGE**

### **10.1 Annual General Meeting**

- 10.1.1 The Annual General Meeting of the College shall be held not more than 15 months after the last AGM.
- 10.1.2 The AGM must be a combined AGM between the two Areas.
- 10.1.3 Each committee is autonomous and shall forward an annual report of its activities to its region and the National Board.  
The business of the Annual General Meeting shall consist of the following for each area:
- 10.1.4 Receiving and considering the report of the Chairpersons;
- 10.1.5 Receiving and considering the Income and Expenditure Account and Balance Sheet;
- 10.1.6 Reporting the results of elections and appointment of Area representative;
- 10.1.7 Appointing an auditor;
- 10.1.8 Any other matters as may be properly conducted and which is agreed to by a majority of the Annual General Meeting.
- 10.1.9 The Chairperson shall call an Annual General Meeting not less than sixty days prior to the date in which it is to be held. Such notices shall call for any notices of motion, or business for which notice is required.

### **10.2 Special General Meetings**

A Special General Meeting may be called if any group of five or more members so request or if four or more Committee members so request.

- 10.2.1 Written notice of the request for a Special General Meeting stating the nature of the business to be transacted shall be given to the Chairperson who shall within thirty days of receiving such notice call a Special General Meeting provided that at least two weeks notice of the date, place and business of such a meeting is given to each member at her own address.

## **11. AUDIT**

- 11.1 Each Annual General Meeting shall appoint an auditor who shall be a qualified accountant who does not hold any office in the College.
- 11.2 The duty of the auditor shall be to conduct an audit of the accounts of the College in accordance with current accepted auditing procedures.
- 11.3 One copy of the audited accounts shall be supplied to each financial member upon request and one copy shall be forwarded to the National Board, and the Registrar of Incorporated Societies.
- 11.4 Payment of expenses notwithstanding any provision in the constitution, the Area Meeting may approve payment of travel expenses and/or a per day allowance, or meet any actual and reasonable expenses incurred by any member of the College attending National Board meetings on behalf of the College.

## **12. QUORUM**

- 12.1 A minimum 7 financial members (as per 7.1, 7.2, 7.3, 7.4)) at the Annual General Meeting; or
- 12.2 At a Special Meeting of the College those members present shall constitute a quorum.

## **13. DECISION MAKING**

- 13.1 Decision making at all meetings of the region shall be by consensus but failing a consensus, decisions shall be made by a simple majority by either show of hands or voices.
- 13.2 Voting for the Chairperson, Deputy Chairperson, Treasurer and Committee shall be by nomination and a show of hands.
- 13.3 In the event of there being only one nominee to fill the vacancy she/he shall be elected unopposed to the vacant position.

## **14. ALTERATION TO THE RULES**

- 14.1 These rules may be altered, added to or rescinded only by resolution of the Annual General Meeting or any Special Meeting of the College for the purpose PROVIDED THAT:
- 14.2 Written notice of any proposed amendment shall be handed to the Chairperson not later than two months prior to the date of the meeting. The Chairperson shall circulate any such proposal in writing, to all members of the College not less than one month prior to the date of the meeting, and further PROVIDED THAT:

14.3 Any such motion shall be required to be carried by a majority of those present.

**15. WINDING UP**

15.1 A simple majority is required to pass and confirm a resolution to wind up.

15.2 On the winding up or dissolution of the College the surplus assets of the College after payment of all liabilities and expenses shall be paid to such charitable organizations within New Zealand as the majority of the members agree.

**This Constitution should be read in conjunction with the constitution of the  
New Zealand College of Midwives INC.**

Amended 1<sup>st</sup>: August AGM 2009

Amended: 26 July 2019 (AGM)