

Motions submitted to the 2023 Annual General Meeting, by the Federation of NZ SeniorNet Societies Inc. (FNZSS) Committee.

The FNZSS Committee is proposing several changes to the FNZSS Constitution, by way of the nine motions outlined in the following pages.

Background

The Federation of NZ SeniorNet Societies Inc. (the Federation) was incorporated in 2006. At the Federation's highpoint, there were over 100 societies serving more than 20,000 seniors. Today there are only 43 societies serving approx. 5,000 members.

The environment the Federation and its Member Societies are now operating in has changed significantly since 2006. For example, the Federation:

- no longer has the membership numbers needed to support or justify its current method of operation,
- is unable to find sufficient members to join the Committee,
- is, due to its diminished size and organisation, unsuccessfully competing with larger organisations for sponsorship/funding dollars. Many of these organisations have paid staff, are centrally managed, and controlled.

The way the Federation is governed was defined in the 2006 Constitution. This was written to reflect the needs of a much larger organisation, the funding environment of the day, and a different membership demographic. A recent review of the role of the Federation highlighted the need to change the way the Federation is governed. The Constitution needs to be updated to reflect the current reality.

A new Constitution for the Federation, compliant with the new Incorporated Societies Act 2022, is required by late 2025. However, the development of the Regulations associated with this Act is still ongoing and will not be available until late September 2023. This means that the earliest a new Constitution could be drafted would likely be mid-2024.

The Committee is of the view, that to ensure the viability of the Federation, changes to the Constitution are urgently needed and must be implemented as soon as possible. This requires changes to the 2006 version of the Constitution be made at the 2023 AGM.

The motions herein, are largely based on the discussion paper "Proposed changes to the Federation", circulated for comment to Member Societies mid-March 2023, and subsequent feedback received by email and at two Zoom meetings which were open to all Member Societies.

The following motions are only focused on those clauses of the current Constitution that the Committee consider need changing now. While other changes could be made to improve the 2006 Constitution, these non-critical improvements can be incorporated into the new version.

This page intentionally blank

Motion 1 That the election of Committee members (Regional Representatives) is:

- a) deferred until any changes to the Constitution approved at the May 2023 annual general meeting (AGM) are notified to, and acknowledged by, the Registrar of Incorporated Societies; and,
- b) undertaken at a special general meeting of the Federation which will be held as soon as practicable following the 2023 AGM and in accordance with the Constitution in place at that time.

Rationale:

Seven Committee positions will be vacant at the 2023 AGM. Under the current Constitution these vacancies must be filled by election at this AGM. When the following points are considered, holding the election at the AGM will result in unnecessary effort and likely confusion:

- The current regions and committee structure do not align with the changes proposed elsewhere in this document. Therefore, should the other motions be approved, implementing those changes will require new elections.
- The Committee anticipates, that under the current structure, it will continue to be difficult to find people prepared to stand for these seven vacant positions. It is worth noting that two of the current committee positions have been vacant for more than 12 months, one has been vacant since late 2022. At least one of the current Committee has advised they will not be standing for re-election in 2023.

The current Committee members have all agreed to continue in office until the proposed special general election referred to in point b) above. At which time all current committee members will resign their current positions and may stand for election under the revised structure.

Motion 2 That clause 5.1 of the Constitution be amended, as follows:

Current	Proposed
<p>5.1 Management of the Federation shall be vested in a Management Committee comprising the following persons:</p> <p>a) Eight Committee Members.</p> <p>b) The Committee members shall appoint at its first meeting a Chairperson, Vice Chairperson, Secretary and Treasurer, for such term and upon such conditions as it may approve. The Secretary and Treasurer need not be members of any SeniorNet Society, but could be paid or contracted officers.</p> <p>c) The Committee shall have the power from time to time to co-opt to the Committee financial members of Member Societies (who shall hold office until the next Annual General Meeting) and to appoint sub-committees.</p>	<p>Management of the Federation shall be vested in a Management Committee comprising the following persons:</p> <p>a) A Chairperson</p> <p>b) Four Committee Members.</p> <p>c) The Committee members shall appoint at its first meeting a Vice Chairperson, Secretary and Treasurer, for such term and upon such conditions as it may approve.</p> <p>d) The Secretary and Treasurer need not be Members of a Member Society but could be paid or contracted officers. They will not hold voting rights on the Committee.</p> <p>e) The Committee shall have the power from time to time to co-opt to the Committee, Members of a Member Society (who shall hold office until the next Annual General Meeting). A co-opted Member shall only have voting rights at the discretion of the Committee.</p> <p>f) The Committee shall have the power from time to time appoint sub-committees to provide recommendations to the Committee.</p>

Rationale: A lower membership base and fewer people willing to be on the Committee means that it has become extremely difficult to fill these positions and/or find people with the skills and experience to be on the Committee. The Committee is currently operating with only five members and received no nominations for the Waikato or Top of The South regions in 2022.

This change aligns this clause with the proposed change to reduce the number of Regions from eight to four.

Motion 3 That the clause 5.2 of the current Constitution be amended as follows:

Current	Proposed
5.2 A Committee Member must at all times be a financial member of one of the Member Societies in one of the regions set out in clause 6.2 hereof.	A Committee Member must be a current Member of a Member Society.

Rationale: Many of the Member Societies no longer charge a membership fee. Which raises the question what constitutes “...financial membership...”. An alternative definition of membership, not based on money, is needed. The term “Member of a Member Society” would be defined in the definitions section of the Constitution as:

“Member of a Member Society” means a person who has satisfied the requirements of formal membership of a Member Society, as defined in that Member Society’s Constitution or Rules.

This change also simplifies the clause.

Motion 4 That the clause 5.4 of the current Constitution be amended as follows:

Current	Proposed
5.4 Each Committee meeting shall have not less than five (5) committee members to form a quorum, either present in person, or joining in an electronic conference.	Each Committee meeting shall have not less than four (4) committee members, including the Chairperson to form a quorum, either present in person, or joining in an electronic conference.

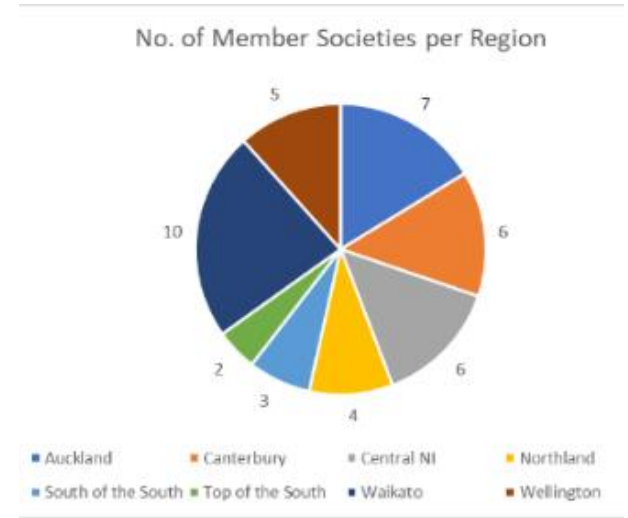
Rationale: If the motion to reduce the Committee from eight to four regional Representatives, plus the chairperson, is passed under the 2006 Constitution a quorum would require the full Committee and Chairperson to be in attendance. This is impractical and likely to negatively impact on the business of the Committee.

Motion 5 That clause 6.2 of the Constitution be amended, as follows:

Current	Proposed
<p>6.2 The delegates from the Member Societies in the following regions shall as groups each elect one representative to the Committee:</p> <ul style="list-style-type: none"> a) One from the Northland region b) One from the Auckland region c) One from the Waikato region d) One from the Central North Island region e) One from the Wellington region f) One from the top of the South Island region g) One from the Canterbury region h) One from the Otago Southland region 	<p>The delegates from the Member Societies in the following regions shall as groups each elect one Regional Representative to the Committee:</p> <ul style="list-style-type: none"> a) Upper North Island b) Waikato region c) Lower North Island d) South Island.

Rationale: Eight regions made sense when there was 100+ Societies. As a result of the significant reduction in Societies across NZ, there is now a significant imbalance in the number of Members Societies in each region, as shown in the pie chart.

The current Northland and Auckland regions would be merged to become the Upper North Island region. The current Central North Island and Wellington regions would be merged to become the Lower North Island region. The three current South Island regions will be merged to become the South Island region. Except for the Central North Island which would have 10 Member Societies, the proposed regions would have 11 Member Societies each.



Motion 6 That clause 6.4 of the Constitution be amended, as follows:

<p>6.4 Each region shall be defined so as to contain approximately one eighth of the total financial membership of all the Member Societies.</p>	<p>The Committee shall determine the boundaries of each region, and the allocation of Member Societies into a region, giving due consideration to:</p> <ul style="list-style-type: none"> a) Ensuring, where possible, an even allocation of Member Societies to regions b) The number of Member Societies within each region, c) The geographical spread of the Member Societies within a region d) Geological features that would impede effective representation within a region. <p>The Committee shall review region boundaries and the allocation of Member Societies to each region, no less than every three years and adjusting boundaries as required.</p>
--	--

Rationale: The number of members in a Member Society has no bearing on the voting power or the workload of the Regional Representatives, as they are only dealing with the Member Society committees. The factors listed in the proposed change have a far greater impact on the effective definition of a region.

Given the recent propensity for Member Societies across NZ to close, it is important the impact of this on the size/membership of the regions is regularly reviewed.

Motion 7 That clause 8 of the current Constitution be amended as follows:

Current	Proposed
<p>8.1 Nominations for membership of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing by a Member Society. The completed nomination must be delivered to the Secretary. Nominations shall close at 5pm fourteen days before the Annual General Meeting. The Secretary shall advise Member Societies of all nominations at least ten days before the Annual General Meeting.</p>	<p>Regions must have elected their Federation Committee member (Regional Representative) and have advised the Secretary of the result of the election no later than 5pm, five days before the Annual General Meeting.</p> <p>Regional elections for Committee members shall be carried out in accordance with the Guidelines defined by the Committee.</p>
	<p>New sub-clause: Nominations for Chairperson shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing by a Member Society. The completed nomination must be delivered to the Secretary no later than 5pm fourteen days before the Annual General Meeting. The Secretary shall advise Member Societies of all nominations at least ten days before the Annual General Meeting.</p>
	<p>New sub-clause: All retiring members of the Committee and the Chairperson shall be eligible for re-election.</p>

Rationale: The 2006 Constitution is unclear about the role of the regions have in selecting the person that will be their Regional Representative/Committee member Clause 8.1 implies that the AGM votes for the Representatives which overrides rights of the Member Societies in each region. As these people represent their region and assuming due process has been followed, it should only be the region that elects them.

The AGMs role should only be to confirm that a fair, correct and proper process has been followed by the Regions.

Clause 8.1 provides insufficient guidance about how elections should be conducted. This results in inconsistencies and confusion across The Federation, i.e., who does what and when? The Federation should define guidelines that give structure and probity to the

election process, and to define the timetable of actions that must be followed.

The current method of electing the Chair from the pool of Regional Representatives means that the Chair is often performing two demanding roles, e.g., the current Chair is also the South of the South Rep. This can create an unreasonable workload for a volunteer which creates a further disincentive for people to participate in the Committee. The Chair may also be seen as having split loyalty/conflict between their own region and the needs to the Federation.

The Chairperson is not aligned to a single region and, under proposed changes, would be elected by the AGM.

Motion 8 That the clauses 20.1 and 20.2 of the current Constitution be amended as follows:

Current	Proposed
20.1 Any Payment made by the Federation above a value of twenty dollars must be by Cheque or electronic transfer	Any Payment made by the Federation above a value of twenty dollars must be by electronic transfer.
20.2 All Cheques must be signed by two of the Chairman, Deputy Chairman and nominated Committee members. The nominated persons (not exceeding two) must be approved at a Federation Meeting.	All Payments must be digitally approved by two of the Chairperson, Vice Chairperson and nominated Committee members. The nominated persons (not exceeding two) must be approved at a Federation Meeting.

Rationale: Cheques are no longer used in NZ. All payments are now made via internet banking. Deputy Chairman was changed to Vice Chairperson to remain consistent with the rest of the Constitution.

Motion 9 That clause 29 of the current Constitution be amended as follows: (changes are highlighted)

Current	Proposed
<p>29.1 In these Rules:</p> <p>a) "Cheque" means a personal cheque or a bank cheque.</p> <p>b) "Committee" means the Management Committee of the Federation.</p> <p>c) "Committee Meeting" means a meeting of the Management Committee.</p> <p>d) "Committee Member" means any Member who is on the Management Committee.</p> <p>e) "Executive" means the Chairperson, Secretary and Treasurer of the Federation</p> <p>f) "Majority" means a vote made by more than half of the delegates who are present in person or are represented by a proxy at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.</p> <p>g) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Management Committee Meeting.</p> <p>h) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Federation.</p> <p>i) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.</p>	<p>In these Rules:</p> <p>a) "Committee" means the Management Committee of the Federation.</p> <p>b) "Committee Meeting" means a meeting of the Management Committee.</p> <p>c) "Committee Member" means any Member who is on the Management Committee, including the Chairperson.</p> <p>d) "Executive" means the Chairperson, Secretary and Treasurer of the Federation.</p> <p>e) "Federation Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Management Committee Meeting.</p> <p>f) "Guidelines" are defined by the Committee to give effect to and are consistent with the Rules of the Federation.</p> <p>g) "Majority" means a vote made by more than half of the delegates who are present in person or are represented by a proxy at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.</p> <p>h) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Management Committee Meeting.</p> <p>i) "Member" means a SeniorNet Society that has joined the Federation.</p>

Current	Proposed
<p>j) "Rules" means these rules, being the Constitution and Rules of the Federation.</p> <p>k) "Federation Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Management Committee Meeting.</p> <p>l) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.</p> <p>m) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.</p> <p>n) "Member" means a SeniorNet Society that has joined the Federation.</p> <p>o) "Member Society" means Member.</p>	<p>j) "Member Of A Member Society" means a person who has satisfied the requirements of formal membership of a Member Society, as defined in that Member Society's Constitution or Rules.</p> <p>k) "Member Society" means Member.</p> <p>l) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Federation.</p> <p>m) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender.</p> <p>n) "Regional Representative" is the Member elected by the Member Societies within a Region. A Regional Representative is a Committee Member.</p> <p>o) "Rules" means these rules, being the Constitution and Rules of the Federation.</p> <p>p) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.</p> <p>q) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.</p>

Rationale: Several definitions have been updated or added to align with the other proposed changes to the Constitution. Reference to Cheques which are no longer applicable, have been removed.