



CONSTITUTION OF INCORPORATED

1. Name

The name of the Society is Rainbow Youth Incorporated (hereafter “the Society”)

2. Terms (Interpretation)

- a) “Executive Board” - will refer to that defined under section 9 below.
- b) “General Meeting” - will refer to any AGM or SGM, but does not refer to Board meetings.
- c) “SGM” - Special General Meeting
- d) “AGM” - Annual General Meeting
- e) “Youth” - those aged 27 years and under
- f) “General Business” - any meeting items to be discussed and/or voted on, brought by any full member of the society, unless otherwise stipulated in this constitution.
- g) "Officeholder" refers to any of the positions of: Co-Chairperson, Secretary, and Treasurer

3. Purpose

- a) The purpose of the Society shall always be charitable and for the advancement of queer and trans* 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 trans* youth and their friends, families, and whānau.
- b) Actively aiding the mental well being of queer and trans* youth and their friends, families, and whānau.



- c) Educating the general public about the issues faced by queer and trans* youth and their friends, families, and whānau.
- d) Increasing the awareness of services available to queer and trans* 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 employees
- 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 any of the Society's aims
- e) Sell, exchange, let on 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 twenty-seven (27) years and under, who supports the purposes and aims of Rainbow Youth.
 - (ii) Affords voting and speaking rights at any General Meeting
 - (iii) Affords one single vote on every motion at any General Meeting
 - (iv) Rainbow Youth staff members are unable to hold Full Membership during employment, 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:
 - a. Rainbow Youth Executive Advisors
 - b. Rainbow Youth Staff
- 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
 - (iii) Affords speaking rights of above mentioned representative at any General Meeting, but no voting rights
- e) Lifetime membership:
- (i) Is an honorary affiliation, 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 deem what constitutes significant 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) They have been expelled, under section 8, at any time prior
- (iii) They have acted in 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, applicants 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 board have the power of discretion to whether or not a statement is needed by Community Membership applicant during their application.
- (iii) Applicants should include a copy of its rules and/or constitution in its application
- (iv) Applicants must provide their group or organisation's name, email address, physical and/or postal address, and the name, and email address and/or physical address of their nominated representative.



(v) Applicants 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 of its appointed agent(s)

b) The Executive Board has the right to suspend or expel any member when:

(i) The member has committed one or more of the following:

a. Acted contrary to the purpose and aims of the Society

b. Acted in a significantly offensive manner, as deemed 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 liability incurred prior to their ceasing to be a member

d) Full members who cease to be eligible for full membership because they reach the age of 28 automatically become Associate members



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 ten (10), who will be known as “Executive Board Members”, one of whom must act as the Māori and Pacific community representative, and one of whom must act as the trans* community representative,
 - (ii) Executive Board members will be elected at the AGM or an SGM as required
 - (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 officeholder positions of Co-Chairperson (x2), Secretary, and Treasurer will be elected by the new Executive Board. Each board member will have one vote. The results of an indicative vote by the membership at the AGM will count for one vote, when the Executive Board are electing officeholders. Officer holder positions will be selected by simple majority vote. If the Executive Board are unable to come to a decision within one and a half (1.5) months following the general meeting the officeholder positions will be decided based solely on the indicative vote of that general meeting where the board were elected.
 - (vi) Unless otherwise removed or resigned, Executive Board members will hold office until the following AGM, at which point they must step down from their position.
 - (vii) There is no limit to the number of times a person may be elected to the Executive Board
 - (viii) A person can no longer be both a facilitator and board member, as board members manage staff while facilitators need to be managed by the staff. There is therefore a conflict if both positions are held.
- 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 Board meetings
- (v) Unless otherwise removed or resigned, Executive Advisors will hold their position until the following 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 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 or Executive Advisor may be expelled from their position by a 2/3rd majority vote of the Executive Board.
- (iii) If a board member resigns or is expelled less than six (6) months from the AGM at which they were elected, an SGM must be held to replace them.
- (iv) If a board member resigns or is expelled more than six (6) months from the AGM at which they were elected, the Executive Board may select a suitable replacement. If a replacement is not found within two (2) months, a SGM must be held to fill the vacancy.
- (v) If the Co-Chairpersons, Secretary or Treasurer resigns or is expelled from their officeholder position, the Executive Board may choose, by 2/3rd majority vote, any Executive Board Member to fill the vacant position. If the Executive Board are unable to choose a replacement within one (1) month of the resignation or expulsion, a SGM must be held within one and a half (1.5) months to elect a replacement.

10. Powers of Management

- a) The Executive Board shall have the power to deal with all matters that arise in relation to the aims of the Society and all matters arising out of these constitutional rules, 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 at any time
- d) Nothing herein shall be construed as to permit any member, person, or organisation from deriving private, personal or pecuniary profit from the operations of the Society apart from fair and reasonable payments for services performed
- e) The Executive Board must act in the best interests and in good faith of the organisation
- f) Powers and responsibilities of the office holders include, but are not limited to the following:
 - (i) Co-Chairperson (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
 - (iii) 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
 - (iv) Treasurer
 - a. Ensuring a true and accurate record of the funds and assets of the Society are kept
 - b. Preparation of financial reports for 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)
- 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

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 succession without apologies they will be automatically expelled from the Executive Board. If an Executive Board member gives apologies for three successive Executive Board meetings the Executive Board must discuss that Executive Board members continued commitment to the Society, and the Executive Board member may be asked to resign or may be expelled, in adherence to section 9(d) of the constitution
- c) The Co-Chairpersons will facilitate each Board meeting. In the absence of both Co-Chairpersons, the Secretary or another Executive Board member nominated prior will facilitate the meeting.
- d) Quorum for Executive Board meetings shall consist of five (5) Executive Board members of whom at least two (2) must identify differently, with regards to gender or sexual identity, than the remained of those board members making up quorum. This is to help ensure diverse representation in decision making. If 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.
- 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 members 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) Decision's 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. Decision's requiring a motion to be passed include, but are not limited to:
 - (i) Decisions to spend money
 - (ii) Entering into any legal contracts, including employment
 - (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) The Chairperson will put forward a motion to accept the minutes of the previous meeting as a true and correct record, at the start of each meeting

12. Annual General Meeting

- a) The Society must hold an Annual General Meeting within three (3) months of the end of the financial year
- b) The general process of the AGM, in order, will be:
 - (i) Consideration of the Annual Financial Report
 - (ii) Selection of up to three (3) non-voting meeting attendees to count votes



- (iii) Voting on changes to the Constitution, if any have been proposed, following the guidelines of section 14
 - (iv) Current Executive Board step down
 - (v) Election of the Executive Board for the next term by secret ballot
 - (vi) Indicative vote for the officer positions: Co-Chairperson (x2), Secretary, and Treasurer; from the elected Executive Board members
 - (vii) General Business
- 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 these rules, 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 general meeting. Every motion shall be moved by one full member and seconded by another full member
- e) Quorum for the AGM will comprise at least 16 full members of the Society, where those 16 have diverse sexualities and gender identities that are reflective of our membership and our community.
- f) The AGM shall be facilitated by a 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) Executive board members shall be elected by a secret ballot at each annual general meeting. Votes shall be counted by nominated nonvoting attendees as set out in clause 12b(ii). The process for the election of the board shall be as follows:
- 1) Election of Māori and Pacific community representative and trans* community representative, starting with the position for which there are fewer nominees
 - 2) Election of eight Executive Board Members
 - 3) Indicative vote for officeholder positions



- i) In the event of a tie vote, an additional vote will be performed to resolve the tie. If then a tie vote still exists the chair of the meeting shall have the casting vote, and that decision will be final
- j) Copies of the minutes of meetings will be held at the offices of the Society, and be available to any member of the public
- k) Prospective 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 ten applications have been received, nominations may be taken from the floor if deemed appropriate.
- j) Proxy nominations and acceptances will be automatically accepted at an AGM if presented in writing.

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 decision of the Executive Board
- l) The process of the SGM, in order, will be:
 - (i) Selection of up to three (3) non-voting meeting attendees to count votes
 - (ii) Voting on any changes to the Constitution, if any have been proposed, following the guidelines of section 14
 - (iii) General Business
- b) 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
- c) 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.



- d) 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
- e) Quorum for the SGM will comprise at least 16 full members of the Society, of which four (4) must identify as male and four (4) must identify as female
- f) The SGM shall be facilitated by the SGM chairperson chosen by the Executive Board, prior to the SGM
- g) Members present shall have rights to vote as detailed in section 6
- h) Voting shall occur by secret ballot and be counted by non-voting meeting delegates decided at the SGM
- i) In the event of a tie vote, an additional vote will be performed to resolve the tie. If then a tie vote still exists the chair of the meeting shall have the casting vote, and that decision will be final
- j) Copies of the minutes of meetings will be held at the offices of the Society, and be available to any member of the public
- k) Proxy nominations and acceptance of nominations by proxy will be valid if evidence produced in writing to the SGM

14. Alteration of Constitution

- a) Any part of the 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
- c) The Society shall appoint at least four (4) signatories, of which three (3) are office holders and one (1) being a staff member, to operate the Society's accounts. All transactions on the Society's accounts shall require two signatories
- d) The Society may invest and re-invest 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 are 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 arms 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 members of the Executive Board
- 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 these rules, the Executive Board shall be empowered to make decisions as it deems reasonable

- b) The Society shall have the sole authority to interpret these rules. 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.