

**CONSTITUTION AS AMENDED AND ADOPTED AT CID AGM 16 November 2017**

**1 NAME**

The name of the organisation shall be the Council for International Development Incorporated of Aotearoa New Zealand/Te Kaunihera mo te Whakapakari Ao Whanui o Aotearoa, under the Incorporated Societies Act, 1908.

**2 DESCRIPTION**

The Council for International Development of Aotearoa/New Zealand (CID) is the national umbrella agency of international non-governmental organisations based in Aotearoa/New Zealand and involved in international aid and development.

**3 OBJECTIVES**

The objectives of CID are:

- 3.1 To seek and promote greater consultation and cooperation on development and humanitarian programmes and concerns between the government, its ministries and non-government organisations involved in overseas aid and development assistance.
- 3.2 To work for an increase in the quality, quantity and understanding of Aotearoa New Zealand's overseas aid, humanitarian and development assistance.
- 3.3 To carry out research on development and humanitarian issues.
- 3.4 To undertake well-researched advocacy on international development and social justice issues.
- 3.5 To promote sustainable development and poverty eradication so that people everywhere can realise their potential.
- 3.6 To support members' compliance with the CID Code of Conduct through a Standing Committee of CID known as the Code of Conduct Committee (CCC).
- 3.7 To promote development education in order to achieve among all people of Aotearoa New Zealand a greater awareness and understanding of, and commitment to, the principles of development.
- 3.8 To strengthen national and international links with organisations actively involved in development and humanitarian issues.
- 3.9 To facilitate the co-ordination of emergency relief assistance activities through a standing committee of CID known as the NGO Disaster Relief Forum (NDRF).

## 4 GOVERNANCE

- 4.1 A general meeting of CID members is the ultimate governing body of the organisation and may delegate to an elected Board its powers and functions other than the requirements of this Constitution that are reserved to the general meeting of members.
- 4.2 To advance its objectives the general meeting of members may exercise or delegate the following powers in addition to all the powers conferred by law:
  - 4.2.1 To acquire by all lawful means income and property, granted or donated and vested in CID solely for the promotion and carrying out of the objectives of CID;
  - 4.2.2 To deal with every kind of property, including real and intellectual property;
  - 4.2.3 To apply the funds of CID in furthering its objectives and to invest such funds in any manner authorized by the Board;
  - 4.2.4 To employ such staff or contract such professional services as the Board shall think desirable;
  - 4.2.5 To set the annual membership subscription; and
  - 4.2.6 To carry out such powers and functions that may be deemed necessary for the advancement of the objectives of CID.
- 4.3 Elections for a Board are held at the Annual General Meeting of CID:
  - 4.3.1 Board members are elected for a period of two years and may be re-elected after that time for up to three consecutive terms;
  - 4.3.2 A Board member who has served three consecutive terms may stand again for election after standing down for two years;
  - 4.3.3 The Chairperson, Deputy Chairperson and Treasurer will be elected by the Board at its first meeting;
  - 4.3.4 The Board shall have up to eight elected members from the CID membership;
    - 4.3.4.a In addition the Board may co-opt or terminate the co-option of up to two (2) additional members, reviewed annually, from internal and/or external to the membership.
    - 4.3.4.b At all times at least 60 per cent (%) of the total Board shall be elected staff or governance members of CID.
  - 4.3.5 No CID member may have more than one elected staff or governance member as a Board member except for the chair of the NDRF and the chair of the CCC;
  - 4.3.6 The Director shall act as secretary to CID and to the Board but may not vote;
  - 4.3.7 The officers of CID shall be the Chairperson, Deputy Chairperson, Treasurer and Director;

- 4.3.8 If a Board member resigns during their elected term, the Board shall determine if an election is necessary, and if so, will call for nominations and conduct a postal or email ballot amongst CID members;
- 4.3.9 The Board may co-opt individuals to serve on committees; and
- 4.3.10 Committees are responsible to the Board and may be required to report to the Annual General Meeting or any other general meeting of members.

## 5 POWERS AND FUNCTIONS OF THE BOARD

The Board shall exercise all the powers as delegated by the members in a general meeting, apart from those that are reserved by the Constitution to the members in a general meeting:

- 5.1 Develop the strategic plan for approval at an Annual General Meeting of members.
- 5.2 Monitor the work and responsibility of the Director in carrying out the strategic plan.
- 5.3 Recruit and appoint the Director.
- 5.4 Approve the annual budget and grant applications to Government or other funding sources.
- 5.5 Monitor regularly the financial affairs of CID and ensure that the annual audited accounts are available within three months of the end of the financial year for inclusion with the Annual Report to the AGM. The financial year shall be concurrent with the financial year of the Government.
- 5.6 Ensure the objectives of CID and its Code of Conduct are implemented and adhered to in conjunction with the Code of Conduct Committee.
- 5.7 To manage relationships with relevant government agencies with respect to the CID Code of Conduct.
- 5.8 Decide all matters arising in relation to the administration of CID not specifically delegated to committees or the Director.
- 5.9 Set the date for the Annual General Meeting.
- 5.10 Quorums for Board meetings shall be 50% of its members, in person.

## 6 MEMBERSHIP

- 6.1 There shall be three classes of membership:
  - a. **Full membership**, for organisations that are incorporated societies, charitable trusts or not-for-profit companies with charitable status that have been in existence for at least 3 years. They must be working in one or more of the following areas: international development, humanitarian programmes, development education and/or advocacy on international development issues. These activities must be in accordance with the values as expressed in the CID Code of Conduct. Members current at October 2014 will need to become Code

signatories by the 2018 AGM to remain members of CID unless, under exceptional circumstances, an extension is granted by the Code of Conduct Committee.

**b. Associate membership** shall be offered to any organisation that is deemed by the Board to be ineligible for full membership since it does not meet all of the above criteria. The organisation's activities must be consistent with and supportive of the principles and objectives of CID.

6.1.1 Associate members may attend CID meetings but have no voting rights.

6.1.2 Associate members are not eligible for election or co-option to the Board but may be invited to participate in subcommittees.

6.1.3 Associate members are eligible to receive information sent to members.

6.2 An individual person may be nominated for **Honorary Life Membership** of CID. Such nominations, made in writing by two CID members to the Board, must be approved by the Board and are awarded at the next Annual General Meeting following the nomination. Honorary Life Members have full speaking and participation rights at CID meetings, but are not entitled to vote at CID meetings or to stand for election to the Board.

6.3 If a New Zealand based organisation has branches within New Zealand, then only the national body, which should have a national governance structure, is eligible for CID membership. Branch members may participate in CID activities through their affiliation to the national body.

6.4 The process for granting membership of CID is:

6.4.1 The organisation submits a completed application form, along with its constitution, its most recent annual report, audited financial statements and a brief written account of their activities if these are not detailed in the annual report.

6.4.2 CID members are advised at least 4 weeks before the next Board meeting of the details of the application and any application information will be provided on request. CID members are invited to provide any written comments to the CID Director at least 24 hours before the Board meeting that considers the application.

6.4.3 The Board considers the application and any comments from members, and then grants or declines membership or requests further information.

6.4.4 The membership application must be approved by at least 75% of the Board.

6.4.5 The Board shall report on the status of membership through the annual report.

6.4.6 Both full and associate members are required to pay an annual subscription as set by the Board.

6.4.7 A new member must become a signatory to the CID Code of Conduct within two years of being granted full membership unless, under exceptional circumstances, an extension is granted by the Code of Conduct Committee.

## **6.5 Supporters of CID**

Individuals or organisations that agree with and support the objectives of CID and are not eligible for membership but who wish to lend their financial support to CID may be accepted by the Board as 'Supporters of CID'.

- 6.5.1 Supporters of CID shall pay an annual supporter's contribution at a level set by the Board.
- 6.5.2 Supporters may attend CID meetings but have no voting rights.
- 6.5.3 Supporters are not eligible for election or co-option to the Board.
- 6.5.4 Supporters are eligible to receive information sent to members.

## **c. TERMINATION OF MEMBERSHIP**

Membership shall be terminated:

- 7.1 Following written notification of the acceptance of their resignation to the Board.
- 7.2 By failure to pay their annual subscription, within nine months of the first notification of renewal, or by the end of the financial year, whichever comes first.
- 7.3 By a serious breach of the CID Code of Conduct as determined through the Code complaints procedures on the recommendation of the Code of Conduct Committee.
- 7.4 In cases of an alleged serious breach of the Code of Conduct, the following procedures based on provisions of natural justice and good practice will be observed:
  - 7.4.1 All complainants will follow the Code complaints procedures that are publically available and set out on the CID website for lodging a complaint.
  - 7.4.2 CID will action the complaint as per the provisions for handling Code complaints.
  - 7.4.3 A final decision to terminate membership will be taken by the Board on the recommendation of the Code of Conduct Committee.
- 7.5 Organisations who have had their membership terminated may subsequently re-apply for membership following the process for granting membership as detailed in this Constitution.

## **d. MEETINGS OF MEMBERS**

- 8.1 An Annual General Meeting (AGM) of members shall be held to receive the reports of the Board and Director, receive the report of the Code of Conduct Committee, approve the annual audited accounts, review or approve the strategic plan and consider any other business as CID shall from time to time determine.
- 8.2 Notices of motion and relevant documentation for agenda items, including call for nominations for the Board (when relevant) reports, policy papers, accounts, shall have been distributed to member agencies at least four weeks beforehand.

- 8.3 A Special General Meeting of members may be called through written notification to the Chair of the Board by one third of the member organisations or by a majority of members of the Board.
- 8.4 Notice for a general meeting shall be at least four weeks.
- 8.5 Quorums for all the above general meetings shall be 25% of member organisations that are paid-up members at the time of the meeting and represented by personal representative or pre-arranged proxy.
- 8.6 Proxy forms for general meetings shall be submitted to the Director prior to the commencement of the meeting, and notification must have the signature of the designated proxy.
- 8.7 Except where stated in this Constitution, decisions at general meetings of members shall be by consensus or, if by vote, by simple majority of members present (including those voting at any general meeting by pre-arranged proxy). Any member may call for a vote.
- 8.8 Each member shall have one vote when a vote is taken.

**e. PRIVATE PECUNIARY PROFIT**

- 9.1 Any income, benefit, or advantage must be used to advance the charitable purposes of CID.
- 9.2 No member of CID, or anyone associated with a member, is allowed to take part in, or influence any decision made by CID in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 9.3 Any payments made to a member of CID, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

**f. CHANGES TO THE CONSTITUTION**

- 10.1 These must be circulated to all member organisations at least six weeks before the relevant meeting.
- 10.2 The number of votes required to approve such change shall be two thirds of the member agencies present at the meeting that are financial at the time of the meeting (including those voting by pre-arranged proxy).
- 10.3 No amendment or addition to the existing rules, or adoption of new rules shall be approved which would affect the charitable status of CID.

**g. COMMON SEAL**

The Common Seal of CID, and its uses, shall be the responsibility of the Board. Any two of the Officers may sign in accordance with Board decision.

## **h. DISSOLUTION**

- 12.1 Any decision to dissolve CID must be taken by a general meeting of Members, agreed to by a majority of members present, and in a manner consistent with the Incorporated Societies Act, 1908.
- 12.2 Upon agreement to such dissolution of CID, being a charitable organisation in Aotearoa New Zealand, and after payment of all expenses and liabilities, the relevant assets and funds shall be disbursed subject to the requirements of the Government, and in consultation with donors of all earmarked funds held. Remaining assets and funds held may be disbursed to other charitable organisations within Aotearoa New Zealand, with similar purposes, or to the work of member agencies having exclusively charitable purposes, as a majority of members at a general meeting of CID members may determine.

## **i. REGULATIONS**

The Board may make, amend or rescind any by-laws or regulations not inconsistent with this constitution, to attain or facilitate the Objectives of CID.

## **j. INCORPORATION**

CID has been incorporated under and in compliance with, the Incorporated Societies Act, 1908, and the provisions of the rules of the Act are deemed to be incorporated therein.

## **k. NGO DISASTER RELIEF FORUM**

- 15.1 The NGO Disaster Relief Forum (NDRF) is a Standing Committee of the Council for International Development.
- 15.2 The NDRF aims to provide Aotearoa New Zealand NGOs with a forum for co-operation and shared learning for best practice in international humanitarian assistance, as well as present a collective civil society voice on humanitarian issues.
- 15.3 Membership of CID does not mean automatic membership of NDRF.
- 15.4 NDRF members must be members of CID.
- 15.5 NDRF membership will also be open to non-CID organisations with the status of observers as detailed in the NDRF terms of reference.
- 15.6 Each NDRF member will be a signatory to the Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Response Programmes.
- 15.7 The positions of NDRF Chair and Deputy Chair will be elected biennially according to procedures established by the NDRF.
- 15.8 The term of the Chairperson and Deputy Chairperson shall be for a period of two years and either office-holder may be re-elected for one further consecutive term before his her organisation must stand down from that position for at least two years.

- 15.9 The NDRF Chair will attend meetings of the CID Board when possible if not an elected member of the Board.
- 15.10 The Chairperson of the Board shall not be the Chair of NDRF concurrently.
- 15.11 NDRF members will pay an annual membership fee in addition to the CID membership fee if applicable.
- 15.12 The Director of CID will arrange for the servicing of NDRF.
- 15.13 The Chair of NDRF shall report in writing to each CID Board meeting and to the AGM.
- 15.14 The NDRF will set objectives, terms of reference and an annual work plan that advances the aim of the NDRF and in a manner that is consistent with the objectives of CID.

## **16 CODE OF CONDUCT COMMITTEE**

- 16.1 The Code of Conduct Committee (CCC) is a Standing Committee of the Council for International Development.
- 16.2 The aims of the CCC are to provide assurance to CID members and their partners that the Code of Conduct is being implemented effectively, to consider matters of Code compliance and to ensure that complaints in relation to the Code of Conduct are examined promptly and fairly.
- 16.3 The CCC shall comprise an Independent Chair, three member representatives and a special expert.
- 16.4 The member representatives will be nominated by members and elected at the AGM and will represent the membership at large, not their nominating organisations.
- 16.5 Persons eligible for election as member representatives are current staff or board members, or ex-staff or ex-board members of CID member organisations who have ended their position with their organisation within the past 12 months.
- 16.6 Sitting member representatives who leave the member organisation during their Code of Conduct Committee term may complete their term with the approval of the CID Board.
- 16.7 The position of Independent Chair will be confirmed by the Board upon recommendation by the CID Director.
- 16.8 The position of special expert will be confirmed by the Board upon recommendation by the CID Director.
- 16.9 The terms for the Independent Chair and the special expert will each be for a 3-year term with the option of re-appointment for a further two years.
- 16.10 The terms for the member representatives will be for two years and they may be re-elected for one further 2-year term.
- 16.11 The Deputy Chair will be elected from amongst the three member representatives according to procedures established by the CCC.



- 16.12 If a member representative of the CCC resigns during the elected term, the Board shall determine if an election or new appointment is necessary, and if so, will call for nominations and conduct a postal or email ballot amongst CID members.
- 16.13 The CCC Chair will attend meetings of the CID Board whenever possible.
- 16.14 The Chairperson of the Board shall not be the Chair of CCC concurrently.
- 16.15 The Director of CID will arrange for the servicing of the CCC.
- 16.16 The Chair of CCC shall report in writing to each CID Board meeting and to the AGM.
- 16.17 The CCC will set objectives, terms of reference and an annual work plan that advances the aim of the CCC and in a manner that is consistent with the objectives of CID.