

**CONSTITUTION
Of
REFUGEE SERVICES AOTEAROA NEW ZEALAND
INCORPORATED**

In this Constitution the terms “refugee” and “refugees” refer to those people defined as refugees by the United Nations High Commissioner for Refugees and accepted by the New Zealand Government for resettlement in New Zealand, and their families. Refer to the United Nations High Commission for Refugees (UNHCR) for definition.

1. NAME AND INCORPORATION OF SOCIETY

The name of this Society is **Refugee Services Aotearoa New Zealand Incorporated**.

Refugee Services Aotearoa New Zealand is incorporated under the Incorporated Societies Act 1908.

2. REGISTERED OFFICE

The Registered Office of Refugee Services Aotearoa New Zealand (“Refugee Services Aotearoa New Zealand”) shall be at Level 3, 4 Bond Street, Wellington or such offices as the Board may from time to time determine.

3. VISION AND PURPOSE

3.1. The vision is: ‘Refugees achieving their full potential and contributing within an inclusive society’.

3.2. The purpose is: ‘Working for durable solutions for refugees’.

4. OBJECTS

In partnership and consultation with Iwi according to the principles of the Treaty of Waitangi, Refugee Services Aotearoa New Zealand is committed to the following Objects:

4.1. To work collaboratively and in partnership with New Zealanders from refugee backgrounds, refugee communities, receiving communities, relevant government agencies, UNHCR and other organisations to achieve the vision and purpose of Refugee Services Aotearoa New Zealand.

4.2. To assist New Zealanders from refugee backgrounds towards full social and economic participation within their new multi-cultural society of Aotearoa New Zealand. The primary focus of such services will be those refugees identified in Refugee Services Aotearoa New

Zealand contracts with Government.

4.3. To foster a spirit of mutual understanding, acceptance and support in New Zealand's receiving communities.

4.4. To influence the development and implementation of improved refugee resettlement policies both national and international.

4.5. To carry out other charitable activities consistent with the Objects of the Society.

5. ACHIEVEMENT OF OBJECTS

In order to achieve these Objects Refugee Services Aotearoa New Zealand will:

5.1. Provide a range of quality services designed to assist in the successful resettlement of refugees. The primary focus of services will be those refugees identified in Refugee Services Aotearoa New Zealand contracts with Government.

5.2. Give effect to the New Zealand Government's international humanitarian commitment to accept an annual quota of UNHCR mandated refugees.

5.3. Ensure the programmes and activities of Refugee Services Aotearoa New Zealand reflect the shared ideas, issues and concerns expressed by New Zealanders from refugee backgrounds.

5.4. Work with a strengths-based and collaborative approach (across relevant agencies) which focuses on achieving independence and full potential for New Zealanders from refugee backgrounds.

5.5. Promote public awareness, mutual understanding, and inclusiveness by forging links and connections between New Zealanders from refugee backgrounds and the wider Aotearoa New Zealand community.

5.6. Actively contribute to the development and implementation of improved refugee resettlement policies both national and international.

5.7. Build strong, active and effective working relationships with other agencies working with New Zealanders from refugee backgrounds, and from Iwi and their community development groups.

5.8. Promote, foster and develop the involvement and support of volunteers to assist Refugee Services Aotearoa New Zealand in the fulfilment of its objectives.

6. POWERS

To further the Vision and Objects Refugee Services Aotearoa New Zealand shall have the following powers:

- 6.1.** To raise funds by subscriptions, levies, appeals, functions, donations, grants or other means that Refugee Services Aotearoa New Zealand may decide is required for the pursuit and achievement of its Objects.
- 6.2.** To borrow or raise or secure the payment of money on such security and in such manner as the Refugee Service Aotearoa New Zealand Board may from time to time deem fit to further fulfill the Objects.
- 6.3.** To enter into, vary, discharge or terminate any contract or arrangement with any individual, government agency, corporation or other body.
- 6.4.** To hold, purchase, lease, mortgage or otherwise deal with land and any improvements on land.
- 6.5.** To employ staff as may be necessary and to engage from time to time such professional services as the Board shall think desirable.
- 6.6.** To carry out any other activities as may be necessary to give effect to the Objects and general powers of Refugee Services Aotearoa New Zealand.

7. MEMBERSHIP

7.1. Rights and Responsibilities of Membership.

7.1.1. The primary rights of Members are to:

7.1.1.1. Set the purpose and objects and approve the Constitution which provide the framework for the operations of Refugee Services Aotearoa New Zealand.

7.1.1.2. Nominate and elect six Members of the Board and ensure that these Board Members reflect the best interests and range of the refugee communities represented within the membership of Refugee Services Aotearoa New Zealand.

7.1.1.3. Monitor annually, the overall performance of Refugee Services Aotearoa New Zealand and provide guidance and feedback to the Board.

7.1.2. The primary Responsibilities of Members are to:

7.1.2.1. Promote the vision and work of Refugee Services Aotearoa New Zealand to its stakeholders and the wider community.

7.1.2.2. To be available to provide support and assistance to the Board as appropriate enabling it to carry out its governance responsibilities to Refugee Services Aotearoa New Zealand.

7.1.2.3. Follow the processes set out in the Constitution and operate in the best interests of Refugee Services Aotearoa New Zealand.

7.2. The Membership of Refugee Services Aotearoa New Zealand will be open to all persons and organisations unless otherwise specified who wish to support and promote the Objects of Refugee Services Aotearoa New Zealand and who agree to abide by the Constitution.

7.3. An application in writing for Membership shall be considered by the Board which may accept or decline the application in accordance with the Membership Policy set out in Clause 7 and which will be detailed in the Board Charter.

7.4. There will be three categories of Membership:

7.4.1 Ordinary Members are **individuals** and **organisations** which have applied for Membership and have been approved by the Board and **Board Members** as appointed under Clause 9.2.

7.4.2 Honorary Life Members. The Membership may appoint a small number of persons to the category of Honorary Life Membership on the recommendation of the Board. Appointment will be made at the Annual General Meeting of Refugee Services Aotearoa New Zealand. Appointment will be restricted to those persons who, in the view of the Membership, have made an exceptional contribution to the work of Refugee Services Aotearoa New Zealand.

7.4.3 Employee Members are persons employed by the organisation on a full-time or part-time basis or as contractors. Employee members may attend Annual General Meetings with full speaking rights but shall not be entitled to a vote on any matter coming before such meetings.

7.5. The Board of Refugee Services Aotearoa New Zealand shall maintain a Register of Members which shall record all appropriate details of each member (and in the case of each Member organisation, the names of its representative and alternate) and the date of becoming a Member. The Register of Members shall be accessible to all Members and shall be conclusive evidence in the event of any difference as to

whether any person or organisation is a Member.

7.6. A Member shall cease to be a Member if:

7.6.1. That Member resigns by delivering to the Board a written notice of resignation. Any resignation will take effect on the date it is received. Resignations will be reported to Members as they occur.

7.6.2. That Member is expelled for non-compliance with the Constitution of Refugee Services Aotearoa New Zealand and its agreed Purpose and Objects. The authority to terminate shall be exercised only by:

7.6.2.1. The Board of Refugee Services Aotearoa New Zealand who shall invite that member in writing to retire within a specific time for failure to comply with this Constitution or any other duties of a member.

7.6.3. Any Member whose membership has been terminated by the Board is entitled to have the termination reviewed at the next general meeting of the organisation.

8. SUBSCRIPTION FEE

The Annual General Meeting may fix a member's subscription fee or fees from time to time.

BOARD

9.1. The Board shall pursue the Objects and promote the interests of Refugee Services Aotearoa New Zealand, and without affecting or limiting the scope of its powers, shall have the authority to:

9.1.1. Set the Strategic Direction of Refugee Services Aotearoa New Zealand.

9.1.2. Ensure strategic direction for all financial, service and management operations of Refugee Services Aotearoa New Zealand are implemented and adhered to.

9.1.3. Ensure good governance by maintaining an electronic or paper document called "Charter for the Board". The purpose of the charter is to demonstrate that the Board follows best governance principles. The charter will specify that key functions and operations of the Board including accountabilities, duties and responsibilities of the Board, Chair and Board Members, and any other such matters as the Board thinks fit. Schedule Three identifies specific matters associated with the Charter for the Board. The Board shall:

- review the Charter at no greater interval than 2 years;

- make the current version available to each Member at the AGM and any person by internet or other means;
- report on the Board's performance against the Charter at each AGM.

9.1.4. Employ the Chief Executive of Refugee Services Aotearoa New Zealand.

9.1.5. Approve delegations of authority to the Chief Executive.

9.1.6. Monitor the work and effectiveness of the Chief Executive.

9.1.7. Approve budgets and business plans and monitor the progress in the implementation of these through the Audit and Risk Sub-committee of the Board.

9.1.8. Establish Board sub committees.

9.1.8.1. There shall be an Audit and Risk Committee with terms of reference determined by the Board. This committee shall be chaired by a member of the Board. If required, personnel with special skills relevant to this committee may be co-opted from outside the organisation. Such persons shall not be required to be Members.

9.1.8.2. From time to time establish other Board sub-committees as required according to the policies set out in the Board Charter.

9.1.9. Set the annual audit fee.

9.1.10. Implement decisions arising from general and special meetings of Refugee Services Aotearoa New Zealand provided that they are compliant with the Constitution.

9.1.11. Deal with any breach of the Constitution of Refugee Services Aotearoa New Zealand.

9.1.12. Do such things as it may deem necessary for the furtherance of the Objects of the Organisation and the exercise of the Powers of the Organisation.

9.2. The Board shall consist of the following:

9.2.1. Six (6) persons who are Members elected by the Members upon their prior nomination by a Member in writing, having been seconded by a Member, with the written acceptance of the nominee. In making nominations Members should be conscious of the need for the Board to reflect the best interests and range of the refugee communities represented

within the Membership of Refugee Services Aotearoa New Zealand.

Three (3) additional persons nominated and appointed by the elected Board Members. The Board will ensure the composition of the Board reflects an appropriate mix of refugee representation, gender, culture and skills. One of these additional members will be Māori and will be nominated by Māori.

9.3. The Board may co-opt persons from time to time to assist the Board on specific issues for a defined period. Such persons shall not be deemed to be Board Members and thus shall not be eligible to vote at Board meetings, neither shall they be required to be Members of the Society.

9.4. The Board may appoint a Member to replace an elected Board Member who resigns prior to the end of their term. The appointment will be until the next Annual General Meeting. The Board will inform Members of the Society as soon as possible after the appointment has been made.

9.5. The Board will elect a Chairperson of Refugee Services Aotearoa New Zealand at the first Board meeting after the Annual General Meeting who will be the Chairperson of their meetings for a term of one year and can be reappointed for a further term or terms.

9.6. The election of Board Members shall take place at an Annual General Meeting. The term in office of elected Board Members is deemed to commence at that date.

9.7. The elected Board Members shall hold office for a term of three years unless they resign in writing to the Board or are removed by Members consistent with Clause 9.13. They will be eligible for re-election for one further consecutive three year term in office.

9.8. The appointed Board Members shall hold office for three years unless they resign in writing to the Board. They will be eligible for appointment for one further consecutive three year term in office.

9.9. Former paid employees will be eligible to be elected or appointed as Board Members two years after the cessation of their paid employment.

9.10. Elected and appointed Board Members who have completed two three year terms shall not be eligible for re-election or re-appointment until three years have lapsed since their last term.

9.11. The frequency and process for Board meetings is detailed in Schedule One of this Constitution.

9.12. The Board shall report regularly to the Membership on the performance of its powers and duties through various means including reporting to Annual and Special General Meetings.

9.13. Board Members shall act in relation to the affairs of Refugee Services Aotearoa New Zealand, only as authorised by the Board as determined and recorded in the Board Policies or Board Charter.

9.14. Elected Board Members can be removed from office at an Annual Meeting by vote of a simple majority of Members before the completion of their current term in office.

9.15. Board Members will not be remunerated for their duties. Expenses incurred in carrying out their duties shall be paid according to the policy set out in the Board Charter.

10. CHIEF EXECUTIVE

10.1. The Chief Executive will be employed by the Board on such terms and conditions as the Board may determine.

10.2. The Board will delegate to the Chief Executive the authority to appoint, manage and dismiss staff.

10.3. The Chief Executive shall be responsible to the Board for implementing the policy of Refugee Services Aotearoa New Zealand and directives of the Board.

10.4. The Chief Executive will consult regularly with the Board and keep the Board informed of all material aspects of policy, implementation and operational decisions.

10.5. The Chief Executive will attend and speak but not vote at any Refugee Services Aotearoa New Zealand Board, Annual or Special General meetings.

11. PECUNIARY BENEFIT

11.1. Any income, benefit or advantage will be applied to the Objects of the Organisation.

11.2. No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the organisation in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

11.3. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open

market value) and be approved by the Board.

11.4. Neither the provision nor effect of this clause shall be removed from this Constitution and they shall be included and implied in any document replacing this Constitution.

12. MEETINGS

The procedures to be followed at meetings of Members and meetings of the Board are set out in Schedule One to the Constitution. Except as otherwise provided in the Schedule, Members and the Board may regulate their own meeting procedures.

13. CONFLICT OF INTERESTS

13.1. If it becomes evident that there is or may be a conflict between the interests of Refugee Services Aotearoa New Zealand and the interests of a Member then that Member (or its representative) shall declare to other Members (if at a General Meeting) or to the Board Members (if at a meeting of the Board) full details of the relevant matter and shall take no part in discussions or voting in regard to the matter.

13.2. The Board will have a policy to manage conflict of interest that includes the principles espoused in Clause 13.1 above.

14. CONTROL OF FUNDS

14.1. All funds of Refugee Services Aotearoa New Zealand shall only be applied towards achieving the charitable Objects of the organisation.

14.2. The financial year of Refugee Services Aotearoa New Zealand will be from 1 July to 30 June or such date as the Board may determine.

14.3. The Board of Refugee Services Aotearoa New Zealand through its Audit and Risk Sub-committee shall ensure a proper set of accounting records is kept of all financial matters pertaining to the functions of Refugee Services Aotearoa New Zealand.

14.4. The Board of Refugee Services Aotearoa New Zealand through its Audit and Risk Sub-committee shall also prepare each year a set of financial statements for presentation to the Annual General Meeting of Refugee Services Aotearoa New Zealand. The financial statements will be audited by an independent auditor who will not be a Member.

14.5. Refugee Services Aotearoa New Zealand shall open and operate any bank accounts which are deemed necessary and operated under specific delegations.

14.6. Refugee Services Aotearoa New Zealand shall draw, make, accept, endorse, discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, warrants, debentures and other negotiable instruments.

15. FUNDS AND INVESTMENTS

15.1. All funds received or held by Refugee Services Aotearoa New Zealand shall be deposited as soon as possible in appropriate bank accounts which shall be operated by signatories as decided upon by the Board from time to time.

15.2. Refugee Services Aotearoa New Zealand may from time to time invest and reinvest in such securities, and upon such terms as Refugee Services Aotearoa New Zealand may think fit, the whole or any part of its funds which may not be required for the immediate business of the organisation.

16. COMMON SEAL

The Common Seal of Refugee Services Aotearoa New Zealand shall be kept in the custody of the Board and will only be used when authorised by a resolution of the Board. When the seal is used it will be signed by two Board Members appointed to sign that document by the Board.

17. INDEMNITY

17.1. Board Members, the Chief Executive and any other officers shall be indemnified by Refugee Services Aotearoa New Zealand from all losses and expenses incurred by them in or about discharge of their respective duties, except such as happens from their own respective wilful default.

17.2. Board Members, Chief Executive and any other officers shall not be liable for any other Board Member, Chief Executive or any other officers, or for joining in any receipt or documentation, or any act or conformity, or for any loss or expense happening to Refugee Services Aotearoa New Zealand unless the same happens from his/her own wilful default.

18. ALTERING THE CONSTITUTION

18.1. The Constitution may only be amended to or rescinded at a General Meeting called for that purpose.

18.2. Neither the Charitable Objects of the organisation nor any thing affecting those Charitable Objects may be rescinded.

18.3. A proposal to alter the Constitution shall be included with the notice of the General Meeting, but the General meeting may alter the proposal to reflect the view of the General Meeting

18.4. Any alteration to the Constitution must be carried by a majority of three quarters of Members present at the meeting.

19. DISSOLUTION

19.1. Refugee Services Aotearoa New Zealand may be dissolved if at an Annual General Meeting or Special General Meeting called for that purpose a resolution to that effect is passed by a majority of not less

than three quarters of Members present and who are entitled to vote provided, however, that that first resolution must be ratified by a second Special General Meeting convened for that purpose and held not earlier than 30 days after the first meeting. Ratification must be passed by a majority of not less than three quarters of the Members entitled to vote.

19.2. In the event of Refugee Services Aotearoa New Zealand being dissolved, the surplus assets, after the payment of liabilities and the return to donors of unused grants (if any) if this is required, shall be donated to such charitable organisations with similar objects as shall be decided by the Members in general meeting called for that purpose.

19.3. The duties of the Board shall not cease until the requirements of the dissolution have been compiled.

SCHEDULE ONE

MEETING PROCEDURES

1. GENERAL MEETINGS OF MEMBERS

1.1. Annual General Meetings

The Board shall call an Annual General Meeting of Members to be held once in each calendar year and no later than six months after the balance date of Refugee Services Aotearoa New Zealand.

- 1.1.1.** The business of an Annual General Meeting will include:
 - 1.1.1.1.** Confirmation of the Minutes of the last Annual General Meeting and Special General Meeting (if any).
 - 1.1.1.2.** Presentation by the Board and acceptance of the Annual Report and the proposed priorities and directions for Refugee Services Aotearoa New Zealand in the current year.
 - 1.1.1.3.** Presentation by the Board and acceptance of the audited financial statements for the most recently ended financial year and the estimate of income and expenditure for the current year.
 - 1.1.1.4.** Election of Board Members, either new or by re-appointment as per the nomination process set out in Clause 8.1.
 - 1.1.1.5.** Receipt of advice as to the approval, resignation or termination of Members.
 - 1.1.1.6.** Appointment of an auditor.
 - 1.1.1.7.** Other business as advised to the Board prior to date in Clause 1.3.

1.2. Special General Meetings

- 1.2.1.** A meeting of Members entitled to vote on an issue:
 - 1.2.1.1.** May be called at any time by the Board; or
 - 1.2.1.2.** Must be called by the Board on the written request of at least five percent of Members.
- 1.2.2.** A Special General Meeting shall be called for any purpose but no business other than that for which the meeting was called shall be discussed or transacted.

1.3. Notice Of Meeting

- 1.3.1.** Written notice of the time and place of a meeting of Members must be sent to every Member not less than 21 days before the meeting.

1.3.2. The accidental omission to give a notice of meeting to, or the non-receipt of a notice of meeting by, a Member shall not invalidate the proceedings of that meeting.

1.3.3. The notice referred to in Clause 1.3 shall state:

1.3.3.1. The time and place of the meeting;

1.3.3.2. The nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to the text of any resolution requiring greater than a simple majority in order to be passed.

1.4. Quorum

1.4.1. A quorum for a General Meeting of Members is present if at least fifty percent of Members eligible to vote are present in person or by representative.

1.4.2. No business may be transacted at a meeting of Members if a quorum is not present.

1.4.3. If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the date, time and place as the Board may appoint provided the date is at least 14 days after the first appointed meeting and notice of the adjourned meeting is sent to all Members. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the Members who are present in person or by representative will constitute a quorum.

1.5. Chairperson

If the Chairperson is present at a meeting of Members, he or she must chair the meeting. If the Chairperson is not present within 15 minutes of the time appointed for the commencement of the meeting, the Members present may choose one of their number to chair the meeting.

1.6. Voting

1.6.1. On all matters before the meeting, the Members shall have one vote which may be exercised in person or where authorised by proxy. (Proxy Form attached in Schedule Two)

1.6.2. Every question shall be determined by a simple majority, except for the changes to the Constitution and the Dissolution of the Society which shall be determined as set out in Clauses 18.1 and 19.1.

Where needed, the Chairperson of the meeting shall have a casting

as well as a deliberative vote.

1.6.3. At the discretion of the Chairperson of the meeting, all votes shall be cast either by voices or the raising of hands provided that a written poll shall be conducted if required by the Chairperson or not less than five Members.

1.7. Minutes

The Board shall ensure that Minutes are kept of all meetings of Members. Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings and a copy shall be available to any Member who requests one.

2. MEETINGS OF THE BOARD

2.1. Meetings

2.1.1. The Board shall hold its first meeting as soon as practicable after the Annual General Meeting and at that meeting will set provisional dates for its meetings for the next twelve months.

2.1.2. The Board will meet at least 5 times each calendar year with additional meetings as required to carry out its work effectively.

2.1.3. The Chairperson or, upon the request of the Chairperson to do so, an employee of Refugee Services Aotearoa New Zealand may convene a meeting of the Board by giving notice to the Board Members in accordance with Clause 2.1.1.

2.2. Notice of Meeting

2.2.1. Not less than 7 days' notice of a meeting of the Board shall be given to every Board member and the notice must include the date, time and place of the meeting and the general nature of the matters to be discussed.

2.2.2. An irregularity in the notice of a meeting (including the absence of the requisite notice period specified in paragraph 2.2.1) is waived if all Board Members attend the meeting without protest as to the irregularity or if all Board Members entitled to receive notice of the meeting agree to the waiver.

2.3. Method of Holding Meetings

2.1.4. A meeting of the Board may be held either:

2.1.4.1. By a number of Board Members sufficient to form a quorum being assembled together at the place, date and time appointed for the meeting; or

2.1.4.2. By means of audio, or audio and visual, communication by which all the Board Members participating in the meeting and sufficient to form a quorum can simultaneously

hear one another throughout the meeting.

2.1.5. A resolution in writing, signed or assented to by at least 75% of Board Members is deemed as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

2.2. Quorum of Board Members

A quorum for a meeting of the Board shall be a majority of the elected and appointed Board Members. No business may be transacted at a meeting of the Board if a quorum is not present.

2.3. Voting

2.3.1. Every Board Member has one vote. In the event of an equality of votes, the Chairperson has a casting vote.

2.3.2. A resolution of the Board is passed if it is agreed to by all Board Members present without dissent or if a majority of the votes cast on it are in favour of it. A Board member present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the meeting.

2.4. Minutes

The Board must ensure that Minutes are kept of all proceedings at meetings of the Board. Minutes of proceedings at meetings of the Board which have been signed correct by the Chairperson are prima facie evidence of the proceedings.

3. NOMINATION AND ELECTION OF BOARD MEMBERS.

3.1. Members are notified of the requirements for nomination (including job description) for Board Members no later than 90 days before the date of the Annual General Meeting.

3.2. Nominations, which can only be made by Members, must be lodged with the Board not later than 60 days before the date fixed for the Annual Meeting at which the election is to take place.

3.3. Every nomination shall be in writing, be signed by the nominee and two Members making the nomination and include brief Curriculum vitae covering their relevant work experience and skills.

3.4. Copies of each nomination, including the supporting material, shall be circulated to all Members not less than thirty days prior to the Annual General Meeting.

3.5. Voting will take place at the Annual General Meeting.

3.6. In the event of no nominations being received by the Board prior to the Annual General Meeting then the Board shall, as soon as

practicable after the Annual General meeting, make an appointment or appointments under Clause 9.4.

SCHEDULE TWO PROXY FORM

PROXY FORM REFUGEE SERVICES AOTEAROA NEW ZEALAND (the "Society")

[Note: THIS will need to be modified as appropriate by the Board depending on the business]

SECTION 1: MEMBER DETAILS *(please print clearly)*

Full name: _____

Full address: _____

SECTION 2: APPOINTMENT OF PROXY OR REPRESENTATIVE

I appoint _____

Full name: _____

Full address: _____

as my proxy or representative to exercise my vote at the annual meeting of Members of the Society to be held on **[DATE]**, and at any adjournment of that meeting.

SECTION 3: VOTING INSTRUCTIONS

I direct my proxy or representative to vote in the following manner:

(a) General Business

(Tick the box that applies)

For Against

- 1 ***Appointment of auditor***
- 2 ***Authorising Board to fix auditor's fees and expenses***

(b) Special Business [IF ANY]

1 ***[TBA]***

2 ***[TBA]***

3 ***[TBA]***

Signed: _____
(Must be signed by Member named in Section 1)

Date: _____

SCHEDULE THREE BOARD CHARTER

1. The Board Charter shall contain guiding principles for the Board including but not limited to:

- The role of the Board and the separation between governance and management
- The Board's relationship with Government
- The Board's relationship with other stakeholders
- Appointment of non-elected directors
- Board meeting procedures
- The collective and individual responsibilities of directors
- Membership policy
- Other Board considerations including:
 - Board work programme
 - Compliance and risk
 - Indemnities and insurance
 - The formation, operation, terms of reference and termination of any Board Committees.
 - Reporting to Members
 - Maintenance of an interests register, Identification and management of actual or potential conflicts of interest.
- Remuneration and payment of expenses of directors
- Provision of other business or professional services to Refugee Services Aotearoa New Zealand by directors.
- Accountability of the CEO to the Board and management delegations to the CEO.
- Annual evaluation of the Board as a whole, the chair, individual members, and the CEO.
- Board composition and mix.