

Body Positive – New Zealand

1. The name of the Society shall be **BODY POSITIVE – NEW ZEALAND INCORPORATED. TINANA ORA – AOTEAROA** shall be the reo Māori equivalent and will accompany the name wherever possible.

2. REGISTERED OFFICE

The Registered Office of the Society shall be Body Positive House Auckland, New Zealand or at any other place in Aotearoa New Zealand as decided by the elected Board Members of the Society.

Definitions

In these rules, unless the context otherwise requires:

Society means *Body Positive New Zealand / Tinana ora Aotearoa Incorporated.*

Board means the elected / appointed Members of the Annual General Meeting or as determined by a Postal Vote election to oversee the affairs of the society.

Officers of the Board shall consist of the Chairperson, Deputy Chairperson, Treasurer and Secretary.

Executive Director means the person appointed by the Board to manage the day to day affairs of the Society.

Te Tiriti o Waitangi refers to the Treaty of Waitangi, an accord signed between representatives and agencies of the British Crown and the MŌori Chiefs of Aotearoa.

He Korowai Oranga refers to the Ministry of Health (2002) Strategy, which aligns with the Ottawa Charter (1986).

HIV and AIDS refers to the Human immunodeficiency virus infection (HIV) and acquired immune deficiency syndrome (AIDS).

GIPA, MIPA and MIWA are abbreviations that refer to the greater involvement of people living with HIV and AIDS (GIPA), the meaningful involvement of people living with HIV and AIDS (MIPA) and the meaningful involvement of women living with HIV and AIDS (MIWA). All are outcomes of the Denver Principles (1983), intended to ensure the equitable inclusion of people living with HIV and AIDS in decisions affecting their wellbeing.

3. PRINCIPLES

Body Positive New Zealand / Tinana Ora Aotearoa Incorporated is a group founded by and run for people living with HIV and AIDS.

VISION

The vision of Body Positive New Zealand / Tinana Ora Incorporated shall be: "All people living with HIV and AIDS are enabled to live fully productive lives, free from stigma and discrimination."

MISSION

The mission of Body Positive New Zealand / Tinana Ora Incorporated will be: "Peer support and advocacy for people living with HIV and AIDS." Furthermore, Body Positive New Zealand / Tinana Ora Incorporated firmly commits to uphold the Principles of the Te Tiriti o Waitangi. These affirm the Participation of Māori living with HIV and AIDS; Partnerships that are inclusive of Māori, and; the utilisation of strategies that offer ways to Protect Māori knowledge and resources, towards the wellbeing of people living with HIV and AIDS.

4. OBJECTS

The objects of the Society uphold the Principles of Te Tiriti o Waitangi, through the He Korowai Oranga Strategy which:

Works across sectors –

- To advocate for people living with HIV and AIDS and to represent their views on issues affecting people living with HIV and AIDS.
- To raise funds for the maintenance of the Society and for the wellbeing of people living with HIV and AIDS.
- To invest such funds as decided by the Board in such securities as would be appropriate for the investment of trust funds.

Ensures effective service delivery towards wellbeing –

- To provide such services to people with HIV and AIDS as the Society may from time to time determine including but not limited to the provision of a drop in centre, library references to medical services, mental health services training and workshops.
- To provide medical and clinical support and referrals as available and required.

Supports whānau, hapū, iwi and community development -

- To support and facilitate peer support groups.
- To provide positive role models for people living with HIV and AIDS.
- To provide support for further education of people living with HIV and AIDS including support for attendances at relevant conferences or workshops.
- To produce and provide educational material and to promote such education to people living with HIV and AIDS, their families and communities, and to people who are at risk of contracting HIV and AIDS.

Supports Māori participation at all levels of the health and disability sector –

- To develop a diverse and inclusive community of people living with HIV, and AIDS giving physical, emotional, and psychological support to all people living with HIV and AIDS.
- Commitment to the He Korowai Oranga Strategy also upholds the Principles of GIPA, MIPA and MIWA, to empower greater and more meaningful involvement of people living with HIV and AIDS in collective strategies towards wellbeing.

5. MEMBERSHIP

All persons living with HIV or AIDS who are citizens of Aotearoa New Zealand or who are living permanently in Aotearoa New Zealand will automatically be entitled to a "FULL" membership with all the incumbent entitlement to vote at the Annual General Meeting and any such authorised Special General Meeting. Application for membership is available on the Body Positive website.

Any person not living with HIV and AIDS who supports the interests and principles of the Society will be entitled to be a "SUPPORT MEMBER", but will not be entitled to vote at any Annual General Meeting OR Special General Meeting.

Membership lists will be confidential and accessible only to Officers and Staff

of the Society.

The Society's register of members will be reviewed regularly by Officers and staff of Body Positive.

All people living with HIV and AIDS are entitled to use the facilities offered by the Society even if they are not formal members.

Any member who no longer wishes to be such may advise in writing to that effect through the website or to the Executive Director or any other Officer of the Society.

The Board can refuse or revoke Membership at its sole discretion.

6. ANNUAL GENERAL MEETINGS

An Annual General Meeting (AGM) will be held each year. Notice of the AGM shall be sent to all FULL Members who are entitled to vote. This notice shall be sent out at least three weeks prior to the Meeting. Such notice shall also accompany nomination forms for Members to nominate people to the Board, and Proxy Vote forms for FULL Members to exercise their right to vote. Only FULL Members shall be eligible for nomination as Board Members. The purpose of the AGM shall be to receive from the Chairperson / Treasurer / Executive Director a detailed analysis of the year's financial activities and to elect or confirm nominated Board Members.

There shall be up to 8 FULL Members on the Board.

If more nominations are received than there are positions available on the Board, the meeting will vote to either proceed with an election or defer to a postal vote to be held within the following three weeks.

A Quorum for the AGM shall be at least 25 FULL Members.

7. SPECIAL GENERAL MEETINGS

The Board may from time to time call for a Special General Meeting. The notice shall be sent out three weeks prior to the Meeting. Such notice shall accompany appropriate details to inform the Member as to the reason for the Meeting and Proxy Vote forms for FULL Members to exercise their right to vote.

The Board will call for a Special General Meeting if it receives a written requisition signed by a minimum of 25 FULL Members.

A Quorum for the SGM shall be at least 25 FULL Members.

8. BOARD

Those Members nominated or voted as a result of the AGM or any subsequent Postal Vote shall constitute the Board Officers.

Board tenure will be for two years from the date of election. Elected members may re-stand for a further tenure of two years, if elected by the membership to the board at the Annual General Meeting (or SGM) in order to assist in maintaining board knowledge, experience and continuity to allow for new board officers to 'grow' into their role.

At the first meeting of the Board which will be notified within one calendar month of the AGM or declaration of Postal Vote election the Board will elect from within their number a Chairperson, Deputy Chairperson, Treasurer, and Secretary.

The Board may make an external appointment for the positions of Treasurer and Secretary if it is deemed appropriate.

Through the Principles of GIPA, MIPA and MIWA and the affirm the aspirations towards collective wellbeing upheld through He Korowai Oranga, the Board shall give consideration to co-opting additional Officers to the Board on the basis of:

- Regional representation
- Gender representation
- MŌori representation
- Body Positive Staff representation
- Professional skills as may be required
- Or any other person the Board may determine to assist in its duties.

The Board will determine Voting rights for each co-option.

The Board will appoint an Executive Director (or any other title determined by the board) to be employed by the Board to manage the day to day affairs of the Society.

A Quorum for a Board meeting will be two thirds of the elected Board.

9. DUTIES OF BOARD OFFICERS

"Officers" must consent in writing to be an officer and certify that they are not disqualified by completing the Board Officer Nomination form.

10. FUNDS

- The Board Officers shall have charge of the funds of the Society which shall be held in a bank account at a bank designated for the purpose from time to time by the board.
- There shall be four authorised signatories for each bank account and any two of the four shall sign each transaction.
- The cheque books shall be kept in a secure place under the charge of the Executive Director.

11. GRIEVANCE AND DISPUTES RESOLUTION

The process of Grievance and Dispute resolution is outlined in Operating Policy. The procedure shall support the principle to exchange and review information in order to determine whether a grievance has occurred, and ensure that the process undertaken is procedurally fair.

12. COMMON SEAL

The Board Officers shall have the safekeeping of the common seal which shall be affixed to documents on the resolution of the Board and countersigned by two Board Officers authorised for that purpose.

13. AMENDMENTS TO THE CONSTITUTION

Amendments to this Constitution shall be made only through the passing of a resolution at an Annual (or Special) General Meeting.

14. WINDING UP

If upon the winding up or dissolution of the society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among members or the society but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the first organisation, or for some other charitable purpose within Aotearoa New Zealand.

