



MERAS Constitution

1. NAME

The name of the society shall be *Midwifery Employee Representation and Advisory Service Incorporated* (hereinafter referred to as MERAS).

2. INTERPRETATION

The plain and ordinary meaning of the words shall apply in the interpretation of this Constitution.

“MERAS Co-Leaders” manage MERAS on behalf of, and are responsible to, the National Representative Council.

“Midwife” is any person whose name is entered on the New Zealand Register of Midwives and is employed in the maternity service as a midwife.

‘Maternity Kaiawhina or other unregulated maternity support worker’ are generic terms for unregulated workers in a maternity service. This also includes any roles created to provide pathways to midwifery education.

“National Representative Council” (NRC) sets the policy and strategic direction for the membership. It is made up of the following:

- Up to eleven (11) MERAS workplace representatives drawn from the following Te Whatu Ora districts catchment areas:

Northland (1)

Waitemata (1)

Auckland (1)

Counties Manukau (1)

Waikato (1)

Bay of Plenty / Lakes / Tairāwhiti (1)

Taranaki / Hawkes Bay/ Mid Central / Whanganui (1)

Wairarapa /Hutt/ Capital & Coast (1)

Nelson Marlborough / West Coast/Canterbury / South Canterbury (2)

Southern (1)

MERAS workplace representatives are elected to the NRC by their region(s) for a two-year term with the right of renewal for a further two years, then expressions of interest are sought from that region amongst the MERAS representatives. The current representative may be re-endorsed.

- The New Zealand College of Midwives ('the College') Chief Executive Officer or proxy
- One other member appointed by 'the College'
- MERAS Co-Leaders
- Two Māori midwife representative from amongst MERAS workplace representatives or members

Expressions of interest are sought from amongst Māori workplace representatives in the first instance and then if there are no nominations, the wider Māori membership will be canvassed. The Māori midwife representative shall be elected to the NRC by those members who identify as Māori for a two-year term with the right of renewal for a further two years, then expressions of interest are sought as before. The current representative may be re-endorsed.

If any category of the National Representative Council is unavailable for election the remaining members of Council may appoint a replacement member.

“Workplace” shall mean either a physical workplace such as a hospital, birthing unit, a group of workplaces, or any other workplace that provides midwifery/maternity services.

3. OBJECTS

The objects for which MERAS was established are:

- (a) To enter into collective employment agreements and any other agreements relating to wages, conditions and other employment related matters on behalf of its members.
- (b) To protect and enhance the workplace, economic and industrial interests of MERAS members.
- (c) To develop and provide education for workplace representatives and members of MERAS to enable them to participate effectively in union organising and recruitment, and the democratic processes of the Union.
- (d) To take and empower such legal and other proceedings as may be deemed necessary for the proper conduct of the business of the Union.
- (e) To advocate on behalf of members at a ward, unit, locality and national level.
- (f) To develop strategies and principles that underpin the decision making of MERAS and support members.
- (g) To do all such things as are incidental or conducive to the attainment of all or some of the above objects and to promote any other activity that is in harmony with the said objects and those of the New Zealand College of Midwives.

4. POWERS OF THE UNION

The Union shall have and exercise such powers as are necessary and/or desirable for the lawful promotion and advancement of its objects. Without in any way limiting the generality or scope of its powers, the Union shall have specific power to:

- (a) Enter into agreements with any employer/s relating to wages, conditions and other employment related matters on behalf of its members.
- (b) Take and empower such legal and other proceedings as may be deemed necessary for the proper conduct of the business of the Union.
- (c) Exercise all legal rights and powers of the Union provided for under the Incorporated Societies Act 2022 or under the Employment Relations Act 2000 and successor legislation and their amendments and/or these rules.
- (d) To determine subscriptions to be paid by members or impose membership levies as per the processes in these rules for meeting the objects of the union.
- (e) Invest the money of the Union not immediately required in a manner that provides security of funds as well as providing maximum benefit to the union
- (f) Lend and advance money or give credit to any person, body corporate or unincorporated society, guarantee and give guarantees for the payment of money or the performance of agreements or obligations by any person, body corporate or unincorporated society and otherwise assist any person, body corporate or unincorporated society.
- (g) Borrow or raise or secure the payment of money in such manner, as the Union may think fit.
- (h) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (i) Purchase, lease, hire or otherwise acquire any property or building for the benefit of the Union; or sell, mortgage, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of union property.
- (j) Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Union's property of whatsoever kind sold by the Union, or any money due to the Union from purchasers and others.
- (k) Join, affiliate or participate with any other organisation, which it is deemed by the Union, in accordance with its rules, to be in the interests of its membership.
- (l) Engage employees and contractors, to appoint agents/representatives and to elect or appoint members to honorary positions; to remunerate them appropriately for their services; to reimburse them for expenses incurred in performing their services; and to indemnify them against any liability incurred in the performance of their services.
- (m) Enter into and/or carry on any lawful undertaking for the purpose of assisting or furthering the interest of its members. Such undertaking

may include but shall not be limited to the provision of holiday accommodation, life insurance schemes and/or welfare funds.

- (n) Amalgamate with other unions or kindred organizations so long as it is deemed desirable by the membership of the union in accordance with these rules.
- (o) To make policy for the better governance of the union that is not inconsistent with these rules.
- (p) To appoint and authorize whichever persons the union sees fit to exercise any statutory or other right of access to an employer's premises and there to exercise the union's rights and functions, whether such persons be members, non-members, delegates, officers, officials or otherwise.
- (q) Do any other thing that is necessary or incidental to the exercise of any of these powers.

5. REGISTERED OFFICE

The registered office of the Union shall be at such place as the National Representative Council shall from time to time determine. Due notice of any change in the location of the registered office shall be given to the Registrar of Incorporated Societies.

6. COMMON SEAL

The common seal shall be that adopted by the National Representative Council. The Registered Office shall be responsible for the safe custody and control thereof.

The common seal shall be affixed to such documents as the National Representative Council decides.

7. MEMBERSHIP

Members are employees who choose MERAS to represent them for the purposes of bargaining an employment agreement and /or supporting them on workplace and employment issues. Members may also be student midwives studying at a recognised tertiary institution providing midwifery education.

- (a) To be a member of MERAS, an employee or midwifery student must also be a member of the New Zealand College of Midwives.
- (b) Membership of MERAS shall be open to wage and salaried midwives, midwifery students employed as maternity care assistants or, maternity kaiawhina and other unregulated maternity support workers who work for an organisation that provides midwifery services, midwifery educational or research services and/or maternity services.
- (c) Every application for membership shall be made to the MERAS membership secretary in writing on the prescribed form.

- (d) A member must pay the subscription set by MERAS.
- (e) The applicant(s) will be notified by the MERAS membership secretary when their application has been accepted.
- (f) All members shall be subject to these rules and any regulations or by-laws made by MERAS.
- (g) A copy of these rules shall be made available to any financial member on request.
- (h) Staff of MERAS shall keep a register of members.
- (i) Members of MERAS shall be entitled to attend, but not to vote at any meeting of the National Representative Council unless they are representatives.

MEMBERS RIGHT OF COMPLAINT

- (a) Should any member believe that a paid official of the Union has not handled their grievance or dispute fairly and fully or has refused to take a matter further than they desire, they shall have right to the following procedure:
- (b) They will in the first instance inform the Co-leader(s) of the nature of their complaint. A Co-leader will investigate the matter and if requested reply to the member in writing advising them of the outcome of the investigation and their decision or action in relation to the complaint.
- (c) Should the member be dissatisfied with the decision obtained in 2 above, then they may advise the relevant Co-leader who will ensure that this matter is tabled with the complaints & resolution committee. The member and the official concerned will be advised of the meeting time and date and will be entitled to be heard. The decision of the complaints and resolution committee will be binding on the Co-Leader, who shall carry out any resolution in relation to the matters surrounding the complaint. The complaints & resolutions committee may also make recommendations to the National representative council.
- (d) All reasonable costs incurred by the member in following this procedure will be met by the Union by resolution of the complaints & resolution committee. However, the complaints & resolutions committee will not be responsible for costs incurred by members which in the opinion of the committee are considered frivolous or petty complaints through the procedure.
- (e) It shall be the responsibility of paid officials to inform members who indicate that they are dissatisfied with the advice given to them or are not satisfied with the manner in which their grievance is being handled, of this appeal procedure.

8. LIFE MEMBERS

The NRC may confer life membership on a MERAS member for significant active service and/or contribution to the Union movement.

9. TERMINATION OF MEMBERSHIP

Termination of membership of the Union may occur in any of the following ways:

- (a) **Default:** The MERAS National Representative Council (NRC) shall have the power to remove from the register of MERAS members any member whose subscription is two months in arrears. MERAS members in default may not hold office in MERAS or vote on any matter during the time they remain in default.
- (b) **Resignation:** Any member wishing to resign from the Union shall give notice in writing to MERAS office to that effect and shall pay all subscriptions and/or levies due up to the date of such notice.
- (c) **Expulsion:** A member may be expelled if it is considered by a special meeting of the MERAS National Representative Council (NRC) that they have seriously offended against the objects of MERAS. The member is given the opportunity to attend and/or submit, refute and/or defend themselves prior to the special meeting. The member is to be informed in writing of the decision of the meeting.

10. FINANCIAL YEAR

The financial year of the Union shall be from the first day of April to the last day of March in the following year.

11. MERAS STRUCTURE AND GOVERNANCE

NATIONAL REPRESENTATIVE COUNCIL (NRC)

The National Representative Council shall provide the governance over the affairs of MERAS on behalf of the members. Its functions will include:

- (a) Oversight, development and approval of budget.
- (b) Employment of MERAS Co-leaders.
- (c) Opening and operating bank accounts.
- (d) Receiving financial reports.
- (e) Developing policies for better governance of MERAS that are consistent with the objects.
- (f) Calling for nominations for the NRC from the Te Whatu Ora district catchment areas workplace representatives and holding elections amongst the membership of those areas.

- (g) Holding an Annual General Meeting and a Biennial Conference.
- (h) Appointing alternative member(s) to National Representative Council if required.
- (i) Buying and selling property.
- (j) Borrowing or raising money.

The NRC will determine a schedule of committee meetings during any year to receive updates and progress the workplan of the NRC.

DUTIES OF THE NATIONAL REPRESENTATIVE COUNCIL CHAIR

The duties of the Chair are:

- (a) To chair all National Representative Council meetings, the Annual General Meeting, any Special General Meetings and the Biennial Conference at which they shall have a deliberative vote, and in the event of a tie, a casting vote.
- (b) For enforcing the meeting rules, deciding points of order and endeavouring to keep good order amongst the members at any meeting, including ordering the removal from a meeting of any person who is not entitled to be present or is obstructing the business of the meeting or behaving in a disorderly manner.
- (c) To call or direct the calling a National Representative Council meeting.
- (d) To sign all confirmed minutes of previous National Representative Council meetings or Conference and perform any other duties and exercise any other powers assigned to them by the National Representative Council or Conference.

DUTIES OF THE NATIONAL REPRESENTATIVE COUNCIL DEPUTY CHAIR

The Deputy Chair shall occupy the chair in the absence of the Chair and in the event of the office of the Chair becoming vacant, shall assume the role of Acting Chair until the Annual General Meeting elects a new Chair. When chairing meetings the Deputy Chair shall have all the powers and duties of the Chair.

MERAS CO-LEADERS

The two MERAS Co-leaders – a Co-leader (Midwifery) and a Co-leader (Industrial) – shall work collaboratively to achieve the strategic goals of the union and to share the responsibilities and duties of the Union's General Secretary.

- (a) The Co-leaders shall be generally responsible for the administration of the affairs of MERAS and for ensuring that the Union meets its statutory obligations.
- (b) The Co-leaders shall be responsible for arranging NRC meetings and the Biennial Conference and shall be responsible for ensuring that NRC and MERAS members receive the appropriate notices and

papers and shall be responsible for recording the NRC meeting minutes.

- (c) The Co-leaders shall each year prepare and present a draft budget of income and expenditure and shall at each regular meeting of the NRC, bring forward a detailed income and expenditure statement and other matters in compliance with the Union's financial and legal obligations.
- (d) The Co-leaders shall present an Annual Report and Annual Audited accounts to the Union's AGM.
- (e) The Co-leaders shall be responsible for the day-to-day affairs of MERAS and shall be responsible for the appointment, management, supervision and control of its staff.

MERAS WORKPLACE REPRESENTATIVES

MERAS recognises that workplace representatives (reps) have a vital role in the workplace in protecting and advancing the interests of members and of MERAS. Workplace reps also play an important role in ensuring the democratic participation of members in the affairs of MERAS.

MERAS staff shall take all practical steps to assist workplace reps, including on-the-job advice and through union education.

Representatives are nominated and elected or endorsed by MERAS members of the workplace to fairly represent the interests of MERAS members. The number of representatives is based on employed MERAS member numbers in the workplace.

The recommended ratio is one MERAS rep for approximately every 10 members. This will be dependent on the configuration of ward, unit or group of employed midwives.

The workplace representative shall:

- (a) Encourage MERAS membership.
- (b) Communicate MERAS activities to workplace members.
- (c) In collaboration with MERAS staff, support members to address workplace issues.
- (d) Participate in workplace activities to represent MERAS members.

Work with MERAS staff in responding to proposed changes in the workplace or providing feedback on consultation documents

WORKPLACE ORGANISING COMMITTEES

Workplace organising committees (WOCs) may be established by workplace reps to provide a structure in the workplace or across workplaces for organising MERAS activities.

- (a) The frequency of WOC meetings, attendance, conducting of business, recording of actions, and the allocation of responsibilities will be decided by WOC members.
- (b) WOCs should meet regularly before any bipartite forums, such as maternity forums and local bipartite action groups (BAGs).
- (c) WOCs may include elected health and safety reps who are MERAS members.
- (d) In larger organisations, workplace reps may organise as branches, which are more formal structures that elect officers.

STANDING COMMITTEES, NETWORKS and SECTOR GROUPS

MERAS shall work with the College of Midwives and other stakeholder groups to establish standing committees, networks, and sector groups where there is sufficient member interest, for example:

- (a) To focus on specific interest groups within midwifery;
- (b) To provide a forum for Māori midwives to network and to facilitate Te Tiriti o Waitangi partnership, tikanga and kawa within MERAS;
- (c) To provide a forum for recently graduated midwives and/or midwifery students to network and to organise around issues for midwifery students and young midwives.

12. ANNUAL GENERAL MEETING (AGM)

- (a) The National Representative Council will call an annual general meeting of MERAS members where the following business will be transacted:
 - (ii) Approve minutes of previous AGM.
 - (iii) Receive and consider the NRC Chair's report.
 - (iv) Receive and consider the MERAS Co-Leaders' report(s).
 - (v) Setting the membership subscription rate.
 - (vi) Receive and approve the annual audited accounts for MERAS.
 - (vii) Electing from amongst NRC members a Chairperson, Deputy Chair, Finance Sub-committee, Employment Sub-committee (for the purposes of negotiating the Staff Collective Agreement and any other matters relating to the employment of the MERAS Co-leaders), and other Sub-committees as may be deemed necessary.

(viii) Consider Constitutional remits proposed by the National Representatives Council.

(ix) Consider any other such business as the majority of MERAS members present may accept for consideration.

(b) Where practical the AGM will be held during the month of August.

(c) MERAS Co-Leaders will:

(i) Ensure a notice of annual general meeting is communicated not less than 21 days prior to the date of the meeting.

(ii) Provide notice by noticeboard, email or MERAS website, or MERAS publications.

(iii) Provide a meeting agenda to go out with AGM notice at least 7 working days prior to meeting.

13. SPECIAL GENERAL MEETINGS

(a) A Special General Meeting may be called by a request of 50 members or by the National Representative Council.

(b) Notice of Special General Meetings shall specify the nature of the business to be transacted and no other business shall be transacted.

(c) Unless the business for which the meeting is called is urgent, notice of the meeting will be communicated at least 10 days prior to the meeting.

(d) A Special General Meeting shall be chaired by the National Representative Council Chair, who in the event of any tied vote, shall in addition to their own vote have a casting vote.

14. BIENNIAL CONFERENCE

MERAS shall hold a Conference every two years, the date, time and venue to be determined by the NRC.

The purpose of the Conference shall be to discuss matters relating to the strategic direction of MERAS and to provide an educational opportunity for workplace representatives. The NRC may, from time to time, commit matters to the Conference for voting by workplace representatives.

The following are entitled to attend:

- All members of the NRC
- All workplace representatives
- Such other people (who shall be non-voting) as the NRC may from time to time expressly invite

The Co-leaders shall give three months' notice of the Conference and shall distribute the programme at least one month before it is held.

15. VOTING

- (a) Decisions at all meetings are preferably by consensus in the first instance and failing consensus by majority vote.
- (b) All financial members shall be entitled to vote at an Annual General Meeting.
- (c) At all meetings where voting is required it shall be by voice, show of hands or secret ballot. The person chairing the meeting shall, unless there is a request for a secret ballot, put any issue to be decided by voice in the first instance. If they are uncertain of the outcome or on request the issue will be decided on a show of hands.
- (d) On the request of any two persons the issue will be decided by secret ballot.
- (e) The meeting may appoint scrutineers.

16. SECRET BALLOTS

- (a) In any case where a secret ballot is not specifically provided for in these rules, voting shall be conducted by secret ballot if any two persons in attendance at a meeting so require.
- (b) Each meeting shall elect a returning officer and such scrutineers as required.
- (c) The returning officer shall ensure that sufficient ballot papers are made available to voting members. Those voting shall cast their vote so as the secrecy of their vote is ensured. The returning officer and scrutineers shall count the votes, and setting aside any informal votes, the returning officer shall advise the outcome of the voting to the President or person chairing the meeting. The chairperson shall thereby advise the state of the voting to the meeting, declaring the motion won or lost according to the valid votes cast for and against the question.
- (d) The process for holding a secret ballot for the purposes of the s14(1)(ca) of the Employment Relations Act 2000 will be:
 - (i) the union will hold a meeting or series of meetings for the purpose of conducting the secret ballot
 - (ii) the dates, venues and times of the meetings and the number of meetings will be determined by the union
 - (iii) the question on the ballot paper will be “are you in favour of the strike”
 - (iv) the ballot papers will be collected and counted by a person or persons as determined by the union

(vi) In exceptional circumstances, where it is not possible to hold in-person meetings, the Co-Leaders may authorize the holding of a secret ballot by other means.

17. QUORUM

A quorum for any National Representative Council meeting, AGM or SGM is 75% of the NRC members and must include Chair or Deputy Chair.

18. POTENTIAL CONFLICT OF INTEREST

At the beginning on each meeting, members should declare any potential conflict of interest they have to any items that are on the agenda.

19. ALTERATION TO THE RULES

- (a) These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a majority of the National Representative Council and ratified at an Annual General Meeting or a Special General Meeting of which 10 days notice has been given of the proposed changes.
- (b) The notice shall include the purpose of the proposed alteration, addition, recession or other amendment.
- (c) Duplicate copies of any changes shall be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 2022.
- (d) No addition, alteration or recession to the rules shall be approved if it affects the non-profit aims or the winding up clause.

20. BY-LAWS

MERAS may, from time to time, by resolution at annual general meetings, make, amend or rescind by-laws, not inconsistent with this Constitution, governing procedure at meetings and publication of reports thereof.

21. GENERAL

If a dispute arises at any time in respect of a matter which is not provided for in this Constitution or any doubt exists as to the interpretation of the rules, or any other dispute arises pertaining to MERAS, its property or interests it shall be referred to the National Representative Council which shall resolve it.

22. WINDING UP

MERAS may be wound up in the manner prescribed by Section 24 of the Incorporated Societies Act 2022, and its amendments. Twenty-one days' notice of the required general meetings shall be called by advertisement inserted in one or more of the major newspapers in the four main centres. Every member at the meeting(s) shall on a show of hands or a poll have one vote. The matter shall be determined on a simple majority.

23. DISPOSAL OF SURPLUS FUNDS

If, upon the winding up of MERAS, there remains after the satisfaction of all its liabilities, any property or funds, they shall be given or transferred to 'the College' or to some other charitable organisation in New Zealand that has similar objectives.

"This is the document marked "A" referred to in the annexed declaration ofmade at
.....this.....day of.....2023
before me."

Signed.....

REGISTERED OFFICE OF MERAS:

376 Manchester Street

Christchurch

**Postal address: PO Box 21-106
Edgware
Christchurch 8143**

Appendix A RATIFICATION AND BALLOT PROCEDURES

In the case of negotiations relating to the Te Whatu Ora and any other Collective Employment Agreements, balloting for industrial action, and other legal voting processes such as ratification of a Pay Equity settlement:

- (a) MERAS shall notify the MERAS members of the voting process to ratify any Agreement by email and through communication by workplace representatives.
- (b) The ballot may be workplace-based or by electronic voting.
- (c) Members must be notified of the opening of the ratification ballot at least two days before the voting commences.
- (d) A majority vote of those members (50% plus 1) who have authorised MERAS to represent them in these MECA / CEA negotiations, and who vote, shall be sufficient to ratify the Agreement in respect of all members to whom it relates.
- (e) A process for 'special votes' will be provided for members unable / unavailable to vote during the notified voting period.