



## 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.

**“General Manager”** manages MERAS on behalf of, and is 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.

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

- Up to eleven (11) regional midwife employee representatives drawn from the following District Health Board catchment areas:  
Northland/Waikato/Auckland/Counties Manukau (4)  
Waikato (1)  
Bay of Plenty/Lakes/Tairāwhiti (1)  
Taranaki/Hawke's Bay/MidCentral/Whanganui (1)  
Hutt/Capital & Coast/Wairarapa (1)  
Nelson Marlborough/West Coast/Canterbury/South Canterbury (2)  
Otago/Southland (1)
- The New Zealand College of Midwives (NZCOM) Chief Executive Officer or proxy
- Two other members appointed by NZCOM
- The General Manager of MERAS
- At least two of the National Representative Council representatives must be Māori.

Midwife representatives are elected by their region(s) for a two-year term. 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 develop, negotiate and promote a national collective employment agreement for midwives
- (b) To protect and enhance the economic and industrial interests of MERAS members
- (c) To stimulate and encourage MERAS membership
- (d) 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. 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.

### **5. COMMON SEAL**

- (a) The common seal shall be that adopted by the National Representative Council. The General Manager shall be responsible for the safe custody and control thereof.
- (b) The common seal shall be affixed to such documents as the National Representative Council decides.

### **6. MEMBERSHIP**

Members are employee midwives who choose MERAS to represent them for the purposes of bargaining an employment agreement.

- (a) To be a member of MERAS, a midwife must first be a member of the NZCOM
- (b) Membership of MERAS shall be open to wage and salaried midwives who work for an organisation that provides midwifery services, midwifery educational services and/or maternity services
- (c) Every application for membership shall be made to the General Manager 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 General Manager 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, such register shall be open for inspection, by financial members, during working hours
- (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. They may speak with the consent of the meeting.

**7. LIFE MEMBERS**

- a) Any MERAS member may be conferred life membership at any annual meeting of the union, on the nomination of any 15 members, and with the approval of not less than two thirds of the members of the National Representative Council.
- b) Life membership may be conferred on a MERAS member for significant active service and/or contribution to the union movement.

**8. RATIFICATION PROCEDURES FOR THE NATIONAL COLLECTIVE AGREEMENT AND VARIATIONS THEREOF**

In the case of negotiations relating to the National Collective agreement:

- (a) MERAS shall notify the MERAS members, either by mail, through its officers or workplace representatives or through a MERAS publication of the date, the time and venue for a “meeting” to ratify the agreement.
- (b) Members must be notified of the “meeting” at least seven days in advance.
- (c) A majority vote of those voting at the “meeting” who have authorised MERAS to represent them in those negotiations shall be sufficient to ratify the agreement in respect of all employees to whom it relates.
- (d) The “meeting” may consist of a number of meetings at the same or different date, time or venue.
- (e) Proxy votes are acceptable where members are unable to attend a meeting and such proxy votes shall be in writing, signed and clearly identify whether the member accepts or refuses the settlement offer.

**9. SECRET BALLOTS FOR STRIKES**

- (a) Where there is any proposal to strike (within the meaning of Section 81 of the Employment Relations Act 2000) such strike shall not proceed until a secret ballot has been held and the result is in favour of the strike.
- (b) The Union in its proposal to strike may, at its discretion, limit the proposal to strike to a particular group or groups of union members who are covered by the current collective agreement or to be bound by the proposed collective agreement. Such limitation may include location, job role or employment status.
- (c) Those entitled to vote in the secret ballot are union members;
  - who are bound by the current collective agreement or to be bound by the proposed collective agreement; and
  - to which the proposal to strike relates.
- (d) The Union shall ensure that the secret ballot is held in such a way as to enable those entitled to vote in the secret ballot a reasonable opportunity to participate in the ballot. [This may include conducting a ballot at meetings, by postal ballot or by electronic voting].
- (e) The question to be voted on in the secret ballot is whether the member of the union is in favour of the strike.

- (e) The result of any such secret ballot shall be determined by a simple majority of the members of the union who are entitled to vote and who do vote.
- (e) As soon as reasonably practicable after the ballot the Union shall declare the result to the members who were entitled to vote.

#### **10. TERMINATION OF MEMBERSHIP**

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

- (a) **Default:** the MERAS General Manager 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 members of her/his regional committee or National Representative Council that she/he has seriously offended against the objects of MERAS. The member is given the opportunity to attend and/or submit, refute and/or defend herself/himself prior to the special meeting. The member is to be informed in writing of the decision of the meeting.

#### **11. 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.

#### **12. WORKPLACE REPRESENTATIVES**

- (a) Representatives are nominated by MERAS members of the workplace or a number of workplaces to fairly represent the interests of MERAS members.. Representation by representatives is based on employed MERAS member numbers in the workplace.
  - (i) 1 – 15 MERAS members 1 rep per workplace
  - (ii) 16 – 50 MERAS members 2 reps per workplace
  - (iii) More than 50 MERAS members 3 reps per workplace
  - (iv) More representatives in addition can be approved by the National Representative Council.
- (b) The workplace representative shall:
  - (i) Communicate/feedback MERAS activities to workplace employee members
  - (ii) Comment/feedback workplace issues to the National Representative Council.
  - (iii) Represent and provide support to MERAS members in the workplace.

**13. NATIONAL REPRESENTATIVE COUNCIL**

The National Representative Council shall have oversight of the affairs of MERAS on behalf of the members. Its functions will include:

- (i) Engaging in financial transactions on behalf of MERAS
- (ii) Employing, controlling and terminating the employment of the general manager
- (iii) Opening and operating bank accounts.
- (iv) Developing policy that is consistent with the objects and reflects input from workplace representatives.
- (v) Setting up standing committees and sub-committees (all of which will be responsible to the National Representative Council) for defined purposes.
- (vi) Calling for nominations for National Representative Council from the District Health Board catchment areas workplace representatives and holding elections amongst the membership of those catchment areas every two years
- (vii) Electing a chair from amongst its members
- (viii) Setting the membership subscription rate
- (ix) Holding an Annual General Meeting
- (x) Appointing alternative member(s) to National Representative Council if required
- (xi) Buying and selling property
- (xii) Borrowing or raising money

**14. GENERAL MANAGER**

(a) The General Manager is a voting member of the National Representative Council

(b) The functions of the General Manager include:

- (i) Managing MERAS on behalf of the National Representative Council
- (ii) Receipting and banking of funds
- (iii) Receiving and writing cheques on behalf of the society
- (iv) Reporting to National Representative Council regularly
- (v) Employing support staff as necessary
- (vi) Negotiating and administering the MERAS national collective agreement on behalf of the National Representative Council
- (vii) Ensuring NRC minutes are noted
- (viii) Furnishing an annual return of members to the Registrar of Unions
- (ix) Obtaining approval for annual financial statements and submitting copy of the statement to the Registrar of Incorporated Societies
- (x) Any other function as delegated by the National Representative Council.

**15. NATIONAL REPRESENTATIVE COUNCIL ANNUAL GENERAL MEETING**

- (a) The National Representative Council will also hold an annual general meeting of MERAS members where the following business will be transacted:
  - i. Receive and consider the annual report from the regional committees
  - ii. Record minutes
  - iii. Receive and consider the General Manager's report(s)
  - iv. Receive and approve the annual audited accounts for MERAS
  - v. Consider any other such business as the majority of MERAS members present may accept for consideration.
- (b) Where practical the AGM will be held if possible during the month of August

**16. VOTING**

- (a) Decisions at all meetings are preferably by consensus in the first instance and failing consensus by majority vote.
- (c) All members of National Representative Council shall be entitled to vote at a National Representative Council Annual General Meeting.
- (d) 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 she/he is uncertain of the outcome or on request the issue will be decided on a show of hands.
- (e) On the request of any two persons the issue will be decided by secret ballot.
- (f) The meeting may appoint scrutineers.
- (g) Proxies may be used for people unable to be present provided proxies are in writing, identify the issue they relate to and are signed by the person providing the proxy.

**17. SPECIAL GENERAL MEETINGS**

- (a) A Special General Meetings 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.

**18. NOTICE**

- (a) Notice of all annual general meetings will be communicated not less than 21 days prior to the date of the meeting.
- (b) Notices may be by notice board, postal notice or MERAS publications.

- (c) An agenda will be notified not less than seven days prior to the meeting.
- (d) Items (a) and (c) above do not apply to meetings called under urgency.

**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 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 1908.
- (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. QUORUM**

- (a) A quorum for any National Representative Council meeting, AGM or SGM of National Representative Council is nine

**21. 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.

**22. 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.

**23. WINDING UP**

MERAS may be wound up in the manner prescribed by Section 24 of the Incorporated Societies Act 1908, and its amendments. Twenty-one day's 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.

**24. 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 NZCOM or to some other charitable organisation in New Zealand that has similar objectives.

**REGISTERED OFFICE OF THE NEW ZEALAND MIDWIFERY  
REPRESENTATION AND ADVISORY SERVICES  
376 MANCHESTER STREET  
CHRISTCHURCH**

**MERAS Constitution 18 September 2013**