

UPDATING ANZEA'S CONSTITUTION INFORMATION FOR MEMBERS

1. WHY WE ARE PROPOSING A NEW CONSTITUTION

1.1 Responding to new legislation

All incorporated societies in Aotearoa New Zealand, including ANZEA, are required to update their constitutions to comply with the Incorporated Societies Act 2022.

The new law clarifies expectations for things like officer duties, conflicts of interest, dispute resolution, financial reporting, and membership records. Updating our Constitution ensures ANZEA can meet these requirements confidently and continue to operate on a strong legal and governance foundation.

1.2 Strengthening our governance for the future

This review is also a positive opportunity to strengthen how ANZEA is governed and to make sure our Constitution supports, rather than constrains, the work our community wants to do.

The proposed new Constitution aims to:

- Better reflect how ANZEA actually works now, including more flexible regional and special-interest activity
- Provide a clearer and more sustainable Board structure, so governance roles are achievable and attractive - a critical enabler of our viability as an Association
- Offer clearer, fairer membership settings, including around membership categories and renewals
- Embed our commitment to Te Tiriti o Waitangi, diversity and inclusion, and high-quality evaluation practice in a way that is both principled and workable over time.

In short, this is about positioning ANZEA for a strong, sustainable future, with governance arrangements that match our values and aspirations as a professional community.

2. THE PROCESS WE HAVE FOLLOWED

We have taken a careful and intentional approach to this review so members can be confident in both the process and the outcome.

Key features of the process have included:

- A Board-led review of the existing Constitution to identify what needed to change for both compliance and good governance practice.
- Input from a small advisory group of experienced ANZEA members to bring in historical and governance perspectives, and engagement with Ma Te Rae on key proposed changes
- Pro bono technical support from Allen + Clarke to help draft a constitution (and Board Charter) that meets the requirements of the new Act and reflects contemporary governance standards
- Several rounds of iterative drafting and refinement to balance legal compliance, practical workability, and continuity with ANZEA's values and relationships.

This member engagement phase (Q&A sessions, online questions, and the Special General Meeting) is the final step in this process.



3. SUMMARY OF KEY CHANGES

THIS SECTION SUMMARISES THE MOST IMPORTANT CHANGES, GROUPED INTO:

- Substantive governance changes (A)
- Changes driven by legal compliance (B)
- Administrative and structural changes (C)

For full detail, please refer to the draft Constitution itself.

A. Substantive governance changes

A1. Board structure, size and roles

- **New approach:** A Board of 5–9 members, including four Officer roles (Convenor (Chair), Deputy Convenor, Secretary, Treasurer), with all Board members being ANZEA members.
- **Where:** Clauses 8.6–8.8 (Board membership and Officers).
- **Intention:** Provide a clear, sustainable structure that is easier to fill and supports effective decision-making, while still enabling a diversity of voices around the table.

A2. Board terms and continuity

- **New approach:** Three-year terms, with a maximum of three consecutive terms unless a special resolution allows otherwise, and clear provisions for vacancies and co-options.
- **Where:** Clauses 8.9–8.14 (term, ceasing to hold office, and vacancies).
- **Intention:** Support continuity and institutional knowledge, while keeping governance roles manageable and attractive over time.

A3. Membership framework

- **New approach:**
 - Membership categories determined by the Board (e.g. general, student).
 - Rolling annual subscriptions (based on renewal date), with clear rules on when membership ceases.
- **Where:**
 - Clauses 4.1–4.6 (eligibility, categories).
 - Clauses 4.7–4.9 (subscriptions and ceasing to be a member).
- **Intention:** Provide transparent and fair membership settings, maintain the integrity of member decision-making, and support a healthy, engaged membership base.

A4. General meetings and decision-making

- **New approach:** Updated rules for AGMs and Special General Meetings, including notice, quorum, agenda, and voting (including proxies and special resolutions).
- **Where:**
 - 6.1–6.6 (AGM procedures).
 - 6.7–6.9 (voting and proxies).
 - 7.1–7.4 (Special General Meetings).
- **Intention:** Make it easier for members to understand how decisions are made and to participate confidently in ANZEA's formal decision-making.



A5. Regional, branch and special interest structures

- **New approach:** Moving away from detailed branch provisions toward more flexible regional and special interest arrangements, to be supported primarily through policies rather than heavy constitutional detail.
- **Where:** High-level enabling provisions in **8.5(a)** (Board power to create committees and sub-committees) and related governance documents (e.g. Board Charter).
- **Intention:** Better reflect the reality of how members are working together now, reduce unnecessary administration, and still support member-led initiatives and regional activity.

A6. Te Tiriti o Waitangi and diversity

- **New approach:**
 - Explicit commitment to giving effect to **Te Tiriti o Waitangi** in ANZEA's activities.
 - Recognition of diverse evaluation communities, including Māori evaluation organisations such as Mā Te Rae and Pacific and other ethnic communities.
- **Where:**
 - Purpose clauses **2.2(a)** and **2.2(b)** (Te Tiriti, Mā Te Rae, and diversity).
- **Intention:** Align our governing document with ANZEA's values, relationships and practice, and provide a flexible, inclusive foundation for future partnerships.

B. Changes driven by legal compliance

These changes arise primarily from the Incorporated Societies Act 2022 and associated regulations.

B1. Officer duties

- **New approach:** Clear statement that Officers must meet the officer duties set out in the Act, including acting in good faith and in the best interests of the Association, and exercising reasonable care and diligence.
- **Where:** Clauses **8.2**, **8.5**, and cross-reference to officer disqualification and duties under the Act (**8.8**).

B2. Conflicts of interest

- **New approach:** Requirements for Board members and sub-committee members to disclose interests, record them in an Interests Register, and not participate in decision-making where they are "interested" in a matter.
- **Where:** Clauses **8.15–8.18** (conflicts of interest and Interests Register).

B3. Dispute resolution

- **New approach:** Inclusion of a clear, fair dispute resolution process consistent with the Act (covering complaints and member discipline / disputes).
- **Where:** Dispute resolution / discipline clauses in the dedicated section toward the end of the Constitution.

B4. Registers and records

- **New approach:**
 - Requirement to maintain a Register of Members.
 - Clear expectations around keeping appropriate records of decisions, meetings and finances.



- **.Where:**
 - **5.1–5.2** (Register of Members).
 - Financial and record-keeping obligations in **10** (Finances) and related clauses.

C. Administrative and structural changes

C1. Modernised language and layout

- **New approach:** Plain language, updated structure and clearer section headings to make the Constitution easier to read and apply.
- **Where:** Across the whole document – notably **1–3** (Name, Purposes, Contact Person), **4–6** (Membership and meetings), **8–10** (Governance and finances).

C2. Moving detail to policies and a Board Charter

- **New approach:** Many operational details have been deliberately shifted out of the Constitution and into Board policies and a Board Charter (e.g. detailed committee terms of reference, some financial procedures).
- **Where:**
 - Constitution: enabling clauses such as **8.5(a)** (Board powers to establish committees) and general principles.
 - Board Charter: operational detail about Board roles, meetings, committees and processes.

C3. Consistency and tidy-up

- **New approach:** Removal of outdated references, alignment of definitions with the new Act, and clean-up of internal inconsistencies.
- **Where:** Throughout the document, particularly **Interpretation, Membership, Management/Board**, and **Meetings** clauses.

4. ACKNOWLEDGING SUPPORT

ANZEA gratefully acknowledges the pro bono support of Allen + Clarke in preparing the new Constitution and Board Charter. Their expertise has helped ensure the new document is both compliant and practical.

We also acknowledge the generous contributions of former Board members who have provided advice, feedback and historical insight during the review.