



MERGER UPDATE

12 AUGUST 2019
VERSION 1.0

PROVIDE YOUR FEEDBACK ON THE DRAFT CONSTITUTION

An initial draft of the Constitution has been prepared for review. To enable Remits to be posted to member brigades in October, ideally, we would like your feedback by 4 September but we can receive it up to 11 September to maintain current timeframes.

Go to the UFBA and FRFANZ websites to view the latest Merger Video. A link was also emailed to your Brigade on 12 August, and if your email is registered with either of the Associations, then you will have received a video link via email.

BACKGROUND

In 2017, UFBA and FRFANZ membership voted for change – to merge the two Associations. In 2018, we engaged with Members from both Associations across New Zealand and proposed to Members that we would dis-establish UFBA and FRFANZ and create a new entity. Members gave us a clear message – to dissolve both organisations would be overly disruptive, costly and not necessary to bring them together as one. We propose now to amend the UFBA constitution for the combined organisation from November 2019.

OUR ASPIRATIONS

- Our strategic efforts to sustain volunteerism will continue as will all current services and the provision of professional independent advocacy and support for Members
- As a bigger, broader Association, we will be stronger and more influential in our strategic advocacy; we will be a strong voice for specialist rural disciplines such as vegetation, wildfire behaviour and land management
- We will play a bigger role in enhancing member capability, research, informing standards and advocating for community resilience
- We have a trusted relationship with Fire and Emergency NZ – we will broaden our influence to be equally strong, relevant and a valued partner with other emergency services organisations in support of our membership.

WHAT TO EXPECT AT THE AGMS

At the UFBA and FRFANZ AGMs in November 2019, we propose to ask Members to enable:

- the UFBA to be retained and its constitution modernised;
- FRFANZ brigades to join the UFBA which will represent the voice, interests and unique perspectives of all Brigade Members;
- FRFANZ Members to appoint for a period of three years two additional representatives to the UFBA Board when the new Constitution is adopted; and
- FRFANZ to remain in place as a partner agency with FENZ for non-brigade FRFANZ members (e.g. helicopter crews and FENZ contractors) until it's no-longer required. These members will become part of another broader group within the sector (yet to be established) affiliated with and supported by the UFBA therefore retaining our efforts to join-up and continue to work in a collaborative way with FENZ, the sector and with central and local government.

NEXT STEPS

1. Members submit feedback on draft Constitution ideally by 4 September but not later than 11 September
2. Merger updates August - October
3. AGM Remits to Members October
4. UFBA AGM and FRFANZ AGM on 8 Nov 2019

DRAFT CONSTITUTION CHANGES

3 THEMES

Summary of changes on next two pages

1. Reflect current and proposed legislation
2. A Membership reflective of changing fire and emergency sector
3. Provides Association & Board necessary powers to be flexible and nimble in administration

View the draft Constitution and Merger Video on the UFBA and FRFANZ websites

SUMMARY OF DRAFT CONSTITUTION CHANGES

Reflect current and proposed legislation

Compliance with the Incorporated Societies Bill due to be introduced to parliament later this year; possible changes to the Charities Act; and the Fire and Emergency New Zealand Act 2017

The Incorporated Societies Bill is due to be introduced to parliament later this year. This Bill has a number of matters that must be contained in the Rules of a society (herein referred to as an Association). The new Rules (where they are not already in the constitution) that must be included are:

- that a person / entity must consent to be a member;
- arrangements for keeping the Association's register of Members up to date;
- whether, and if so how, the Association will provide access for Members to the Register of Members (while recognising Privacy Law constraints);
- a Board Member being the Contact Officer for the Association;
- how the Association will control and manage its finances; and
- procedures, based on natural justice, for resolving disputes between Members (in their capacity as Members) and between Members and the Association, including procedures for investigating and dealing with—
 - i. the grievances of Members relating to their rights and interests as Members
 - ii. complaints concerning the misconduct or discipline of Members; and
- when minutes are required to be kept.

Incidental Changes

- Two Members' meetings are required to dissolve an Association under current legislation; the new Bill only requires one and the draft Constitution provides for this if the law permits that at the time;
- An Enrolled Member formally becomes a new class of membership (individuals within Brigades who remain non-voting) so the Association can provide support to these individuals and at the same time confirm that they are subject to the Rules. While the Constitution deems any Enrolled Member of a Brigade to be a Member of the Association, it obliges Brigade Members to ensure Enrolled Members have given their consent and if required provide evidence of this.
- The Association's purpose has been reframed to make it less specific and to align it with changes in the sector from the introduction (and flexibility for any future changes) of the Fire and Emergency NZ Act 2017 and in particular the principal objectives of the Act. Legal advice indicates this is also likely to enable the Association to retain its charitable status.
- The Rules generally preserve for Members those matters that must be reserved in legislation. Other matters will be contained in Board Policy, Regulations or by-laws to align with efficient administration and modern governance practice.

AGM agenda to align with legislation

Board meetings and AGMs remain mostly unchanged in terms of the concept but the AGM agenda for example has been aligned to what is required under current and proposed legislation. The Board can introduce additional motions provided notice requirements are met, as can Brigade Members if procedural matters set out in the constitution are followed. The Board also have the discretion for how it holds the meetings (including electronically).

Rights for Members to bring matters to the AGM have been preserved, but only those notified to the Chief Executive 3 months in advance of the AGM or if otherwise permitted by the Board (currently matters outside general business can be raised if agreed to by 75% of Members present and entitled to vote).

A membership reflective of the changing fire and emergency sector

Definition of Brigade Member

The definition of a Brigade Member is less prescriptive and has been broadened to provide for "groups of people" organised to carry out or support FENZ's objectives and functions (in line with the less prescriptive purpose of the Association). This will provide for groups of enrolled Members that deliver or support FENZ's operational services, but not "administrative" staff. It will also provide flexibility to allow for changes to service delivery and support roles in the future (e.g. community support volunteers). The Board has the power to manage admission of Brigade Members as required.

Membership structure unchanged except for Enrolled Members

Apart from the introduction of Enrolled Members, the Membership structure has not changed – with Fire Brigade Members (now called Brigade Members), Industry and Defence Members, Life Members and Associate Members. Voting rights of Members have not changed; they are reserved for Brigade Members only.

Provision for new Members in relation to merger

The Rules allow the Board to admit new Members from mergers with other entities. Specific provision is made for the FRFANZ merger, with all Brigade and Life Members deemed to be Brigade and Life Members of the UFBA upon adoption of this Constitution.

Greater alignment with Provincial and Sub-Associations

Provisions for greater alignment between the Board and the Provincial and Sub-Associations to facilitate enhanced communication and delivery of services to Members.

Broadening eligibility criteria for new Life Members

The constitution retains a process requiring a 95% majority vote by Brigade Members to become a Life Member, broadening the eligibility criteria to recognise outstanding service to the Association (generally not nationally), any merged entity, or to the fire and emergency sector generally.

Election of Officer roles retained and duties published in Board Policy

The election of the President, Vice-President and Patron (defined as Officers) remains, but their detailed duties are not prescribed in the Constitution. They will be published as a Board policy (the same as now unless there is any reason for change, e.g. the proposal for the Board Chair (versus the President) chairing the AGM to align with modern governance practice). The Board has the power to amend the process for the election of Officers.

Increase Board Members to seven and strengthen appointment process

The Board has been increased from 5 to 7 members to better represent the larger more diverse membership and increase the degree of influence in Board decisions by the elected Board members.

Through the three-year FRFANZ transition period the Board will consist of 2 independent members, 3 elected members and 2 members appointed by FRFANZ Brigade Members (total of 7). At the end of the three-year period, the prescriptive provision to have 2 FRFANZ representatives on the Board will drop away, and 5 Board members will be elected by the membership as a whole, with 2 independent directors (total 7).

Independent Board members are appointed by a majority vote of the elected Board members (on the recommendation of an appointments panel).

Provides Association & Board necessary powers to be flexible and nimble in administration

Majority vote retained for Constitution changes

Members preserve control over the Constitution with a majority vote of Brigade Members required for amendments.

New threshold for AGM and Special Meeting quorums

It's proposed that the AGM quorum be 30% of Brigade Members (down from 40% currently) to provide for greater flexibility, and for special meetings that the quorum also be 30% of Brigade Members (compared to 200 Fire Brigade Members currently).

Provision to uphold any 'Irregularity in Notice' if Members agree

If there was any irregularity in the notice requirements for a Members meeting, under the Current Constitution, decisions become null and void. A new provision has been introduced for this to be waived if there's no protest by Brigade Members about the irregularity or if Brigade Members in attendance agree to waive it.

Funds, Schemes, Panels, special interest groups and service honours all remain in place and active but are not named in Constitution; Board can authorise

Specific reference to the Accident Assurance Scheme and the Benevolent Trust Fund have been removed from the Constitution although this scheme and fund will remain in place and active. The new Rules give the Board power to establish and administer funds and schemes to assist Members (or members of the public

which is included to demonstrate the charitable status of the Association).

Similarly, any regulation and reference to the Challenges Committee, Technical Panel and service award entitlements within the Constitution have been removed. These will remain in place as Board Policy. Specific reference has been removed to elect a position to the Technical Panel at the AGM. However, the Rules do not prevent that position continuing to be elected at the AGM.

The Board can establish any committee, panel or service award criteria in keeping with its purpose. For example, the Board will now have the power to establish a rural sub-committee and to appoint suitably qualified people to such a committee.

Apart from the Code of Conduct, no significant change is proposed to existing policies unless necessary. For example, the Board adopting separate but complimentary service policies for FRFANZ Members.

President to preside over Conference; Chair to preside over AGM

The current Constitution uses the term AGM and Annual Conference interchangeably with the President chairing. The draft Constitution removes any reference to the Conference (other than the Board being able to have one) and the Board Chair presides over the AGM. The Conference itself is not regulated in the Rules. It is intended that the President will continue to preside over the Conference.

Rules enable Association to join industry organisation and establish entities

The Rules enable the Association to join other industry organisations as a member, and to itself establish entities (such as subsidiary companies).

Other clauses changed

The Rule that delegates cannot leave the Conference without permission has been removed (the AGM is a distinct process from the Conference, can be shorter, and not spread across a number of days).

AGM minutes are approved at the following AGM.

Specific reference to the process for electing Brigade Member delegates has been removed from the Rules but can be provided for in Board policies. The delegate cannot be a current Board Member.

Your Feedback

We are keen to hear your feedback on the draft changes to the Constitution and to answer any questions or concerns you may have.

To submit your feedback

To submit your feedback, raise questions, to receive a call from someone to talk through the draft changes, or simply to ask for a hard copy of the Constitution or the August Merger video on USB stick, email us today:

email: UFBA_FRFANZmerger@ufba.org.nz

phone: (04) 237 0265