

Constitution Rules of

British New Zealand Business Association Incorporated

2025

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Introductory rules

Name

The name of the society is **British New Zealand Business Association Incorporated** (in this **Constitution** referred to as the '**Society**').

Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chairperson**' or '**President**' means the **Officer** responsible for chairing **General Meetings** and **Executive Board** meetings, and who provides leadership for the **Society**.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' or '**Vice President**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson or President**.

'**Ex Officio Member**' means the person appointed by the **Executive Board** as the ex officio **Member** of the **Society** from time to time and who has consented to being a **Member**.

'**Executive Board**' means the **Society's** governing body.

'**Executive Board Member**' means a natural person who is a member of the **Executive Board**.

‘Executive Director’ means a person appointed by and responsible to the **Executive Board** to assist in the operations of the **Society** including the functions of the **Secretary** if required.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘Honorary President’ means the person appointed by the **Executive Board** as the honorary president of the **Society** from time to time.

‘Interested Member’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘Interests Register’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

‘Notice’ to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

- an **Executive Board Member**; or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any **President, Vice President, Treasurer** or **Executive Director**.

‘Patron’ means the person appointed by the **Executive Board** as a patron of the **Society** from time to time.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Executive Board Member** responsible for the matters specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Executive Board Member** responsible for, among other things, overseeing the finances of the **Society**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not

Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

The primary purposes of the **Society** are to—

- Encourage, promote and support reciprocal trade, business and investment between New Zealand and the United Kingdom.
- Promote, foster and protect the interests of **Members** and prospective **Members**, who undertake trade, investment and/or any other form of legitimate business between New Zealand and the United Kingdom.
- Promote the consideration and discussions of all questions affecting trade relations between New Zealand and the United Kingdom and to establish a forum for the interchange of views among members and to encourage the greater dissemination of information on trade between New Zealand and the United Kingdom from private and governmental sources in both countries.
- Promote and enhance the images of New Zealand and the United Kingdom as places to live, work and do business in.

The **Society** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - is a not-for-profit entity, and

- is affiliated or closely related to the **Society**, and
- has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

Powers of the Society

The **Society** has all the powers, authorities and discretion by law or by this **Constitution**, in giving effect to the purposes, in their discretion, may, at all times and from time to time, exercise the fullest powers and authorities including, but not limited to, the following powers -

- purchase, take on lease or otherwise acquire such property real and personal as the **Society** thinks necessary or convenient.
- borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other securities founded or based on all or any of the property or rights of the **Society** with or without security and upon such terms as to priority or otherwise as the **Society** thinks fit but the powers of so borrowing or raising money shall not be exercised

except pursuant to a resolution of the **Executive Board** passed in **Annual General Meeting** or **Special General Meeting**.

- sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the **Society**
- in addition to its statutory powers, the **Society** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its primary purposes:
 - use its funds to pay the costs and expenses to advance or carry out its objects,
 - employ or contract with such people as may be appropriate, and
 - invest in any investment.

The **Society** must not be carried on for the financial gain of any of its members.

Registered office

The Registered Office of the **Society** shall be at such place in New Zealand as the **Executive Board** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

Contact person

The **Society** shall have at least 1 but no more than 3 contact persons whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Executive Board** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Members

Minimum number of Members

The **Society** shall maintain the minimum number of **Members** required by the **Act**. The **Society** may set a limit on the maximum number of Members.

Types of Members

The **Members** of the **Society** shall consist of persons, firms, companies, or organisations carrying on business in or with New Zealand or who, supporting the Purposes above, have an interest in bilateral trade, investment and /or business between New Zealand and the United Kingdom.

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Member**
A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
- **Life Member**
A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

Becoming a Member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

Becoming a Member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Executive Board**

regarding an application for membership and will become a **Member** on acceptance of that application by the **Executive Board**.

The **Executive Board** may accept or decline an application for membership at its sole discretion. The **Executive Board** must advise the applicant of its decision (but it shall not be required to provide reasons for that decision).

The written consent of every **Member** to become a **Member** shall be retained in the **Society's** membership records.

Notwithstanding the above, the **Executive Board** may by unanimous decision elect to membership any company, organisation, or person.

The **Member's** membership year shall commence on the date when a completed application form is accepted by the **Society** and shall last for a period of 12 months or any longer period as agreed by the **Executive Board**. The membership year will be renewed on the anniversary of this date for a period of 12 months or any longer period as agreed by the **Executive Board** subject to payment of the subscription due and to the terms of the clause relating to ceasing to be a Member.

Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- Any **Member** that is a body corporate shall provide the **Executive Board**, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- The **Executive Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment, or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription, any other fees, or levy the **Executive Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** class of membership by giving 1 month's written notice to the **Executive Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Executive Board** where—
 - The **Member** has failed to pay a subscription, levy, or other amount due to the **Society** within 4 calendar months of the due date for payment.
 - In the opinion of the **Executive Board** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Executive Board** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

- the date specified in a resolution of the **Executive Board** and when a **Member's** membership has been terminated the **Executive Board** shall promptly notify the former **Member** in writing.

Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks, and manuals).
- shall cease to be entitled to any of the rights of a **Member**.

Becoming a Member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Executive Board**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Executive Board**.

General Meetings

Procedures for all General Meetings

The **Secretary** shall give all **Members** at least 15 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** may attend, speak, and vote at **General Meetings**—

- in person, or

- by a signed written proxy (an email or copy being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Secretary**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 10 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less 75 percent of the eligible financial **Members** voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson** or in their absence, the **Deputy Chairperson** or in the absence of both of them, the meeting shall elect another member of the **Executive Board** to chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

- Any person chairing a **General Meeting** may —
 - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Executive Board** may propose motions for the **Society** to vote on ('**Executive Board Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

Minutes

The **Society** must keep minutes of all **General Meetings**.

Annual General Meetings: When they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Executive Board** and be consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

Annual General Meetings: Business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Executive Board's** report on the finances of the **Society**, and the annual financial statements, and, if required, appoint an auditor,
- set any subscriptions for the period to the following **Annual General Meeting**,
- elect the **Officers** and other **Members** of the **Executive Board**,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Executive Board** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

Special General Meetings may be called at any time by the **Executive Board** by resolution.

The **Executive Board** must call a **Special General Meeting** if it receives a written request signed by at least 10 **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Executive Board's** resolution or the written request by **Members** for the **Special General Meeting**.

Executive Board

Executive Board composition

The **Executive Board** will consist of at least 5 **Executive Board Members** and no more than 15 **Executive Board Members**.

The **Executive Board Members** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

Unless otherwise agreed by the **Executive Board**, the **Executive Board** will include the following **Officers**:

- a **President**,
- a **Vice President**,
- a **Treasurer**,
- a **Secretary**, who may be the same person as the **Executive Director**

Functions of the Executive Board

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Executive Board**, in accordance with the **Act**, any Regulations made under that **Act**, and this **Constitution**.

Powers of the Executive Board

The **Executive Board** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

This includes the power to enter into contracts on behalf of the **Society** or delegate such power to an **Executive Board Member**, sub-Executive Board, employee, or other person.

Sub-Executive Boards

The **Executive Board** may appoint sub-Executive Boards consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Executive Board**—

- the quorum of every sub-Executive Board is half the members of the sub-Executive Board but not less than 2,
- no sub-Executive Board shall have power to co-opt additional members,
- a sub-Executive Board must not commit the **Society** to any financial expenditure without express authority from the **Executive Board**, and
- a sub-Executive Board must not further delegate any of its powers.

General matters: Executive Boards

The **Executive Board** and any sub-Executive Board may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Executive Board** or sub-Executive Board meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Executive Board** or any sub-Executive Board may regulate its proceedings as it thinks fit.

Executive Board meetings

Procedure

The quorum for **Executive Board** meetings is at least 5 **Executive Board Members**.

A meeting of the **Executive Board** may be held either—

1. by a number of the **Executive Board Members** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual communication by which all of the **Executive Board Members** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution by the **Executive Board** is passed at any meeting of the **Executive Board** if a majority of the votes cast on it are in favour of the resolution. Every **Executive Board Member** shall have one vote.

Executive Board meetings shall be chaired by the **Chairperson** or in their absence, the **Deputy Chairperson** or in the absence of both of them, the meeting shall elect another member of the **Executive Board** to chair the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Executive Board**.

The **Executive Board** shall have power to invite any **Member**, or non-**Member**, to attend any meeting of the **Executive Board**.

Any **Honorary President, Patron** or **Ex Officio Member** may be invited by the **Executive Board** to attend and participate in any meeting of the **Executive Board**, notwithstanding they do not possess the power to vote at any meeting of the **Executive Board**.

Except as otherwise provided in this **Constitution**, the **Executive Board** may regulate its own procedure.

Frequency

The **Executive Board** shall meet at least quarterly as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Executive Board Member** nominated by the **Executive Board**, shall give to all **Executive Board Members** not less than 5 **Working Days'** notice of **Executive Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

Qualifications of Officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** by this **Constitution** or by the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer**, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.

4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005.
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 1. an offence under subpart 6 of Part 4 of the **Act**
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the **Act**, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
8. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Executive Board**.

Officer's duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her

5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or appointment of Executive Board Members and Officers

The election of **Executive Board Members** shall be conducted as follows.

Executive Board Members shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Executive Board Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Executive Board** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Executive Board Member** by this **Constitution** or the **Act**).

A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial **Member**) with a certificate that the nominee is not disqualified from being appointed or holding office as an **Executive Board Member** by this **Constitution** or the **Act**, shall be received by the **Secretary** at least **5 Working Days** before the date of the **Annual General Meeting**. Further nominations may be received from the floor at the **Annual General Meeting**.

Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of a ballot being required the candidate/s polling the highest number of votes of financial **Members** shall be declared elected by the **Society**.

In the event of any vote being tied, the tie shall be resolved by the incoming **Executive Board** (excluding those in respect of whom the votes are tied).

Two **Members** (who are not nominees) appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.

The failure for any reason of any financial **Member** to receive **Notice** of an election shall not invalidate the election.

Any **Officer** of the **Society** who is not an **Executive Board Member**, including the **Executive Director**, shall be appointed by the **Executive Board**.

Term

The term of office for all **Executive Board Members** elected to the **Executive Board** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Executive Board Member's** term of office.

The term of all other **Officers**, including the **Executive Director**, shall be 1 year from the date of appointment by the **Executive Board**.

Removal of Officers

An **Officer** may be removed as an **Officer** by resolution of the **Executive Board** or the **Society** where in the opinion of the **Executive Board** or the **Society** —

- In respect of an **Officer** that is elected as an **Executive Board Member**, has been absent from 3 **Executive Board** meetings within a calendar year without leave of absence from the **Executive Board**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Executive Board** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Executive Board** or **Society**.

Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Executive Board**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Executive Board** all books, papers and other property of the **Society** held by such former **Officer**.

Conflicts of interest

An **Officer** or member of a sub-Executive Board who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Executive Board** and or sub-Executive Board, and
2. in an **Interests Register** kept by the **Executive Board**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-Executive Board becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-Executive Board who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Executive Board** and/or sub-Executive Board relating to the **Matter** unless all members of the **Executive Board** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive Board** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Executive Board** and/or sub-Executive Board relating to the **Matter** and be present at the time of the decision of the **Executive Board** and/or sub-Executive Board (unless the **Executive Board** and/or sub-Executive Board decides otherwise).

However, an **Officer** or member of a sub-Executive Board who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 percent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 percent or more of the members of a sub-Executive Board are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Executive Board** shall consider and determine the **Matter**.

Records

Register of Members

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include-

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each **Member's** —

- postal address
- email address (if any)
- whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

Interests Register

The **Executive Board** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-Executive Board.

Access to information for Members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or

4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the **Society**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

Control and management

The funds and property of the **Society** shall be—

- controlled, invested, and disposed of by the **Executive Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Executive Board** shall maintain bank accounts in the name of the **Society**.

The **Executive Board** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Executive Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

Financial statements setting out receipts and expenditure will be presented at each meeting of the **Executive Board** for specific approval and authorisation and this shall be recorded in the minutes of such meetings.

All payments shall be authorized by 2 **Executive Board Members** or by 1 **Executive Board Member** and the **Executive Director** as authorised by resolution of the **Executive Board**.

Balance date

The **Society's** financial year shall commence on 1 January of each year and end on 31 December (the latter date being the **Society's** balance date).

Dispute resolution

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**

2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Executive Board** (or a complaints sub-Executive Board) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Executive Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Executive Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Executive Board** (or a complaints sub-Executive Board) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes a complaint has a right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of a complaint has a right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Not proceeding further with a complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:

1. that a **Member** or an **Officer** has engaged in material misconduct;
2. that a **Member**, an **Executive Board Member**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

Referring a complaint

The **Society** may refer a complaint to -

1. a sub-Executive Board or an external person to investigate and report; or
2. a sub-Executive Board, an arbitral tribunal, or an external person to investigate and make a decision.

The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Executive Board** or a complaints sub-Executive Board consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Liquidation and removal from the register

Resolving to put the Society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Executive Board** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Executive Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Executive Board** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Executive Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be given or transferred to some other organisation or body having purposes similar to the purposes of the Society, or to some other charitable organisation or purpose, within New Zealand, to be determined by a simple majority of the **Members** at a meeting, at or before the time of winding-up or dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter.

Alterations to the Constitution

Amending this Constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by two thirds of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

At least 15 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive Board** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

Other

Bylaws

The **Executive Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.