

Constitution of RiskNZ Incorporated

1 Preliminary

- 1.1 The Society, the Board, the Members, and each Officer of the Society have the rights, powers, duties, and obligations set out in the Act except to the extent that they are negated or modified in accordance with the Act by this Constitution.

2 Interpretation

2.1 Definitions

In this Constitution, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

‘Act’ means the Incorporated Societies Act 2022.

‘Annual General Meeting’ means the annual general meeting of the Society, convened and conducted in accordance with this Constitution.

‘Balance Date’ means 31 March or any other date adopted by the Board in accordance with the Act.

‘Board’ means the board comprised of Members (or non-Members, as permitted in this Constitution) for the time being elected to manage the affairs of the Society pursuant to this Constitution, and has the same meaning as the term “committee” under the Act.

‘Corporate Member’ means a body corporate or incorporated partnership that that is a Member of the Society.

‘Board Member’ means a member of the Board for the time being, appointed in accordance with this Constitution.

‘Constitution’ means this constitution as amended from time to time in accordance with rule 22 or as amended in any other manner permitted by law.

‘Chairperson’ means the person for the time being holding office as chairperson of the Society pursuant to rule 9.4.

‘Complaint’ has the meaning given to it in section 38(2) of the Act and is commenced in accordance with Schedule 1 of this Constitution.

‘Deputy Chairperson’ means the person for the time being holding office as deputy chairperson of the Society pursuant to rule 9.4.

‘Dispute’ has the meaning given to it in section 38(1) of the Act.

‘Executive Officer’ means the person for the time being holding office as executive officer of the Society pursuant to rule 9.6.

‘Fellow Member’ means a person who is a Fellow Member on the terms as determined by the Board from time to time.

‘Financial Year’ means the year ending on the Balance Date of the Society.

‘Individual Member’ includes any natural person that is a Member of the Society and includes any Student Member, Retired Member, Fellow Member, and Life Member.

‘Investment Manager’ means a person whose profession or business is or includes investing money on behalf of others.

‘Life Member’ means a person honoured for highly valued services to the Society elected as a Member for life by the Board. A Life Member shall be exempt from paying fees as provided for in rule 7.1.

‘Member’ means any person or organisation who is a member of the Society in accordance with this Constitution. The current classes of Members are specified in rule 6.1.

‘Purposes’ means the purposes of the Society specified in rule 4.1.

‘Officer’ has the meaning given to it in the Act and includes a natural person who is a member of the Board and a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society, including a treasurer or chief executive officer.

‘Ordinary Resolution’ means a resolution passed at a general meeting of the Members, including an Annual General Meeting, by a simple majority of the Members who are present in person or by proxy and who are entitled to vote on the resolution.

‘Registered Office’ means the registered office of the Society for the time being, determined in accordance with rule 18.

‘Registrar’ means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

‘Retired Member’ means a person who has either retired from full-time work or works fewer than 20 hours per week and requests in writing to be recorded as a Retired Member.

‘Secretary’ means the secretary of the Society, appointed in accordance with rule 13.2.

‘Society’ means the society constituted by this Constitution and known by the name specified in rule 3.

‘Special Resolution’ means a resolution passed at a meeting of Members, including an Annual General Meeting by a majority of not less than 75% of the Members who are present in person or by proxy and are entitled to vote on the resolution.

‘Student Member’ means a person enrolled at any university, college or other teaching institution in a full-time academic programme that is approved by the Board as relating to the purposes of the Society.

‘Treasurer’ means the treasurer of the Society, appointed in accordance with rule 9.5.

‘Working Day’ has the meaning given to it in section 13 of the Legislation Act 2019.

2.2 General construction

- a **No definition:** Unless the context otherwise requires, any expression not defined in this Constitution but defined in the Act will bear the same meaning in this Constitution as in the Act (whether or not such expression is capitalised when used in this Constitution).
- b **Headings:** Headings are for reference only and are not an aid in interpretation.
- c **Reference to statutes:** Unless the context otherwise requires, references to a statute include:
 - i amendments to that statute;
 - ii a statute passed in substitution for that statute; and
 - iii regulations passed under that statute (or any of that statute’s amendments or under a statute passed in substitution for that statute).
- d **Rules:** References to rules are to the rules of this Constitution.
- e **Clauses:** References to clauses are to clauses of the Schedule of this Constitution.

- f **Section:** References to sections are to the sections of the Act.
- g **Singular and plural:** In this Constitution, if not inconsistent with the context, words importing the plural include the singular and vice versa and words importing gender import all genders.

3 **Name of the Society**

The name of the Society shall be 'RiskNZ Incorporated' or such other name as is determined in accordance with sections 117 to 120 of the Act.

4 **Purposes of the Society**

4.1 **Purposes**

The Purposes of the Society shall be to:

- a promote the principles, theory and best practice of risk management in New Zealand and internationally, to assist organisations and professionals to deliver their strategic goals;
- b promote research and the development of knowledge about the management of risk in New Zealand;
- c promote the education of risk management and associated practices within New Zealand and in the international risk management community;
- d increase interest in membership of the Society;
- e provide opportunities for risk professionals to engage, connect, and network with other risk professionals; and
- f carry on any other activity which is consistent with or incidental to the above Purposes and which is in the interests of the Society as the Board may determine from time to time.

4.2 **Independent of Purposes**

- a The Purposes shall each be regarded as independent purposes and shall accordingly, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other paragraph of rule 4.1, nor from the name of the Society nor by reference to or any inference from any other matter or thing whatsoever.
- b None of the provisions of any paragraph of rule 4.1 or the Purposes shall be deemed to be subsidiary or ancillary to any other paragraph or paragraphs of rule 4.1 to the end and intent that subject as aforesaid, the Board may exercise all or any of the Purposes independently of any of the other Purposes.
- c If there is any ambiguity in the interpretation of any of the Purposes each Purpose shall be construed in such a way as to widen and not restrict the powers of the Board.

4.3 **Charitable Status**

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

5 **Financial gain**

5.1 The Society shall not be carried on for the financial gain of Members.

5.2 The Society shall be prohibited from:

- a distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- b having capital that is divided into shares or stock held by its members; or

- c 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).

5.3 The Society does not have a purpose of being carried on, and is not being carried on, for the financial gain of any of the Members merely because it will or may make payments, benefits, distributions, or otherwise doing any of the activities specified in section 24.

6 Membership

6.1 Membership Classes

The current classes of Members of the Society are:

- a Corporate Members;
- b Fellow Members;
- c Life Members; and
- d Individual Members.

6.2 Application for membership

- a All applications for membership shall be made to the Board in writing on the form or forms prescribed by the Board from time to time. An applicant for membership must supply any information or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.
- b Persons who are proposed members must consent in writing to become a Member. The signed written consent of every Member to become a Member shall be retained in the Society's membership records.
- c The Members of the Society may comprise individuals or corporate bodies or incorporated partnerships that apply risk management practices as part of their work activities.

6.3 Acceptance or refusal of application for membership

Subject to rule 6.2c the Board has an absolute discretion whether or not to accept or refuse an application for membership of the Society. The Board may delegate this function to a subcommittee of Officers or an Officer for and on the terms as determined by the Board from time to time. The Board, subcommittee or officer(s) (as relevant) must advise the applicant of its/their decision but is/are not bound to give any reason for the acceptance or refusal of any application.

6.4 Resignation

A Member may resign from membership of the Society at any time by giving notice of resignation in any form of written communication to the Board.

6.5 Minimum number of members

- a The Society shall at all times have at least ten Members.
- b An act of the Society or the transfer of property to or by the Society is not invalid merely because the Society does not have at least ten members.

6.6 Liability of members

- a A Member is not liable for an obligation of the Society by reason only of being a member.
- b The liability of a Member is limited to any amount unpaid on the membership of the Member.
- c Nothing in this rule affects the liability of a Member to the Society under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

6.7 Members have no right to property of the Society

Membership of the Society does not confer on a Member any right, title, or interest, either legal or equitable, in the property of the Society.

6.8 Access or use of Society property

The 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 how they may participate in Society activities, including any conditions of and fees for such access, use or participation.

6.9 Register of members

- a The Society must keep a register of its Members containing:
 - i the class of membership of each Member;
 - ii the name of each Member;
 - iii the last known contact details of each Member (namely, physical or email address and a telephone number);
 - iv the date on which each person became a Member;
 - v the name of each person who has ceased to be a member of the society within the previous 7 years;
 - vi the date on which each person ceased to be a member; and
 - vii all other information prescribed by the regulations to the Act (if any).
- b The Board must update the register of Members of the Society as soon as practicable after becoming aware of changes to the information recorded on the register.

6.10 Members' obligations

All Members shall promote the interests and Purposes of the Society and shall not do anything to bring the Society into disrepute.

6.11 Information for Members

- a A Member may at any time make a written request to the Board for specific information held by the Society. Any such request must specify the information sought in reasonable detail.
- b The Board must, within a reasonable time after receiving a request:
 - i provide the specified information or agree to provide the specified information within a specified period; or
 - ii refuse to provide the information, specifying the reasons for the refusal (in which case section 81 shall apply); or
 - iii agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (in which case section 82 shall apply).

7 Subscriptions and fees

7.1 Subscription and fees

- a Members shall pay:
 - i An annual membership subscription of such amount as is from time to time fixed by the Board; and

- ii Such additional fees as may be fixed by the Board from time to time.
- b Annual membership subscriptions shall be paid by the date fixed for payment under rule 7.1 (a)1.
- c Any additional fees payable in accordance with rule 7.1 (a)2 shall be paid by the date fixed by the Board for payment.
- d Unless the Board determines otherwise, all annual subscriptions are payable on the first day of each Financial Year by all Members other than those who have given notice of resignation to the Board at least one month prior to the expiry of the previous Financial Year.

7.2 Failure to pay

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 30 days 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 90 days of the due date for payment of the subscription, any other fees, or levy the Board may:

- a impose reasonable penalties on the Member of such amount as is from time to time fixed by the Board; or
- b terminate the Member's membership (without being required to give prior notice to that Member).

8 Cessation of membership

8.1 Cessation of membership

A Member ceases to be a Member:

- a on resignation by the Member in accordance with rule 6.4 (with effect from the date of receipt of such resignation);
- b on termination of the Member's membership following a dispute resolution process under this Constitution (with effect from termination);
- c on death or permanent disability of the Member (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership (with effect from the date of death, liquidation, deregistration or dissolution of the Member, as the case may be)); or
- d on termination of the Member's membership by a resolution of the Board where:
 - i the Member has failed to pay any annual subscription or additional fee in accordance with rule 7.2; or
 - ii in the opinion of the Board, that Member has breached the Act or the Constitution or has conducted itself in a manner that is prejudicial to the interests of the Society or its Purposes; or
 - iii is terminated or wound up,
 (with effect from the date specified in a resolution of the Board).

8.2 Effect of termination

- a Unless the Board determines otherwise, the termination of any Member's membership of the Society shall not entitle the Member concerned to a refund of any annual subscription or additional fees paid to the Society, nor shall such termination relieve that Member from liability to pay any annual subscription or additional fee that has become due for payment prior to the date of termination of that Member's membership.

- b Except where membership is terminated by resignation or under rule 6.4, no new application for membership by a previous Member may be approved unless the Board, in its sole discretion and by a majority vote, agrees otherwise.
- c Where membership has been terminated under rule 7.1d the previous Member whose membership has been terminated may, within three (3) month from the date of termination, make a Complaint regarding the termination to be resolved using the dispute resolution process provided for in Schedule 1.

9 Board

9.1 Management by Board

- a The operation and affairs of the Society shall be managed by, or under the direction or supervision of, the Board which may exercise all the powers of the Society which are not required, either by the Act or this Constitution, to be exercised by the Society in general meeting.
- b Subject to the Act, any other legislation, and the general law, the Board has, both within and outside New Zealand:
 - i full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
 - ii full rights, powers, and privileges.
- c Without prejudice to the generality of the foregoing the Board may, in order to achieve the Purposes, exercise the powers set out in Schedule 2 to this Constitution.

9.2 Composition of the Board

- a The Board shall comprise no more than ten (10) and no fewer than three (3) Board Members elected by Ordinary Resolution.
- b Subject to rule 9.3, all Board Members shall be Members of the Society.
- c No person shall be eligible for appointment as a Board Member if he or she:
 - i has not consented in writing to become a Board Member; or
 - ii has not certified that they are not disqualified from being appointed as a Board Member; or
 - iii is a person to whom a disqualifying matter in section 47(3) applies; or
 - iv is unable to manage his or her affairs in terms of Protection of Personal and Property Rights Act 1988; or
 - v has been convicted of an indictable offence.

9.3 Independent Board Member

By Special Resolution, one or more persons who are not Members may be independent Board Members, provided that a majority of Board Members must be made up of either or both of the following:

- a members of the Society;
- b representatives of bodies corporate that are members of the Society.

9.4 Appointment of Chairperson and Deputy Chairperson

The Board may elect:

- a one of the Board Members to be Chairperson; and

- b one of the Board Members to be Deputy Chairperson.

9.5 **Appointment of Treasurer**

The Board Members may appoint one of their number to be the Treasurer from time to time.

9.6 **Executive Officer**

- a The Board Members may employ an Executive Officer.
- b An Executive Officer shall be entitled to remuneration for their services and to reimbursement for reasonable expenditure.

9.7 **Term of office**

Each Board Member shall serve for a term of two years and no more than three consecutive terms. To ensure a degree of continuity half (or, if there is an odd number, one fewer than half) of the Board Members shall be elected (and may be re-elected) annually.

9.8 **Cessation of office**

- a A Board Member shall cease to be a Board Member if he or she:
 - i resigns by signing a written notice of resignation and giving it to the Board;
 - ii is a person to whom a disqualifying matter in section 47(3) applies; or
 - iii shall cease to be able to manage his or her affairs in terms of Protection of Personal and Property Rights Act 1988; or
 - iv shall be convicted of an indictable offence; or
 - v shall be absent from New Zealand for a period of 6 months without obtaining leave of absence from the other Board Members; or
 - vi dies; or
 - vii is for any reason unfit to carry out his or her duties as a Board Member as determined by a Special Resolution of the other Board Members.
- b A Board Member to whom rule 9.8a applies shall cease to hold office upon the passing by the Board of a resolution to that effect.

9.9 **Reimbursement for expenses only**

Board Members shall not be entitled to any remuneration for their services as such, but they shall be entitled to reimbursement for reasonable expenditure by way of travelling and accommodation expenses and other out-of-pocket expenses incurred in connection with the business of the Society.

9.10 **Contact person**

- a The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- b The Society's contact person must:
 - i comply with the requirements of section 114; and
 - ii must be an Officer of the Society.
- c A contact person can be appointed by the Board or elected by the Members at a general meeting by Ordinary Resolution.

- d Each contact person's name must be provided to the Registrar together with any other required contact information, in the manner prescribed by regulations issued under the Act (if any).
- e Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring or the Board becoming aware of the change.

10 Proceedings of the Board

10.1 Proceedings of the Board

The proceedings of the Board shall be regulated in accordance with the following provisions.

10.2 General

- a The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit.
- b Subject to the urgency provisions of this sub-rule, fourteen days' notice shall be given of meetings of the Board. The Chairperson, or two Board Members, may at any time summon a meeting of the Board and it shall not be necessary to give notice of the meeting of the Board to any Board Member for the time being absent from New Zealand. Where it is impractical, in urgent circumstances, to give fourteen days' notice of a meeting in accordance with this sub-rule, the Chairperson and one other Board Member may summon a meeting of the Board on giving not less than 48 hours' notice.
- c The Board shall hold not less than two meetings in each Financial Year.
- d The Board may in any particular matter co-opt to its deliberations any person having specialised knowledge in respect of the topic under consideration or investigation and any person so co-opted shall have a right to speak at any meeting of the Board but not to vote.

10.3 Quorum

A quorum for a Board Meeting shall be 50% of the Board Members including either the Chairperson or the Deputy Chairperson. No business of the Board shall be conducted at any time when less than a quorum is present.

10.4 Chairperson to chair Board meetings

The Chairperson shall chair all meetings of the Board at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then the Deputy Chairperson shall chair the meeting.

10.5 Absence of Chairperson

10.6 The Deputy Chairperson will act as chairperson of the Board in the absence of the Chairperson from time to time and shall have and may exercise all the powers and perform all of the duties of the Chairperson. Voting

- a Questions arising at any Board meeting shall be decided by seeking consensus wherever possible, and where a consensus is not possible, by a majority of votes of those Board Members eligible to vote on a particular matter.
- b Each Board Member shall have one vote.
- c In the event of an equality of votes of any resolution the Chairperson shall have a second or casting vote.
- d Proxy votes can only be given to another Board Member and any form appointing a proxy must be presented to the Board in writing in any form the Board determines to be satisfactory in its sole discretion.

10.7 Resolutions in lieu of Board meeting

A resolution in writing signed by all the Board Members shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and constituted. Any such resolution may be executed in one or more counterparts each signed by one or more of the Board Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.

10.8 Virtual meetings

- a Notwithstanding any other provision in this Constitution, the contemporaneous linking together by telephone or video conference or other electronic means permitting instantaneous communication (referred to as a '**remote meeting**' in this Constitution) of a number of Board Members ('**participants**') being not less than the quorum, shall be deemed to constitute a meeting and all the provisions in this rule 10 as to meetings shall apply to such meetings so long as the following conditions are met:
 - i All the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a remote meeting and to be linked by remote means for the purposes of such meeting. Notice of such meeting may be given by telephone or by electronic means;
 - ii Each of the participants taking part in the remote meeting must be able to hear or otherwise communicate with each of the others taking part at the commencement of the meeting;
 - iii At the commencement of any remote meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part;
 - iv A participant may not leave a remote meeting by disconnecting his or her connection with the meeting without having previously obtained the express consent of the Chairperson and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the remote meeting unless having obtained the express consent of the Chairperson to leave the meeting.
- b Minutes of the proceedings at a meeting held by contemporaneous linking together by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by or on behalf of the Chairperson.

10.9 Delegation of powers

- a **Delegation**
 - i The Board may delegate to any person or committee of persons such of the powers of the Board as the Board thinks fit and may stipulate restrictions or rules by, or within which, such powers are to be exercised and may revoke any such delegation, wholly or partly, at any time.
 - ii Any person or committee acting under delegated power shall act in accordance with the Constitution and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.
 - iii Subject to any directions given by the Board, any person or committee to which any powers of the Board have been delegated may conduct their affairs in such manner as they may decide.
- b **Investment Manager**

The Board may appoint or remove one or more Investment Managers on terms to be agreed between the Board and the Investment Manager from time to time. The Investment Manager may be given such powers and duties in relation to the investment or the whole or any part of the assets of the Society including the power to determine and to make particular investments as decided by the Board.

10.10 Validity of Board's actions

All acts properly done by any meeting of the Board or by any person acting as a Board Member, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Board Member or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member.

10.11 Board minutes and records

The Board shall cause proper minutes to be kept of all appointments of committees, and sub-committees made by it and of the proceedings of all meetings of the Society and of the Board.

11 Interested Board Members**11.1 Disclosure of interests**

- a As soon as a Board Member becomes aware of the fact that he or she is interested (as defined in section 62) in a matter (as defined in section 62) involving the Society, they must disclose to the other Board Members at a Board meeting:
 - i If the monetary value of the Board Member's interest is able to be quantified, the nature and monetary value of that interest; or
 - ii If the monetary value of the Board Member's interest cannot be quantified, the nature and extent of that interest.
- b A disclosure of interest by a Board Member must be recorded in the interests register of the Society.
- c Any Board Member who is or may be in any other capacity whatsoever personally interested or concerned directly or indirectly in any transaction entered into or to be entered into, by the Society, may not:
 - i Vote on a matter relating to the transaction; or
 - ii Take part in deliberations relating to the transaction.
- d However, a Board Member who is prevented from voting on the matter or taking part in deliberations relating to the matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered. If 50% or more of the Board Members are prevented from voting on the matter the Board must call a Special General Meeting to consider and determine the matter.
- e A failure by a Board Member to comply with this rule 11.1 does not affect the validity of a transaction entered into by the Society or the Board Member.

11.2 Dealing with 'interested' Board Members

Subject to rule 11.1, each Board Member may act as a Board Member and still contract or otherwise deal with the Society in his or her personal capacity or in any other capacity as if he or she had not been appointed as a Board Member. The right to continue to hold office as a Board Member will apply even though a Board Member's interest or duty in a particular matter may conflict with any duty he or she may have in respect of the Society.

11.3 No private pecuniary profit of any Board Member with exceptions

- a No Board Member may direct or divert to their own benefit or advantage an amount derived from the business of the Society.
- b No private pecuniary profit shall be made by any person involved in the Society whether a Board Member or otherwise, except that where it is considered appropriate by the Society:

- i any Board Member may be entitled to be reimbursed out of the assets of the Society for all expenses that they properly incur in connection with the affairs of the Society;
- ii any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or by any form or entity of which that Board Member is a member, employee or associate in connection with the affairs of the Trust; and
- iii any Board Member may retain any remuneration properly payable to that Board Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Board Member has acted in any capacity whatsoever, notwithstanding that the Trustee's connection with that company or undertaking is in any way attributable to that Board Member's connection with the Society.

11.4 Restriction on benefits where recipient may influence benefits

- a In relation to any business carried on by the Society, no payments shall be made to any person who is:
 - i a Board Member of the Society; or
 - ii is a shareholder or director of any company by which the business of the Society is carried on; or
 - iii is a trustee of a trust that is a shareholder of a company by which the business of the Society is carried on; or
 - iv an associated person (as defined by the Income Tax Act 2007) of any such trustee, shareholder or director,

for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) be afforded to, or received, gained, achieved or derived by such person where that person is able, by virtue of that capacity as trustee, shareholder, director or associated person, in any way, whether directly or indirectly to determine, or to materially influence the determination of:

 - v the nature or extent of a relevant benefit or advantage; or
 - vi the circumstances in which a relevant benefit or advantage is, or is to be, given or received.

11.5 Professional account and influence

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of rule 11.4.

11.6 Board Members to comply with restrictions

The Board Members, in determining all reimbursements, remuneration and charges payable in terms of this rule, shall ensure that the restrictions imposed by rules 11.3 and 11.4 of this Constitution are strictly observed.

12 Subcommittees

The Board may form subcommittees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:

- a The quorum of every subcommittee is half the members of the subcommittee; and
- b The subcommittees:

- i shall have no power to co-opt additional members;
- ii must not commit the Society to any financial expenditure without express authority from the Board; and
- iii must not further delegate any of their powers.

13 Administration

13.1 Signing documents

All documents and other written matters requiring execution or signing on behalf of the Society must be signed by the Chairperson or Deputy Chairperson or the Secretary, or any other Officer to which the Board has delegated authority to execute or sign on behalf of the Society.

13.2 Appointment of Secretary

The Secretary shall be appointed by the Board from time to time upon such terms as the Board considers appropriate.

13.3 Duties of Board Members and the Board

- a The Board Members shall have the duties set out in sections 54 to 61.
- b The administrative duties of the Board shall include:
 - i Convening meetings of the Society when required to do so in accordance with this Constitution and likewise convening meetings of the Board and of all committees and sub-committees (if any) of the Board;
 - ii Giving all such notices as the Society in general meeting, or the Board, may instruct, or which the Society may be required or give to Members in the manner provided in this Constitution;
 - iii Keeping minutes of all meetings of the Society and of the Board and all committees and sub-committees (if any) of the Board and entering the same in the minute books kept for that purpose;
 - iv Performing or supervising the performance of the clerical work for, and the maintenance of proper records of, the Society;
 - v Maintaining a membership register for the Society;
 - vi Giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
 - vii Issuing and receiving correspondence on behalf of the Society;
 - viii Receiving all fees, subscriptions, levies and other moneys paid to the Society and issuing receipts;
 - ix Opening and operating a current bank account in the name of the Society;
 - x Making such deposits and investments in the name of the Society as the Board may determine from time to time;
 - xi Directing the payment of all accounts and making all advances passed for payment by the Board;
 - xii Keeping all financial records of the Society and ensuring their safe-keeping together with any security documents;

- xiii Reporting to the Board, committee, or sub-committee (as the case may be) any Member who fails to pay subscriptions, fees or other moneys properly payable by that Member within the prescribed period; and
- xiv Preparing, or ensuring preparation of, and submitting to the auditor for the Society (if any), annual accounts of the Society.

13.4 Procedure to resolve Dispute

The Society adopts the dispute resolution procedure set out in Schedule 1 of this Constitution.

14 General Meetings

14.1 Annual General Meeting

- a The Society shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling the meeting.
- b The Annual General Meeting must be held:
 - i not later than 6 months after the balance date; and
 - ii not later than 15 months after the date of the previous Annual General Meeting.
- c The Annual General Meeting shall be held at such time and place as the Board shall determine including by means of physical assembly, or by audio link, audiovisual link, or other electronic communication method or a combination of any of those methods.
- d The business of an Annual General Meeting shall be to:
 - i confirm the minutes of the last Annual General Meeting and any other general meeting(s) held since the last Annual General Meeting;
 - ii adopt the annual report on the operations and affairs of the Society;
 - iii adopt the Board's report on the finances of the Society, and the annual financial statements;
 - iv set any subscription fees for the current financial year;
 - v consider any motions of which prior notice has been given to Members with notice of the Meeting; and
 - vi consider any general business.
- e The Board must, at each Annual General Meeting, present the following information:
 - i the information required in accordance with section 86; and
 - ii any other information to be presented at each Annual General Meetings.

14.2 Other general meeting

A general meeting other than an Annual General Meeting shall be convened by the Secretary whenever required by the Chairperson or the Board or by written resolution signed by not less than 50% in number of all Members.

14.3 Special General Meetings

- a Special General Meetings may be called at any time by the Board by resolution.
- b The Board must call a Special General Meeting if it receives a written request signed by at least 50% of Members.

14.4 Powers of the Society in general meeting

The Society in general meeting may by Ordinary Resolution exercise all powers, authorities and discretions of the Society except those which are expressly required by this Constitution to be exercised by Special Resolution, notwithstanding that any such power, authority or discretion may have been vested in the Board by or pursuant to this Constitution.

14.5 Quorum

No business shall be transacted at any general meeting of the Society unless a quorum is present when the meeting proceeds to business. A quorum shall be not less than 20 Members eligible to vote at general meetings, present in person or by proxy:

- a being assembled together at the time and place appointed for the meeting; or
- b participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- c by a combination of both of the methods described in rules 13.5a and 13.5b.

14.6 Notice of general meeting

Subject to rule 14.13, a notice of general meeting of the Society shall be sent to every Member entitled to receive notice of the meeting in the manner provided in rule 16.1, not less than 14 calendar days before the date of the meeting.

14.7 Contents of notice

A notice of meeting shall specify the date, time and venue of the meeting. In the case of a general meeting other than an Annual General Meeting the notice shall specify all business to be considered at the meeting and no business which is not specified shall be discussed or transacted at the meeting.

14.8 Waiver of notice irregularity

An irregularity in a notice of a meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

14.9 Failure to give notice

The accidental omission to give notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings of any general meeting to which the notice relates.

14.10 Chairperson of general meetings

The Chairperson shall be entitled to chair any general meeting of the Society at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then those Board Members who are present may choose one of their number to chair such meeting, or if for any reason no chairperson is selected by such Board Members then the Members present at that meeting may elect any person entitled to be present as chairperson of that meeting.

14.11 Voting at meetings

At any general meeting:

- a the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a secret or postal ballot, vote by proxy or by electronic means or by some other means;
- b a secret or postal vote may be demanded by any Member present at the meeting and entitled to vote but must be agreed by Ordinary Resolution by the Members present at the meeting, either before the declaration of the result of a vote by a show of hands or immediately thereafter before the meeting moves to the next business or is adjourns;

- c in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Society's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

14.12 Adjournments

If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Board shall determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

14.13 Adjourned meetings

The Chairperson may adjourn any general meeting, but no business shall be transacted at the meeting from which the adjournment took place. Members shall not be entitled to receive any notice in respect of adjourned meetings, except when a general meeting has been adjourned for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

14.14 Minutes

The Society must keep minutes of all general meetings.

14.15 Resolutions in lieu of general meeting

- a A written resolution (which may consist of one or more documents including letters, electronic mail, or other similar means of communication) approved by no less than 75% of the Members entitled to vote and voting on the question shall be as valid and effectual as if it has been passed at a general meeting duly convened and constituted.
- b Any such resolution may be executed in one or more counterparts each signed by one or more of the Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.
- c The Society must ensure that any resolution proposed under this Rule 14.14 complies with sections 90 to 92.

15 Votes of Members

15.1 One vote per Member

Each Member shall be entitled to one vote at a general meeting of the Society.

15.2 No vote if subscriptions/fees unpaid

A Member shall not be entitled to vote at any general meeting of the Society unless all annual subscriptions and additional fees presently payable by that Member to the Society have been paid in full.

15.3 Postal ballots

Where a postal ballot is required, the Board shall, subject to such directions as may be given by the general meeting at which a postal ballot is requested or directed, promptly arrange for such ballot to be carried out amongst all Members as at the date of the general meeting at which the postal ballot was requested or directed.

16 Notices

16.1 Form

All notices and other communications required under this Constitution shall be in writing and shall be delivered by personal delivery, post or electronic mail and, in the case of notices to or communications with:

- a any Member, shall be addressed to that Member at the contact address notified to the Secretary in writing from time to time and recorded in the Society's register of members; and
- b the Society, the Chairperson, the Treasurer, the Secretary or the Board, shall be addressed to the intended recipient at the Registered Office.

16.2 Time of delivery

Any notice or communication given in terms of rule 16.1 shall be deemed to have been delivered:

- a in the case of delivery by prepaid post, three days after posting; and
- b in the case of transmission by electronic mail, when sent.

17 Records of the Society

17.1 Financial statements and audit

- a The Board shall cause proper books of account to be kept showing all assets and liabilities of the Society and all moneys received and disbursed. The Board shall prepare annual financial statements and, if required under the Act or any other law, such accounts shall be audited by a suitably qualified person appointed for that purpose by the Board.
- b The Board may provide copies of all financial statements and audit reports to the Members in general meeting, provided that the Board must comply with any requirements relating to the provision of information and documents under the Act.

17.2 Board to keep accounts

The Society's accounting records shall be kept by the Board (or such other person as may from time to time be designated by the Board).

17.3 Copies to Members

A copy of all financial statements and audit reports which are to be laid before the Society in general meeting, together with a copy of the Auditor's report (if any), shall be sent to every Member not less than 14 days before the date of the relevant general meeting.

17.4 Returns

The Board shall ensure that all relevant regulatory obligations are complied with as required by law, including in respect of the filing of taxation returns for the Society with Inland Revenue (if applicable).

18 Registered Office

The Registered Office shall be at such place as the Board shall from time to time determine and until the Board otherwise determines, shall be situated at TFS Chartered Accountants, 214 Main Road, Tawa, New Zealand.

19 Bank accounts

The Board shall open and operate an account or accounts at such bank or banks as they shall from time to time determine. Such account or accounts may be operated by the Chairperson, the Secretary or by some other Officer authorised by the Board, or in such other manner as the Board determines from time to time.

20 Bylaws

The Society may by Ordinary Resolution by the Board make, amend or revoke bylaws provided that any new or amended bylaw is not contrary to this Constitution. For the avoidance of doubt, in the event that the terms of any bylaw are inconsistent with the terms of this Constitution, the terms of this Constitution shall prevail.

21 Indemnity and insurance

21.1 The Board Members shall be completely indemnified out of the assets of the Society for any liability arising in any way out of or in connection with acting as a Board Member to the extent permitted by the Act.

21.2 The Society may effect insurance for the Board Members or any of them to the extent permitted by the Act.

22 Amendment of Constitution

22.1 The terms of this Constitution may be altered, added to, rescinded, or otherwise amended at any time by Special Resolution provided such alteration, addition, revision or other amendment shall not be inconsistent with the Purposes and shall comply with the requirements set out in section 30 of the Act.

23 Winding up

23.1 The Society may be wound up by Special Resolution provided that the requirements of Part 5, Subpart 5 and Subpart 6 (as applicable) of the Act are met.

23.2 If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Society, any assets ('Surplus Assets'), such Surplus Assets shall be disposed of in the manner directed by the Special Resolution to wind up the Society.

23.3 On the Society's winding up, any Surplus Assets must be given or transferred to a professional association as classified by the New Zealand Standard Classification of Non-Profit Organisations that has compatible purposes with those of the Society or some other not-for-profit entity or charitable trust identified by Ordinary Resolution in general meeting of the Society.

24 Governing law

The governing law of the Society is the law of New Zealand.

Schedule 1 Dispute resolution procedures

1 Overview of procedure to resolve a Dispute

- 1.1 A Dispute is commenced by a Complaint made in accordance with clause 3 of this Schedule 1
- 1.2 A Dispute must be resolved by the following process:
- a by the Members, Board Members and or the Society who made, or are the subject of, the Complaint (together, '**Parties**' and each, a '**Party**') acting in good faith to seek an agreement as to resolution of the Complaint;
 - b failing agreement under clause 2.2a of this Schedule 1, by the Parties:
 - i appointing by agreement an independent third person to mediate between them; or
 - ii agreeing to any other type of consensual dispute resolution (for example, facilitation or a tikanga-based practice);
 - c failing agreement to mediate or to engage in any other type of consensual dispute resolution, or failing agreement at mediation or other type of consensual dispute resolution, by arbitration under the Arbitration Act 1996, by a Party giving written notice of such arbitration to the other Party and (if not a Party) to the Board, and on the following terms:
 - i Such arbitration shall be heard and decided by a single arbitrator to be appointed by the President of the New Zealand Law Society.
 - ii The procedure for arbitration shall be decided by the arbitrator.
 - iii Subject to the Act, the decision of the arbitrator shall be final and binding.
- 1.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

2 Procedure for making a Complaint

- 2.1 A Complaint made by a Member or Board Member must be made in writing and sent to the Executive Officer or, if there is no Executive Officer, the Chairperson. On receipt of the written Complaint the Executive Officer or Chairperson (as relevant) must, as soon as is reasonably practicable:
- a provide to the Member or Board Member who is the subject of the Complaint and to the Board a copy of the written Complaint; or
 - b in the case of a Complaint against the Society, provide a copy of the written Complaint to the Board.
- 2.2 For a Complaint made by the Society, written notice must be given to the Member or Board Member who is the subject of the Complaint as soon as is reasonably practicable.
- 2.3 Any complaint made under this Schedule 1 must include sufficient information for the Member, Board Member or Society who is the subject of the Complaint to understand the detail of the allegations made.

3 Role of Society in resolving the Dispute

- 3.1 The Society must, as soon as is reasonably practicable after making, receiving or becoming aware of a Complaint made under this Schedule 1, use best endeavours to facilitate agreement between the Parties in accordance with clause 2.2a and b of this Schedule 1.
- 3.2 The Society is not required to comply with clause 4.1 of this Schedule 1 if:
- a the Society considers that the Complaint is trivial; or
 - b the Complaint does not appear to involve or disclose a Dispute as defined in this Constitution or in the Act; or

- c the Complaint appears to be without foundation; or
- d there is no apparent evidence to support the Complaint; or
- e there has been undue delay in making the Complaint.

Schedule 2 Powers of the Board

- 1 Enter into any agreement with any company, trust or organisation in furtherance of the Purposes including any management agreement for the management of any of the Society's assets.
- 2 Pay all expenses incurred in or in connection with the incorporation of the Society as an incorporated society under the Act.
- 3 Apply for, obtain, enter into and/or hold or give any agreements, licenses, easements, consents, covenants or other interests in land or under contract or any other regulatory or statutory authorisation of any kind whatsoever necessary to give effect to the Purposes.
- 4 Seek, accept, and receive subscriptions, donations, subsidies, grants, endowments, gifts, legacies, loans and bequests in money, in kind or otherwise.
- 5 Make, grant or give donations, subsidies, grants or gifts in money, in kind or otherwise to any other person, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 6 Establish, promote and foster any other person, organisation or group (whether incorporated or not) with similar purposes to those of the Society.
- 7 Establish, promote, and foster community programmes, workshops, public classes and other activities.
- 8 Make known and advertise the Society and the Purposes by such use of the media as the Board may decide.
- 9 Develop affiliations or achieve accreditation with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 10 Subsidise, encourage, and co-operate with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 11 Purchase and take on lease buildings and parts of buildings, lease premises to tenants and generally to act as a landlord and a property developer.
- 12 Construct, maintain and alter any building or any other structure necessary or convenient for the Purposes.
- 13 Purchase, take on lease or in exchange, to hire or otherwise acquire any personal property and any rights or privileges which the Board may think necessary or convenient for the Purposes.
- 14 Sell or otherwise dispose of any property of the Society from time to time or any part thereof for such consideration and upon such terms as may be proper.
- 15 Borrow from any person any sum or sums of money on the security of all or any of the assets of the Society, both real and personal and its general assets and effects both present and future either under legal mortgages or charges with powers of sale or otherwise and other usual powers or by any other securities of the Society and generally on such terms and conditions as to the rate of interest or otherwise as the Board thinks fit including any borrowing of moneys from the Society's bankers on overdraft or otherwise with or without security.
- 16 Draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and execute guarantees at the request of and for the benefit of the Society.
- 17 Employ staff and/or engage contractors on such terms and for such purposes as the Board thinks fit.
- 18 Appoint, remove or suspend and pay such Officers, employees or persons either for temporary or special services as the Board may from time to time deem necessary and determine their duties and powers and fix their salaries and remuneration.

- 19 Set apart in such manner as the Board thinks fit any portion of the Trust Fund as a special endowment for any organisation having purposes in whole or in part similar to the Purposes and to apply the same and/or the income thereof with any accretions thereto either for the particular organisation for which it was set aside or for the Purposes.
- 20 Enter into any partnership union of interests, co-operation, joint venture or reciprocal concession with any person, company or organisation carrying on or engaged in or about to carry on or engage in any business or transaction which the Society is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Society.
- 21 Lend money to such persons or companies and on such terms as may be proper and at a reasonable rate of interest and to guarantee the performance of contracts by any such persons or companies.
- 22 Incorporate any company to undertake any business of the Society consistent with the Purposes.
- 23 Appoint and obtain the advice of any auditor, solicitor or other professional adviser on such terms as may be agreed by the Board from time to time.
- 24 Establish funds for specific purposes relevant to the Purposes.
- 25 Seek support from companies, firms, individuals, trusts, statutory bodies, local and central government to assist in the work of the Society.
- 26 Establish and maintain connections with organisations in New Zealand and overseas having purposes wholly or in part similar to those of the Society.
- 27 Acquire and undertake the whole or any part of the business, property and liability of any person engaged in any enterprise or business in which the Society is authorised to engage.
- 28 Co-operate with other agencies providing similar services.
- 29 Arrange with any government or other authority any matter which may seem conducive to any of the Purposes.
- 30 Adopt by such means as the Board thinks necessary the making known of the Purposes and in particular by advertising in the media, by circulars and by publication of books and periodicals and encouraging sponsoring of support organisations.
- 31 In furtherance of the Purposes, as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or bylaw and/or any licence issued in pursuance thereof, collect funds and solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, organisations, societies, institutions, local bodies, public bodies, government departments and other organisations or authorities, and to conduct fundraising campaigns.
- 32 Impose any conditions whatsoever on any recipient of funds paid or applied in furtherance of the Purposes including without limitation that funds be withheld or repaid to the Society where such funds have not been used or applied by the recipient in the manner prescribed by the Society.
- 33 Undertake such other activities and enterprises and do all such other acts matters and things to further the Purposes.