

**CONSTITUTION OF RISKNZ INCORPORATED**

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## CONSTITUTION OF RISKNZ INCORPORATED

NOTE: Words or phrases in italics are defined in Rule 1.7

### 1.0 THE SOCIETY

#### The Society

- 1.1 The name of the *Society* is RiskNZ Incorporated.
- 1.2 The *Society* was incorporated on 19 October 2000 under the Incorporated Societies Act 1908.

#### Society Purposes and Powers

- 1.3 The primary purposes of the *Society* are to:
- (a) Promote the principles, theory and practice of *risk management* in New Zealand,
  - (b) Promote research and the development of knowledge about the management of risk in New Zealand,
  - (c) Expand communication about the management of risk and associated practices between organisations and individuals involved in the management of risk, both within New Zealand and in the international *risk management* community, and
  - (d) Increase interest in membership of the *Society*.
- 1.4 The *Society* must not operate for the purpose of, or with the effect of:
- (a) Any *Member* of the *Society* or any *Associated Person* deriving any personal financial gain from membership of the *Society*, other than as may be permitted by law, or
  - (b) Returning all or part of the surplus generated by the *Society's* operations to *Members*, in money or in kind, or
  - (c) Conferring any kind of ownership in the *Society's* assets on *Members*.

Notwithstanding paragraphs (a), (b) and (c) of this Rule the *Society* would not operate for the financial gain of *Members* in breach of the Statute simply if the *Society*:

- (i) Engages in trade,
- (ii) Pays a not-for-profit *Member* (namely, a *Member* that is a body corporate that is not carried on for the private pecuniary profit of any individual) for matters that are incidental to the purposes of the *Society*,
- (iii) Reimburses a *Member* for reasonable expenses legitimately incurred on behalf of the *Society* or while pursuing the *Society's* purposes,

- (iv) Provides benefits to members of the public or of a class of the public and those persons include *Members* or their families,
- (v) 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), or
- (vi) Provides a *Member* with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the *Society*.

**1.5** Despite Rules 1.3-1.4:

- (a) The *Society* shall not be required to advance all of its primary purposes all of the time, and
- (b) Otherwise this constitution shall be read and interpreted subject to the provisions of Rule 1.3.

**1.6** Subject to Rules 1.3-1.4, the *Society* shall have power:

- (a) To represent and promote the interests of *Members* of the *Society*,
- (b) To make regulations, bylaws and policies under Rule 5.12 to advance or achieve any of the above purposes,
- (c) To establish a Code of Conduct applicable to *Members* under Rule 5.12, and
- (d) To do any act or thing related or contributing to advancing or attaining any of the above purposes.

**Interpretation of this Constitution**

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

- (a) "*Associated Person*" means a person who is a spouse, partner, parent, child, close personal friend, business associate (partner, director, officer, board member, or trustee of a person), employer or employee of a *Member*,
- (b) "*Authorised Representative*" means a person authorised by a *Corporate Member* whose name has been provided to the *Secretary* pursuant to Rule 2.7(c) and who is authorised by that *Corporate Member* to represent it within the *Society*, and to exercise that its speaking and voting rights at General Meetings,
- (c) "*Board*" means the *Society's* governing body referred to in Rule 4.1,
- (d) "*Board member*" includes the *Society's* Chair, Deputy Chair, Secretary, Treasurer and other *Board members* elected under Rule 4.3, appointed under Rule 4.5, or co-opted under Rule 4.1(c)(ii),

- (e) “*clear days*” means complete days excluding the first and last named days (for instance, excluding the date a notice of meeting is posted or transmitted and the date of the meeting),
- (f) “*Corporate Member*” is a body corporate or partnership admitted to membership under Rule 2.2(a),
- (g) “*complaint*” means an allegation that the conduct or discipline of any *Member(s)* has/have fallen short of expected standards of conduct for *Society Members*, and the complaint may allege:
  - (i) A breach or failure to observe a specific *Society Rule*, Code of Conduct, bylaw or policy, and/or
  - (ii) Other misconduct likely to cause distress, embarrassment or concern to other *Members* or members of the public or tend to damage the reputation of the *Society*,

but the *Society* is not concerned with *Members’* conduct outside of or away from *Society* activities, unless there is some identifiable connection with the *Society*, or the reputation of the *Society* may be affected, or both.

- (h) “*grievance*” means a formal concern raised by a *Member* relating to the *Member’s* rights and interests as a *Member* which the *Member* considers is affecting the *Member* in a significant (not trivial or incidental) way, and the effect on the *Member* or other affected *Members* may not necessarily include financial losses or costs to the *Members*, but a *Member* raising a grievance should be able to point to a significant negative effect on that *Member*, or on other *Members* in similar circumstances, or on all *Members*.
- (i) “*Life Member*” is a *Member* honoured as such under Rule 2.2(c),
- (j) “*Member*” is a *Member* or *Life Member*,
- (k) “*Membership Register*” is the register of *Members* kept under Rule 2.5(a),
- (l) “*Register of Disclosures*” is the Register referred to in Rule 5.8(b),
- (m) “*remote ballot*” is a ballot held in accordance with the procedures set out in Rule 3.18,
- (n) “*Retired Member*” means a *Member* recorded as *Retired Member* under Rule 2.2(b(ii)),
- (o) “*risk management*” means coordinated activities to direct and control an organisation with regard to risk,
- (p) “*Society*” is the society referred to in Rule 1.1,
- (q) “*Statute*” means the Incorporated Societies Act 1908 or any statute passed in substitution of the same, including amendments to it from time to time,

- (r) “*Student Member*” means a *Member* admitted to membership under Rule 2.2(b)(i),
- (s) “*term*” means a period of 2 years for which *Board members* are elected,
- (t) “*Voting Member*” means a person at a General Meeting who is either:
  - (i) An *Authorised Representative* who exercises a *Corporate Member's* speaking and voting rights,
  - (ii) An individual admitted to membership under Rule 2.3 and who or which has not ceased to be a *Member* under any other Rule, or
  - (iii) A *Life Member*.
- (u) “*working day*” means any day of the week other than a Saturday, Sunday, or national statutory holiday, and
- (v) “*written notice*” means communication by post, courier, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

**1.8** Subject to Rules 1.3-1.4, in addition to its statutory powers, the *Society*:

- (a) May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,
- (b) May invest in any investment in which a trustee might invest, and
- (c) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least 14 *clear days'* written notice was given to all *Voting Members* in accordance with Rules 3.7 and 3.8.

**1.9** No *Member* or any *Associated Person* shall participate in or materially influence any decision made by the *Society* relating to:

- (a) The payment to or on behalf of that *Member* or *Associated Person*, or
- (b) The conferring of any income, benefit or advantage whatsoever on that *Member* or *Associated Person*.

**1.10** Despite any other provision in this constitution, *Board members*, and its sub-committee members:

- (a) May be offered such honoraria as may be approved by resolution of a General Meeting, and
- (b) Shall be entitled to be reimbursed by the *Society* for any reasonable actual expenses incurred by them on behalf of the *Society* as approved by resolution of the Board.

**1.11** The *Society* may, subject to the provisions of the *Statute*, indemnify *Members*, employees and contractors who act in good faith in seeking to advance the *Society's* activities, and to take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a *Member* or employee is criminally liable for the actions or inaction in respect of which indemnity or insurance is sought.

**1.12** In this constitution, unless the context otherwise requires:

- (a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors and assignees of that person,
- (b) The singular number includes the plural and vice versa and words indicating one gender include the other genders,
- (c) Reference to any Act extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand, and
- (d) The headings of the Rules in this constitution will not affect the interpretation given to it.

## **2.0 MEMBERSHIP**

### **Membership**

**2.1** The *Society* shall maintain the minimum number of members required by the *Statute*.

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

- (a) **Corporate Member** A *Corporate Member* is a body corporate or partnership admitted to membership under Rule 2.3 and which has not ceased to be a *Member* under any other Rule.
- (b) **Individual Member** An *Individual Member* is a person admitted to membership under Rule 2.3, and also includes:
  - (i) A *Student Member*, being 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*, or
  - (ii) A *Retired Member*, being a person who has either retired from full-time work or works less than 20 hours per week and requests to be recorded as a *Retired Member*.
- (d) **Life Member** A *Life Member* is a person honoured for highly valued services to the *Society* elected as a *Life Member* by resolution of the *Board*. A *Life Member* shall have all the rights and privileges of a financial *Voting Member* and shall be subject to all the duties of a *Voting Member* except those of paying subscriptions and levies.

### 2.3 Admission of Members:

- (a) Every *Member* must expressly consent to becoming a *Member* (the consent of a body corporate or partnership to become a *Member* may be given on its behalf by a person who has the appropriate financial and organisational authority), and an applicant for membership as a *Member* shall complete any application form provided by the *Board* and supply such information as may be required by the *Board*.
- (b) Membership applications shall be considered by the *Board* which may interview an applicant or representative/s of a body corporate or partnership applicant.
- (c) The *Board* shall have a discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision (but shall not be required to provide reasons for that decision), and a successful applicant shall immediately pay the annual subscription or such proportion of it as may be specified by the *Board*.

### 2.4 Readmission of former Members:

- (a) 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 *Board*.
- (b) However, if a former *Member's* membership was terminated pursuant to the processes pursuant to Rule 2.16 the applicant may be re-admitted only by a General Meeting on the recommendation of the *Board*.

### Membership Register

#### 2.5 The Secretary shall:

- (a) Keep an up-to-date *Membership Register of Individual, Corporate and Life Members* (recording their names, postal and email addresses, phone numbers, occupations, the dates each such *Member* became a *Member*, and whether or not the *Member* is financial under Rule 2.12,
- (b) On reasonable notice and at reasonable times:
  - (i) Make available for inspection by *Members* copies of this constitution and of any *Society* regulations, Code of Conduct, bylaws or policies, and copies shall be provided (at a reasonable cost) to any *Member* on request,
  - (ii) Permit *Board Members* and *Members* to inspect the *Membership Register*,
  - (iii) Permit *Board Members* and *Members* to inspect the Register of Disclosures, and
  - (iv) Provide *Members* with access to the financial statements presented to the last Annual General Meeting and the minutes of any previous General Meetings.

**2.6** Every *Member* (including *Life Members*) shall advise the Secretary of any change of name, postal and email address, phone number, and occupation.

**2.7 Membership obligations and rights:**

**(a)** All *Members* (including *Board members*) shall:

**(i)** Promote the interests and purposes of the Society,

**(ii)** Do nothing to bring the *Society* into disrepute, and

**(iii)** Comply with any Code of Conduct adopted by the Board pursuant to Rule 5.12.

**(b)** A *Member* is 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) only if all subscriptions and any other fees have been paid by due date (see Rule 2.12), but no *Member* or *Life Member* is liable for an obligation of the *Society* by reason only of being a *Member*.

**(c)** Any *Member* that is a body corporate or partnership admitted to membership under Rule 2.3 shall provide the Secretary with the name and contact details of the person who is the organisation's *Authorised Representative* (and Rule 2.6 shall apply to those details), and if the organisation is a *Voting Member* that person shall be deemed to be the organisation's proxy for the purposes of Rule 3.10 and entitled to vote for that *Member* pursuant to Rule 3.16.

**(d)** Membership does not confer on any *Member* any right, title, or interest (legal or equitable) in the property of the *Society*.

**(e)** *Members* may use any designated post-nominal initials which they may be entitled to use pursuant to Rule 5.12(b)(iii).

**2.8** Other than as permitted under Rule 2.5(b), or by resolution of the *Board*, a *Member* is not entitled to inspect or copy the minutes of *Board* or *Board* sub-committee meetings or the *Society's* records, but is entitled, subject to the provisions of the *Statute*, to access information the *Society* holds about that *Member* (but not about other *Members*).

**2.9** The *Society* shall be entitled to collect and record information about *Members* for the *Society's* purposes, including information in the *Membership Register* and in the agendas and minutes of *Board* meetings and General Meetings.

**2.10** The *Board* may decide whether and how *Members* may access or use premises, facilities, equipment or other property owned, occupied or otherwise used by the *Society*, including any conditions of and fees for such access or use.



## Subscriptions and levies

- 2.11** The annual subscription and any other fees for different classes of membership for the then current financial year shall be set pursuant to Rule 5.2(b).
- 2.12** Any *Member* failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within three calendar months 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 six months of the due date for payment of the subscription, any other fees, or levy the *Board* may terminate the *Member's* membership (without being required to give prior notice to that *Member*).

## Cessation of Membership

**2.13** A *Member* ceases to be a *Member*:

- (a) On death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- (b) By resignation from that *Member's* class of membership by written notice to the Secretary,

With effect from the death of the *Member* or on the date of receipt by the Secretary or any subsequent date stated in a notice of resignation of the written notice of resignation, and Rule 2.15 shall apply.

**2.14** The *Board* may declare that a *Member* is no longer a *Member* (from the date of that declaration or such date as may be specified) if that *Member* ceases to be qualified to be a *Member* or is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up or placed in receivership or liquidation.

**2.15** A *Member* who has died, resigned or whose membership is terminated under this constitution:

- (a) Remains liable to pay all subscriptions, levies and other fees to the end of the *Society's* next balance date under Rule 4.16, and any costs ordered to be paid in respect of any grievance or complaint,
- (b) Shall cease to hold himself or herself out as a *Member* of the *Society*, and
- (c) Shall return to the *Society* all material provided to *Members* by the *Society* (including any membership certificate, badges, handbooks and manuals),
- (d) May later re-apply for membership in accordance with Rule 2.3 (in which event the reasons for the previous termination of membership may be taken into account in considering that application), and

- (e) Shall cease to be entitled to any of the rights of *Society Members*.

## **Grievances, Disputes, Complaints and Discipline**

- 2.16** All disputes (including *Member grievances*, and *complaints* and disciplinary action against *Members*, but excluding complaints which are subject to Rule 5.6(c), shall be dealt with in accordance with the *Statute* and the procedures set out in the Schedule to this constitution.

## **3.0 GENERAL MEETINGS**

### **Annual General Meetings**

- 3.1** The Annual General Meeting shall be held no later than 31 July in each year (and not later than 4 months after the balance date under Rule 4.16 and not later than 15 months after the previous Annual General Meeting) on a date, at a time and at venue/s fixed by the Board.
- 3.2** The agenda and business of the Annual General Meeting shall include:
- (a) Minutes of the previous General Meeting(s),
  - (b) Annual Report of the *Board* on the affairs of the *Society*, including reporting on the progress in advancing the current Strategic Plan and Annual Business Plan prepared pursuant to Rule 5.2(a),
  - (c) Financial statements of the *Society* for the most recent financial year,
  - (d) Appointment of a member of Chartered Accountants Australia and New Zealand who is not a *Member* to conduct a financial review or audit of the annual accounts of the *Society* if the Annual General Meeting wishes to make such appointment or if the *Society* is required by statute to have a review or audit,
  - (e) A summary of the nature and extent of any disclosures or the types of disclosures made by *Board members* of interest in matters being considered by or affecting the *Society*, recorded since the previous Annual General Meeting (see Rule 5.8),
  - (f) Motions of which notice has been given under Rule 3.3, and
  - (g) General business.
- 3.3** Any *Voting Member* wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary at least 60 *clear days* before the date of the Meeting. The *Board* may consider all such notices of motion and may notify *Voting Members* of its recommendations in respect of such notices of motion at any time before the Annual General Meeting in accordance with Rule 3.8 or at the Annual General Meeting.

### **Special General Meetings**

- 3.4** Special General Meetings (which only *Voting Members* and *Life Members* are entitled to attend) shall be called by:
- (a)** The *Board*, or
  - (b)** A written requisition to the Secretary signed by not less than 15% of the *Voting Members* and such requisition must specify the business to be considered by the Special General Meeting.
- 3.5** A Special General Meeting shall consider and deal only with the business:
- (a)** If Rule 3.4(a) applies, as specified in the *Board's* resolution, or
  - (b)** If Rule 3.4(b) applies, as specified in the written requisition calling the Meeting plus any additional business specified by the *Board*.
- 3.6** If the *Board* fails to give notice to *Voting Members* and *Life Members* of a Special General Meeting within 21 clear days of receipt of a written requisition under Rule 3.4(b), those requisitioning the Special General Meeting may convene it in accordance with the procedures set out in Rules 3.7-3.8.

### **Calling and Notice of General Meetings**

- 3.7** At least 14 *clear days* before any General Meeting the Secretary shall, in accordance with Rule 3.8:
- (a)** Notify all *Members* of the venue/s, date, time and business to be conducted at the General Meeting, and
  - (b)** In the case of Annual General Meetings send all *Members* copies of the Annual Report, financial statements of the most recent financial year, a list of and information about nominees under Rule 4.3, and notice of any motions and the *Board's* recommendations in respect of any notices of motion.
- 3.8** Notices to *Members* may be given by post, email, or fax, and:
- (a)** If sent by email or fax shall be deemed to have been received the day it was sent, and
  - (b)** If sent by post, shall be deemed to have been received the third day after being sent, and

the failure for any reason of any *Member* to receive such notice or information shall not invalidate the meeting or its proceedings.

### **Procedure at General Meetings**

- 3.9** General Meetings may be held at one or more venues using any audio, audio and visual, or electronic communication technology that gives each *Voting Member*

attending in person, by proxy or by *Authorised Representative* a reasonable opportunity to participate.

**3.10** General Meetings may be attended by all *Voting Members* in person, by proxy or by *Authorised Representative*.

**3.11** The quorum for General Meetings is 15 *Voting Members* in attendance in person, by proxy (as provided for in Rule 3.10), or by *Authorised Representative* at the venue or venues for the meeting when the meeting is called to order and present throughout the meeting. Any decisions made when a quorum is not present are invalid.

**3.12** If within half an hour after the time appointed for a General Meeting to commence the quorum required under Rule 3.11 is not present the meeting shall stand adjourned, and:

- (a) Within 7 *clear days* of the adjourned meeting the Secretary shall in accordance with Rules 3.7(a) and (b) and 3.8 notify all *Members* of the venue/s, date, and time of the resumed General Meeting, and
- (b) If at such adjourned General Meeting the required quorum under Rule 3.113 is not present as long as there are at least 5 *Voting Members* in attendance in person or by proxy (as provided for in Rule 3.10 or if a body corporate or partnership by an *Authorised Representative* those present shall be deemed to constitute a sufficient quorum.

**3.13** A *Voting Member* shall have the following rights at a General Meeting:

- (a) A *Voting Member* shall be entitled to attend, speak and vote by a signed written proxy in favour of some individual entitled to be present at the meeting and received by or handed to the Secretary at least 48 hours before the commencement of the General Meeting, and
- (b) A *Corporate Member* shall be entitled to be represented by an *Authorised Representative* who may exercise that *Corporate Member's* speaking and voting rights,

but no other proxy voting shall be permitted.

**3.14** Every General Meeting shall be chaired by:

- (a) The Chair, or
- (b) In the Chair's absence, by the Deputy Chair, or
- (c) In the absence of both of them by some other *Board member* elected for the purpose by the meeting, or
- (d) By some independent person appointed by resolution of the Board, or
- (e) Failing the election or appointment of a chairperson under the foregoing provisions, by a person elected for the purpose by the meeting,

and any such chairperson shall have the following powers and discretions:

- (f) To decide the order of business,
- (g) To exercise a deliberative and a casting vote,
- (h) To direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- (i) In the absence of a quorum or in the case of emergency, to adjourn the Meeting or declare it closed.

**3.15** The *Society* by resolution of a General Meeting may adopt a guide to or rules of meeting procedure for General Meetings and *Board* meetings, and in the absence of such a resolution all General Meetings and *Board* meetings shall be conducted in accordance with standard New Zealand meeting procedure (the customary rules and conventions of what is generally known as the “Westminster” system of parliamentary procedure).

#### **Voting at General Meetings and by Remote Ballot**

**3.16** A *Voting Member* is entitled to exercise one vote in person or by proxy (as provided for in Rule 3.11) on any motion at a General Meeting, and at a General Meeting where:

- (a) All participants are present in the same venue voting shall be by voices or by show of hands or, on demand of the chairperson or of two or more *Voting Members* present, by secret ballot, or
- (b) Where all participants are not all present in the same venue voting shall be:
  - (i) By voices, or
  - (ii) On demand of the chairperson or of two or more *Voting Members*, by individually polling those at each venue entitled to vote in person or by proxy, in which event the chairperson shall designate one of the *Members* present at each venue to act as a scrutineer to count the votes and report the results of the voting at that venue to the chairperson.

**3.17** Unless otherwise required by this constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy (as provided for in Rule 3.11) and voting at a General Meeting.

**3.18** In respect of *remote ballots* held under this constitution:

- (a) Only *Voting Members* may vote in any *remote ballot* notified to them in accordance with the procedures under Rule 3.8,

- (b) The resolution to hold a *remote ballot* shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than 10 *clear days* after the date ballot papers are notified to *Voting Members*,
- (c) In respect of any motion to amend this constitution by *remote ballot*, the motion shall be accompanied by reasons and recommendations from the *Board*, and such motion must be passed by a two-thirds majority of those voting,
- (d) Voting in a *remote ballot* may be by ballots (identifying and signed by the *Voting Member* voting) returned to the Secretary by email, mail, delivery, or fax, or through website voting,
- (e) The Secretary shall declare the result of the *remote ballot*,
- (f) The result of any *remote ballot* shall be as effective and binding on *Members* as a resolution passed at a General Meeting, and
- (g) The failure for any reason of any *Voting Member* to receive any notice relating to a *remote ballot* or of the Secretary to receive any completed ballot paper shall not invalidate the result of the *remote ballot*.

**3.19** A resolution passed by the required majority at any General Meeting or by *remote ballot* binds all *Members*, irrespective of whether or not they were present or represented at any General Meeting when the resolution was adopted and whether or not they voted.

#### **4.0 BOARD AND OFFICERS**

##### **Election of Board**

**4.1** A *Board* consisting of 10 persons shall be elected, and they shall be the *Society's Board* and hold office under Rule 5.1, and:

- (a) Subject to Rules 5.7 and 5.9, each *Board member* shall serve for a term of two years,
- (b) To ensure a degree of continuity approximately half (i.e. usually either 4 or 5) of the *Board members* shall be elected (and may be re-elected) annually,
- (c) At its first meeting after each election the *Board* shall:
  - (i) Elect a Chair, Deputy Chair, Secretary, and Treasurer, and
  - (ii) Consider the interests and expertise of the elected *Board members* and, if considered necessary to achieve a balanced mix of interests and expertise, it may appoint no more than two additional co-opted *Board members* (other than a person disqualified from serving by reason of Rule 5.9) for a term of up to 2 years, but no such co-opted *Board member* may serve in that co-opted capacity for more than one such term.

**4.2** Nominees for election for election to the *Board*:

- (a) Must be *Voting Members* (including *Authorised Representatives*) who are not prevented from serving on the *Board* under Rule 5.9, and
  - (b) In the case of the Secretary nominees must be at least 18 years of age and must at all times be resident in New Zealand (see, also, Rule 4.9(f)).
- 4.3** The *Board* shall be elected by *remote ballot* in accordance with the procedures set out in Rule 3.8:
- (a) At least three months prior to the proposed Election date, the *Board* shall:
    - (i) Set the Election Date for elections to the *Board* in the following January, and
    - (ii) Appoint a Returning Officer for those *Board* elections to the *Board*.
  - (b) Within 5 *clear days* of determining the Election date the Secretary shall notify all *Voting Members* calling for nominations for *Board* positions requiring to be filled, and such notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed under Rule 4.3(a)(ii), such date being not less than 35 *clear days* prior to the Election Date.
  - (c) Nominees must be *Voting Members* who are not prevented from serving on the Board under Rule 5.9, and a candidate's written nomination shall be accompanied by the signed written consent of the nominee, and may be accompanied by a biography not exceeding one A4 page.
  - (d) At least 25 *clear days* prior to the Election Date the Secretary shall notify all *Voting Members* of the nominations received for Board positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than 3 *clear days* prior to the Election Date) it must be in the hands of the Returning Officer appointed by the *Board* to be counted as a valid vote.
  - (e) In the event of a ballot being required under Rule 4.3(d) the candidate/s polling the highest number of votes of *Voting Members* shall be declared elected by the Secretary or the Returning Officer.
  - (f) In the event of any vote being tied the tie shall be resolved by the incoming *Board* (excluding those in respect of whom the votes are tied).
  - (g) All notices under Rules 4.3(b) and (d) shall be given in accordance with the procedures under Rule 3.8, but the failure for any reason of any *Voting Member* to receive such notice shall not invalidate the election.
- 4.4** No *Board member* shall serve for more than 3 consecutive terms.

- 4.5** If a vacancy in the position of any *Board member* occurs between Election Dates (whether under Rules 5.6 or 5.9, or by death, resignation in writing delivered to the Registered Office, removal or retirement) that vacancy shall be filled by appointment of some replacement *Board member* by resolution of the *Board*, and such replacement shall serve out the term of the *Board member* the replacement has replaced.

#### **Chair and Deputy Chair**

- 4.6** The Chair shall, in addition to all other duties described in this constitution, generally oversee and direct the affairs and business of the *Society* and act as spokesperson for the *Society*.
- 4.7** The Deputy Chair shall:
- (a)** Assist the Chair, and
  - (b)** In the absence or the event of the inability of the Chair, the Deputy Chair shall undertake all duties and have all the powers of the Chair.

#### **Secretary, Records and Registered Office**

- 4.8** The Secretary shall record the minutes of all General Meetings and *Board* meetings, and, in the absence of proof to the contrary, all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be:
- (a)** Confirmation that the meeting was duly called, and
  - (b)** Accepted as a true and correct record of what occurred at the previous meeting.
- 4.9** The Secretary shall:
- (a)** Maintain the *Membership Register*,
  - (b)** Hold the *Society's* records, documents, and books (and paper records may be digitally recorded and stored),
  - (c)** Maintain the Register of Disclosures,
  - (d)** Lodge with Registrar of Incorporated Societies annual return in a form and as required by the *Statute*,
  - (e)** Deal with and answer *Society* correspondence,
  - (f)** Be the *Society's* Contact Officer whom the Registrar of Incorporated Societies can contact when needed, and must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under Rule 5.9 from holding that office, and any change in that contact officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 working days after that change occurs or after the *Society* became aware of the change, and



(g) Perform such other duties as directed by the *Board*.

**4.10** The *Board* shall have the power in its discretion to suspend or remove the Secretary from office.

**4.11** The Registered Office of the *Society* shall be at such place as the *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 *Statute*.

#### **Treasurer and Financial Procedures**

**4.12** At its first meeting after the 1 March in each year the *Board* shall appoint one of its members as Treasurer, and the Treasurer shall:

- (a) Keep such written books of account as may be necessary to provide a true record of the *Society's* financial position,
- (b) Maintain an assets register recording the assets of the *Society*,
- (c) Report on the *Society's* financial position to each Board meeting,
- (d) Present financial statements of the most recent financial year (in such format as may be required by law) to the Annual General Meeting together with a budget for the next financial year, and
- (e) File copies of those financial statements with the Registrar of Incorporated Societies in a form and as required by the *Statute*.

**4.13** The *Board* shall maintain bank accounts in the name of the *Society*, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any two of the Chair, Deputy Chair, Treasurer, and one other person designated by the *Board* or by one *Board member* and one other person designated by *Board*.

**4.14** All money received on account of the *Society* shall be banked within seven *clear days* of receipt.

**4.15** All accounts paid or for payment shall be approved by *Board members* who have been delegated by *Board* resolution to approve accounts for payment.

**4.16** The *Society's* financial year shall commence on 1 April of each year and end on 31 March (the latter date being the *Society's* balance date) in the following year.

**4.17** The *Board* shall have the power in its discretion to suspend or remove the Treasurer from office.

## **5.0 GOVERNANCE AND MANAGEMENT**

### **Governance, Functions and Powers of Board**

**5.1** From 1 April until 31 March in the next year, the *Society* shall be governed by the *Board*, which shall be accountable to the *Members* for the advancement of the

*Society's* purposes and the implementation of resolutions approved by any General Meeting, and at all times each *Board member*:

- (a) Shall act in good faith and in what he or she believes to be the best interests of the *Society*,
- (b) Must exercise all powers for a proper purpose,
- (c) Must not act, or agree to the *Society* acting, in a manner that contravenes the *Statute* or this constitution,
- (d) When exercising powers or performing duties as a *Board member*, 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 *Board member* and the nature of the responsibilities undertaken by him or her,
- (e) 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
- (f) 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.

**5.2** Subject to this constitution and any resolution of any General Meeting the *Board*:

- (a) Shall adopt a Strategic Plan for a minimum period of two years and an Annual Business Plan for the following year, and the Strategic Plan shall be reviewed within three months of Annual General Meeting each year, and
- (b) Shall set the annual subscription and any other fees for different classes of membership (and the *Board* may allow payment to be made by periodic instalments) in advance of the beginning of each financial year, and
- (c) May approve resolutions pursuant to Rule 5.11,
- (d) May exercise all the *Society's* powers, other than those required by the *Statute* or by this constitution to be exercised by the *Society* in General Meeting,
- (e) May assign duties and/or delegate powers to *Board members*, and
- (f) May enter into contracts on behalf of the *Society* or delegate such power to a *Board member*, sub-committee, employee or other person.

**5.3** The *Board* shall meet as required/at least monthly (but need only meet once in the December/January period) at such times and venue/s and in such manner (including by audio, audio and visual, or electronic communication, provided that all such

meeting participants must at all times be able to hear all participants speaking at the meeting) as it may determine and otherwise where, how and as convened by the Chair or Secretary.

**5.4** All *Board* meetings shall be chaired by the Chair or in the Chair's absence by the Deputy Chair, or in the absence of both of them by some other *Board member* elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

**5.5** The quorum for *Board* meetings is at least half the number of the *Board members* (see also Rule 5.8(c)). Only *Board members* elected under Rule 4.3, appointed under Rule 4.5, or co-opted under Rule 4.1(c)(ii) who are present in person or by audio, audio and visual, or electronic communication at a *Board* meeting shall be counted in the quorum and entitled to vote.

**5.6 Termination of Board membership:**

**(a)** A *Board member* shall immediately cease to hold office as a member of the *Board* if that *Board member* ceases to be a *Voting Member* or provides the Secretary with a written resignation from the *Board*.

**(b)** A *Board member* shall immediately cease to hold office as a member of the *Board* if Rule 5.9 applies to that *Board member*.

**(c)** If any complaint is made about a *Board member* concerning that person's duties and responsibilities as a *Board member* Rule 2.16 shall not apply, and:

**(i)** The *Board member* must be given reasonable notice of the complaint, a reasonable time to prepare a response, and a fair opportunity to respond to the complaints at a General Meeting, and

**(ii)** If the complaint is upheld, must be given a fair opportunity to make submissions on possible penalties, and

that *Board member* may then be removed from the *Board* or otherwise penalised by a resolution of a General Meeting, passed by a majority of those present and voting.

**5.7 Conflicts of interest or loyalty of Board members:**

**(a)** A *Board member* shall be considered to have an interest in a matter being considered by or affecting the *Society* if he or she:

**(i)** May derive a financial benefit from the matter, or

**(ii)** Is the spouse, civil union or de facto partner, child, or parent of a person who may derive a financial benefit from the matter, or

**(iii)** May have a financial interest in a person or entity to which the matter relates, or

- (iv) Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person or entity to which the matter relates,

but excluding the following interests:

- (v) Arising merely because the *Board member* may receive any indemnity, insurance cover, remuneration or other benefits authorised by the Statute, or
  - (vi) Remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the *Board member* when carrying out his or her responsibilities, and
  - (vii) An interest that the *Board member* has in common with other *Board Members* as a result of membership of the *Society*.
- (b) Any *Board member* having any such interest in a matter shall, as soon as practicable after becoming aware of the interest, disclose the same, and the Secretary shall record such disclosures in the Register of Disclosures (see also Rules 2.5(b)(iii) and 3.2(e)).
- (c) Where any such interest in a matter has been disclosed:
- (i) That *Board member* must not vote in any decision on the matter, but that person can be present at the time of the decision and can contribute to the discussion leading to the decision and must not sign any document relating to the entry into a transaction or the initiation of the matter, but
  - (ii) The *Board* may, where it considers it appropriate, exclude that person from any further discussion or involvement with the matter, but
  - (iii) The person who is prevented from voting on a matter because he or she has an interest in it may continue to be counted as part of the quorum of the *Board*, and
  - (iv) Where 50 per cent or more of those forming the *Board's* quorum are prevented from voting on the matter because they have disclosed an interest, then the remaining *Board members* must call a Special General Meeting to determine the matter.

**5.8** No *Member* may stand for office on the *Board*, and any person who is on the *Board* shall cease to be a *Board member*, if that person:

- (a) Is or becomes an undischarged bankrupt, or
- (b) Is or becomes 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

- (c) Is or becomes a person who is prohibited from 1 or more of the following under an order made, or a notice given, under a law of a country, State, or territory outside New Zealand that is prescribed for the purposes of section 151(2)(eb) of the Companies Act 1993:
  - (i) Being a director of a body corporate incorporated outside New Zealand (an overseas company), or
  - (ii) Being a promoter of an overseas company, or
  - (iii) Being concerned in or taking part in the management of an overseas company, or
- (d) Is or becomes disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005, or
- (e) Has been or is convicted:
  - (i) Of an offence under subpart 6 of Part 4, or under any of sections 217 to 266 of the Crimes Act 1961, within the past 5 years, or
  - (ii) Within the past 5 years, in a country other than New Zealand, of an offence that is substantially similar to an offence specified in subparagraph (i), or
  - (iii) Of a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (f) Is or becomes a person subject to:
  - (i) A banning order under the Statute, or
  - (ii) A management banning order under the Financial Markets Conduct Act 2013 or the Takeovers Act 1993, or
  - (iii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - (iv) A civil forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - (v) 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, or
- (g) Is not or ceases to be a *Voting Member*.

### Subcommittees

**5.9** The *Board* shall appoint a Professional Standards Committee and may appoint other sub-committees 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 the Professional Standards Committee and every sub-committee is half the members of the sub-committee, and
- (b) The Professional Standards Committee and any sub-committees:
  - (ii) Shall have no power to co-opt additional members,
  - (ii) Must not commit the *Society* to any financial expenditure without express authority, and
  - (iii) Must not further delegate any of their powers.

### **Incidental powers**

**5.10** The *Board* and any sub-committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, fax or mail, and any such resolution shall be recorded in the minutes of the next meeting of the *Executive* or sub-committee.

**5.11** The *Board* from time to time may make and amend:

- (a) Regulations for the establishment and operation of a Professional Standards Committee:
  - (i) Specifying the membership of that Committee,
  - (ii) Providing for that Committee to recommend to the *Board* the adoption and amendment of criteria for conferring on *Members* the right to use designated post-nominal initials (to indicate that a *Member* is a member of the *Society* recognised as being entitled to use designated post-nominal initials),
  - (iii) Authorising that Committee to confer on such *Members* as that Committee thinks fit the right to use such designated post-nominal initials, and
  - (iv) Any other functions of that Committee,
- (b) A *Members'* Code of Conduct, regulations, bylaws and policies for the conduct and control of *Society* activities and codes of conduct which shall be applicable to and binding on all *Members*, but no such Code of Conduct, regulations, bylaws, policies or codes of conduct shall be inconsistent with the *Statute* or this constitution.

**5.12** Other than as prescribed by the *Statute* or this constitution (including under Rule 3.15), the *Board* may regulate its proceedings as it thinks fit.

**5.13** Subject to the *Statute*, this constitution and the resolutions of General Meetings, the decisions of the *Board* on the interpretation of this constitution and all matters dealt with by it in accordance with this constitution and on matters not provided for in this constitution shall be final and binding on all *Members*.

**5.14** Each *Board member* shall within 14 *clear days* of submitting a resignation or ceasing to hold office deliver to the Secretary all books, papers and other property of the *Society* possessed by such former *Board member*.

**5.15** The *Board* may employ or contract with any person or company to administer or manage the affairs of the *Society*, and may delegate to such person or company such of the powers and duties of the Secretary and Treasurer as the *Board* thinks fit.

**5.16** When exercising their powers and performing their functions *Board members* must individually and collectively:

- (a) Act in good faith and in the best interests of the *Society*, and use their powers for a proper purpose,
- (b) Comply with the *Statute* and with this constitution, except where the constitution contravenes the *Statute*,
- (c) Exercise the degree of care and diligence that a reasonable person with the same responsibilities within the *Society* would exercise in the circumstances applying at the time,
- (d) Not allow the activities of the *Society* to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the *Society's* creditors, or
- (e) Not allow the *Society* to incur obligations that they do not reasonably believe will be fulfilled, and
- (f) Must comply with the duties required of them under the *Statute*.

**5.17 Indemnity for Board:**

- (a) No *Board member* shall be liable for the acts or defaults of any other *Board member* or any consequential loss caused by such acts or defaults, unless caused by their own wilful default or by their own wilful acquiescence.
- (b) The *Board* and each *Board member* shall be indemnified by the *Society* for all liabilities and costs incurred by them acting in good faith in the proper performance of their functions and duties, other than as a result of their own wilful default or by their own wilful acquiescence, but

no such indemnity shall be provided where this is prohibited by the *Statute*.

### **Society Contracts and Execution of Documents**

**5.18** The *Society* shall have a Common Seal which shall be retained by the Secretary.

**5.19** Unless entered into by a delegate authorised under Rules 5.2(e) or (f) or 5.16, documents shall be executed for the *Society* pursuant to a resolution of the *Board*:

- (a) By affixing the Common Seal witnessed by the Chair or Deputy Chair and counter-signed by some other *Board member*, or

- (b) Where the document is not required by law to be executed under common seal, by the Chair or Deputy Chair and some other *Board member* signing on behalf of the *Society*, and

all such signatories must be at least 18 years of age.

## **6.0 AMENDMENT OF THIS CONSTITUTION**

**6.1** This constitution may be amended or replaced in accordance with Rule 6.4, provided that no amendment may be made which would:

- (a) Alter this constitution restricting the purposes of the *Society* to advancing charitable purposes within New Zealand,
- (b) Alter any provision in this constitution precluding *Members* from obtaining any personal benefit or profit from their membership, or
- (c) Otherwise conflict with the provisions of the *Statute*, but

no change shall be made to the *Society's* balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the *Statute*.

**6.2** Any proposed motion to amend or replace this constitution:

- (a) May be proposed by the *Board*, or
- (b) Shall be signed by at least 30 *Voting Members* and given in writing to the Secretary at 60 *clear days* before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, and the *Board* shall decide whether to submit any such proposal to a General Meeting or to hold a *remote ballot*.

**6.3** Unless the proposed motion is to be voted upon by *remote ballot*, the Secretary shall in accordance with Rules 3.7 and 3.8 notify all *Voting Members* of the proposed motion and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Board* in respect such notice of motion.

**6.4** Any resolution to amend or replace this constitution must be passed by a two-thirds majority of all *Voting Members*:

- (a) Present and voting in person or by proxy, or
- (b) Voting by *remote ballot*.

**6.5** Every alteration to this constitution, including any change of its name, shall be promptly registered with the Registrar of Incorporated Societies as required by the *Statute*.



## **7.0 WINDING-UP**

- 7.1** The *Society* may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the *Statute* provided that any such proposal is notified and approved as required by the *Statute*.
- 7.2** In accordance with Rules 3.7 and 3.8 the Secretary shall notify all *Voting Members* and *Life Members* of the proposed motion to wind up the *Society* or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Board* in respect such notice of motion.
- 7.3** Any resolution to wind up the *Society* or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all *Voting Members* present and voting.
- 7.4** If the *Society* is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any *Member*.
- 7.5** Subject to Rule 7.4, on the *Society's* winding up or liquidation or removal from the Register of Incorporated Societies its surplus assets after payment of all debts, costs and liabilities shall be vested in 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 in some other not-for-profit entity or charitable trust identified by resolution of a General Meeting of the *Society*.

## **SCHEDULE – GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE**

The following disputes procedure is designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Board*) are obliged to comply with these procedures to resolve grievances and complaints, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the *Society's* activities.

- (a) Any grievance by a *Member*, and any complaint by anyone, is to be lodged in writing by the complainant with the Secretary.
- (b) The complainant raising a grievance or complaint and the Board must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any grievance or complaint, the Board may:
- (i) Appoint a sub-committee to deal with the same, or
  - (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those

specified in the Statute are satisfied, and the Board or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the “decision-maker.”

- (d) The decision-maker shall:
  - (i) Consider whether to investigate and deal with the grievance or complaint, and
  - (ii) May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to *Members'* interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the *Society*).
- (e) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - (i) The complainant and the *Member* complained against must be advised of all details of the grievance,
  - (ii) The *Member* or the *Society* which is the subject of the grievance must be given an adequate time to prepare a response,
  - (iii) The complainant and the *Member* or the *Society* which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
  - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
  - (i) The complainant and the *Member* complained against must be advised of all allegations concerning the *Member* and of all details of the complaint,
  - (ii) The *Member* complained against must be given an adequate time to prepare a response,
  - (iii) The *Member* complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
  - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A *Member* may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more *Board members* or the decision-maker

considers that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the Society and the particular case, and may include consideration of facts known by the other *Members* about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).

- (h) The decision-maker may:
  - (i) Dismiss a grievance or complaint, or
  - (ii) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the *Society* and *Members* shall comply),
  - (iii) Uphold a complaint and:
    - Reprimand or admonish the *Member*, and/or
    - Suspend the *Member* from membership for a specified period, or
    - Terminate the *Member's* membership, and
- (i) Order the complainant (if a *Member*) or the *Member* complained against to meet any of the *Society's* reasonable costs in dealing with a complaint.
- (j) If the *Member* complained against resigns after a complaint is received the Society shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.