

CONSTITUTION OF RISKNZ INCORPORATED

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2 **CONSTITUTION OF RISKNZ INCORPORATED**

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

4 **1.0 THE SOCIETY**

5 **The Society**

6 **1.1** The name of the *Society* is RiskNZ Incorporated.

7 **1.2** The *Society* was incorporated on 19 October 2000 under the Incorporated Societies
8 Act 1908.

9 **Society Purposes and Powers**

10 **1.3** The primary purposes of the *Society* are to:

11 (a) Promote the principles, theory and practice of *risk management* in New Zealand,
12

13 (b) Promote research and the development of knowledge about the management
14 of risk in New Zealand,
15

16 (c) Expand communication about the management of risk and associated practices
17 between organisations and individuals involved in the management of risk, both
18 within New Zealand and in the international *risk management* community, and
19

20 (d) Increase interest in membership of the *Society*.

21 **1.4** The *Society* must not operate for the purpose of, or with the effect of:

22 (a) Any *Member* of the *Society* or any *Associated Person* deriving any personal
23 financial gain from membership of the *Society*, other than as may be permitted
24 by law, or

25 (b) Returning all or part of the surplus generated by the *Society's* operations to
26 *Members*, in money or in kind, or

27 (c) Conferring any kind of ownership in the *Society's* assets on *Members*.

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

30 (i) Engages in trade,

31 (ii) Pays a not-for-profit *Member* (namely, a *Member* that is a body corporate
32 that is not carried on for the private pecuniary profit of any individual) for
33 matters that are incidental to the purposes of the *Society*,

34 (iii) Reimburses a *Member* for reasonable expenses legitimately incurred on
35 behalf of the *Society* or while pursuing the *Society's* purposes,

- 36 (iv) Provides benefits to members of the public or of a class of the public and
37 those persons include *Members* or their families,
- 38 (v) Pays a *Member* a salary or wages or other payments for services to the
39 *Society* on arm's length terms (terms reasonable in the circumstances if
40 the parties were connected or related only by the transaction in question,
41 each acting independently, and each acting in its own best interests, or are
42 terms less favourable to the *Member* than those terms), or
- 43 (vi) Provides a *Member* with incidental benefits (for example, trophies, prizes,
44 or discounts on products or services) in accordance with the purposes of
45 the *Society*.

46 **1.5** Despite Rules 1.3-1.4:

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

51 **1.6** Subject to Rules 1.3-1.4, the *Society* shall have power:

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

58 Interpretation of this Constitution

59 **1.7** In this constitution, unless the context otherwise requires the following words and
60 phrases have the following meanings:

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

- 72 **(e)** “*clear days*” means complete days excluding the first and last named days (for
73 instance, excluding the date a notice of meeting is posted or transmitted and the
74 date of the meeting),
- 75 **(f)** “*Corporate Member*” is a body corporate or partnership admitted to
76 membership under Rule 2.2(a),
- 77 **(g)** “*complaint*” means an allegation that the conduct or discipline of any *Member(s)*
78 has/have fallen short of expected standards of conduct for *Society Members*,
79 and the complaint may allege:
- 80 **(i)** A breach or failure to observe a specific *Society* Rule, Code of Conduct,
81 bylaw or policy, and/or
- 82 **(ii)** Other misconduct likely to cause distress, embarrassment or concern to
83 other *Members* or members of the public or tend to damage the
84 reputation of the *Society*,
- 85 but the *Society* is not concerned with *Members’* conduct outside of or away
86 from *Society* activities, unless there is some identifiable connection with the
87 *Society*, or the reputation of the *Society* may be affected, or both.
- 88 **(h)** “*grievance*” means a formal concern raised by a *Member* relating to the
89 *Member’s* rights and interests as a *Member* which the *Member* considers is
90 affecting the *Member* in a significant (not trivial or incidental) way, and the
91 effect on the *Member* or other affected *Members* may not necessarily include
92 financial losses or costs to the *Members*, but a *Member* raising a grievance
93 should be able to point to a significant negative effect on that *Member*, or on
94 other *Members* in similar circumstances, or on all *Members*.
- 95 **(i)** “*Life Member*” is a *Member* honoured as such under Rule 2.2(c),
- 96 **(j)** “*Member*” is a *Member* or *Life Member*,
- 97 **(k)** “*Membership Register*” is the register of *Members* kept under Rule 2.5(a),
- 98 **(l)** “*Register of Disclosures*” is the Register referred to in Rule 5.8(b),
- 99 **(m)** “*remote ballot*” is a ballot held in accordance with the procedures set out in Rule
100 3.18,
- 101 **(n)** “*Retired Member*” means a *Member* recorded as *Retired Member* under Rule
102 2.2(b(ii)),
- 103 **(o)** “*risk management*” means coordinated activities to direct and control an
104 organisation with regard to risk,
- 105 **(p)** “*Society*” is the society referred to in Rule 1.1,
- 106 **(q)** “*Statute*” means the Incorporated Societies Act 1908 or any statute passed in
107 substitution of the same, including amendments to it from time to time,

- 108 **(r)** “*Student Member*” means a *Member* admitted to membership under Rule
109 2.2(b)(i),
- 110 **(s)** “*term*” means a period of 2 years for which *Board members* are elected,
- 111 **(t)** “*Voting Member*” means a person at a General Meeting who is either:
- 112 **(i)** An *Authorised Representative* who exercises a *Corporate Member's*
113 speaking and voting rights,
- 114 **(ii)** An individual admitted to membership under Rule 2.3 and who or which
115 has not ceased to be a *Member* under any other Rule, or
- 116 **(iii)** A *Life Member*.
- 117 **(u)** “*working day*” means any day of the week other than a Saturday, Sunday, or
118 national statutory holiday, and
- 119 **(v)** “*written notice*” means communication by post, courier, electronic means
120 (including email, and website posting), or advertisement in periodicals, or a
121 combination of these methods.

122 **1.8** Subject to Rules 1.3-1.4, in addition to its statutory powers, the *Society*:

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

131 **1.9** No *Member* or any *Associated Person* shall participate in or materially influence any
132 decision made by the *Society* relating to:

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

136 **1.10** Despite any other provision in this constitution, *Board members*, and its sub-
137 committee members:

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

143 **1.11** The *Society* may, subject to the provisions of the *Statute*, indemnify *Members*,
144 employees and contractors who act in good faith in seeking to advance the *Society's*
145 activities, and to take insurance for the purposes of that indemnity, but no such
146 indemnity or insurance shall be provided where a *Member* or employee is criminally
147 liable for the actions or inaction in respect of which indemnity or insurance is sought.

148 **1.12** In this constitution, unless the context otherwise requires:

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

158 **2.0 MEMBERSHIP**

159 **Membership**

160 **2.1** The *Society* shall maintain the minimum number of members required by the *Statute*.

161 **2.2** The classes of membership and the method by which *Members* are admitted to
162 different classes of membership are as follows:

- 163 (a) **Corporate Member** A *Corporate Member* is a body corporate or partnership
164 admitted to membership under Rule 2.3 and which has not ceased to be a
165 *Member* under any other Rule.
- 166 (b) **Individual Member** An *Individual Member* is a person admitted to membership
167 under Rule 2.3, and also includes:
 - 168 (i) A *Student Member*, being a person enrolled at any university, college or
169 other teaching institution in a full-time academic programme that is
170 approved by the *Board* as relating to the purposes of the *Society*, or
 - 171 (ii) A *Retired Member*, being a person who has either retired from full-time
172 work or works less than 20 hours per week and requests to be recorded as
173 a *Retired Member*.
- 174 (d) **Life Member** A *Life Member* is a person honoured for highly valued services to
175 the *Society* elected as a *Life Member* by resolution of the *Board*. A *Life Member*
176 shall have all the rights and privileges of a financial *Voting Member* and shall be
177 subject to all the duties of a *Voting Member* except those of paying subscriptions
178 and levies.

179 **2.3 Admission of Members:**

180 (a) Every *Member* must expressly consent to becoming a *Member* (the consent of a
181 body corporate or partnership to become a *Member* may be given on its behalf
182 by a person who has the appropriate financial and organisational authority), and
183 an applicant for membership as a *Member* shall complete any application form
184 provided by the *Board* and supply such information as may be required by the
185 *Board*.

186 (b) Membership applications shall be considered by the *Board* which may interview
187 an applicant or representative/s of a body corporate or partnership applicant.

188 (c) The *Board* shall have a discretion whether or not to admit a membership
189 applicant, and shall advise the applicant of its decision (but shall not be required
190 to provide reasons for that decision), and a successful applicant shall
191 immediately pay the annual subscription or such proportion of it as may be
192 specified by the *Board*.

193 **2.4 Readmission of former Members:**

194 (a) Any former *Member* may apply for re-admission in the manner prescribed for
195 new applicants, and may be re-admitted only by resolution of the *Board*.

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

199 **Membership Register**

200 **2.5** The Secretary shall:

201 (a) Keep an up-to-date *Membership Register of Individual, Corporate and Life*
202 *Members* (recording their names, postal and email addresses, phone numbers,
203 occupations, the dates each such *Member* became a *Member*, and whether or
204 not the *Member* is financial under Rule 2.12,

205 (b) On reasonable notice and at reasonable times:

206 (i) Make available for inspection by *Members* copies of this constitution and
207 of any *Society* regulations, Code of Conduct, bylaws or policies, and copies
208 shall be provided (at a reasonable cost) to any *Member* on request,

209 (ii) Permit *Board Members* and *Members* to inspect the *Membership Register*,

210 (iii) Permit *Board Members* and *Members* to inspect the Register of
211 Disclosures, and

212 (iv) Provide *Members* with access to the financial statements presented to the
213 last Annual General Meeting and the minutes of any previous General
214 Meetings.

- 215 **2.6** Every *Member* (including *Life Members*) shall advise the Secretary of any change of
216 name, postal and email address, phone number, and occupation.
- 217 **2.7 Membership obligations and rights:**
- 218 **(a)** All *Members* (including *Board members*) shall:
- 219 **(i)** Promote the interests and purposes of the Society,
220
- 221 **(ii)** Do nothing to bring the *Society* into disrepute, and
222
- 223 **(iii)** Comply with any Code of Conduct adopted by the Board pursuant to Rule
224 5.12.
- 225 **(b)** A *Member* is entitled to exercise the rights of membership (including attending
226 and voting at General Meetings, accessing or using the *Society's* premises,
227 facilities, equipment and other property) only if all subscriptions and any other
228 fees have been paid by due date (see Rule 2.12), but no *Member* or *Life Member*
229 is liable for an obligation of the *Society* by reason only of being a *Member*.
- 230 **(c)** Any *Member* that is a body corporate or partnership admitted to membership
231 under Rule 2.3 shall provide the Secretary with the name and contact details of
232 the person who is the organisation's *Authorised Representative* (and Rule 2.6
233 shall apply to those details), and if the organisation is a *Voting Member* that
234 person shall be deemed to be the organisation's proxy for the purposes of Rule
235 3.10 and entitled to vote for that *Member* pursuant to Rule 3.16.
- 236 **(d)** Membership does not confer on any *Member* any right, title, or interest (legal or
237 equitable) in the property of the *Society*.
- 238 **(e)** *Members* may use any designated post-nominal initials which they may be
239 entitled to use pursuant to Rule 5.12(b)(iii).
- 240 **2.8** Other than as permitted under Rule 2.5(b), or by resolution of the *Board*, a *Member* is
241 not entitled to inspect or copy the minutes of *Board* or *Board* sub-committee
242 meetings or the *Society's* records, but is entitled, subject to the provisions of the
243 *Statute*, to access information the *Society* holds about that *Member* (but not about
244 other *Members*).
- 245 **2.9** The *Society* shall be entitled to collect and record information about *Members* for the
246 *Society's* purposes, including information in the *Membership Register* and in the
247 agendas and minutes of *Board* meetings and General Meetings.
- 248 **2.10** The *Board* may decide whether and how *Members* may access or use premises,
249 facilities, equipment or other property owned, occupied or otherwise used by the
250 *Society*, including any conditions of and fees for such access or use.

251

252 **Subscriptions and levies**

253 **2.11** The annual subscription and any other fees for different classes of membership for the
254 then current financial year shall be set pursuant to Rule 5.2(b).

255 **2.12** Any *Member* failing to pay the annual subscription (including any periodic payment),
256 any levy, or any capitation fees, within three calendar months of the date the same
257 was due for payment shall be considered as unfinancial and shall (without being
258 released from the obligation of payment) have no membership rights and shall not be
259 entitled to participate in any *Society* activity or to access or use the *Society's* premises,
260 facilities, equipment and other property until all the arrears are paid. If such arrears
261 are not paid within six months of the due date for payment of the subscription, any
262 other fees, or levy the *Board* may terminate the *Member's* membership (without
263 being required to give prior notice to that *Member*).

264 **Cessation of Membership**

265 **2.13** A *Member* ceases to be a *Member*:

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

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

273 **2.14** The *Board* may declare that a *Member* is no longer a *Member* (from the date of that
274 declaration or such date as may be specified) if that *Member* ceases to be qualified to
275 be a *Member* or is convicted of any offence for which a convicted person may be
276 imprisoned, is declared bankrupt, makes a composition with creditors, enters the no
277 asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up
278 or placed in receivership or liquidation.

279 **2.15** A *Member* who has died, resigned or whose membership is terminated under this
280 constitution:

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

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

291 **Grievances, Disputes, Complaints and Discipline**

292 **2.16** All disputes (including *Member grievances*, and *complaints* and disciplinary action
293 against *Members*, but excluding complaints which are subject to Rule 5.6(c), shall be
294 dealt with in accordance with the *Statute* and the procedures set out in the Schedule
295 to this constitution.

296 **3.0 GENERAL MEETINGS**

297 **Annual General Meetings**

298 **3.1** The Annual General Meeting shall be held no later than 31 July in each year (and not
299 later than 4 months after the balance date under Rule 4.16 and not later than 15
300 months after the previous Annual General Meeting) on a date, at a time and at
301 venue/s fixed by the Board.

302 **3.2** The agenda and business of the Annual General Meeting shall include:

303 (a) Minutes of the previous General Meeting(s),

304 (b) Annual Report of the *Board* on the affairs of the *Society*, including reporting on
305 the progress in advancing the current Strategic Plan and Annual Business Plan
306 prepared pursuant to Rule 5.2(a),

307 (c) Financial statements of the *Society* for the most recent financial year,

308 (d) Appointment of a member of Chartered Accountants Australia and New Zealand
309 who is not a *Member* to conduct a financial review or audit of the annual
310 accounts of the *Society* if the Annual General Meeting wishes to make such
311 appointment or if the *Society* is required by statute to have a review or audit,

312 (e) A summary of the nature and extent of any disclosures or the types of
313 disclosures made by *Board members* of interest in matters being considered by
314 or affecting the *Society*, recorded since the previous Annual General Meeting
315 (see Rule 5.8),

316 (f) Motions of which notice has been given under Rule 3.3, and

317 (g) General business.

318 **3.3** Any *Voting Member* wishing to give notice of any motion for consideration at the
319 Annual General Meeting shall forward written notice of the same to the Secretary at
320 least 60 *clear days* before the date of the Meeting. The *Board* may consider all such
321 notices of motion and may notify *Voting Members* of its recommendations in respect
322 of such notices of motion at any time before the Annual General Meeting in
323 accordance with Rule 3.8 or at the Annual General Meeting.

324

325 **Special General Meetings**

326 **3.4** Special General Meetings (which only *Voting Members* and *Life Members* are entitled
327 to attend) shall be called by:

328 (a) The *Board*, or

329 (b) A written requisition to the Secretary signed by not less than 15% of the *Voting*
330 *Members* and such requisition must specify the business to be considered by the
331 Special General Meeting.

332 **3.5** A Special General Meeting shall consider and deal only with the business:

333 (a) If Rule 3.4(a) applies, as specified in the *Board's* resolution, or

334 (b) If Rule 3.4(b) applies, as specified in the written requisition calling the Meeting
335 plus any additional business specified by the *Board*.

336 **3.6** If the *Board* fails to give notice to *Voting Members* and *Life Members* of a Special
337 General Meeting within 21 clear days of receipt of a written requisition under Rule
338 3.4(b), those requisitioning the Special General Meeting may convene it in accordance
339 with the procedures set out in Rules 3.7-3.8.

340 **Calling and Notice of General Meetings**

341 **3.7** At least 14 *clear days* before any General Meeting the Secretary shall, in accordance
342 with Rule 3.8:

343 (a) Notify all *Members* of the venue/s, date, time and business to be conducted at
344 the General Meeting, and

345 (b) In the case of Annual General Meetings send all *Members* copies of the Annual
346 Report, financial statements of the most recent financial year, a list of and
347 information about nominees under Rule 4.3, and notice of any motions and the
348 *Board's* recommendations in respect of any notices of motion.

349 **3.8** Notices to *Members* may be given by post, email, or fax, and:

350 (a) If sent by email or fax shall be deemed to have been received the day it was
351 sent, and

352 (b) If sent by post, shall be deemed to have been received the third day after being
353 sent, and

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

356 **Procedure at General Meetings**

357 **3.9** General Meetings may be held at one or more venues using any audio, audio and
358 visual, or electronic communication technology that gives each *Voting Member*

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

361 **3.10** General Meetings may be attended by all *Voting Members* in person, by proxy or by
362 *Authorised Representative*.

363 **3.11** The quorum for General Meetings is 15 *Voting Members* in attendance in person, by
364 proxy (as provided for in Rule 3.10), or by *Authorised Representative* at the venue or
365 venues for the meeting when the meeting is called to order and present throughout
366 the meeting. Any decisions made when a quorum is not present are invalid.

367 **3.12** If within half an hour after the time appointed for a General Meeting to commence
368 the quorum required under Rule 3.11 is not present the meeting shall stand
369 adjourned, and:

370 (a) Within 7 *clear days* of the adjourned meeting the Secretary shall in accordance
371 with Rules 3.7(a) and (b) and 3.8 notify all *Members* of the venue/s, date, and
372 time of the resumed General Meeting, and

373 (b) If at such adjourned General Meeting the required quorum under Rule 3.113 is
374 not present as long as there are at least 5 *Voting Members* in attendance in
375 person or by proxy (as provided for in Rule 3.10 or if a body corporate or
376 partnership by an *Authorised Representative* those present shall be deemed to
377 constitute a sufficient quorum.

378 **3.13** A *Voting Member* shall have the following rights at a General Meeting:

379 (a) A *Voting Member* shall be entitled to attend, speak and vote by a signed written
380 proxy in favour of some individual entitled to be present at the meeting and
381 received by or handed to the Secretary at least 48 hours before the
382 commencement of the General Meeting, and

383 (b) A *Corporate Member* shall be entitled to be represented by an *Authorised*
384 *Representative* who may exercise that *Corporate Member's* speaking and voting
385 rights,

386 but no other proxy voting shall be permitted.

387 **3.14** Every General Meeting shall be chaired by:

388 (a) The Chair, or

389 (b) In the Chair's absence, by the Deputy Chair, or

390 (c) In the absence of both of them by some other *Board member* elected for the
391 purpose by the meeting, or

392 (d) By some independent person appointed by resolution of the Board, or

393 (e) Failing the election or appointment of a chairperson under the foregoing
394 provisions, by a person elected for the purpose by the meeting,

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

396 (f) To decide the order of business,

397 (g) To exercise a deliberative and a casting vote,

398 (h) To direct that any person not entitled to be present at the Meeting, obstructing
399 the business of the Meeting, behaving in a disorderly manner, being abusive, or
400 failing to abide by the directions of the chairperson be removed from the
401 Meeting, and

402 (i) In the absence of a quorum or in the case of emergency, to adjourn the Meeting
403 or declare it closed.

404 **3.15** The *Society* by resolution of a General Meeting may adopt a guide to or rules of
405 meeting procedure for General Meetings and *Board* meetings, and in the absence of
406 such a resolution all General Meetings and *Board* meetings shall be conducted in
407 accordance with standard New Zealand meeting procedure (the customary rules and
408 conventions of what is generally known as the “Westminster” system of parliamentary
409 procedure).

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

411 **3.16** A *Voting Member* is entitled to exercise one vote in person or by proxy (as provided
412 for in Rule 3.11) on any motion at a General Meeting, and at a General Meeting
413 where:

414 (a) All participants are present in the same venue voting shall be by voices or by
415 show of hands or, on demand of the chairperson or of two or more *Voting*
416 *Members* present, by secret ballot, or

417 (b) Where all participants are not all present in the same venue voting shall be:

418 (i) By voices, or

419 (ii) On demand of the chairperson or of two or more *Voting Members*, by
420 individually polling those at each venue entitled to vote in person or by
421 proxy, in which event the chairperson shall designate one of the *Members*
422 present at each venue to act as a scrutineer to count the votes and report
423 the results of the voting at that venue to the chairperson.

424 **3.17** Unless otherwise required by this constitution, all questions shall be decided by a
425 simple majority of those in attendance in person or by proxy (as provided for in Rule
426 3.11) and voting at a General Meeting.

427 **3.18** In respect of *remote ballots* held under this constitution:

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

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

445 **3.19** A resolution passed by the required majority at any General Meeting or by *remote*
446 *ballot* binds all *Members*, irrespective of whether or not they were present or
447 represented at any General Meeting when the resolution was adopted and whether or
448 not they voted.

449 **4.0 BOARD AND OFFICERS**

450 **Election of Board**

451 **4.1** A *Board* consisting of 10 persons shall be elected, and they shall be the *Society's Board*
452 and hold office under Rule 5.1, and:

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

465 **4.2** Nominees for election for election to the *Board*:

- 466 (a) Must be *Voting Members* (including *Authorised Representatives*) who are not
467 prevented from serving on the *Board* under Rule 5.9, and
- 468 (b) In the case of the Secretary nominees must be at least 18 years of age and must
469 at all times be resident in New Zealand (see, also, Rule 4.9(f)).
- 470 **4.3** The *Board* shall be elected by *remote ballot* in accordance with the procedures set out
471 in Rule 3.8:
- 472 (a) At least three months prior to the proposed Election date, the *Board* shall:
- 473 (i) Set the Election Date for elections to the *Board* in the following January,
474 and
- 475 (ii) Appoint a Returning Officer for those *Board* elections to the *Board*.
- 476 (b) Within 5 *clear days* of determining the Election date the Secretary shall notify all
477 *Voting Members* calling for nominations for *Board* positions requiring to be
478 filled, and such notice shall include a nomination form and shall specify the date
479 such nominations must be in the hands of the Returning Officer appointed under
480 Rule 4.3(a)(ii), such date being not less than 35 *clear days* prior to the Election
481 Date.
- 482 (c) Nominees must be *Voting Members* who are not prevented from serving on the
483 Board under Rule 5.9, and a candidate's written nomination shall be
484 accompanied by the signed written consent of the nominee, and may be
485 accompanied by a biography not exceeding one A4 page.
- 486 (d) At least 25 *clear days* prior to the Election Date the Secretary shall notify all
487 *Voting Members* of the nominations received for Board positions and, in the
488 event that there are a greater number than required for specific positions,
489 forwarding a voting paper accompanied by the biographies of the candidates for
490 election. Such voting paper shall specify the latest date (not less than 3 *clear*
491 *days* prior to the Election Date) it must be in the hands of the Returning Officer
492 appointed by the *Board* to be counted as a valid vote.
- 493 (e) In the event of a ballot being required under Rule 4.3(d) the candidate/s polling
494 the highest number of votes of *Voting Members* shall be declared elected by the
495 Secretary or the Returning Officer.
- 496 (f) In the event of any vote being tied the tie shall be resolved by the incoming
497 *Board* (excluding those in respect of whom the votes are tied).
- 498 (g) All notices under Rules 4.3(b) and (d) shall be given in accordance with the
499 procedures under Rule 3.8, but the failure for any reason of any *Voting Member*
500 to receive such notice shall not invalidate the election.
- 501 **4.4** No *Board member* shall serve for more than 3 consecutive terms.

502 **4.5** If a vacancy in the position of any *Board member* occurs between Election Dates
503 (whether under Rules 5.6 or 5.9, or by death, resignation in writing delivered to the
504 Registered Office, removal or retirement) that vacancy shall be filled by appointment
505 of some replacement *Board member* by resolution of the *Board*, and such
506 replacement shall serve out the term of the *Board member* the replacement has
507 replaced.

508 **Chair and Deputy Chair**

509 **4.6** The Chair shall, in addition to all other duties described in this constitution, generally
510 oversee and direct the affairs and business of the *Society* and act as spokesperson for
511 the *Society*.

512 **4.7** The Deputy Chair shall:

513 (a) Assist the Chair, and

514 (b) In the absence or the event of the inability of the Chair, the Deputy Chair shall
515 undertake all duties and have all the powers of the Chair.

516 **Secretary, Records and Registered Office**

517 **4.8** The Secretary shall record the minutes of all General Meetings and *Board* meetings,
518 and, in the absence of proof to the contrary, all such minutes when confirmed by the
519 next such meeting and signed by the chairperson of that meeting shall be:

520 (a) Confirmation that the meeting was duly called, and

521 (b) Accepted as a true and correct record of what occurred at the previous meeting.

522 **4.9** The Secretary shall:

523 (a) Maintain the *Membership Register*,

524 (b) Hold the *Society's* records, documents, and books (and paper records may be
525 digitally recorded and stored),

526 (c) Maintain the Register of Disclosures,

527 (d) Lodge with Registrar of Incorporated Societies annual return in a form and as
528 required by the *Statute*,

529 (e) Deal with and answer *Society* correspondence,

530 (f) Be the *Society's* Contact Officer whom the Registrar of Incorporated Societies
531 can contact when needed, and must be at least 18 years of age and must at all
532 times be resident in New Zealand and not disqualified under the *Statute* or
533 under Rule 5.9 from holding that office, and any change in that contact officer or
534 that person's name or contact details shall be advised to the Registrar of
535 Incorporated Societies within 20 working days after that change occurs or after
536 the *Society* became aware of the change, and

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

538 **4.10** The *Board* shall have the power in its discretion to suspend or remove the Secretary
539 from office.

540 **4.11** The Registered Office of the *Society* shall be at such place as the *Board* from time to
541 time determines, and changes to the Registered Office shall immediately be notified
542 to the Registrar of Incorporated Societies in a form and as required by the *Statute*.

543 **Treasurer and Financial Procedures**

544 **4.12** At its first meeting after the 1 March in each year the *Board* shall appoint one of its
545 members as Treasurer, and the Treasurer shall:

546 (a) Keep such written books of account as may be necessary to provide a true
547 record of the *Society's* financial position,

548 (b) Maintain an assets register recording the assets of the *Society*,

549 (c) Report on the *Society's* financial position to each Board meeting,

550 (d) Present financial statements of the most recent financial year (in such format as
551 may be required by law) to the Annual General Meeting together with a budget
552 for the next financial year, and

553 (e) File copies of those financial statements with the Registrar of Incorporated
554 Societies in a form and as required by the *Statute*.

555 **4.13** The *Board* shall maintain bank accounts in the name of the *Society*, and all cheques
556 and withdrawal forms shall be signed and electronic banking systems operated by any
557 two of the Chair, Deputy Chair, Treasurer, and one other person designated by the
558 *Board* or by one *Board member* and one other person designated by *Board*.

559 **4.14** All money received on account of the *Society* shall be banked within seven *clear days*
560 of receipt.

561 **4.15** All accounts paid or for payment shall be approved by *Board members* who have been
562 delegated by *Board* resolution to approve accounts for payment.

563 **4.16** The *Society's* financial year shall commence on 1 April of each year and end on 31
564 March (the latter date being the *Society's* balance date) in the following year.

565 **4.17** The *Board* shall have the power in its discretion to suspend or remove the Treasurer
566 from office.

567 **5.0 GOVERNANCE AND MANAGEMENT**

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

569 **5.1** From 1 April until 31 March in the next year, the *Society* shall be governed by the
570 *Board*, which shall be accountable to the *Members* for the advancement of the

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

- 573 (a) Shall act in good faith and in what he or she believes to be the best interests of
574 the *Society*,
- 575 (b) Must exercise all powers for a proper purpose,
- 576 (c) Must not act, or agree to the *Society* acting, in a manner that contravenes the
577 *Statute* or this constitution,
- 578 (d) When exercising powers or performing duties as a *Board member*, must exercise
579 the care and diligence that a reasonable person with the same responsibilities
580 would exercise in the same circumstances taking into account, but without
581 limitation, the nature of the *Society*, the nature of the decision, and the position
582 of the *Board member* and the nature of the responsibilities undertaken by him
583 or her,
- 584 (e) Must not agree to the activities of the *Society* being carried on in a manner likely
585 to create a substantial risk of serious loss to the *Society* or to the *Society's*
586 creditors, or cause or allow the activities of the *Society* to be carried on in a
587 manner likely to create a substantial risk of serious loss to the *Society* or to the
588 *Society's* creditors, and
- 589 (f) Must not agree to the *Society* incurring an obligation unless he or she believes at
590 that time on reasonable grounds that the *Society* will be able to perform the
591 obligation when it is required to do so.

592 **5.2** Subject to this constitution and any resolution of any General Meeting the *Board*:

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

605 **5.3** The *Board* shall meet as required/at least monthly (but need only meet once in the
606 December/January period) at such times and venue/s and in such manner (including
607 by audio, audio and visual, or electronic communication, provided that all such

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

611 **5.4** All *Board* meetings shall be chaired by the Chair or in the Chair's absence by the
612 Deputy Chair, or in the absence of both of them by some other *Board member* elected
613 for the purpose by the meeting, and any such chairperson shall have a deliberative
614 and casting vote.

615 **5.5** The quorum for *Board* meetings is at least half the number of the *Board members* (see
616 also Rule 5.8(c)). Only *Board members* elected under Rule 4.3, appointed under Rule
617 4.5, or co-opted under Rule 4.1(c)(ii) who are present in person or by audio, audio and
618 visual, or electronic communication at a *Board* meeting shall be counted in the
619 quorum and entitled to vote.

620 **5.6 Termination of Board membership:**

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

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

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

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

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

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

636 **5.7 Conflicts of interest or loyalty of Board members:**

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

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

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

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

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

647 but excluding the following interests:

648 (v) Arising merely because the *Board member* may receive any indemnity,
649 insurance cover, remuneration or other benefits authorised by the Statute,
650 or

651 (vi) Remote or insignificant interests of a nature that could not reasonably be
652 regarded as likely to influence the *Board member* when carrying out his or
653 her responsibilities, and

654 (vii) An interest that the *Board member* has in common with other *Board*
655 *Members* as a result of membership of the *Society*.

656 (b) Any *Board member* having any such interest in a matter shall, as soon as
657 practicable after becoming aware of the interest, disclose the same, and the
658 Secretary shall record such disclosures in the Register of Disclosures (see also
659 Rules 2.5(b)(iii) and 3.2(e)).

660 (c) Where any such interest in a matter has been disclosed:

661 (i) That *Board member* must not vote in any decision on the matter, but that
662 person can be present at the time of the decision and can contribute to
663 the discussion leading to the decision and must not sign any document
664 relating to the entry into a transaction or the initiation of the matter, but

665 (ii) The *Board* may, where it considers it appropriate, exclude that person
666 from any further discussion or involvement with the matter, but

667 (iii) The person who is prevented from voting on a matter because he or she
668 has an interest in it may continue to be counted as part of the quorum of
669 the *Board*, and

670 (iv) Where 50 per cent or more of those forming the *Board's* quorum are
671 prevented from voting on the matter because they have disclosed an
672 interest, then the remaining *Board members* must call a Special General
673 Meeting to determine the matter.

674 **5.8** No *Member* may stand for office on the *Board*, and any person who is on the *Board*
675 shall cease to be a *Board member*, if that person:

676 (a) Is or becomes an undischarged bankrupt, or

677 (b) Is or becomes prohibited from being a director or promoter of, or being
678 concerned or taking part in the management of an incorporated or
679 unincorporated body under the Companies Act 1993, the Financial Markets
680 Conduct Act 2013, or the Takeovers Act 1993, or

- 681 (c) Is or becomes a person who is prohibited from 1 or more of the following under
682 an order made, or a notice given, under a law of a country, State, or territory
683 outside New Zealand that is prescribed for the purposes of section 151(2)(eb) of
684 the Companies Act 1993:
- 685 (i) Being a director of a body corporate incorporated outside New Zealand (an
686 overseas company), or
- 687 (ii) Being a promoter of an overseas company, or
- 688 (iii) Being concerned in or taking part in the management of an overseas
689 company, or
- 690 (d) Is or becomes disqualified from being an officer of a charitable entity under
691 section 31(4) of the Charities Act 2005, or
- 692 (e) Has been or is convicted:
- 693 (i) Of an offence under subpart 6 of Part 4, or under any of sections 217 to
694 266 of the Crimes Act 1961, within the past 5 years, or
- 695 (ii) Within the past 5 years, in a country other than New Zealand, of an
696 offence that is substantially similar to an offence specified in subparagraph
697 (i), or
- 698 (iii) Of a money laundering offence or an offence relating to the financing of
699 terrorism, whether in New Zealand or elsewhere,
- 700 (f) Is or becomes a person subject to:
- 701 (i) A banning order under the Statute, or
- 702 (ii) A management banning order under the Financial Markets Conduct Act
703 2013 or the Takeovers Act 1993, or
- 704 (iii) An order under section 108 of the Credit Contracts and Consumer Finance
705 Act 2003, or
- 706 (iv) A civil forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- 707 (v) A property order made under the Protection of Personal and Property
708 Rights Act 1988, or whose property is managed by a trustee corporation
709 under section 32 of that Act, or
- 710 (g) Is not or ceases to be a *Voting Member*.

711 Subcommittees

- 712 **5.9** The *Board* shall appoint a Professional Standards Committee and may appoint other
713 sub-committees consisting of such persons (whether or not *Members* of the *Society*)
714 and for such purposes as it thinks fit. Unless otherwise resolved by the *Board*:

- 715 **(a)** The quorum of the Professional Standards Committee and every sub-committee
716 is half the members of the sub-committee, and
- 717 **(b)** The Professional Standards Committee and any sub-committees:
- 718 **(ii)** Shall have no power to co-opt additional members,
- 719 **(ii)** Must not commit the *Society* to any financial expenditure without express
720 authority, and
- 721 **(iii)** Must not further delegate any of their powers.

722 **Incidental powers**

723 **5.10** The *Board* and any sub-committee may act by resolution approved in the course of a
724 telephone conference call or through a written ballot conducted by email, electronic
725 voting system, fax or mail, and any such resolution shall be recorded in the minutes of
726 the next meeting of the *Executive* or sub-committee.

727 **5.11** The *Board* from time to time may make and amend:

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

745 **5.12** Other than as prescribed by the *Statute* or this constitution (including under Rule
746 3.15), the *Board* may regulate its proceedings as it thinks fit.

747 **5.13** Subject to the *Statute*, this constitution and the resolutions of General Meetings, the
748 decisions of the *Board* on the interpretation of this constitution and all matters dealt
749 with by it in accordance with this constitution and on matters not provided for in this
750 constitution shall be final and binding on all *Members*.

751 **5.14** Each *Board member* shall within 14 *clear days* of submitting a resignation or ceasing to
752 hold office deliver to the Secretary all books, papers and other property of the *Society*
753 possessed by such former *Board member*.

754 **5.15** The *Board* may employ or contract with any person or company to administer or
755 manage the affairs of the *Society*, and may delegate to such person or company such
756 of the powers and duties of the Secretary and Treasurer as the *Board* thinks fit.

757 **5.16** When exercising their powers and performing their functions *Board members* must
758 individually and collectively:

759 (a) Act in good faith and in the best interests of the *Society*, and use their powers
760 for a proper purpose,

761 (b) Comply with the *Statute* and with this constitution, except where the
762 constitution contravenes the *Statute*,

763 (c) Exercise the degree of care and diligence that a reasonable person with the
764 same responsibilities within the *Society* would exercise in the circumstances
765 applying at the time,

766 (d) Not allow the activities of the *Society* to be carried on recklessly or in a manner
767 that is likely to create a substantial risk of serious loss to the *Society's* creditors,
768 or

769 (e) Not allow the *Society* to incur obligations that they do not reasonably believe
770 will be fulfilled, and

771 (f) Must comply with the duties required of them under the *Statute*.

772 **5.17 Indemnity for Board:**

773 (a) No *Board member* shall be liable for the acts or defaults of any other *Board*
774 *member* or any consequential loss caused by such acts or defaults, unless caused
775 by their own wilful default or by their own wilful acquiescence.

776 (b) The *Board* and each *Board member* shall be indemnified by the *Society* for all
777 liabilities and costs incurred by them acting in good faith in the proper
778 performance of their functions and duties, other than as a result of their own
779 wilful default or by their own wilful acquiescence, but

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

781 **Society Contracts and Execution of Documents**

782 **5.18** The *Society* shall have a Common Seal which shall be retained by the Secretary.

783 **5.19** Unless entered into by a delegate authorised under Rules 5.2(e) or (f) or 5.16,
784 documents shall be executed for the *Society* pursuant to a resolution of the *Board*:

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

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

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

791 **6.0 AMENDMENT OF THIS CONSTITUTION**

792 **6.1** This constitution may be amended or replaced in accordance with Rule 6.4, provided
793 that no amendment may be made which would:

794 (a) Alter this constitution restricting the purposes of the *Society* to advancing
795 charitable purposes within New Zealand,

796 (b) Alter any provision in this constitution precluding *Members* from obtaining any
797 personal benefit or profit from their membership, or

798 (c) Otherwise conflict with the provisions of the *Statute*, but

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

801 **6.2** Any proposed motion to amend or replace this constitution:

802 (a) May be proposed by the *Board*, or

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

808 **6.3** Unless the proposed motion is to be voted upon by *remote ballot*, the Secretary shall
809 in accordance with Rules 3.7 and 3.8 notify all *Voting Members* of the proposed
810 motion and of the General Meeting at which any such proposal is to be considered, of
811 the reasons for the proposal, and of any recommendations from the *Board* in respect
812 such notice of motion.

813 **6.4** Any resolution to amend or replace this constitution must be passed by a two-thirds
814 majority of all *Voting Members*:

815 (a) Present and voting in person or by proxy, or

816 (b) Voting by *remote ballot*.

817 **6.5** Every alteration to this constitution, including any change of its name, shall be
818 promptly registered with the Registrar of Incorporated Societies as required by the
819 *Statute*.

820

821 **7.0 WINDING-UP**

822 **7.1** The *Society* may be wound up or liquidated or removed from the Register of
823 Incorporated Societies under the provisions of the *Statute* provided that any such
824 proposal is notified and approved as required by the *Statute*.

825 **7.2** In accordance with Rules 3.7 and 3.8 the Secretary shall notify all *Voting Members* and
826 *Life Members* of the proposed motion to wind up the *Society* or remove it from the
827 Register of Incorporated Societies and of the General Meeting at which any such
828 proposal is to be considered, of the reasons for the proposal, and of any
829 recommendations from the *Board* in respect such notice of motion.

830 **7.3** Any resolution to wind up the *Society* or remove it from the Register of Incorporated
831 Societies must be passed by a two-thirds majority of all *Voting Members* present and
832 voting.

833 **7.4** If the *Society* is wound up or liquidated or removed from the Register of Incorporated
834 Societies no distribution shall be made to any *Member*.

835 **7.5** Subject to Rule 7.4, on the *Society's* winding up or liquidation or removal from the
836 Register of Incorporated Societies its surplus assets after payment of all debts, costs
837 and liabilities shall be vested in a Professional Association as classified by the New
838 Zealand Standard Classification of Non-Profit Organisations that has compatible
839 purposes with those of the *Society* or in some other not-for-profit entity or charitable
840 trust identified by resolution of a General Meeting of the *Society*.

841

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

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

848 (a) Any grievance by a *Member*, and any complaint by anyone, is to be lodged in writing
849 by the complainant with the Secretary.

850 (b) The complainant raising a grievance or complaint and the Board must consider and
851 discuss whether a grievance or complaint may best be resolved through informal
852 discussions, mediation or arbitration. Where mediation or arbitration is agreed on,
853 the parties will sign a suitable mediation or arbitration agreement.

854 (c) Rather than investigate and deal with any grievance or complaint, the Board may:

855 (i) Appoint a sub-committee to deal with the same, or

856 (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or
857 referee), so long as minimum standards of natural justice consistent with those

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

861 (d) The decision-maker shall:

862 (i) Consider whether to investigate and deal with the grievance or complaint, and

863 (ii) May decline to do so (for instance, if the decision-maker is satisfied that the
864 complainant has insufficient interest in the matter or otherwise lacks standing to
865 raise it, the matter is trivial or does not appear to disclose material misconduct
866 or material, the matter raised appears to be without foundation or there is no
867 apparent evidence to support it, some damage to *Members’* interests may arise,
868 or the conduct, incident, event or issue has already been investigated and dealt
869 with by the *Society*).

870 (e) Where the decision-maker decides to investigate and deal with a grievance, the
871 following steps shall be taken:

872 (i) The complainant and the *Member* complained against must be advised of all
873 details of the grievance,

874 (ii) The *Member* or the *Society* which is the subject of the grievance must be given
875 an adequate time to prepare a response,

876 (iii) The complainant and the *Member* or the *Society* which is the subject of the
877 grievance must be given an adequate opportunity to be heard, either in writing
878 or at an oral hearing if the decision-maker considers that an oral hearing is
879 required, and

880 (iv) Any oral hearing shall be held by the decision-maker, and/or any written
881 statement or submissions shall be considered by the decision-maker.

882 (f) Where the decision-maker decides to investigate and deal with a complaint, the
883 following steps shall be taken:

884 (i) The complainant and the *Member* complained against must be advised of all
885 allegations concerning the *Member* and of all details of the complaint,

886 (ii) The *Member* complained against must be given an adequate time to prepare a
887 response,

888 (iii) The *Member* complained against must be given an adequate opportunity to be
889 heard, either in writing or at an oral hearing if the decision-maker considers that
890 an oral hearing is required, and

891 (iv) Any oral hearing shall be held by the decision-maker, and/or any written
892 statement or submissions shall be considered by the decision-maker.

893 (g) A *Member* may not make a decision on or participate as a decision-maker regarding a
894 grievance or complaint if two or more *Board members* or the decision-maker

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

902 (h) The decision-maker may:

903 (i) Dismiss a grievance or complaint, or

904 (ii) Uphold a grievance and make such directions as the decision-maker thinks
905 appropriate (with which the *Society* and *Members* shall comply),

906 (iii) Uphold a complaint and:

907 ▪ Reprimand or admonish the *Member*, and/or

908 ▪ Suspend the *Member* from membership for a specified period, or

909 ▪ Terminate the *Member's* membership, and

910 (i) Order the complainant (if a *Member*) or the *Member* complained against to meet any
911 of the *Society's* reasonable costs in dealing with a complaint.

912 (j) If the *Member* complained against resigns after a complaint is received the Society
913 shall have power to continue to follow the procedures set out for investigating and
914 making decisions on the complaint and, if the complaint is upheld, of imposing
915 penalties and making orders for payment of costs.