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**Constitution –  
Incorporated Society**

**Tourism Export Council  
of New Zealand  
Incorporated**

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# Constitution – Incorporated Society – Tourism Export Council of New Zealand Incorporated

## Date

## 1 Definitions

1.1 The following definitions apply in this constitution (including in any schedule), unless inconsistent with the context or otherwise specified:

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

**Allied Member** has the meaning in clause 9.1(b);

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

**Board** means the Society's governing body;

**Board Member** means a natural person who is:

- (a) a member of the Board; or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer;

**Business Day** means any day excluding Saturdays, Sundays and statutory public holidays in Wellington, New Zealand and excluding any day in the period beginning on 25 December in any year and ending on 5 January in the following year;

**Chairperson** means the Board Member responsible for chairing General Meetings and Board meetings, and who provides leadership for the Society;

**Chief Executive Officer** has the meaning given to it in clause 25.1;

**Eligible Member** means either an Inbound Member or an Allied Member who has not lost its membership rights pursuant to clause 13.6;

**General Meeting** means either an Annual General Meeting or a Special General Meeting of the Members of the Society;

**Honorary Board Member** has the meaning given to it in clause 22.6 of this constitution;

**Inbound Member** has the meaning in clause 9.1(a);

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

**Interests Register** means the register of interests of Board Members, kept under this constitution and as required by section 73 of the Act;

**Life Member** has the meaning in clause 9.1(c);

**Matter** means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society;

**Member** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member, including an Allied Member, Inbound Member, Life Member, and a YoungTEC Member (as applicable);

**Notice** to Members includes any notice given by email, post or courier;

**Register of Members** means the register of Members kept under this constitution as required by section 79 of the Act;

**Registrar** means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act;

**Secretary** means the Board Member responsible for the matters specifically noted in this constitution; and

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

**Vice Chairperson** means each Board Member elected or appointed to deputise in the absence of the Chairperson;

**YoungTEC** means the unincorporated body known as "Young Tourism Export Council";

**YoungTEC Chairperson** means the chairperson of the YoungTEC board;

**YoungTEC Member** means a member of YoungTEC; and

**YoungTEC Subscription Fee** means the annual subscription fee paid by YoungTEC members to the Society as determined by the Board from time to time.

1.2 Subject to clause 1.1, expressions in this constitution which are defined in the Act (whether generally, or for the purposes of one or more particular provisions) have the meanings given to them by the Act. Where an expression is defined in the Act more than once and in different contexts, its meaning is governed by the context in which it appears in this constitution.

1.3 In the construction and interpretation of this agreement unless inconsistent with the context or otherwise specified:

- (a) references to statutes or statutory provisions include those statutes or statutory provisions as amended, extended, consolidated, re-enacted or replaced from time to time and any orders, regulations, instruments or other subordinated legislation made under them;
- (b) words importing the singular number include the plural and vice versa, references to any gender include every gender and references to persons include corporations and unincorporated bodies of persons, government or semi-government bodies or agencies or political subdivisions of them;
- (c) headings are inserted for convenience only and do not affect the interpretation of this constitution;
- (d) referring to anything after the word **including**, **include** or **includes** does not limit what else might be included and any such reference is without limitation to what else might be included;
- (e) references to **written** and **in writing** include any means of permanent visible representation (including email); and
- (f) where any act, matter or thing is to be done on a day that is not a Business Day, that act, matter or thing may be done on the next succeeding Business Day.

## 2 Name

The name of the society is Tourism Export Council of New Zealand Incorporated (**Society**).

### 3 Purpose

3.1 The primary purposes of the Society are to:

- (a) initiate and be actively engaged in the promotion of New Zealand as a visitor destination;
- (b) unite in one organisation those persons, businesses or entities engaged in the sale of inbound tourism into New Zealand and the supply of products, experiences and services to the providers of inbound tourism;
- (c) initiate, create and recommend the establishment of new tourism experiences, facilities or amenities in New Zealand;
- (d) assist in coordinating the sectional interests of participants in the New Zealand tourism industry;
- (e) ensure the maintenance of satisfactory standards of service by tourism operators, including to and provide guidelines and assistance when needed to improve standards of service to visitors to New Zealand;
- (f) seek improved educational opportunities for those engaged in marketing New Zealand's visitor facilities;
- (g) provide and establish educational services for those involved in promoting New Zealand tourism and to provide such services to both New Zealand and overseas persons;
- (h) liaise with the New Zealand government and other regulatory bodies on matters relating to tourism and co-operate with all bodies, associations and industries regularly formed within the travel and tourism industry in New Zealand;
- (i) establish and maintain a code of ethics for inbound tour operators and Allied Members;
- (j) protect and promote the mutual interests of the members of the Society;
- (k) acquaint the public of the services which members are able to render with a view to establishing that membership of the Society is a guarantee of competence and integrity;
- (l) discourage unfair competition without in any way interfering with initiative and enterprise based on fair trading;
- (m) promote the consideration of all questions connected with international tourism and travel and the sale and encouragement of international tourism and travel;
- (n) promote or oppose legislative and other measures affecting tourism and inbound tour operators;
- (o) invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit; and
- (p) do all such other things as in the opinion of the Board are incidental or conducive to the foregoing;

3.2 The Society must not operate for the purpose of, or with the effect of:

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

3.3 But the Society will not operate for the financial gain of Members simply if the Society:

- (a) engages in trade;
- (b) pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;

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

## **4 Act and regulations**

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

## **5 Registered office**

- 5.1 The registered office of the Society will be at Level 3, 318 Lambton Quay, Wellington 6011 or such other place in New Zealand as the Board from time to time determines.
- 5.2 Changes to the registered office will be notified to the Registrar:
  - (a) at least five Business Days before the change of address for the registered office is due to take effect; and
  - (b) in a form and as required by the Act.

## **6 Contact person**

- 6.1 The Society will have at least one but no more than three contact person(s) who the Registrar can contact when needed.
- 6.2 The Society's contact person must be:
  - (a) at least 18 years of age; and
  - (b) ordinarily resident in New Zealand.
- 6.3 A contact person can be appointed by the Board or elected by the Members at a General Meeting.
- 6.4 Each contact person's name must be provided to the Registrar, along with their contact details, including:
  - (a) a physical or an electronic address; and
  - (b) a telephone number.

- 6.5 Any change in that contact person or that person's name or contact details will be advised to the Registrar within 20 Business Days of that change occurring, or the Society becoming aware of the change.

## 7 Young Tourism Export Council

- 7.1 From time to time, the Society may establish an unofficial, unincorporated body (known as at the date of adoption of this constitution as "YoungTEC") for the purposes of fostering the development of young tourism professionals in New Zealand.
- 7.2 YoungTEC is a recognised internal body which operates informally with the support of the Society but is not a separate legal entity or formal sub-committee of the Board.

## 8 Minimum numbers of Members

The Society will maintain the minimum number of Members required by the Act.

## 9 Types of Members

- 9.1 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- (a) an **Inbound Member** is a person or business approved by the Board who packages two or more products and services on behalf of principal suppliers in New Zealand on a nation-wide basis and sell these products and services offshore as inbound tour operators, or such other criteria as determined by the Board and approved by the Members at a General Meeting;
  - (b) an **Allied Member** is a person or business approved by the Board who is engaged in the inbound sector or in activities closely allied to the tourism industry but who does not meet the criteria to be admitted as an Inbound Member;
  - (c) a **Life Member** is a person or business elected at any General Meeting or Special Meeting in recognition of outstanding service to the Society following a recommendation by 75% of the members of the Board recommending that the person be admitted as a Life Member; and
  - (d) a **YoungTEC Member** is a person who is an employee of an Inbound Member or Allied Member (as applicable) and a member of YoungTEC.

## 10 Becoming a Member: consent

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

## 11 Becoming a Member: process

- 11.1 An applicant for membership must complete and sign any application form, supply any information or attend an interview as may be reasonably required by the Board regarding an application for membership, and will become a Member on acceptance of that application by the Board.
- 11.2 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.
- 11.3 The signed written consent of every Member to become a Member will be retained in the Society's membership records.

## 12 Members' obligations and rights

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

- (b) in the case of a Member who is a business, appoint from time to time a person to represent the business at meetings of the Society and to exercise the voting rights of such business.
- 12.2 Every Inbound Member and Allied Member has the right to:
  - (a) attend, speak and vote at all General Meetings of the Society; and
  - (b) receive from the Society a certificate of membership, and in the case of a Member operating more than one place of business to an extra certificate for every additional place of business with the certificate to be used under the common seal of the Society (if any).
- 12.3 Every Inbound Member shall have the right to use, for display and advertising purposes, and on its own stationery, the design or emblem of the Society, or any other design or emblem hereafter adopted by the Society.
- 12.4 Every Allied Member shall have the right to use for display and advertising purposes and on their stationery the design or emblem of allied membership approved by the Board, provided that whenever at any other time Allied Members wish to acknowledge their allied membership of the Society the material must contain the Tourism Export Council of New Zealand logo followed by the words "approved Tourism Export Council Supplier".
- 12.5 Every Life Member has the right to all the privileges of membership of the Society, provided that Life Members shall not be entitled to vote at General Meetings.
- 12.6 Every YoungTEC Member has no membership rights, privileges or duties other than those of paying the YoungTEC Subscription Fee.
- 12.7 All Members will promote the interests and purposes of the Society and will do nothing to bring the Society into disrepute.
- 12.8 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates but no Member is liable for an obligation of the Society by reason only of being a Member.
- 12.9 Any Member that is a body corporate will provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

## **13 Subscriptions and fees**

- 13.1 Every new Member shall pay the entrance fee applicable to their class of membership as may be determined by the Board from time to time.
- 13.2 Every Inbound Member, Allied Member and YoungTEC Member shall pay such annual subscription as may from time to time be determined by the Board from time to time.
- 13.3 An Inbound Member or Allied Member may, at their discretion, directly pay the annual subscription for the respective YoungTEC members which are their employees.
- 13.4 Where two or more Members are partners in an inbound tour operation business only one subscription payment will be required and both Members shall be jointly and severally liable for the payment.
- 13.5 The annual subscription payable by the relevant Members shall be paid within 30 days of the date on which the Society issues an invoice for payment to the Member. If any amount falls overdue for payment, the overdue amount will (without prejudice to any other right or remedy under this constitution) bear default interest from the date on which payment of that amount falls overdue until the date on which payment of the overdue amount is made in full. Default interest will accrue and be calculated on a daily basis (after as well as before judgment) at 10% per annum and will be compounded monthly.

13.6 Any Member failing to pay the annual subscription or other levy or fees, within three calendar months of the date payment was due will:

- (a) (without being released from the obligation of payment) have no membership rights including no right to:
  - (i) receive notice of meetings;
  - (ii) attend, speak or vote at meetings;
  - (iii) approve written resolutions in lieu of meetings; or
  - (iv) receive notice of nominations for Board positions; and
- (b) 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.

13.7 If such arrears are not paid within three calendar 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).

## **14 Ceasing to be a Member**

14.1 A Member ceases to be a Member:

- (a) by written notice of resignation to the Board having first paid all applicable current membership dues and subscriptions;
- (b) by resolution of the Board to terminate the Member's membership by written notice sent to the Member's last known address due to one or more of the following:
  - (i) the Member ceases to be qualified for the category of membership held by it under this constitution;
  - (ii) the Member fails to pay any sum due by it to the Society for a period of one month after notice of default has been given to it by the Society;
  - (iii) the Member fails to pay the annual subscription or levies payable by it pursuant to this constitution;
  - (iv) where the Member is a person, the Member becomes bankrupt or compromises with their creditors or is convicted of an offence; and
  - (v) where the Member is a body corporate, the Member goes into liquidation (save for the purpose of solvent reconstruction) or if a receiver is appointed; or
- (c) the Member's membership is terminated pursuant to clause 42.29(d).

## **15 Obligations once membership has ceased**

A Member who has ceased to be a Member under this constitution:

- 15.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;
- 15.2 will cease to hold themselves out as a Member;
- 15.3 will return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals and remove logos from websites); and
- 15.4 will cease to be entitled to any of the rights of a Member.

## **16 Becoming a Member again**

- 16.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and the Chief Executive Officer, may (but shall not be required to) consider and accept any application for re-admission by a former Member.
- 16.2 The Chief Executive may at their discretion refer any application for re-admission by a former Member to the Board for consideration.

- 16.3 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution of the Board.

## **17 Procedures for all General Meetings**

### **Notice of General Meeting**

- 17.1 The Board will give all Members at least 10 Business Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 17.2 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members.
- 17.3 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 17.4 Only Eligible Members may attend, speak and vote (subject to their respective membership rights) at General Meetings:
- (a) in person;
  - (b) by a signed original written proxy (an email or copy not being acceptable) in favour of another Member of the Society deposited at the registered office of the Society at least 48 hours before the appointed time of the meeting before the commencement of the General Meeting; or
  - (c) through the authorised representative of a body corporate as notified to the Board, and no other proxy voting will be permitted.

### **Quorum**

- 17.5 No General Meeting may be held unless at least 10 Members attend throughout the meeting and this will constitute a quorum, provided that YoungTEC Members will not be included for the purposes of determining whether there is a quorum.
- 17.6 If, within fifteen minutes after the time appointed for any General Meeting or Special Meeting (other than pursuant to a requisition) a quorum is not present, the meeting will be adjourned to such a day, time, and place as the Chairperson of the Board shall determine.
- 17.7 If at such adjourned meeting a quorum is not present those Members present in person or by proxy will be deemed to constitute a sufficient quorum.

### **Voting**

- 17.8 Unless prohibited to do so by this Constitution, a Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting will be by voices or by show of hands or, on demand of the Chairperson or of two or more Eligible Members present, by secret ballot.
- 17.9 Unless otherwise required by this Constitution, all questions will be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by poll.
- 17.10 The Chairperson or any three Eligible Members present may demand a poll. If a poll is demanded it shall be taken in such a manner as the Chairperson may direct.
- 17.11 The demand of a poll will not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- 17.12 Any decisions made when a quorum is not present are not valid.

### **Chairperson for meetings**

- 17.13 All General Meetings will be chaired by the Chairperson. If they are absent or unwilling to act a Vice Chairperson or failing that the immediate past Chairperson shall be entitled to act as the Chairperson.

- 17.14 If at any meeting neither the Chairperson nor a Vice chairperson or the immediate past Chairperson is neither present nor willing to act the meeting will elect another Board Member of the Board to chair that meeting.
- 17.15 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 17.16 Any person chairing a General Meeting may:
- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business will be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) Direct that any person not entitled to be present at the General Meeting, obstructing the business of the General Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting.
  - (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

#### **Resolutions in lieu of meeting**

- 17.17 Written resolutions may not be passed in lieu of a General Meeting.

#### **Meeting venue**

- 17.18 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

#### **Board motions**

- 17.19 The Board may propose motions for the Society to vote on (Board motions), which will be notified to Members with the notice of the General Meeting.

#### **Member's motion]**

- 17.20 Any Member may request that a motion be voted on (member's motion) at a General Meeting, by giving notice to the Secretary or Board at least five Business Days before that meeting.
- 17.21 The Member may also provide information in support of the motion (member's information).
- 17.22 If notice of the motion is given to the Secretary or Board before written Notice of the General Meeting is given to Members, notice of the motion will be provided to Members with the written Notice of the General Meeting.]

## **18 Minutes**

The Society must keep minutes of all General Meetings.

## **19 Annual General Meetings: when they will be held**

- 19.1 An Annual General Meeting must be:
- (a) held once a year;
  - (b) on a date and at a location and/or using any electronic communication determined by the Board consistent with any requirements in the Act,
- and the constitution relating to the procedure to be followed at General Meetings will apply.
- 19.2 The Annual General Meeting must be held not later than:
- (a) 6 months after the balance date of the Society; and
  - (b) 15 months after the previous Annual General Meeting.

## 20 Annual General Meetings: business

- 20.1 The business of an Annual General Meeting will be to:
- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
  - (b) adopt the annual report on the operations and affairs of the Society;
  - (c) adopt the Board's report on the finances of the Society, and the annual financial statements;
  - (d) consider any motions of which prior notice has been given to Members with notice of the meeting; and
  - (e) consider any general business.
- 20.2 The Board must, at each Annual General Meeting, present the following information:
- (a) an annual report on the operation and affairs of the Society during the most recently completed accounting period;
  - (b) the annual financial statements for that period; and
  - (c) notice of any disclosures of conflicts of interest made by Board Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## 21 Special General Meetings

- 21.1 Special General Meetings may be called at any time by the Board by resolution.
- 21.2 The Board may call a Special General Meeting if it receives a written request signed by at least 10 Members.
- 21.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 21.4 If the Board fails to **convene** a Special General Meeting within 14 calendar days of acceptance of the written request it shall be competent for seven or more of the signatories of the request to convene the meeting.
- 21.5 The rules in this constitution relating to the procedure to be followed at General Meetings will apply to a Special General Meeting, and a Special General Meeting will only consider and deal with the business specified in the Board's resolution or the written request by Members for the meeting.

## 22 Board composition

- 22.1 The Board will consist of at least 7 Board Members and no more than 11 Board Members.
- 22.2 A majority of the Board Members on the Board must be either:
- (a) 8 Inbound Members of the Society; or
  - (b) representatives of businesses that are Members of the Society.
- 22.3 The immediate past Chairperson of the Board shall be an ex-officio Board Member on the Board for a maximum period of one year.
- 22.4 A maximum of 3 Allied Members can be elected to the Board.
- 22.5 The Board will appoint a Chairperson and two Vice Chairpersons at the first meeting of the Board following the Annual General Meeting. These Board Members shall retain their roles until the next Annual General Meeting.
- 22.6 The YoungTEC Chairperson shall be an honorary member of the Board (**Honorary Board Member**) for the duration of their term of appointment as set out in the Schedule of this

constitution. The Honorary Board Member shall hold none of the rights or responsibilities of being a Board Member other than receiving notice of and attending Board meetings. For the avoidance of doubt, the YoungTEC Chairperson shall not be considered a Board Member for the purposes of this constitution or the Act.

## 23 Functions of the Board

From the end of each Annual General Meeting until the end of the next, the Society will be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any regulations made under that Act, and this constitution.

## 24 Powers of the Board

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

24.2 Without limiting the generality of clause 24.1, the Board may from time to time:

- (a) co-opt to its number not more than three Inbound Members or Allied Members who shall be entitled to:
  - (i) receive notice of all meetings of the Board;
  - (ii) attend all meetings of the Board;
  - (iii) take part in the discussion and proceedings of the Board; and
  - (iv) vote at meetings of the Board in the same way as if they were elected board members.
- (b) appoint any person or persons to hold in trust for the Society any property and execute and do all such deeds and things as may be requisite in relation there to;
- (c) institute, conduct, defend, compound or abandon legal proceedings or arbitrations by or against the Society or otherwise concerning the affairs of the Society;
- (d) determine who shall be entitled to sign or endorse on the Society's behalf, notes, receipts, acceptances, endorsements, releases, contracts and other documents;
- (e) make, amend, vary and rescind by-laws as deemed necessary to comply with this constitution or the Act or for the proper conduct or management of the Society;
- (f) appoint any Member (or a representative of a business that is a Member) to fill any casual vacancy occurring on the Board;
- (g) appoint a new Chairperson and Vice Chairperson within a month of the office becoming vacant;
- (h) invest the funds of the Society in such a manner as it may in its absolute discretion see fit; and
- (i) accumulate reserves and make suitable insurance arrangements to ensure that the public are reasonably protected against the default of any Member.

24.3 Notwithstanding clause 24.2, the Board and any agent or delegate are specifically prohibited from pledging the credit of all or any of the Members, and all claims, whether in respect of contracts or otherwise will be satisfied solely from the funds of the Society.

## 25 Chief Executive Officer

25.1 The Society shall have a Chief Executive Officer (**Chief Executive Officer**) who shall be an employee of the Association employed on such terms and conditions as the Board may from time to time determine.

- 25.2 The Chief Executive shall perform such functions and carry out such duties as the Board shall determine from time to time including:
- (a) attending or arranging for an attendance at every Annual General Meeting or Special General meeting of the Society;
  - (b) attending or arranging for an attendance at every Board meeting;
  - (c) reading the minutes, orders and entries of preceding meetings;
  - (d) taking minutes and superintending respective minutes; and
  - (e) conducting all correspondence and acting in accordance with directions given by the Board from time to time.

## **26 Sub-committees**

- 26.1 The Board may appoint sub-committees consisting of such persons (whether or not Members) and for such purposes as it thinks fit.
- 26.2 Unless otherwise resolved by the Board:
- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than two;
  - (b) the sub-committee will have the power to co-opt additional members;
  - (c) a sub-committee must not commit the Society to any financial expenditure without express authority from the Board; and
  - (d) a sub-committee must not further delegate any of its powers.

## **27 General matters: Board and sub-committees**

- 27.1 The Board and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution will be recorded in the minutes of the next Board or sub-committee meeting.
- 27.2 Other than as prescribed by the Act or this constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.

## **28 Procedure for Board meetings**

- 28.1 The quorum for Board meetings is at least half of the number of members of the Board, or such other number as determined by the Board, provided that the Honorary Board Member shall not be included for the purposes of determining whether there is a quorum at a Board meeting.
- 28.2 A meeting of the Board may be held either:
- (a) by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - (b) by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 28.3 A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Board Member on the Board will have one vote.
- 28.4 The members of the Board will elect one of their number as chairperson of the Board. If at a meeting of the Board, the chairperson is not present, the members of the Board present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.
- 28.5 Except as otherwise provided in this constitution, the Board may regulate its own procedure.

- 28.6 The minutes of each Board meeting will be recorded for the purpose of all resolutions and proceedings of general meetings and of meetings of the Board.
- 28.7 The Board may pass a resolution in lieu of a meeting and a written resolution is as valid for the purposes of the Act and this constitution if it is signed by all members of the Board.

## 29 Frequency

- 29.1 The Board will meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 29.2 The Secretary, Chief Executive Officer or other Board member nominated by the Board, will give to all Board members not less than four Business Days' notice of Board meetings, but in cases of urgency a shorter period of notice will suffice.

## 30 Qualifications of Board Members

- 30.1 Every Board Member must be a natural person who:
- (a) has consented in writing to be a Board Member of the Society; and
  - (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Board Member of the Society.
- 30.2 Board Members must not be disqualified under section 47(3) of the Act from being appointed or holding office as a Board Member of the Society, namely a person:
- (a) who is under 16 years of age;
  - (b) who is an undischarged bankrupt;
  - (c) who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
  - (d) who is disqualified from being a member of the governing body of a charitable entity under section 36C of the Charities Act 2005;
  - (e) who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
    - (i) an offence under subpart 6 of Part 4 of the Act;
    - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
    - (iii) an offence under section 143B of the Tax Administration Act 1994;
    - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii); or
    - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
  - (f) subject to:
    - (i) a banning order under subpart 7 of Part 4 of the Act;
    - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
    - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
    - (iv) 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) who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- 30.3 Prior to election or appointment as a Board Member a person must:
- (a) consent in writing to be a Board Member; and
  - (b) certify in writing that they are not disqualified from being elected or appointed as a Board Member either by this constitution or the Act.
- 30.4 Only a natural person may be a Board Member and each certificate will be retained in the Society's records.

## **31 Board Members' duties**

At all times each Board Member:

- 31.1 will act in good faith and in what he or she believes to be the best interests of the Society;
- 31.2 must exercise all powers for a proper purpose;
- 31.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this constitution;
- 31.4 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:
  - (a) the nature of the Society;
  - (b) the nature of the decision; and
  - (c) the position of the Board Member and the nature of the responsibilities undertaken by him or her;
  - (d) must not agree to, or cause or allow, 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; and
  - (e) must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

## **32 Election or appointment of Board Members**

- 32.1 The election of Board Members will be conducted as follows:
- (a) At least 30 Business Days before the date of the Annual General Meeting the Society will give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Society by or on behalf of each nominee, in support of the nomination.
  - (b) Only nominees who are not disqualified from being appointed or holding office as a Board Member (as described in the 'Qualification of Board Member' rule at clause 30 above) may stand for and vote in elections.
  - (c) Nominations for the Board must be signed by at least two Members and emailed to the Society not less than 21 days before the date fixed for the Annual General meeting.
  - (d) If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
  - (e) Votes will be cast in such a manner as the Chairperson of the Annual General Meeting determines.
  - (f) Allied Members may only vote for the election of Allied Members to the Board while Inbound Members must only vote for the election of Inbound Members to the Board.

- (g) If the number of nominations exceed the appropriate vacancies a ballot will be held via email.
- (h) The vote of any Member will only be valid if received by the Society on or before 7 days prior to the date set for the Annual General Meeting.
- (i) Two Members (who are not nominees) or non-Members appointed by the Chairperson of the Annual General Meeting will act as scrutineers for the counting of the votes and destruction of any voting papers.
- (j) The failure for any reason of any Eligible Member to receive such Notice will not invalidate the election.
- (k) If any vote is tied;
  - (i) For the election of an Allied Member to the Board each existing Affiliate Officer shall each have one extra vote.
  - (ii) For the election of a member to the Board each existing Board Member shall each have one extra vote.
  - (iii) In the event that the vote is still tied for either class of candidate the election of the Board Member shall be determined by the drawing of lots.
- (l) In addition to Board Members elected under clause 32.1(a) to (k), the Board may appoint other Board Members for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- (m) Unless otherwise specified by the Board any person so appointed will have full speaking and voting rights as a Board Member.
- (n) Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Board Member (as described in the 'Qualification of Board Members' rule at clause 30 above).
- (o) The results will be announced at the appropriate time at the Annual General Meeting.

### **33 Term of office**

- 33.1 Subject to clauses 34 and 35, a Board Member shall remain in office until, if specifically resolved by the Members on or about the date of adoption of this constitution, the conclusion of the next Annual General Meeting following their election.
- 33.2 If at any Annual General Meeting which an election to the Board ought to take place, the place of any retiring Board Member is not filled that retiring member, provided they are willing, be deemed to have been re-elected.
- 33.3 There are no limits on the number of consecutive terms a Board Member can serve.
- 33.4 The term of office for all Board Members elected to the Board will be two years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- 33.5 There are no limits on the number of consecutive years a Chairperson can serve as Chairperson.
- 33.6 A retiring Board Member shall be eligible to stand for re-election subject to nomination in accordance with clause 32.1.

### **34 Removal of Officers**

- 34.1 A Board Member may be removed as a Board Member by resolution of the Members:
  - (a) at an Annual General Meeting; or
  - (b) at a Special General Meeting in accordance with clause 21,
 with effect from (as applicable) the date specified in a resolution of the Members.



- 34.2 A Board Member may be removed as an Board Member by resolution of the Board where in the opinion of the Board:
- (a) the Board Member elected to the Board has been absent from 3 board meetings without leave of absence from the Board;
  - (b) the Board Member has brought the Society into disrepute;
  - (c) the Board Member has failed to disclose a conflict of interest; or
  - (d) [the Board passes a vote of no confidence in the Board Member.
- with effect from (as applicable) the date specified in a resolution of the Board.

## **35 Ceasing to hold office**

- 35.1 A Board Member ceases to hold office when they resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 35.2 Each Board Member will within 10 Business Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Board Member.

## **36 Conflicts of interest**

- 36.1 A Board Member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Board and/or sub-committee; and
  - (b) in an Interests Register kept by the Board.
- 36.2 Disclosure must be made as soon as practicable after the Board Member or member of a sub-committee becomes aware that they are interested in the Matter.
- 36.3 A Board Member or member of a sub-committee who is an Interested Member regarding a Matter must not:
- (a) vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
  - (b) sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent,
- but may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- 36.4 A Board Member or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 36.5 Where 50% or more of Board Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Board Members agree otherwise.
- 36.6 Where 50% cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board will consider and determine the Matter.

## **37 Interests Register**

The Board will at all times maintain an up-to-date register of the interests disclosed by Board Members and by members of any sub-committee.

## **38 Register of Members**

- 38.1 The Society will keep an up to date Register of Members.
- 38.2 For each current Member, the information contained in the Register of Members will include:
- (a) their name;
  - (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'); and
  - (c) their contact details, including:
    - (i) a physical address or an electronic address; and
    - (ii) a telephone number.
- 38.3 The register will also include each Member's:
- (a) postal address;
  - (b) email address; and
  - (c) whether the Member is an Eligible Member.
- 38.4 Every current Member will promptly advise the Society of any change to the Member's contact details.
- 38.5 The Society will also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:
- (a) the former Member's name; and
  - (b) the date the former Member ceased to be a Member.

## **39 Access to information for Members**

- 39.1 A Member may at any time make a written request to the Society for information held by the Society.
- 39.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 39.3 The Society must, within a reasonable time after receiving a request:
- (a) provide the information;
  - (b) agree to provide the information within a specified period;
  - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
  - (d) refuse to provide the information, specifying the reasons for the refusal.
- 39.4 Without limiting the reasons the Society may refuse to provide the information, the Society may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including deceased natural persons;
  - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
  - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
  - (d) the information is not relevant to the operation or affairs of the Society;
  - (e) withholding the information is necessary to maintain legal professional privilege;

- (f) the disclosure of the information would, or would be likely to, breach an enactment;
  - (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
  - (h) the request for the information is frivolous or vexatious; or
  - (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this constitution and the Act.
- 39.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Business Days after receiving notification of the charge, the Member informs the Society that the Member:
- (a) will pay the charge; or
  - (b) that the Member considers the charge to be unreasonable.
- 39.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **40 Finances - control and management**

- 40.1 The funds and property of the Society will be:
- (a) controlled, invested and disposed of by the Board, subject to this constitution; and
  - (b) devoted solely to the promotion of the purposes of the Society.
- 40.2 The Board will maintain bank accounts in the name of the Society.
- 40.3 All money received on account of the Society will be banked within five Business Days of receipt.
- 40.4 The Board must ensure that there are kept at all times accounting records that:
- (a) correctly record the transactions of the Society;
  - (b) allow the Society to produce financial statements that comply with the requirements of the Act; and
  - (c) would enable the financial statements to be readily and properly audited (if required under any legislation or this constitution).
- 40.5 The Board must establish and maintain a satisfactory system of control of the Society's accounting records.
- 40.6 The accounting records must be kept:
- (a) in written form or in a form or manner that is easily accessible and convertible into written form;
  - (b) for the current accounting period; and
  - (c) for the last seven completed accounting periods of the Society.

## **41 Balance date**

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

## **42 Dispute resolution**

### **Meanings of dispute and complaint**

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

- 42.2 The disagreement or conflict may be between any of the following persons:
- (a) two or more Members;
  - (b) one or more Members and the Society;
  - (c) one or more Members and 1 or more Board Members;
  - (d) two or more Board Members;
  - (e) one or more Board Members and the Society; or
  - (f) one or more Members or Board Members and the Society.
- 42.3 The disagreement or conflict relates to any of the following allegations:
- (a) a Member or a Board Member has engaged in misconduct;
  - (b) a Member or a Board Member has breached, or is likely to breach, a duty under this constitution or bylaws or the Act;
  - (c) the Society has breached, or is likely to breach, a duty under this constitution or bylaws or the Act; or
  - (d) a Member's rights or interests as a Member have been damaged or Members rights or interests generally have been damaged.
- 42.4 A Member or a Board Member may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:
- (a) states that the Member or Board Member is starting a procedure for resolving a dispute in accordance with this constitution;
  - (b) sets out the allegation(s) to which the dispute relates and who the allegation(s) is or are against; and
  - (c) sets out any other information or allegations reasonably required by the Society.
- 42.5 The Society may make a complaint involving an allegation against a Member or a Board Member by giving to the Member or Board Member a notice in writing that:
- (a) states that the Society is starting a procedure for resolving a dispute in accordance with this constitution; and
  - (b) sets out the allegation to which the dispute relates.
- 42.6 The information setting out the allegations must be sufficiently detailed to ensure that a person who an allegation or allegations is made against is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 42.7 A complaint may be made in any other reasonable manner permitted by this constitution.
- 42.8 Any written notice of complaint made under this constitution shall be a privileged document for the use of the Chief Executive Officer and the Board and no Member shall be permitted to use it in any civil action.
- 42.9 All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 42.10 The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **How complaint is made**

- 42.11 A Member or a Board Member may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:
- (a) states that the Member or Board Member is starting a procedure for resolving a dispute in accordance with this constitution;
  - (b) sets out the allegation(s) to which the dispute relates and who the allegation is against; and
  - (c) sets out any other information reasonably required by the Society.
- 42.12 The Society may make a complaint involving an allegation or allegations against a Member or a Board Member by giving to the Member or Board Member a notice in writing that:
- (a) states that the Society is starting a procedure for resolving a dispute in accordance with this constitution; and
  - (b) sets out the allegation to which the dispute relates.
- 42.13 The information given under clause 42.11(b) or clause 42.12(b) must be sufficient to ensure that a person who an allegation is made against is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 42.14 A complaint may be made in any other reasonable manner permitted by this constitution.

### **Person who makes complaint has right to be heard**

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

### **Person who is subject of complaint has right to be heard**

- 42.18 This clause applies if a complaint involves an allegation that a Member, Board Member or the Society (**Respondent**):
- (a) has engaged in misconduct;
  - (b) has breached, or is likely to breach, a duty under this constitution, bylaws or this Act; or
  - (c) has damaged the rights or interests of a Member or the rights or interests of members generally.
- 42.19 The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 42.20 If the Respondent is the Society, a Board Member may exercise the right on behalf of the Society.

- 42.21 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:
- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
  - (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
  - (d) an oral hearing (if any) is held before the decision maker; and
  - (e) the Respondent's written statement or submissions (if any) are considered by the decision maker.

**Investigating and determining dispute**

- 42.22 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 42.23 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 42.24 No complaint shall lapse under any circumstances or be considered withdrawn until such time as the investigation sub-committee has dismissed the complaint or referred charges to the judicial sub-committee.
- 42.25 Despite the 'Investigating and determining dispute' rule at clause 42.22 above, the Society may decide not to proceed further with a complaint if:
- (a) the complaint is considered to be trivial;
  - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - (i) that a Member or a Board Member has engaged in material misconduct;
    - (ii) that a Member, a Board Member, or the Society has materially breached, or is likely to materially breach, a duty under this constitution or bylaws or the Act; or
    - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
  - (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
  - (d) the person who makes the complaint has an insignificant interest in the matter;
  - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
  - (f) there has been an undue delay in making the complaint.

**Chief Executive may refer complaint**

- 42.26 On Receipt of a complaint the Chief Executive may:
- (a) refer to the complaint to an investigation sub-committee appointed by the Board comprising of not less than two Board Members and not more than three Board Members; and
  - (b) refer the substance of the complaint to the Member concerned and request their written comments to be submitted within a reasonable specified time.
- 42.27 The investigation subcommittee shall consider the complaint and the member's written comments and decide whether the complaint warrants further investigation in light of alleged breaches of specified rules contained in this constitution or the Society's code of ethics (as

adopted or amended from time to time). The investigation subcommittee will report its decision to the Chief Executive in writing.

- 42.28 Following receipt of the investigation subcommittee's written report, the Chief Executive may refer the complaint for hearing before a judicial sub-committee to be appointed by the Board and to consist of not less than four Board Members, provided that such Board Members were not members of the investigation sub-committee. The judicial sub-committee shall convene a formal hearing and shall give the Member concerned not less than 14 days' notice of the date, place and time of the hearing, together with full details of the complaint. At the hearing the Member concerned may be heard in defence of the charges, either in person or in writing, and shall be entitled to representation at the hearing by an advocate, provided that such advocate is also a Member. Evidence from either side may be heard by the judicial sub-committee who may require any Member or invite any other person to appear before it and who may appoint counsel to advise or assist it or the Member. The whole of the evidence shall be recorded either in writing or otherwise, and the judicial sub-committee shall be entitled to receive evidence by way of affidavit, deposition or declaration even though such evidence may not be admissible in a Court of law.
- 42.29 Should the judicial sub-committee find that the Member has contravened this constitution or the Society's code of ethics then in force at the relevant time, the judicial subcommittee may:
- (a) caution the Member;
  - (b) reprimand the Member;
  - (c) suspend the Member's membership of the Society for such period as the judicial sub-committee sees fit; or
  - (d) terminate the Member's membership of the Society by notice in writing to the Member with immediate effect.
- 42.30 The Chief Executive may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### **Decision makers**

- 42.31 A person may not act as a decision maker in relation to a complaint if two or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- (a) impartial; or
  - (b) able to consider the matter without a predetermined view.

### **43 Resolving to put society into liquidation**

- 43.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 43.2 The Board will give 20 liquidation Business Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 43.3 The Board will also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice will include all information as required by section 228(4) of the Act.
- 43.4 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

### **44 Resolving to apply for removal from the register**

- 44.1 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 44.2 The Board will give 20 Business Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

- 44.3 The Board will also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice will include all information as required by section 228(4) of the Act.
- 44.4 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

## **45 Surplus assets**

- 45.1 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution will be made to any Member.
- 45.2 On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets, after payment of all debts, costs and liabilities, will be vested in one or more not for profit entities of the same or similar purpose to the Society nominated by the Board.
- 45.3 In any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this constitution and the Act in all other respects.

## **46 Amending this constitution**

- 46.1 All amendments must be made in accordance with this constitution. Any minor or technical amendments will be notified to Members as required by section 31 of the Act.
- 46.2 The Society may amend or replace this constitution at a General Meeting by a resolution passed by a three-fourths majority of those Eligible Members present and voting.
- 46.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this constitution.
- 46.4 Any proposed resolution to amend or replace this constitution will be approved by at least 5% of Eligible Members and given in writing to the Board at least 10 Business Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 46.5 At least 10 Business Days before the General Meeting at which any amendment is to be considered the Board will give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 46.6 When an amendment is approved by a General Meeting it will be notified to the Registrar in the form and manner specified in the Act for registration and will take effect from the date of registration.

## **47 Indemnity and insurance**

### **Indemnity for costs**

- 47.1 The Society will, to the extent permitted by law, indemnify the Board Members, Members and its employees for:
- (a) liability to any person other than the Society for any act or omission in their capacity as a Board Member, Member, or an employee of the Society, unless the liability is criminal or arises out of a failure to act in good faith and in what the Board Member, Member, or employee believes to be the best interests of the Society; or
  - (b) costs incurred by a Board Member, Member, or an employee in defending or settling any claim or proceeding relating to that liability, if judgment is given in their favour; they are acquitted; or the proceeding is discontinued.

### **Insurance**

- 47.2 The Society may, to the extent permitted by law, with the prior approval of the Board, effect insurance for a Board Member, Member or employee in respect of:

- (a) liability (other than criminal liability) for any act or omission in his or her capacity as a Board Member, Member or employee;
- (b) costs incurred by the Board Member, Member or employee in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by the Board Member, Member or employee in defending any criminal proceedings:
  - (i) that have been brought against the Board Member, Member or employee in relation to any act or omission in their capacity as a Board Member, Member or employee; and
  - (ii) in which they are acquitted.

47.3 The Officers who vote in favour of authorising this insurance must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.

## **48 Method of contracting**

48.1 The Society may enter into a contract or other enforceable obligation as follows:

- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the Society by:
  - (i) two or more Board Members of the Society;
  - (ii) a Board Member, or other person or class of persons, whose signature or signatures must be witnessed; or
  - (iii) one or more attorneys appointed by the Society under section 124 of the Act;
- (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority; and
- (c) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

