

INDIA NEW ZEALAND BUSINESS COUNCIL INCORPORATED**CONSTITUTION****1. Name**

The name of the Council is **India New Zealand Business Council Incorporated**, hereafter referred to as the **Council**.

2. Charitable Status

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

3. Definitions

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

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

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

Associated Member means a person who has consented to become a Member of the Council and as defined in clause 9.2.

Chairperson means the Officer responsible for chair General Meetings and committee meetings, and who provides leadership for the Council.

Committee means the Council's governing body.

Constitution means the terms in this document.

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

General Meeting means a meeting held by the members of the Council, which includes the Annual General Meeting, or a Special General Meeting provided in this Constitution.

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

Matter means—

- (a) the Council'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 Council.

Member means a person who has consented to become a Member of the Council and has been properly admitted to the Council who has not ceased to be a Member of the Council.

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

Officer means in relation to the Council,

- (a) a natural person who is a Member of the Committee, or
- (b) a natural person occupying a position in the Council that allows them to exercise significant influence over the management or administration of the Council (for example, Chairperson, Deputy Chairperson, a Treasurer or an Executive Officer).

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

Secretary means the Officer responsible for the matters specifically noted in this Constitution.

Special General Meeting (SGM) means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Working Days mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Purposes

The primary Purposes of the Council are to:

- 4.1 Be the primary private sector trade organisation in New Zealand which promotes and fosters long term beneficial economic and trade relations between India and New Zealand.
- 4.2 Promote friendship and understanding between the business communities of India and New Zealand, continue to raise the profile of the bilateral relationship, and establish an effective high level consultative relationship with relevant stakeholders.
- 4.3 Formulate and recommend basic policies to Government for the promotion of trade between the two countries.
- 4.4 Encourage the freer flow of economic information.
- 4.5 Hold joint meetings with counterpart organisation(s) from India for the purpose of consultation on problems affecting the trading relationship and seeking mutually agreed solutions as appropriate.

- 4.6 Remain in close contact with the Indian counterpart organisation(s) and in concert with such organisation(s) in arranging joint meetings and business delegations alternately between the two countries.
- 4.7 Maintain liaison with Government Ministries and any other organisation deemed by the Council as necessitating the development of formal working relationships, as appropriate, for the purpose of exchanging views, disseminating knowledge and information and generally creating awareness of the Council's activity.
- 4.8 Promote and make statements about the culture of the Council.

5. Act and Regulations

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

6. Registered Office

The registered office of the Council shall be at such place in New Zealand as the Committee from time to time determines.

Changes to the registered office shall be notified to the Registrar of the Incorporated Societies - at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

7. Contact Person

- 7.1 The Council shall have at least 1 contact person whom the Registrar can contact when needed.
- 7.2 The Council's contact person must be at least 18 years of age and ordinarily resident in New Zealand.
- 7.3 A contact person will be appointed by the Committee. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an email address and a telephone number.
- 7.4 The contact person for this Council as at the date of this Constitution is:

Name:	Sunil Kaushal
Position:	General Manager
Address:	399 Don Buck Road, Massey, Auckland - 0612
Email Address:	gm@inzbc.org
Telephone Number:	+64 21 280 4189

MEMBERS

8. Minimum number of members and Eligibility

- 8.1 The Council shall maintain the minimum number of **at least ten (10) Members** as required by the Act.

- 8.2 **Eligibility:** The Council is open to New Zealanders to apply for becoming a Member of the Council, whether they are individuals or corporations, that are engaged in or interested in promoting trade between India and New Zealand, whether they are importing or exporting products, providing services, or acquiring intellectual property, or making inward or outward investments.
- 8.3 Any other person or body that is not New Zealand resident is eligible to apply to become an Associate Member.

9. **Types of Members**

There are two classes of membership (ordinary Member and Associate Member) and the method by which Members are admitted are as follows:

- 9.1 **Member:** An ordinary Member who is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.
- 9.2 **Associate Member:** An Associate Member is a Member as defined above, but Associate Member will not be eligible to participate in any activities that require voting and/or cannot apply to be an Officer. This is a non-voting class of membership. Associate Member may be resident outside of New Zealand and there is no limit on the numbers of Associate Members.

10. **Becoming a Member: Consent and Process**

- 10.1 **Application Form:** Every applicant for membership shall apply in writing using the form approved by the Council and provide their consent in writing to becoming a Member.
- 10.2 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 Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.
- 10.1 **Corporate Applicant:** An applicant which is a corporation and its related companies (as defined under the Income Tax Act) must be represented by one person who is either a director or employee of the corporation and may not represent any other member. The applicant shall provide the Council with the names of the applicant's related companies, the nature of its business and the name of its representative. The applicant's related companies are excluded from membership of the Council. A corporation may change its corporate representation by advising the Council in writing.
- 10.2 The Committee shall consider the applications for Membership and Associate Membership on a regular basis and decide the eligibility for Membership or Associate Membership and/or the eligibility of the person representing a corporation by majority decision of the Committee and communicate that decision in writing to the applicant.
- 10.3 The Committee shall have complete discretion to investigate the character and other attributes of the applicant and/or its representative in reaching its decision which shall be final and the reason or reasons for that decision will not need to be communicated to any party and no reviews or appeals are allowed.
- 10.4 The Applicant's Membership and/or Associate Membership shall be established on payment of the Membership dues or subscription.
- 10.5 The signed written consent (or application form) of every Member to become a Member shall be retained in the Council's membership records.

11. Members' Obligations and Rights

- 11.1 Every Member shall provide the Council in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Council in writing of any changes to those details.
- 11.2 All Members shall promote the interests and purposes of the Council and shall do nothing to bring the Council into disrepute.
- 11.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings), if all subscriptions and any other fees have been paid to the Council by their respective due dates, but no Member or Associate Member is liable for an obligation of the Council by reason only of being a Member.
- 11.4 Any Member that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 11.5 The constitutional rights of Membership in respect of standing for elected office and voting at General Meetings shall accrue to a Member two (2) calendar months after joining the Council and are maintained until their Membership ends.

12. Subscription Levels and Classes of Membership (including Associate Membership)

- 12.1 For the purpose of conducting the work of the Council, the Council will levy annual dues or subscriptions for membership (for both Members and Associate Members).
- 12.2 The amount of membership dues or subscriptions shall be determined from time to time by the Committee and usually set as part of the budget approval process at the last meeting of the calendar year with effect from 1 January of the next year.
- 12.3 The Council is prohibited from making any distribution whether by way of money, property, or whatever to any of its Members. Any income, benefit or advantage shall be applied for the benefit of the Council. No Member shall derive any income, benefit or advantage from Council funds or property. No person associated with a Member shall derive any income, benefit or advantage from Council funds or property where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from professional, business or trade services rendered in the course of business charged at no greater rate than current market rates; or interest on money lent at no greater rate than current market rates.

13. Ceasing to be a Member**13.1 A Member ceases to be a Member—**

- 13.1.1 by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
- 13.1.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or
- 13.1.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or

13.1.4 by resolution of the Committee where:

- (a) The Member has failed to pay a subscription, levy or other amount due to the Council within five (5) Working Days of the due date for payment; or
- (b) In the opinion of the Committee the Member has brought the Council into disrepute; or
- (c) In the opinion of the Committee the Member's behaviour or conduct is not presenting in a way that is benefiting the Council or contrary to the Purposes of the Council; or
- (d) Any other matters in the opinion of the Committee that the Member is no longer suitable to be a Member of the Council.

13.2 **The termination of the membership** will take effect from (as applicable) –

13.2.1 The date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or

13.2.2 the date of termination of the Member's membership under this Constitution, or

13.2.3 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

13.2.4 the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

13.2 **Obligations once membership has ceased:** A Member who has ceased to be a Member under this Constitution:

13.2.2 remains liable to pay all subscriptions and other fees to the Council's next balance date; and

13.2.3 shall cease to hold himself or herself out as a Member of the Council, and

13.2.4 shall return to the Council all material provided to Members by the Council (if any); and

13.2.5 shall cease to be entitled to any of the rights of a Council's Member.

14. Communication with Members

Every communication with a Member shall generally be by electronic message directed to the person recorded as the representative of the Member in the records of the Council. Communications may also be sent by post, facsimile, courier, hand delivery or by any other means as the Council sees fit.

COMMITTEE

15. Committee Structure

- 15.1 **Election of Committee Members:** There shall be a Committee consisting of **at least 9 persons**, where:
- 15.1.1 **9 persons** will be directly elected to form the Committee by the Members during an election process (with the assistance of the Returning Officer (if any)) and the result will be announced at an AGM.
 - 15.1.2 These 9 persons that have been elected become the Committee Members at the conclusion of the AGM.
 - 15.1.3 **Term of Committee Members:** Committee Members are elected to serve for a term of three (3) years.
 - 15.1.4 **Annual Election:** There will be an annual election held for Committee Members and the Committee Members may join the election process when their term of three (3) years expires.
 - 15.1.5 A Committee Member is eligible for re-election and can serve continuously as a Committee Member if re-elected for a maximum term of 6 years.
 - 15.1.6 **Rotational Committee Member:** Transitional arrangements for rotational Committee Member elections must be managed by the existing Committee Members in place at the time of the adoption of this Constitution.

As a result of the election, all current board members appointed under the 2015 constitution, who will be finishing their 6-year term in 2025, will have a mandatory stand-down period of one year before they are eligible to stand again.
 - 15.1.7 All remaining Committee Members will continue to serve for at least one full term of three (3) years until they join the next election process.
 - 15.1.8 For the avoidance of doubt, a majority of the Members on the Committee must be either Members of the Council, or representatives of bodies corporate that are Members of the Council.
 - 15.1.9 If at any time, for whatever reason, the number of elected Members of the Committee falls below the minimum requirement of nine (9), the Committee may, by majority decision, decide to appoint one or more persons from the existing Members of the Council (as required) to ensure the Committee has the required capacity as per clause 21.1 to manage and discharge its duties according to the terms of this Constitution. Such appointment will only last until the next AGM. To avoid doubt, a person who has been appointed previously is eligible to be re-appointed or re-elected by the Members of the Committee.
 - 15.1.10 **Corporate Committee Member:** Where a person who is the representative of a corporation is nominated for election to the Committee that person must have

been the corporation's representative for a continuous period of at least twelve (12) calendar months as at the date of the nomination.

If a corporate member of the Council removes and/or changes the member's representative to the Council and that representative is a member of the Committee such representative shall be deemed to have resigned from the Committee and the position will be vacant and filled at the next elections.

The Committee, by majority, may waive the requirements set out in this clause to allow for exceptional circumstances. It is explicitly noted that the waiver is not intended to be a norm and that in such case or cases, the Committee shall provide reasons to explain its waiver in the Council's Annual Report.

- 15.1.11 An Officer may not be Members of Parliament or City or Regional Councillors or holders of any other elected office with substantive legislative power. Additionally, office holders in other organisations where a well-defined conflict of interest with the Council exists and is agreed as such unanimously by the remaining members of the Committee of the time are also specifically excluded from serving on the Committee.

15.2 Election of the Committee at Annual General Meeting (AGM) or Special General Meeting (SGM)

- 15.2.1 Nominations for the Committee shall open six (6) calendar weeks prior to the AGM/SGM and close four (4) calendar weeks prior to the AGM/SGM.
- 15.2.2 Nominations to the Committee must be representatives of the Membership which have in the past 12 months filed a tax return in NZ with a minimum gross revenue or turnover of NZD100,000. This eligibility will be determined by the Returning Officer who may request such information as he deems necessary and who will have the final decision in this regard.
- 15.2.3 These nominations will be forwarded to the Membership not less than fourteen (14) calendar days prior to the AGM/SGM.
- 15.2.4 In the event of an equality of votes in an election for candidates for the same position, the person chairing the meeting shall determine the elected Officer by a random means.
- 15.2.5 No person may be elected to become an Officer of the Council if their election would cause a breach of any of other clauses of this Constitution.
- 15.2.6 The Committee may appoint a person of a high professional standing to act as a Returning Officer for the purposes of any elections.

- 15.3 **Payments for Committee Members:** There will be no standard set payment, entitlement, fee or reward for the Committee's services as Officers. However, the Committee reserves the right in the future by unanimous agreement of the Committee, and where the Council has reached a suitable financial state, to provide some level of compensation, either in full or in part, to Members of the Committee for expenses associated with attending official functions such as meetings of the

Committee and other required Council functions. For the avoidance of doubt, this clause does not impose an obligation on the Council to reimburse Committee Members for future expenses.

15.4 **Sub-Committee**

15.4.1 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Council) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- (b) no sub-committee shall have power to co-opt additional members,
- (c) a sub-committee must not commit the Council to any financial expenditure without express authority from the Committee, and
- (d) a sub-committee must not further delegate any of its powers.

15.4.2 The Committee may set up and regulate the proceedings of sub-committees and local Chapters consisting of such Members of the Council or their representatives or any other such person as it shall see fit or such other persons as it shall nominate. The functions of any such sub-committee and Chapter shall be to do all such things in connection with the affairs of the Council as may fall within its terms of reference, unless the same are inconsistent with the express provisions of this Constitution.

15.4.3 Chapters are defined as a loose-knit, informal subset of Council Members who are associated with a specified region or city, and any Chapter has no separate or autonomous organisational standing, constitutionally speaking.

15.5 **Functions of the Committee**

From the end of each AGM until the end of the next, the Council shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act and this Constitution.

15.6 **Powers of the Committee:** The Committee shall have all such powers as are reasonably necessary for managing and for directing and supervising the management of the operation and affairs of the Council, subject to such exceptions or limitation as contained in the Act or in this Constitution. Nevertheless, without limiting the generality of the foregoing powers, the Committee shall do all things necessary and conducive to the attainment of its Purposes.

15.6.1 The powers of the Committee shall include:

15.6.2 To purchase, take on lease, exchange or otherwise acquire lands, buildings, easements or any real or personal property which may be required for the purpose or conveniently used in connection with any of the Purposes of the Council and to sell, convey, transfer, assign, mortgage, give, exchange or otherwise dispose of the same.

- 15.6.3 To hire or employ any individuals or bodies corporate or unincorporated as advisors, administrators, secretaries, providers of accounting and secretarial services, advisory, and promotional services, clerks, managers, servants or workers and to pay them and other persons in return for services provided to the Council such fees, salaries, wages, gratuities or pensions as the Council may from time to time determine.
- 15.6.4 To borrow, or raise, and give security for, money in such manner as the Council shall think fit and in particular by the issue of bonds, mortgages, debentures, promissory notes, or other obligations or securities of the Council secured upon any or all of its personal property.
- 15.6.5 To contract to any of the ongoing significant financial commitments as specified in clauses 15.4.2 – 15.4.4, the Committee must take appropriate external professional financial and/or legal advice to assert and assure that the Council is in a sound financial position and is able to make and sustain any required payments into the foreseeable future.

Such financial commitments must:

- (a) firstly, be consistent with the Purposes of the Council;
- (b) secondly, be unanimously agreed in writing by the Committee;
- (c) and finally, be ratified by Members at a General Meeting.

- 15.6.6 To enter into a strategic partnership with a major corporation for the purpose of providing the Council with funding to promote the Purposes of the Council whereby the Strategic Partner will have defined rights to promote its own activities in the context of the activities of the Council.

16. Alternate and Delegation for Chairperson

- 16.1 **Chairperson:** The Chairperson must be a Member of the Committee and will be elected by majority vote at the first meeting of the Committee by the Members of the Committee and be held immediately after the AGM to hold office for the ensuing year. The Members of the Committee shall also elect a Deputy Chairperson and a Treasurer. If the Chairperson is absent, then the deputy Chairperson will be the replacement of the Chairperson.
- 16.2 To avoid doubt, no member of the Committee may hold more than one Officer position.
- 16.3 If the Chairperson is absent, indisposed or away from New Zealand for any period of time which is deemed to be significant by the majority of the Committee, and delegation of the Chairperson person's authority is required, then the powers of the Chairperson will be delegated to the Deputy Chairperson and in their absence such other member of the Committee as is authorised by the majority of the Committee at a meeting.
- 16.4 If the Chairperson cannot complete the term of office due to any reason, then the Deputy Chairperson, in that order will continue as the acting Chairperson (as replacement) until the next Annual General Meeting.

17. Responsibilities and Accountabilities of the Committee

- 17.1 The member of the Committee individually and severally shall be the public face of the Council.
- 17.2 **Visibility:** All Members of the Committee shall have full visibility in all significant matters of Council including but not limited to dealings related to employment, service contract, Members' Affairs, events, sponsorship, government relations and all correspondences of the Council.
- 17.3 **Processes:** The Committee is required to maintain and work with sound processes governing its work, decision making and sign-off processes in all matters of the Council. Such process descriptions shall be available to any Member upon request.
- 17.4 **Business Plan and Budget:** Each year the Committee will establish a business plan and budget for the subsequent year which should be approved by the Committee by the last meeting of the Committee for the year.
- 17.5 **Schedules:** The Committee is required to maintain a schedule of duties, responsibilities and accountability of themselves, and such information shall be available to any Member on request.
- 17.6 **Code of Ethics:** The Committee will establish a Code of Ethics to operate by and a Code of Ethics and Behaviour for electioneering that will apply to all elections.
- 17.7 A **Chief Committee** (who shall be a lead manager with this, or any other title as may be determined by the Committee) may be appointed on terms and conditions to be determined by the Committee to whom that person shall be responsible. The duties of the Chief Committee will be agreed between the Council and the person concerned.
- 17.8 **General Matters:** The Committee 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 shall be recorded in the minutes of the next Committee or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 18. Committee Meetings and Decision Making**
- 18.1 There will normally be **four (4) quarterly meetings** of the Committee in each calendar year and at the last scheduled meeting for the year the schedule of meeting dates for the following year will be set for planning purposes and those dates will be confirmed or modified at each meeting during the year.
- 18.2 A meeting of the Committee may be held either:
- 18.2.1 by a number of **at least four (4) Members of the Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- 18.2.2 by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 18.3 **Distribution of Minutes:** The Chairperson shall arrange the distribution of the minutes of all meetings to all Members of the Council within fourteen (14) calendar days following the date of their approval by the Committee.

18.4 **Agenda:** The Chairperson (either directly or via the Council's employed executive staff) will call for agenda items (under the agenda heading "Any Other Business") from all Members of the Committee by advising of the meeting at least fifteen (15) calendar days prior to the date of such Committee meeting.

A formal agenda with supporting papers shall be distributed to the Committee Members at the direction of the Chairperson at least seven calendar (7) days prior to the meeting.

18.5 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

18.6 **Decisions and Voting:** Decisions made by the Committee shall be made on a simple majority basis by the highest number of votes cast by Committee Members.

18.6.1 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution.

18.6.2 Every Member on the Committee shall have one vote.

18.6.3 For all matters proceeding to a vote, the Chairperson will have both a deliberative and a casting vote.

18.6.4 Absent Committee Members may cast votes remotely, using any means considered appropriate by the majority of the Committee, on motions notified through the formal Agenda by communicating to the Chairperson in writing up to 24 hours prior to the Committee meeting.

19. **Patrons and Advisory Board**

19.1 Up to three (3) Patrons may be appointed at the discretion of the Committee. There is no obligation to have a Patron at all, nor is there any time requirement imposed to secure a new Patron where the opportunity to find a replacement Patron arises.

19.2 The Council may if it so chooses to convene a group of at least six (6) persons and up to twenty (20) persons to leverage the knowledge, experience and networks of persons engaged in India New Zealand business, known as the Advisory Panel. This clause imposes no obligation to create such a body.

19.3 It is acknowledged that any Advisory Panel will be a forum to ensure the leverage of knowledge from Members and non-Members alike who are keen to contribute to the Purposes of the Council but not able to commit the time and effort to be Committee Members.

19.4 Any appointment to an Advisory Panel will be made with majority agreement of the Committee.

19.5 Any Advisory Panel will be strictly advisory i.e. none of their advice will be binding on the Council.

19.6 Members of an Advisory Panel shall not receive any payment, fee or reward for their services, other than at the discretion of the Committee, in such circumstances as they may receive reimbursement for such reasonable travel and accommodation expenses incurred in

the process of executing duties or tasks which have been requested or specified by the Committee in pursuit of the Purposes of this Constitution.

OFFICERS

20. Qualifications of Officers

- 20.1 Every Officer must be a natural person who has consented in writing to be an officer of the Council and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Council.
- 20.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Council, namely—
- 20.2.1 a person who is under 16 years of age;
 - 20.2.2 a person who is an undischarged bankrupt;
 - 20.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
 - 20.2.4 a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005;
 - 20.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (a) an offence under subpart 6 of Part 4 of the Act;
 - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (c) an offence under section 143B of the Tax Administration Act 1994;
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3);
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
 - 20.2.6 a person subject to:
 - (a) a banning order under subpart 7 of Part 4 of the Act, or
 - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

- (d) 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.
 - (e) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- 20.3 Prior to election or appointment as an Officer, a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 20.4 Note that only a natural person may be an Officer and each certificate shall be retained in the Council's records.

21. Officers' duties

21.1 At all times each Officer:

- 14.5.1 shall act in good faith and in what he or she believes to be the best interests of the Council,
- 21.1.1 must exercise all powers for a proper purpose,
- 21.1.2 must not act, or agree to the Council acting, in a manner that contravenes the Act or this Constitution,
- 21.1.3 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the Council,
 - (b) the nature of the decision, and
 - (c) the position of the Officer and the nature of the responsibilities undertaken by him or her.
- 21.1.4 must not agree to the activities of the Council being carried on in a manner likely to create a substantial risk of serious loss to the Council or to the Council's creditors, or cause or allow the activities of the Council to be carried on in a manner likely to create a substantial risk of serious loss to the Council or to the Council's creditors, and
- 21.1.5 must not agree to the Council incurring an obligation unless he or she believes at that time on reasonable grounds that the Council will be able to perform the obligation when it is required to do so.

22. Term of Officer and Election or appointment of Officers

- 22.1 The Officer must be a Member of the Committee and will be elected by majority vote at the first meeting of the Committee by the Members of the Committee.
- 22.2 The term of office for all Officers elected by the Committee shall be **12 months**, expiring at the end of the AGM in the year corresponding with the last year of each Officer's term of office.
- 22.3 The position must be open to elections at the end of the 12 months' term.
- 22.4 An Officer may be re-elected by the Committee Members after 12 months, so they may hold office for a continuous period of time that is longer than 12 months.
- 22.5 An Officer must have been elected as a member of the Committee and serve the Committee for at least 12 months before they are elected as an Officer. This is the same for any corporate Member, if he or she wishes to be elected as an Officer, he or she must be the representative for that corporation for at least 12 months and serve as a Member of the Committee for at least 12 months before the election. However, the Members of the Committee may by unanimous approval waive this requirement.
- 22.6 No Member of the Committee may hold more than one Officer position.

23. Removal of officers

- 23.1 An Officer shall be removed as an Officer by resolution of the Committee or the Council where in the opinion of the Committee or the Council:
 - 23.1.1 The Officer elected to the Committee has been absent from 2 committee meetings without leave of absence from the Committee;
 - 23.1.2 The Officer has brought the Council into disrepute;
 - 23.1.3 The Officer has failed to disclose a conflict of interest; and
 - 23.1.4 The Committee passes a vote of no confidence in the Officer,
with effect from (as applicable) the date specified in a resolution of the Committee or Council.

24. Ceasing to hold office

- 24.1 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 24.2 Each Officer shall within **5 Working Days** of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Council held by such former Officer.

25. Conflicts of interest

- 25.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Council, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee or member of a sub-committee, and in the Interests Register kept by the Committee.

- 25.2 Disclosure must be made as soon as practicable (time of essence) after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- 25.3 **An Interested Member**
- 25.3.1 must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- 25.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- 25.3.3 may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 25.4 However, an Interested Member 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.
- 25.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a SGM must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 25.6 Where 50 per 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 Committee shall consider and determine the Matter.

MEETINGS

26. General Meetings

- 26.1 **Notice:**
- 26.1.1 The Committee shall give all Members at least **5 Working Days'** written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 26.1.2 That Notice will be addressed to the Member at the contact address notified to the Council and recorded in the Council's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 26.1.3 All meetings of the Council, by default may be held using any combination of face to face, postal, phone, internet and other interactive technologies such as video conferences over the internet. The specific guidelines for any meeting will be detailed in the notice for the meeting.
- 26.2 All General Meetings shall be chair by the Chairperson. If the Chairperson is absent, then the Deputy Chairperson shall chair that meeting or any other member appointed by the Committee shall Chairperson that meeting.

- 26.3 **Individual Members** shall be entitled to attend, speak and vote at General Meetings and fully represent themselves:
- 26.3.1 In person, or
 - 26.3.2 by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting, or
 - 26.3.3 through the authorised representative of a body corporate as notified to the Committee, and
 - 26.3.4 no other proxy voting shall be permitted.
- 26.4 **Corporate Members:** If the Member is an organisation, company or body corporate, then only one representative of that Member is allowed to speak and vote during the General Meeting. More than one representative of any Member may attend the General Meeting but such additional attendees may not speak, vote or attempt to coerce or influence any other Members, and may be asked to leave the Meeting, if found by the Chairperson to be contravening the spirit of this clause.
- 26.5 **Quorum:**
- 26.5.1 A quorum for a General Meeting shall consist of no fewer than twenty (20) persons in number (including those not present but participating virtually) including the Chairperson or the alternate (Deputy Chairperson) personally present and representing not fewer than twenty (20) Members.
 - 26.5.2 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Council (that is not later than twenty (21) calendar days after the General Meeting being adjourned, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
 - 26.5.3 Any decisions made when a quorum is not present are not valid.
- 26.6 The Chairperson or the deputy Chairperson shall be the Chairperson of all General Meetings of the Council. No business shall be transacted at any such adjourned meeting other than business left unfinished at the General Meeting which has been adjourned.
- 26.7 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more Members present, by secret ballot.
- 26.8 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 26.9 The Council may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% percent of the Members who are

entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- 26.10 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.
- 26.11 The Council must keep minutes of all General Meetings.

27. Annual General Meeting (AGM)

- 27.1 **Notice:** An AGM shall be held once a year, within every twelve (12) calendar months, and at least twenty-one (21) calendar days' notice of the AGM must be given to each Member.
- 27.2 The AGM must be held no later than the earlier of the following:
 - 27.2.1 6 months after the balance date of the Council; or
 - 27.2.2 15 months after the previous annual meeting.
- 27.3 The Committee must, at each AGM, present the following information:
 - 27.3.1 an annual report on the operation and affairs of the Council during the most recently completed accounting period,
 - 27.3.2 the annual financial statements for that period including an annual governance statement,
 - 27.3.3 information of any activities, functions or events attended by the Committee Members, and
 - 27.3.4 notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
- 27.4 If the AGM has been notified as incorporating attendance via the Internet, Members must be issued in advance with a secure means to identify their entitlement to vote and vote.
- 27.5 Such electronic attendance or voting may take place during the fourteen (14) calendar days prior to the actual date of the AGM with regard to pre-notified elections and resolutions.
- 27.6 A copy of the annual report and financial statements must be forwarded to each Member at least fourteen calendar (14) days prior to the Annual General Meeting.
- 27.7 New Members who join the Council in the two (2) calendar month period before an AGM will not be permitted to vote at that AGM, consistent with Clause 5.5. However, they may attend as observers and will have no speaking rights.
- 27.8 The proceedings of the AGM will be governed by this constitution and any amendments thereof affected by any motion considered and passed by the meeting.
- 27.9 The business at the AGM will be conducted in the following order:

- 27.9.1 To consider any motions of which prior notice has been given to Members with notice of the Meeting, that has been properly brought forward prior to the meeting.
 - (a) Matters of substance requiring a Member vote to be brought before the meeting must be notified to the Chairperson not less than thirty (30) calendar days prior to the meeting and must include properly formed resolutions to be put to the meeting,
 - (b) A properly formed resolution is one that names the mover of the motion and names the seconder, both of whom must be Members of the Council and entitled to vote at the meeting and contains the precise wording making up the substance of the motion. No amendments to such motions can be raised from the floor of the AGM,
 - (c) Matters cannot be raised from the floor of the meeting that require resolutions being put to Member vote; and
- 27.9.2 To confirm the minutes of the last AGM and any Special General Meeting(s) held since the last Annual General Meeting,
- 27.9.3 To adopt the annual report on the operations and affairs of the Council,
- 27.9.4 To adopt the Committee's report on the finances of the Council, and the annual financial statements,
- 27.9.5 To set any subscriptions for the current financial year,
- 27.9.6 To elect an auditor or financial reviewer (if required). The auditor or financial reviewer must be a Member of the Institute of Chartered Accountants of New Zealand (ICANZ),
- 27.9.7 To discuss any other matters that any Member present wishes as long as the matter does not require any Member vote, and
- 27.9.8 To consider any general business.
- 27.10 The Council must keep minutes of all Annual General Meetings, and the Committee must approve the AGM minutes at the first meeting post the AGM.

28. Special General Meetings (SGM)

- 28.1 A SGM may be called at any time:
 - 28.1.1 A SGM may be called by the Committee.
 - 28.1.2 The Committee must call a SGM if it receives a written request signed by at least eight (8) or more Members.
- 28.2 A SGM shall be called on a date not earlier than twenty-one (21) calendar days and not later than forty (42) calendar days following the receipt of a request for such a meeting under clause 28.1.

- 28.3 **Motions:** The request for a SGM must state the motions which will be moved at the meeting. The motions to be moved at the SGM must be notified to every Member of the Council at least twenty-one (21) calendar days before the date of the meeting.
- 28.4 Voting procedures at an SGM are the same as those at an AGM.
- 28.5 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a SGM, and a SGM shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

29. Voting at General Meetings (AGM or SGM)

- 29.1 At every General Meeting each Member shall have one vote, except that the Chairperson of the General Meeting shall have a deliberative vote as well as a casting vote.
- 29.2 Voting by those present at General Meetings including an AGM or a SGM of the Council shall be by voice, show of hands or ballot at the discretion of the person chairing the meeting with the exception of the circumstance described in Clause 19.4.
- 29.3 At duly authorised meetings voting may take place by postal and/or electronic means using a secure means of Member identification. Voting by postal or representative proxy shall be allowed at all Meetings.
- 29.4 Any five (5) persons present and entitled to vote may request that a written ballot is used for the votes of those present and these votes will be added any electronic or other forms of votes already received within the appropriate time limits set out in this Constitution.
- 29.5 Every Member shall be entitled to one vote at any General Meeting regardless of the means by which they vote.
- 29.6 Motions will be passed on a simple majority basis.
- 29.7 In the event of an equality of votes for or against a motion at a General Meeting of the Council, the person chairing the meeting shall exercise a casting vote.
- 29.8 Every Member must have paid this subscription at least four weeks before a General Meeting to be entitled to vote.

RECORDS

30. Register of Members

- 30.1 The Council shall keep an up-to-date Register of Members.
- 30.2 For each Member, the information contained in the Register of Members shall include:
- 30.2.1 Their name;
- 30.2.2 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');
- 30.2.3 Their contact details, including a physical address or an electronic address, and a telephone number; and

- 30.2.4 The register will also include each Member's postal address, email address (if applicable), occupation, and whether the Member is an ordinary Member or Associate Member.
- 30.3 Every current Member shall promptly advise the Council of any change of the Member's contact details.
- 30.4 The Council shall also keep a record of the former Members of the Council. For each Member who ceased to be a Member within the previous 7 years, the Council will record:
- 30.4.1 The former Member's name, and
- 30.4.2 The date the former Member ceased to be a Member.
- 30.5 **Interests Register:** The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.
- 30.6 **Access to information for members:**
- 30.6.1 A Member may at any time make a written request to the Council for information held by the Council.
- 30.6.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 30.6.3 The Council must, within a reasonable time after receiving a request:
- (a) Provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Council (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.
- 30.7 Without limiting the reasons for which the Council may refuse to provide the information, the Council may refuse to provide the information if —
- 30.7.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- 30.7.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Council or of any of its Members, or
- 30.7.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Council, or
- 30.7.4 the information is not relevant to the operation or affairs of the Council, or
- 30.7.5 withholding the information is necessary to maintain legal professional privilege, or

- 30.7.6 the disclosure of the information would, or would be likely to, breach an enactment, or
 - 30.7.7 the burden to the Council in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - 30.7.8 the request for the information is frivolous or vexatious, or
 - 30.7.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 30.8 If the Council requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Council –
- 30.8.1 that the Member will pay the charge; or
 - 30.8.2 that the Member considers the charge to be unreasonable.
- 30.9 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

31. Financial Year, Finance, Accounts and Auditor

- 31.1 **Control and Management:** The funds and property of the Council shall be controlled, invested and disposed of by the Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of the Council.
- 31.2 The Committee may open and operate such bank account or accounts as it sees fit.
- 31.3 All payments made from the Council's bank account[s] shall be signed or authorised (as the case maybe) by two Committees, one being the Chairperson or their alternate, the other being the Treasurer or their delegate.
- 31.4 The financial year of the Council shall terminate on 31 December each year.
- 31.5 The Committee must ensure that there are kept at all times accounting records that:
- 31.5.1 The Committee must establish and maintain a satisfactory system of control of the Council's accounting records correctly record the transactions of the Council, and
 - 31.5.2 allow the Council to produce financial statements that comply with the requirements of the Act, and
 - 31.5.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the Council's Constitution).
- 31.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form and the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Council.

31.7 An Auditor or financial reviewer shall be appointed at the AGM of the Council and it shall be the duty of the Auditor or financial reviewer to check and examine the accounts of the Council and to report thereon at the next Annual General Meeting.

32. Disputes Resolutions

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

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

32.2.1 2 or more Members;

32.2.2 1 or more Members and the Council;

32.2.3 1 or more Members and 1 or more Officers;

32.2.4 2 or more Officers;

32.2.5 1 or more Officers and the Council; or

32.2.6 1 or more Members or Officers and the Council.

32.3 The disagreement or conflict relates to any of the following allegations:

32.3.1 a Member or an Officer has engaged in misconduct;

32.3.2 a Member or an Officer has breached, or is likely to breach, a duty under the Council's Constitution or bylaws or policies or codes of conduct applicable to Members or the Act;

32.3.3 the Council has breached, or is likely to breach, a duty under the Council's Constitution or bylaws or policies or codes of conduct applicable to Members or the Act;;

32.3.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

32.4 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:

32.4.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Council's Constitution; and

32.4.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and

32.4.3 sets out any other information or allegations reasonably required by the Council.

32.5 The Council may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- 32.5.1 states that the Council is starting a procedure for resolving a dispute in accordance with the Council 's Constitution; and
- 32.5.2 sets out the allegation to which the dispute relates.
- 32.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 32.7 A complaint may be made in any other reasonable manner permitted by the Council's Constitution.
- 32.8 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Council's activities.
- 32.9 The complainant raising a dispute, and the Committee, 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.
- 32.10 **How complaint is made:** A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
 - 32.10.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Council's Constitution; and
 - 32.10.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - 32.10.3 sets out any other information reasonably required by the Council.
- 32.11 The Council may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:
 - 32.11.1 states that the Council is starting a procedure for resolving a dispute in accordance with the Council's Constitution; and
 - 32.11.2 sets out the allegation to which the dispute relates.
- 32.12 The information given under subclauses (34.10) or (34.11) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 32.13 A complaint may be made in any other reasonable manner permitted by the Council's Constitution.
- 32.14 **Person who makes complaint has right to be heard:** A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 32.15 If the Council makes a complaint—
 - 32.15.1 the Council has a right to be heard before the complaint is resolved or any outcome is determined; and

- 32.15.2 an Officer may exercise that right on behalf of the Council.
- 32.16 Without limiting the manner in which the Member, Officer, or the Council may be given the right to be heard, they must be taken to have been given the right if:
- 32.16.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 32.16.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 32.16.3 an oral hearing (if any) is held before the decision maker; and
- 32.16.4 the Member's, Officer's, or Council's written or verbal statement or submissions (if any) are considered by the decision maker.
- 32.17 **Person who is subject of complaint has right to be heard:** This clause applies if a complaint involves an allegation that a Member, an Officer, or the Council (the 'respondent')—
- 32.17.1 has engaged in misconduct; or
- 32.17.2 has breached, or is likely to breach, a duty under the Council's Constitution or bylaws or policies or codes of conduct applicable to Members or the Act;; or
- 32.17.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 32.18 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 32.19 If the respondent is the Council, an Officer may exercise the right on behalf of the Council.
- 32.20 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:
- 32.20.1 the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- 32.20.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 32.20.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 32.20.4 an oral hearing (if any) is held before the decision maker; and
- 32.20.5 the respondent's written statement or submissions (if any) are considered by the decision maker.
- 32.21 **Investigating and determining dispute:** The Council 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.
- 32.22 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

- 32.23 **Council may decide not to proceed further with complaint:** Despite the ‘Investigating and determining dispute’ rule above, the Council may decide not to proceed further with a complaint if—
- 32.23.1 the complaint is considered to be trivial; or
 - 32.23.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member, an Officer, or the Council has materially breached, or is likely to materially breach, a duty under the Council’s Constitution or bylaws or policies or codes of conduct applicable to Members or the Act;
 - (c) that a Member’s rights or interests or Members’ rights or interests generally have been materially damaged;
 - 32.23.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - 32.23.4 the person who makes the complaint has an insignificant interest in the matter;
or
 - 32.23.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - 32.23.6 there has been an undue delay in making the complaint.
- 32.24 **Council may refer complaint:** The Council may refer a complaint to:
- 32.24.1 a subcommittee or an external person to investigate and report; or
 - 32.24.2 a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - 32.24.3 The Council 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).
- 32.25 **Decision makers:** A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- 32.25.1 impartial; or
 - 32.25.2 able to consider the matter without a predetermined view.

LIQUIDATION

33. Liquidation and removal from the register

33.1 Resolving to put Council into liquidation: The Council may be liquidated in accordance with the provisions of Part 5 of the Act.

33.2 The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Council into liquidation.

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

33.4 Any resolution to put the Council into liquidation must be passed by at least 75% of all Members present and voting.

34. Resolving to apply for removal from the register:

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

34.2 The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Council from the Register of Incorporated Societies.

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

34.4 Any resolution to remove the Council from the Register of Incorporated Societies must be passed by at least 75% of all Members present and voting.

35. Surplus assets

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

35.2 On the liquidation or removal from the Register of Incorporated Societies of the **Council**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in

35.3 However, in any resolution under this rule, the Council may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Council complies with this Constitution and the Act in all other respects.

36. Amendments to the Constitution

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

36.2 The Council may amend this Constitution at an AGM or any SGM.

36.3 Notice of any intended alteration of, addition to or rescission of the constitution must be made in writing and received by the Chairperson of the Committee by not later than two (2) calendar months prior to such General Meeting.

36.4 Provided the Notice is approved by the Committee for submission to an AGM or a SGM a copy of such Notice shall be sent by the Chairperson to each Member of the Council not later than one (1) calendar month prior to such General Meeting.

36.5 No amendment shall be permitted if it affects in any way the non-profit status of the organisation.

- 36.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 36.7 The amendments themselves have to be brought as a motion to be determined at the General Meeting.

37. Winding Up

- 37.1 The Council may be voluntarily wound up if:
- 37.1.1 The Council in an AGM or SGM called for the purpose shall pass a resolution requiring the Council to be wound up.
 - 37.1.2 Such resolution is confirmed by a subsequent SGM called for the purpose and held not earlier than thirty (30) calendar days after the AGM or SGM at which such resolution was passed.
- 37.2 Upon the winding up or closing down of the Council its assets (if any) shall be realised in such manner as the Council in General Meeting may determine and the proceeds, funds and assets of the Council after payment of the debts of the Council shall be distributed or disposed of as determined by any AGM or SGM called for the purpose, but not by way of distribution to Members. For the avoidance of doubt, the Council will transfer any surplus assets to another not-for-profit with similar purposes, like the Asia New Zealand Foundation.

38. Bylaws

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

39. Interpretation

- 39.1 Any matters not provided for in this Constitution or any question arising as to the interpretation of this Constitution, at any time including at a General Meeting shall be decided by the Committee by majority vote and such ruling shall be final and binding.