

National Road Carriers
Association Constitution
(2025)

NRC Board
5-30-2025

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NRC DRAFT Constitution

Introduction

Name

The name of the society is National Road Carriers Association Inc (in this **Constitution** referred to as the '**Society**').

Charitable status

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

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' 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.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and Board meetings, and who provides leadership for the **Society**.

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

'Body Corporate' Is an incorporated business trading either as a limited liability company, Society or any other incorporated entity.

'Constitution' means the rules in this document.

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

'Delegate' Any person appointed by a member that is a body corporate to act on its behalf as a member of the Society and who shall exercise the rights of membership of that body corporate member. A delegate shall be either a partner in a partnership, a director, or an officer of the company as defined by Health and Safety at Work Act 2015.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

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

‘Matter’ means—

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

‘Member’ means an individual or body corporate admitted to membership under this **Constitution** who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society**.

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

‘Officer’ means a natural person who is:

- a member of the **Board**, or
- occupying or appointed to 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.

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

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

‘Working Days’ means as defined in the Legislation Act 2019. Examples of days that are not:

- (a) 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; and
- (b) a day in the period commencing with 25 December in a year and ending with 2 January in the following year; and
- (c) if 1 January falls on a Friday, the following Monday; and
- (d) if 1 January falls on a Saturday or a Sunday, the following Monday and Tuesday; and
- (e) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday.

1 Purpose

1.1 The primary purposes of the **Society** are to—

- Promote, foster and protect the interests of the Association and its members.
- To negotiate, enter into, and promote the formation of commercial goods and services partnerships, for the economic and business benefit of the Association and its members.
- To promote, publicise, comment upon and advocate, for the repeal or amendment of any existing or proposed legislation, by-laws, rules or regulations affecting the interests of the Association and its members.
- To promote the enactment of new legislation by laws, rules or regulations to enhance the interests of the Association and its members.
- To combine, associate or co-operate with, or become members of, any alliance or association having objects wholly or in part similar to those of the Association.
- To support, assist any other person, company, alliance or association in achieving any of the objects for which the Association is formed.
- To indemnify members of the Board against all claims and demands made upon them in respect of all acts purporting to be done by them in good faith, and in pursuance of objects of the Association.
- To subscribe for, purchase or otherwise acquire shares in any Company formed to promote or further the objects of the Association.
- To purchase, lease or otherwise acquire any land or premises that may be necessary or conducive for the purposes or attainment of the objects of the Association, and to hold, manage, improve, sell, let, mortgage, encumber, and otherwise deal with the same.
- To borrow money for the purpose of carrying out any of the objects of the Association, and to give security for such borrowings.
- To publish content, technical information and any other educational material, and to hold or arrange educational, vocational and informational seminars, workshops or webinars, for the benefit of members.
- To undertake actions or activities as are incidental or conducive to the attainment of any of the objects of the Association.

2. Act and Regulations

2.1 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.

3. Registered office

3.1 The registered office of the **Society** shall be at such place in New Zealand as the **Board** from time to time determines.

4. Members

4.1 Minimum number of members

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

4.2 Types of members

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

4.2 i Full Member

Full member is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member** and who in the opinion of the Board are substantially engaged in the business of arranging and transporting goods by road transport for reward. A full member must hold a Transport (Goods, Vehicle Recovery) Service Licence (TSL).

4.2 ii Associate Members

An Associate member is an individual or body corporate admitted to membership under this **Constitution** who in the opinion of the Board have an interest in road transportation as an adjunct to their trade, business or commercial activities, or who have an occupational interest in the development of the road transport industry.

4.2 iii Affiliated Members

An Affiliated member is an individual or body corporate admitted to membership under this **Constitution**, who in the opinion of the **Board** have an interest with the road transport industry but no direct participation in it, and who could, through their interest, participate in and/or benefit from, the commercial partnerships that the Association enters into from time to time.

4.2 iv Life Member

A Life Member is a person honoured for highly valued services to the Society recommended to or nominated by a member or the Board and unanimously voted by the Board to be awarded a Life Membership. A Life Member shall have all the rights and privileges of a Full Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

If a Life Member has a financial interest in a business which is a member of the Association, that company, partnership or firm continues to remain liable for their future annual membership subscriptions.

A Life Member will be recognised for the duration of the Association's existence. Membership benefits are non-transferable and will cease upon the Life Member's passing.

A register of Life Members will be published on the association's website.

4.3 Becoming a member: consent

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

4.4 Becoming a member: process

4.4 i Membership application

An applicant for membership must complete and sign an 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**.

4.4 ii Board acceptance

The **Board** may accept or decline an application for membership at its sole discretion. The **Board** must advise the applicant of its decision. The Board shall be under no obligation to give any reasons for any adverse determination it may make and its decision shall be binding on all members.

The Board shall admit an applicant for membership if it is satisfied that the applicant:

1. Meets the criteria for the particular category of membership applied for; and
2. Meets the fit and proper person criteria as defined in the Land Transport Act or any subordinate or subsequent legislation; and
3. Is of good character, and is in good standing and repute, including, in the case of a corporate or firm/partnership applicant, its directors, partners, shareholders or officers.

The completed application of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

4.5 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical address, email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

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 or money owing to the Society have been paid to the **Society** by their respective due dates.

Any **Member** that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who will act as the member's **Delegate** for the purposes of any Society business. A member's Delegate shall have the right to represent the member in the Society including attending, speaking at and voting in any meetings of the Society at which the member is entitled to attend. Any member entitled to appoint a delegate shall have the right to change such delegates by giving written notice to the Society.

The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

4.6 Subscriptions and fees

4.6 i Annual subscription

The annual subscription and any other fees for membership for the then current financial year shall be set by a resolution of **the Board** (which can also decide that payment be made by periodic instalments).

4.6 ii Failure to pay annual subscription

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any other monies due to the society, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) at NRC's discretion, have no membership rights and shall not be entitled to participate in any **Society** activity or matters or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, payments or levy the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

4.6 iii Levies

The Board shall have the power to make levies on members where additional funds are needed for the furtherance of, or to maintain the viability of the Association.

The total amount levied on any member in any financial year, shall not exceed an amount equal to a members current annual subscription.

4.7 Ceasing to be a member

A **Member** ceases to be a **Member**—

- the member has failed to pay a subscription or levy or fee as per 4.6, or
- by resignation from that **Member's** class of membership by written notice by that **Member** to the **Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- if a Full Member ceases to be substantially engaged in the business of arranging and transporting goods by road transport or loses their TSL.
- if an Associate Member ceases to have an interest in road transportation as an adjunct to their trade business or commercial activities.
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Board** where—
 - The Member has failed to pay a subscription, levy or other amount due to the Society within 3 calendar months of the due date for payment, or
 - In the opinion of the Board the Member has brought the Society into potential disrepute. This includes but is not limited to compliance and criminal activity.
 - In the opinion of the Board, it is not in the best interest of the Society that a member remains a member of the Society.

It is at the Boards discretion to decide whether a member's behaviour or actions are deemed to be not becoming of the Society or its objectives.

with effect from (as applicable)

- the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- 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
- the date specified in a resolution of the **Board** and when a **Member's** membership has been terminated the **Board** shall promptly notify the former **Member** in writing.

4.8. Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date, unless decided otherwise by the Board,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall cease to be entitled to any of the rights of a **Society Member**.

4.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted at the discretion the **Board**.

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 passed by the **Board**.

5 General meetings

5.1 Procedures for all general meetings

5.1 i The Board shall give all Members at least 14 Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

5.1 ii 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. 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.

5.1 iii A Full Member shall be entitled to nominate its Delegate to attend General Meetings and exercise the vote for and on behalf of the full member. Such nomination shall be made in writing at least 24 hours before the commencement of the General Meeting.

Any Full Member may appoint any person to be its proxy to attend and vote at a General Meeting on its behalf. Such proxy must be lodged with the CEO at least 24 hours before the General Meeting at which such vote is to be exercised.

A Life Member cannot vote or attend by Proxy.

The Board can, by resolution, allow voting via electronic means.

5.1 iv No General Meeting may be held unless at least 25 Full Members, either in person or by Proxy, being eligible financial Members, attend throughout the meeting, and this will constitute a quorum.

5.1 v 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 for one hour by the Chairperson of the Society, and if at such time the reconvened meeting, a quorum is not present the meeting shall be dissolved.

5.1 vi For the purposes of any poll, every Full Member present in person or by proxy shall be entitled to one deliberative vote plus an additional vote for every ten vehicle equivalents – to a maximum of 30 vehicles. If a Life Member is also a Full Member (either in person or as a Delegate), he/she shall be entitled to two votes plus any additional votes for vehicle equivalents. No member shall be entitled to more than five votes.

5.1 vii A Delegate of the company or firm/partnership that is a full member, as recorded in the NRC records shall attend General Meetings and exercise the vote for and on behalf of that company, firm or partnership. Changes to the Delegate shall be made in writing and lodged at least 24 hours before the commencement of the General Meeting.

5.1 viii Unless otherwise required by this Constitution, every resolution submitted to a General Meeting shall be decided on by a simple majority by voice, or a show of hands, unless a poll is demanded by any Full Member.

5.1 ix Any decisions made when a quorum is not present are not valid.

5.1 x The Society 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 eligible votes 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).

5.1 xi 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.

The Board, by resolution, will determine the format of General Meetings.

All **General Meetings** shall be chaired by the **Chairperson**. If the Chairperson is not available, in the first instance the **Deputy Chair** will be the chairperson of the meeting. If the Deputy Chair is not available members of the **Board** present may choose one of their number to be chairperson of the meeting.

5.1 xii Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, no casting vote.

5.1 xiii Any person chairing a General Meeting may:

- 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 shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

5.1 xiv The Board may propose motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.

5.1 xv 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 7 Days before that meeting. The Member may also provide information in support of the motion (Member's Information). Any motions received shall be provided to the members prior to the General Meeting.

5.2 Minutes

The **Society** must keep minutes of all **General Meetings**.

5.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting

5.4 Annual General Meetings: business

The business of the **Annual General Meeting** shall be to:

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Board's** report on the finances of the **Society**, and the annual financial statements,
- consider any notice of disclosures, or types of disclosures, made under section 63 (disclosure of interests) during the year,
- consider any motions of which prior notice has been given, and
- consider any general business that has been notified to the CEO 7 days in advance of the meeting

The **Board** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- 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).

5.5 Special General Meetings

- Special General Meetings may be called at any time by the **Board** by resolution.
- The Board must call a Special General Meeting if it receives a written request signed by at least 100 Members.
- Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

6. Board

6.1. Board composition

The Board will consist of a maximum of 9 Officers and a minimum of 5 Officers.

The Officers on the Board must be:

- A Full Member or a Delegate of a Full Member who has been a Full Member of the Society for more than three years.
- The Board can unanimously waive the three-year membership requirement for any potential member if their experience or expertise benefits the Society.

If required the Board may appoint a member as an appointee to the Board who will become an Officer.

- Any appointee to the Board shall meet the above criteria for appointment to the Board.
- The appointment to the Board of any person in this manner shall only be up to the next AGM. No person shall be appointed to the Board if that person was unsuccessful in the last election, unless a position on the Board becomes available due to a member leaving the Board.

The Board may co-opt any person to assist the Board, including attending Board meetings. A co-opted member of the Board:

- shall not be considered an Officer,
- cannot vote at Board meetings nor do they represent a quorum, and
- is not required to meet the Board Member qualifications in these Rules but should meet the Officer requirements of the Act.

6.2 Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**. As soon as practicable after an AGM, the Board shall meet and appoint from amongst themselves a Chairperson, Deputy Chairperson and the Owner Driver Representative. These positions cannot be filled by a Secondee or a member not appointed at an AGM.

6.3 Powers of the Board

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**. These include, but is not limited to:

- (a) Appoint such officers and employees as it deems necessary for the purpose of conducting the Association's business and on such terms and at such salary or remuneration as it thinks fit.

- (b) Appoint such sub-committees for such periods it thinks fit, and to delegate to them such powers as it may specify.
- (c) Appoint the members and Chairpersons of those committees, provided that it shall ensure that any Chairperson appointed, must be a Full member of the Association.
- (d) To wind up any Committees appointed as it thinks fit.
- (e) Appoint or Co-opt any person to the Board in accordance with these Rules.
- (f) To institute, conduct, defend, compromise, refer to arbitration or mediation, or abandon any legal or other proceedings brought by or against the Association or it's the Board or officers of the Association.
- (g) Act as arbitrator or mediator in the settlement of disputes arising between members if requested to do so.
- (h) To enter into all negotiations, contracts, and agreements, and rescind and vary and execute and do all such acts, deed, matters and things in the name, or on behalf of the Association as it may consider expedient and in the best interests of the Association.
- (i) To carry out all such acts as may be necessary to achieve the objectives of the Association.
- (j) To borrow any money in furtherance of the objects of the Association in any form which the Board may think proper, and to give security.
- (k) Without detracting from any delegation of power to any Committee, the Board may itself continue to exercise such powers notwithstanding any delegation.
- (l) The Board may grant from the funds of the Association an honorarium or other payment to the Chairperson, Deputy Chairperson and Board members in respect of the duties of their office or other services rendered to the Association and the reimbursement of expenses incurred by any Board member while acting on the business of the Association.

6.4 Sub-committees

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

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,

- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Board**, and
- a sub-committee must not further delegate any of its powers.
- The sub-committees provide recommendations for the Board to consider.

6.5 General matters: Board and sub-committees

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 shall be recorded in the minutes of the next **Board** or sub-committee meeting.

Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.

6.5 i Decisions between meetings: A Board member with the endorsement of the Chairperson can propose a resolution to the Board in between meetings. Any such resolution should have a mover and seconder recorded electronically, followed by a vote by all members that is recorded electronically.

6.6 Board meetings: Procedure

The quorum for Board meetings is at least five members in attendance.

A meeting of the **Board** may be held either—

1. by a number of the members of the **Board** who constitute a quorum, being assembled at the place, date and time appointed for the meeting; or
2. 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.

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 **Officer** on the **Board** shall have one vote.

The members of the **Board** shall elect one of their number as chairperson of the **Board**. If at a meeting of the **Board**, the chairperson is not present, in the first instance the Deputy Chair will be the chairperson of the meeting. If they are not available members of the **Board** present may choose one of their number to be chairperson of the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Board**.

Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure. Further information concerning the operation of the Board shall be contained in a Board Charter approved and published by the Board.

6.7 Frequency

The **Board** shall meet 10 times per year 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**.

The Secretary, or other Board member nominated by the Board, shall give to all Board members not less than 5 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

6.8 Qualifications of officers – Board Members and Secondees

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely—
 1. a person who is under 16 years of age
 2. a person who is an undischarged bankrupt
 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
 4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 1. an offence under subpart 6 of Part 4 of the **Act**
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the **Act**, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

4. 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.
7. 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**.

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**.

6.9 Board Members duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. 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:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.
7. act in accordance with the Board Charter, which is reviewed and signed annually by the Board following the AGM.

6.9 ii Conduct and Ethics

Board Members must:

- Act in the best interests of the Society and its members

- Declare any conflicts of interest
- Adhere to confidentiality requirements

These expectations are further detailed in the Board Charter.

6.10 Election or appointment of Board Members

The election of Board Members shall be conducted as follows.

1. Officers shall be elected during the Annual General Meetings.
2. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy can be filled by resolution of the Board (and 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 an Officer (as described in the 'Qualification of Officers' rule above). Any person so elected shall retire at the next AGM and may seek re-election.
3. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least 5 Working Days before the date of the Annual General Meeting.

Every Board Member nominee shall in the first place be nominated in writing upon a nomination form obtained from the CEO by one member (the Proposer), seconded by another member (the Seconder), and supported by three other members (the Supporters).

4. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, a revote will be carried out for the tied people.
5. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
6. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

6.11 Rotation of Board Members

- (a) One third of members or if their number is not a multiple of three, then the number nearest to one third, shall retire from office by rotation at the AGM.
- (b) The rotation will be determined by the time since the members last election. Members who were elected first since their last election shall retire first.
- (c) To achieve the annual rotation when there are several Board Members that were elected during the same year, the longest serving Board Member shall retire by rotation.

- (d) In case of a Board member resigning and/or retiring prior to an AGM, then that member shall constitute one of the required retirements for the purposes of (a) above. That member shall not be entitled for re-election in the next AGM after retirement or resignation.

6.12 Chairperson Term

No **Chairperson** shall serve for more than 3 consecutive years as **Chairperson**. The Board may resolve to extend the Chairperson's term for a maximum of one additional year if required under extraordinary circumstances.

6.13 Removal of Board Members

An **Officer** may be removed as an **Officer** by resolution of the **Board** or the **Society** where in the opinion of the **Board** or the **Society**:

- The **Officer** elected to the **Board** has been absent from 3 Board meetings without leave of absence from the **Board**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Board** passes a vote of no confidence in the **Officer**.

With effect from (as applicable) the date specified in a resolution of the **Board** or **Society**.

6.14 Ceasing to hold office

An **Officer** 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**.

Each **Officer** shall within **7 Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Society** held by such former **Officer**.

6.15 Conflicts of interest

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

An **Officer** 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).

1. To the **Board** and or sub-committee, and
2. in an **Interests Register** kept by the **Board**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. Must not 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
2. Must not 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
3. May not 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).

However, an **Officer** 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.

Where 50 per cent or more of Officers 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 Officers agree otherwise.

6.16 Executive Staff

The Association's Senior Executive Officer shall be known as the Chief Executive Officer, and they shall be responsible for the general administration of the Association within the policy determined from time to time by the Board.

The Chief Executive Officer shall convene all meetings of the Board, and in consultation with the Chairperson prepare the agenda for each Board meeting. The Chief Executive Officer shall also cause minutes of the meetings of the Board to be kept and circulated, and send such correspondence as the Board shall direct.

The Chief Executive Officer shall have full control and responsibility for engaging and terminating employees of the Association, and to supervise the property of the Association.

7 Records

7.1 Register of Members

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include:

- Their name, and
- 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
- Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each **Member's** —

- Postal address
- Email address
- Occupation
- Whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a **Member** within the previous 7 years, the Society will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

7.3 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society** as per the requirements of the act.

8 Finances

8.1 Control and management

The funds and property of the **Society** shall be:

- Controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Board** shall maintain bank accounts in the name of the **Society**.

The **Board** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and

2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

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 **Society**.

8.2 Auditor

The books of the Association shall be audited annually and reported upon by an auditor who shall be a Chartered Accountant or a firm of Chartered Accountants.

8.3 Balance date

The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

9. Dispute resolution

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

9.1 Definition of a disagreement or conflict

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

1. 2 or more Members relating to affairs of the Society
2. 1 or more Members and the Society relating to affairs of the Society
3. 1 or more Members and 1 or more Officers relating to affairs of the Society
4. 2 or more Officers relating to affairs of the Society
5. 1 or more Officers and the Society relating to affairs of the Society
6. 1 or more Members or Officers and the Society relating to affairs of the Society

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

1. A **Member** or an **Officer** has engaged in misconduct
2. A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. The **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**

4. A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged

A **Member** or an **Officer** may make a complaint by giving to the **Board** a notice in writing that:

1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** 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—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation or arbitration practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

9.2 How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Board** a notice in writing that:
 - (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the **Society**.

2. The **Society** 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:
 - (a) States that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (b) sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) 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.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

9.3 Person who makes complaint has right to be heard

1. 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.
2. If the **Society** makes a complaint:
 - the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if:
 - they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent'):
 - Has engaged in misconduct; or
 - has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - has damaged the rights or interests of a Member or the rights or interests of Members generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given the right to be heard, a respondent must be taken to have been given the right if:
 - 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
 - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining dispute

1. 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.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if:

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - That a **Member** or an **Officer** has engaged in material misconduct.
 - That a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**.
 - That a Member's rights or interests or Members' rights or interests generally have been materially damaged.
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or

4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

9.7 Society may refer complaint

1. The **Society** may refer a complaint to—
 - (a) a sub-committee or an external person to investigate and report; or
 - (b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.

10 Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The Board shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

The Board 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.

Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

11 Resolving to apply for removal from the register

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

The Board shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

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

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

11.1 Surplus assets

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

The Association may be wound up voluntarily if the Association in General Meeting passes such a special resolution by a two-thirds majority. If upon winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities, any surplus funds or property, the same shall not be applied to any of the members of the Association but instead transferred to any association or entity having substantially similar objects and activities to those of the Association.

However, 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.

Any surplus assets of the Society on liquidation shall be distributed to any other not for profit Society with the same or similar objectives to the Society as decided upon by the Members.

12 Amending this constitution

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.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds of majority of those Members present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution by members to amend or replace this Constitution shall be either given by the Board or be signed by at least 150 eligible Members and given in writing to the Board at least 21 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.

At least 7 Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.

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.

13 Bylaws

The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society 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.