



CONSTITUTION OF TRANSPARENCY INTERNATIONAL NEW ZEALAND INCORPORATED

Approved by vote at the Transparency International New Zealand Inc Annual General Meeting held
on 12 November 2025)

Signed

A handwritten signature in black ink that reads "Anne Tolley".

Anne Tolley
Chairperson

TABLE OF CONTENTS

RULE	PAGE
PART I: OBJECTS AND POWERS 1. NAME 2. REGISTERED OFFICE 3. STATUS 4. PURPOSES / OBJECTIVES /TIKANGA 5. ACT & REGULATIONS 6. CAPACITY & POWERS 7. PATRON	4
PART II: MEMBERSHIP 8. MINIMUM NUMBER & CONSENT 9. TYPES OF MEMBERS 10. BECOMING A MEMBER 11. OBLIGATIONS, RIGHTS OF MEMBERS 12. CEASING MEMBERSHIP 13. OBLIGATIONS ON RESIGNATION 14. BECOMING A MEMBER AGAIN 15. REGISTER OF MEMBERS / ACCESS 16. MEMBERS WITH DELEGATED AUTHORITY	7
PART III: MEETINGS 17. ANNUAL GENERAL MEETING 18. SPECIAL GENERAL MEETINGS 19. QUORUM AND PROCEDURES	11
PART IV: BOARD 20. COMPOSITION 21. QUALIFICATIONS 22. ELECTIONS / APPOINTMENTS 23. TERM 24. REMOVAL, CESSATION / SUSPENSION 25. OFFICERS DUTIES 26. FUNCTIONS & POWERS 27. SUB-COMMITTEES 28. CONFLICTS OF INTEREST	15

PART V: FINANCES 29. CONTROL AND MANAGEMENT 30. NO PERSONAL BENEFIT 31. AUDITOR 32. BALANCE DATE	22
PART VI: COMPLAINTS AND DISPUTE RESOLUTION 33. DEFINITIONS (DISPUTES) 34. APPLICATIONS OF LEGISLATION 35. DISPUTE PROCEDURE 36. DECISION NOT TO PROCEED 37. REFERRAL 38. HEARING BODY 39. COMPLAINANT'S RIGHT TO BE HEARD 40. RESPONDENT'S RIGHT TO BE HEARD	24
PART VII: OTHER MATTERS 41. WINDING UP 42. ALTERATIONS TO THE RULES 43. CONTACT PERSON 44. POLICIES 45. TRANSITION 46. DEFINITIONS 47. INTERPRETATION	28

PART I: PURPOSES, OBJECTIVES & POWERS

1. NAME

1.1 The name of the Society is Transparency International New Zealand Incorporated (in these Rules Referred to as the 'Society').

2. REGISTERED OFFICE

2.1 The Registered Office of the Society shall be at such place in New Zealand as the Board from time to time determines.

3. STATUS

3.1 The Society is registered as an Incorporated Society under the Incorporated Societies Act 2022.

3.2 The Society is registered as a charitable entity under the Charities Act 2005.

4. PURPOSES/OBJECTIVES

4.1 The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to:

- a. Benefit the community by promoting transparency, good governance and ethical practices in New Zealand;
- b. Promote ethical practices by New Zealand entities offshore, and transparency and good governance in our region; and
- c. Contribute to the international effort to reduce corruption and promote good governance and ethical practices.

4.2 Within the Purposes, the Society carries out the following specific **Activities/Objectives** from time to time:

- a. Advancing education by raising public awareness and understanding of corruption and the prevention of corruption;

- b. Researching and distributing information regarding corruption;
- c. Furthering the aims and objectives of Transparency International (TI);
- d. Co-operating with other organisations in New Zealand and throughout the world with similar objectives; and
- e. Using any income, benefit, or advantage of the Society to advance the charitable purposes of the Society.

4.3 TIKANGA

The tikanga or culture of the Society is as follows:

- a. In all its work and operations, the Society will be cognisant of Te Tiriti o Waitangi;
- b. The Society will seek to uphold principles of Integrity within its own operations;
- c. The Society is politically non-partisan;
- d. The Society will not be involved in investigating individual cases; and
- e. These Rules shall be interpreted having regard to that tikanga or culture.

5. ACT AND REGULATIONS

5.1 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. Similarly, this constitution has been developed having regard to complying with the accreditation requirements of Transparency International.

6. CAPACITY AND POWERS

6.1 The Society has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law

7. PATRON

7.1 The Board may appoint one or more Patrons for one or more terms of three years. The role of Patron is as determined by the Board. If required by the Board, a patron must be or become a Member as a prerequisite to the appointment taking effect.

PART II: MEMBERSHIP

8. MINIMUM NUMBER & CONSENT

- 8.1** The Society shall maintain the minimum number of Members required by the Act.
- 8.2** Every applicant for membership must consent in writing to becoming a Member.

9. TYPES OF MEMBERS

- 9.1** The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - a. Member: A Member is an individual normally resident in New Zealand or body corporate admitted to membership under these Rules.
 - b. Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.
 - c. Honorary Member: An Honorary Member is a person appointed by the Board to be honoured for services to the Society or in an associated field for a term defined by the Board. An Honorary Member has no membership rights, privileges or duties.
 - d. Any other classes of Member as determined by two thirds majority of the Board.

10. BECOMING A MEMBER - PROCESS

- 10.1** An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Board regarding an application for membership.
- 10.2** The Board may accept or decline an application for membership. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).

11. OBLIGATIONS, RIGHTS, SUBSCRIPTION AND FEES

- 11.1** Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
- 11.2** Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- 11.3** All Members (including Board Members) shall promote the interests and purposes of the Society and shall not bring the Society into disrepute;
- 11.4** 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 Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member).
- 11.5** Any Member that is a body corporate shall provide the Society 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 representative for the purposes of voting at General Meetings).
- 11.6** Every Member will each Financial Year pay to the Society, by a date to be specified by the Board, an annual Membership fee of such amount as determined by the Board provided that prior to making changes to any amount the Board must allow reasonable opportunity for Members to express their views for consideration by the Board.
- 11.7** Any Member failing to pay the annual subscription (including any periodic payment), any levy, within 3 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) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the Board may terminate the Member's membership (without being required to give prior notice to that Member).

12. CEASING TO BE A MEMBER

12.1 A Member ceases to be a Member:

- a. on death
- b. if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- c. by resignation from that Member's class of membership by notice to the Society, or by resolution of the Board where the Member:
 - i. 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
 - ii. in the opinion of the Board the Member has brought the Society into disrepute with effect from the date of resolution of the Board.

13. OBLIGATIONS ON RESIGNATION

13.1 A Member who resigns or whose membership is terminated under these Rules:

- a. remains liable to pay all subscriptions and other fees owed to the Society as at the date of membership ceasing;
- b. shall cease to hold himself or herself out as a Member of the Society; and
- c. shall cease to be entitled to any of the rights of a Society Member.

14. BECOMING A MEMBER AGAIN

14.1 If a former member's membership was terminated following a dispute resolution process or for bringing the Society into disrepute, the applicant may be re-admitted only by a General Meeting on the recommendation of the Board.

15 REGISTER OF MEMBERS / MEMBER ACCESS

15.1 The Society shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, financial status, membership type, and any other information required by these Rules or prescribed by Regulations under the Act. Records shall be kept of persons who have ceased to be Members in the last seven years.

- 15.2** Every Member shall promptly advise the Society of any change of their contact details.
- 15.3** The Society will comply with the Act in relation to a member-written request to the Society for information held by the Society.

16. MEMBER WITH DELEGATED AUTHORITY

- 16.1** Subject to any restrictions in the delegation by the Board, a Member with Delegated Authority may more specifically support TINZ's work by attending consultation and meetings, undertaking research, contributing to project work, writing submissions or articles, and proposing recommendations to the Board within:
 - a. a pre-approved area within their delegation as agreed by the Board.
 - b. the purposes, Tikanga and Specific Activities/Objectives of the Society; and
 - c. any strategy, business plan or policy that may be agreed by the Board from time to time.
- 16.2** Members with Delegated Authority may not:
 - a. make commitments that are binding on the Society (including but not limited to financial commitments);
 - b. incur obligations on behalf of the Society; and
 - c. make public statements except where these are agreed by the Chair or under general direction or delegation of the Board.

PART III: MEETINGS

17. ANNUAL GENERAL MEETINGS

17.1 An Annual General Meeting shall be held once a year on a date and at a location determined by the Board and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply. For the avoidance of doubt, location here includes an electronic location if determined by the Board.

17.2 The business of an Annual General Meeting shall include any matters required by the Act, including to:

- a. confirm the minutes of previous Society Meeting(s);
- b. adopt the annual report on the operations and affairs of the Society during the most recently completed accounting period;
- c. adopt the financial statements of the Society for that period;
- d. receive notice of disclosures of interests as required by the Act;
- e. consider any questions or issues raised by members;
- f. consider any motions; and
- g. consider any general business.

17.3 The Board must, at not less than 10 days prior to each Annual General Meeting, present the following information:

- a. the minutes of previous Society Meeting(s)
- b. an annual report on the operations and affairs of the Society during the most recently completed accounting period;
- c. the annual financial statements for that period and any auditor's report on these statements;
- d. notice of any disclosures of conflicts of interest made by Board Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate), and
- e. any members motions (see 19.11) below

18. SPECIAL GENERAL MEETINGS

- 18.1** Special General Meetings may be called at any time by the Board by resolution.
- 18.2** The Board must call a Special General Meeting if the Society receives a written request signed by at least 20 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 18.3** The Rules 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.

19. QUORUM & PROCEDURES

- 19.1** The Board shall give all Members at least 20 Working Days' Notice of any Special General Meeting and 40 working days of the Annual General Meeting and of the business to be conducted at that General Meeting.
- 19.2** 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.
- 19.3** All financial Members may attend, speak and vote at General Meetings:
 - a. in person including electronic presence, or
 - b. by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Society before the commencement of the General Meeting, or
 - c. through the authorised representative of a body corporate as notified to the Society, and
 - d. No other proxy voting shall be permitted.
- 19.4** No General Meeting may be held unless at least 15% eligible financial Members attend electronically or in person. This will constitute a quorum.
- 19.5** 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 Chair of the Society, and if at such adjourned meeting a quorum is not present

those present in person or by proxy shall be deemed to constitute a sufficient quorum.

- 19.6** General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 19.7** All General Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair shall chair that meeting.
- 19.8** Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 19.9** Voting can occur by show of hands or a poll if requested by three or more members
- 19.10** The Board may put forward motions for the Society to vote on ('Board Motions'), which shall be notified to Members with the notice of the General Meeting.
- 19.11** Any Member may request that a motion be voted on ('Member's Motion') at an Annual General Meeting, by giving notice to the Society at least 15 Working Days before the Annual General Meeting. The Member may also provide information in support of the motion ('Member's Information').
- 19.12** Within the same time frames as apply in Rule 19.11, any member may submit for discussion at an Annual General Meeting a:
 - a. question relating to the contents of the annual report or the annual financial statements; or
 - b. matter for general discussion between members present at the meeting (which unless otherwise determined by the Chair will be no more than 15 minutes.)
- 19.13** Minutes must be kept by the Society of all General Meetings.
- 19.14** The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 19.15** The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:

- a. the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
- b. a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

PART IV: BOARD

20. COMPOSITION OF BOARD

20.1 The Board will consist of a number determined by the Board that should be not less than five and not more than 11 Board Members who are:

- a. Members; and
- b. natural persons normally resident in New Zealand; and
- c. not disqualified by these Rules or the Act.

20.2 The Board will include:

- a. a Chair,
- b. a Deputy Chair,
- c. a Treasurer

who are to be appointed from among Board members by vote of the Board.

21. QUALIFICATIONS OF BOARD MEMBERS

21.1 Prior to election or appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member by these Rules, the Act or the Charities Act 2005.

22. ELECTION OR APPOINTMENT OF BOARD MEMBERS

22.1 At least 3 months prior to the proposed Annual General Meeting, the Board shall appoint a Returning Officer for the Board Member election.

22.2 Board Members are elected in accordance with the procedures (as determined by the Board and which are made publicly available). These shall include:

- a. the timeline and deadlines for: calling and submission of nominations; the voting period and the notification of results;
- b. any pre-requisite requirements for nominees as determined by these rules, the Act, or the Board (which shall include consent and could include endorsement or attestations);

- c. the methods by which nominations can be received and to whom they are sent;
- d. the number of vacancies on the Board known at the time of the call for nominations notice being given to Members;
- e. the voting procedures (which may include electronic voting, voting in advance of the AGM and voting at the AGM) and proxy arrangements;
- f. any other matters as determined by the Board, such as candidate profiles or pre-election meetings with Members;
- g. how the results will be notified to the Board, to candidates and to Members;
- h. that candidates become Board Members at the end of the Annual General Meeting when the vote is completed and advised to Members present; and
- i. how matters of dispute or uncertainty in the election process will be resolved.

22.3 Within the limits of Rule 21 of this Constitution the Board may appoint up to two persons to fill skill gaps.

22.4 The period of appointment for specific skills may be determined by the Board.

22.5 Within the limits of Rule 21 the Board may also fill vacancies.

22.6 For those filling vacancies, if they stand and are elected at or ahead of the next AGM then their first term starts from that AGM.

22.7 In the case of multiple vacancies being filled, the Board decides who fills which vacancy.

22.8 The Board may, but is not required to, consult with Members prior to making appointments.

22.9 It is not compulsory to hold an election to fill a vacancy until the next Annual General Meeting following the vacancy.

23. TERM OF BOARD MEMBERS

23.1 The term of office for all Board Members is 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Board Member's term of office.

23.2 No Board Member shall serve for more than nine years consecutively.

23.3 No Chair shall serve for more than 9 consecutive years as Chair.

24. REMOVAL, SUSPENSION, CESSATION OF BOARD MEMBERS

24.1 A Board Member shall be removed as a Board Member by resolution of the Board where in the opinion of the Board the Officer has acted contrary to the Purposes and Tikanga of the Society with effect from (as applicable) the date specified in a resolution of the Board or Society.

24.2 Where a complaint is made about the actions or inaction of a Board Member (and not in the Board Member's capacity as a Member of the Society) the following steps shall be taken:

- a. The Board Member who is the subject of the complaint must be advised of all details of the complaint.
- b. The Board Member who is the subject of the complaint, must be given adequate time to prepare a response.
- c. The complainant and the Board Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Board (excluding the Board Member who is the subject of the complaint) if it considers that an oral hearing is required.
- d. Any oral hearing shall be held by the Board (excluding the Board Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Board (excluding the Board Member who is the subject of the complaint).
- e. If the complaint is upheld the Board Member may be removed from the Board by a resolution of the Board passed by a two-thirds majority of those present and voting.

24.3 If a Board Member is or may be the subject of an allegation or notice relating to a matter that may disqualify them from being appointed to or holding office as a Board member or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice or

circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

24.4 A Board Member shall be deemed to have ceased to be a Board Member if that person ceases to be a Member.

24.5 Each Board Member shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver any property of the Society held by such former Board Member.

25. OFFICER'S DUTIES

25.1 An Officer, when exercising powers or performing duties as an Officer:

- a. must act in good faith and in what the Officer believes to be the best interests of the Society;
- b. must exercise a power as an Officer for a proper purpose;
- c. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution
- d. 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 them;
- e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society'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's creditors;
- f. must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and
- g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- i. a member of personnel whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- ii. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
- iii. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority, if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

26. FUNCTIONS AND POWERS OF THE BOARD, AND SUB-COMMITTEES

- 26.1** From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction of supervision of the Board in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.
- 26.2** Subject to the Act, these Rules and any resolution of any General Meeting the Board may:
 - a. exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
 - b. enter into contracts on behalf of the Society or delegate such power to a Board Member, sub-Committee, employee, or other person.
- 26.3** The Board shall meet as required but at least quarterly at such times and places and in such manner as it may determine and otherwise where and as convened by the Chair.
- 26.4** The quorum for Board meetings is at least half of Board Members. Votes at Board Meetings may be taken in the manner determined reasonably appropriate by the Chair

27. SUB-COMMITTEES

27.1 The Board may establish and disestablish sub-committees and appoint and remove such persons (whether or not Members of the Society) to sub-committees for such purposes as it thinks fit. Unless otherwise resolved by the Board:

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

27.2 As at the date of adoption of this constitution the Board has two standing sub-committees which are:

- a. Finance, Assurance and Risk
- b. Personnel

27.3 Other than as prescribed by the Act or these Rules, the Board or any sub-Committee (unless restricted by the Board) may regulate its proceedings as it thinks fit. The Board and any sub-Committee may act by resolution approved in the course of a meeting or through a written ballot and any such resolution shall be recorded in the minutes and ratified at the next Board meeting

28. CONFLICTS OF INTEREST

28.1 The Society will comply with the Act, with regards to provisions including maintenance of a conflicts of interest register and responses to disclosures. For the avoidance of doubt these include:

- a. An Officer or a member of the Board and/or member of a sub-Committee who is an Interested Member in respect of any matter being considered by the Society, or a Member with Delegated Authority, who must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - i. to the Board and or sub-committee; and
 - ii. in an Interests Register kept by the Board.

28.1 Disclosure must be made as soon as practicable after the member of the Board and/or sub-Committee becomes aware that they are interested in the matter.

28.3 A member of the Board and/or sub-Committee who is an Interested Member regarding a matter:

- a. must not vote or take part in the decision of the Board and/or sub-Committee relating to the matter; and
- b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c. must not take part in any discussion of the Board and/or sub-Committee relating to the matter and must not be present at the time of the decision of the Board and/or sub-Committee unless the Board and/or sub-Committee decides otherwise.

28.4 A member of the Board and/or 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.

28.5 Where 50 per cent or more of Board Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Board Members agree otherwise, and 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 Board shall consider and determine the matter.

28.6 The Board will advise members by disclosing in the annual report where a direct conflict of interest was not disclosed to the Board when decisions were made.

28.7 The Society may enter into a contract for services (or employment agreement) with any Board Member or Member with Delegated Authority provided that the provisions of these Rules relating to prohibition of personal benefit are complied with and except where that is precluded by requirements set by (TI for the accreditation of the Society.

28.8 Subject to this rule, the Board may authorize the payment of reimbursement to any Board Member or Member with Delegated Authority for pre-approved expenses actually and reasonably incurred on behalf of the Society.

PART V: FINANCES

29. CONTROL AND MANAGEMENT

29.1 The funds and property of the Society shall be:

- a. controlled, invested and disposed of by the Board, subject to this Constitution; and
- b. devoted solely to the promotion of the purposes of the Society.

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

29.2 Any cash received on account of the Society shall be banked within five Working Days of receipt.

29.3 A record of all accounts paid or payable shall be submitted to the Board for approval.

29.4 The Board must ensure that there are kept at all times accounting records that:

- a. correctly record the transactions of the Society, and
- b. allow the Society to produce financial statements that comply with the requirements of the Act, and
- c. would enable the financial statements to be readily and properly audited or financially reviewed.

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

30. NO PERSONAL BENEFIT

30.1 The Officers and Members may not receive any distributions of profit or income from the Society. This does not prevent Officers or Members:

- a. receiving reimbursement of actual and reasonable expenses incurred, or
- b. entering into any transactions with the Society for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to

influence any such decision made by the Society in respect of payments or transactions between it and them, their direct family or any associated entity.

31. AUDITOR

If required by law, by the Board or by TI the Board shall appoint a person or organisation appropriately qualified to undertake an audit or financial review as required by law.

32. BALANCE DATE

The Society's financial year shall commence on 01/07 of each year and end on 30/06 (the latter date being the Society's balance date).

PART VI: COMPLAINTS AND DISPUTE RESOLUTION

33. DEFINITIONS

Dispute means a disagreement or conflict between and among any one or more members, any one or more officers and the Society, that relates to an allegation that:

- a. a member or an officer has engaged in misconduct; or
- b. a member or an officer has breached, or is likely to breach, a duty under this constitution or the act; or
- c. the Society has breached, or is likely to breach, a duty under this constitution or the act; or
- d. a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;

Disputes procedure means the procedure for resolving a dispute set out below;

- a. a member is a reference to a member acting in their capacity as a member;
- b. an officer is a reference to an officer acting in their capacity as an officer.

34. APPLICATION OF OTHER LEGISLATION & PROCEDURES

- 34.1** The disputes procedure will not apply to a dispute to the extent that other legislation requires the dispute to be dealt with in a different way. The disputes procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- 34.2** If the dispute is dealt with by a separate procedure under this constitution or in a policy or code (other procedure), that other procedure applies to the exclusion of the disputes procedure. If any part of the other procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the other procedure will continue to apply together with adjustments as determined by the board in its discretion so that the other procedure is consistent with the rules of natural justice.

- 34.3** If the conduct, incident, event or issue does not meet the definition of a dispute and is managed by any other procedure, that other procedure applies to the exclusion of the disputes procedure.
- 34.4** If the dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any other procedure, the disputes procedure applies to the dispute.

35. DISPUTES PROCEDURE

- 35.1** **Raising a complaint:** A member or an officer may start the disputes procedure (a complaint) by giving written notice to the board setting out:
 - a. The allegation to which the dispute relates and who the allegation is against; and
 - b. Any other information reasonably required by the Society.
- 35.2** The Society may make a complaint involving an allegation against a member or an officer by giving notice to the person concerned setting out the allegation to which the dispute relates.
- 35.3** The information given must be enough to ensure a person against whom the complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 35.4** **Investigating and determining disputes:**
Unless otherwise provided, the Society must as soon as is reasonably practicable after receiving or becoming aware of a complaint, ensure the dispute is investigated and determined.
- 35.5** Disputes must be dealt with in a fair, efficient, and effective manner.

36. DECISION TO NOT PROCEED WITH A MATTER

- 36.1** Despite the contents of the disputes procedure the Society may decide not to proceed with a matter if:
 - a. The complaint is trivial; or
 - b. The complaint does not appear to disclose or involve any allegation of the following kind:

- i. Any material breach or likelihood of material breach of a duty under this constitution or the act; or
- ii. Any material damage to a member's rights or interests or members' rights or interests generally; or
- iii. The complaint appears to be without foundation or there is no apparent evidence to support it; or
- iv. The person who makes the complaint has an insignificant interest in the matter; or
- v. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this constitution; or
- vi. There has been an undue delay in making the complaint.

37. COMPLAINT MAY BE REFERRED

37.1 The Society may refer a complaint to:

- a. A hearing body or person authorised, delegated or appointed by the board to hear and resolve disputes, and includes an arbitral tribunal (hearing body); or
- b. A subcommittee or an external person to investigate and report; or
- c. Any type of consensual dispute resolution with the consent of all parties to the complaint. Examples are mediation, facilitation or a tikanga-based practice.

38. HEARING BODY

38.1 The board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any hearing body. Each hearing body has delegated authority by the board to resolve, or assist to resolve, complaints.

38.2 An individual may not be part of a hearing body in relation to a complaint if two or more members of the board or of the hearing body consider there are reasonable grounds to believe that the individual may not be:

- a. Impartial; or
- b. Able to consider the matter without a predetermined view.

39. COMPLAINANT'S RIGHT TO BE HEARD

39.1 The member or officer has a right to be heard before the complaint is resolved or any outcome is determined. 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 a board member may exercise that right on behalf of the Society.

39.2 A member or officer or the Society must be taken to have been given the right if:

- a. The member or officer or the Society has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
- b. An oral hearing is held if the hearing body considers that an oral hearing is needed to ensure an adequate hearing; and
- c. An oral hearing, if any, is held before the hearing body; and
- d. The member's or officer's or the Society's written statement or submission, if any, are considered by the hearing body.

40. RESPONDENT'S RIGHT TO BE HEARD

40.1 The member or officer who, or the Society which, is the subject of the complaint (respondent) has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, a board member may exercise the right on behalf of the Society. A respondent must be taken to have been given the right if:

- a. The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b. The respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- c. An oral hearing is held if the hearing body considers that an oral hearing is needed to ensure an adequate hearing; and
- d. An oral hearing, if any, is held before the hearing body; and
- e. The respondent's written statement or submissions, if any, are considered by the hearing body.

40.2 There is no right of appeal or right of review of a decision unless specified.

PART VII: OTHER MATTERS

41. WINDING UP

41.1 If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar exclusively charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

42. ALTERATIONS TO THE RULES

42.1 The Society may amend, add to or replace these Rules by a resolution passed by a 75% majority of votes cast by Members at a General Meeting, or by a written resolution in lieu of a meeting as per Section 89 of the Act if approved by a 75% majority of those Members who are entitled to vote.

42.2 Any proposed motion to amend add to or replace these Rules shall only be proposed for approval under sub-rule a. above if:

- it is proposed by the Board, or
- it is signed by at least 15 per cent of eligible Members and submitted to the Board at least 40 working days before the General Meeting and is approved by the Board;

42.3 At least 20 Working Days before the General Meeting at which any amendment is to be considered the Society shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

42.4 When an amendment is approved under sub-rule a, 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.

42.5 No addition to, deletion from or alteration of this constitution may be made which would allow personal pecuniary profits to any individuals or that would prejudice the charitable nature of the Society.

42.6 When an amendment is approved by a General Meeting it shall be provided to the appropriate authority under the Charities Act 2005 within 3 months of the date of the amendment.

42.7 Minor or technical amendments may be effected by resolution in lieu of a meeting in accordance with Section 31 of the Act.

43. CONTACT PERSON

43.1 The Board shall appoint 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

43.2 The Society's contact person will be the Executive Officer where a person has been appointed to that position. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

44. POLICIES

44.1 The Board from time to time may make and amend policies and procedures for the conduct and control of Society activities and codes of conduct applicable to Members, but no such policies, procedures or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules. Making or amending policies or procedure is not an amendment of the Constitution.

45. TRANSITION

Board members (which includes elected members part way through their term, or members elected at the General Meeting at which this Constitution is approved may continue in office for the remainder of the term for which they were elected

46. DEFINITIONS

In these **Rules**, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022

'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.

'Chair' means the **Board Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'Board' means the committee under the Act and is the **Society**'s governing body.

'Board Director' means a member of the **Board**, including the **Chair**, **Deputy Chair**, and **Treasurer**.

'Deputy Chair' means the **Board member** elected or appointed to deputise in the absence of the Chair.

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

'Interested Member' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

'Interests Register' means the register of interests of Officers, including **Board Members**, kept under these **Rules**

'Law' includes the Incorporated Societies Act 2022 and relevant provisions in other statutes such as the Charities Act 2005 including any replacement act or any amendments.

'Matter' means—

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

'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

'Member with Delegated Authority' means a member who specifically supports the **Society** in pursuit of its **Purposes** as delegated to them by agreement of the **Board** (see rule 16.)

'Notice' to Members includes any notice given by post, courier, email, or other electronic means; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

Officers are as defined in the Act, and include Board members.

'Patron' means the person appointed as Patron of the Society.

'Register of Members' means the register of **Members** kept under these **Rules**.

'Rules' means the rules in this constitution

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

'Transparency International' (TI) means a global civil Society movement with chapters in over 100 countries which aim individually and collectively to end the injustice of corruption by promoting transparency, accountability and integrity.

'Treasurer' means the **Board Member** responsible for, among other things, overseeing the finances of the **Society**.

'Voting' means by proxy, a show of hands (virtual and physical) or electronic means.

'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.

For the avoidance of doubt any reference to meetings, votes and notices includes electronic means as per S.87 and S.93 of the Act and any reference to records or information includes and permits those things occurring by electronic means

47. INTERPRETATION

Unless the context otherwise requires:

- a. Words referring to the singular include the plural and vice versa.
- b. Clause headings are for reference only.

- c. Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- d. Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- e. of time or notice exclude the days on which they are given.