



Constitution

Customs Brokers & Freight Forwarders Federation of New Zealand Incorporated

Introductory rules

1. Name

The name of the Federation is Customs Brokers & Freight Forwarders Federation of New Zealand Incorporated (the 'Federation').

2. Charitable status

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

3. Registered office

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

- a. at least 5 Working Days before the change of address for the registered office is due to take effect, and
- b. in a form and as required by the Act.

4. Definitions

- a. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- b. '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.
- c. 'Constitution' means the rules in this document.
- d. 'Annual General Meeting' means a meeting of the Members held once per year which, among other things, will receive and consider reports on the Federation's activities and finances.
- e. 'Council' means the Federation's governing body.
- f. 'Chairperson' means the Officer responsible for chairing General Meetings and Council meetings, and who provides leadership for the Federation.
- g. 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members.
- h. 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- i. 'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- j. 'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- k. 'Matter' means— the Federation'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 Federation.

- l. 'Member' means a person who has consented to become a Member of the Federation and has been properly admitted to the Federation who has not ceased to be a Member of the Federation.
- m. 'Notice' to Members includes any notice given by email, post, or courier.
- n. 'Officer' means a natural person who is a member of the Council or occupying a position in the Federation that allows them to exercise significant influence over the management or administration of the Federation, including any Chief Executive or Treasurer.
- o. 'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.
- p. 'Registrar' means the Registrar of Incorporated Societies.
- q. 'Secretary' means the Officer responsible for the matters specifically noted in this Constitution, namely the Chief Executive Officer.
- r. 'Working Days' means 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 Ra Aro ki a Matariki/Matariki Observance Day, and Labour Day.

5. Purposes

5.1 The primary purposes of the Federation are -

- a. To promote the goodwill and orderly development of the customs brokering, freight forwarding and transport industry and conduct negotiations with Government, Local Bodies, airlines, port authorities, shipping companies, employee representative associations, and such other bodies where the industry interest as a whole or in part should be represented;
- b. To establish and endeavor to maintain standards of conduct for the professions of customs broking and freight forwarding;
- c. To promote friendly relations with others engaged in transport operations generally and to provide means for negotiation and liaison with other bodies concerned with the development of transport;
- d. Generally, to promote public confidence in the industry particularly through the prevention or correction of any abuses which might undermine this confidence;
- e. To take, defend or contribute to or assist in any proceedings by or against the Federation or against any Member in any lawful manner providing that questions or principles affecting, and of importance to, the industry are involved;
- f. To enter into any arrangement with any other organisation which, in the opinion of the Federation, may be for its benefit;
- g. By all lawful means to promote, encourage, regulate, and protect the interests of Members as may be deemed advisable by the Federation in a General Meeting or the Council thereof;
- h. To procure and disseminate any and all information as may be helpful to Members;
- i. To promote, oppose, or move for the recession of any legislative enactments, by laws or other rules or regulations affecting the interests of Members;
- j. To make provision for the training, education and examination of persons practicing or intending to practice as customs brokers and freight forwarders;
- k. To provide or establish prizes or scholarships tenable to any University or other tertiary educational institution in New Zealand and to make grants to students' societies or any other body as may be approved by the Council;
- l. To grant or issue diplomas or certificates to Members in recognition of their proficiency;
- m. To establish local branches or associations of Members in such places and in such manner as may be deemed advisable by the Members concerned or by the Council of the Federation;
- n. To provide for representation of Members in any matter or proceeding in which it may appear to the Council that the interests of the Federation or its Members are directly or indirectly involved;
- o. To act as arbitrator or to nominate an arbitrator or arbitrators in any dispute which may arise

- between the Members or sections of Members touching the conduct of their business;
 - p. To support or assist any other Federation, body, or person in achieving any of the objects for which the Federation is formed and to combine, associate, or co-operate with, or become members of any such Federation or body whether in New Zealand or elsewhere having objects wholly or in part similar to the objects of the Federation;
 - q. To indemnify all Officers of the Council and agents and/or employees of the Federation against all claims and demands made upon them in respect of all acts done by them in good faith purporting to be in pursuance of this Constitution whether such acts shall be strictly within the powers of the Federation or not;
 - r. To establish and endeavor to maintain a code of ethics (Code of Ethics) for the professional conduct of Members and to make provision for the observance of such Code of Ethics;
 - s. Generally, and in furtherance and not in limitation of the foregoing objects to do all such other things as in the opinion of the Federation may be incidental or conducive to the attainment of any of the foregoing objects or to the exercise of any of the herein mentioned powers;
 - t. To take such steps from time to time as the Council or the Members in General Meeting may deem expedient for the purpose of raising funds for the Federation, whether by way of donations, subscriptions or otherwise;
 - u. To record, print and publish such material as the Council or the Members in General Meeting may think desirable for the promotion of the objects of the Federation;
- 5.2 The Federation must not operate for the purpose of, or with the effect of—
- a. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
 - b. having capital that is divided into shares or stock held by its Members; or
 - c. holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Federation or otherwise).
- 5.3 The Federation will not operate for the financial gain of Members simply if the Federation
- a. engages in trade,
 - b. pays a Member for matters that are incidental to the purposes of the Federation, and the Member is a not-for-profit entity,
 - c. distributes funds to a Member to further the purposes of the Federation, and the Member—
 - i. is a not-for-profit entity, and
 - ii. is affiliated or closely related to the Federation, and
 - iii. has the same, or substantially the same, purposes as those of the Federation.
 - d. reimburses a Member for reasonable expenses legitimately incurred on behalf of the Federation or while pursuing the Federation's purposes,
 - e. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
 - f. provides benefits to Members or their families to alleviate hardship,
 - g. provides educational scholarships or grants to Members or their families,
 - h. pays a Member a salary or wages or other payments for services to the Federation on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favorable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Federation),
 - i. provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Federation.
 - j. on removal of the Federation from the Register of Incorporated Societies having its surplus assets

distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

6. Act and Regulations

The Federation shall have and exercise the powers given to it under the Act and this Constitution. Nothing in this Constitution authorises the Federation to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7. Restrictions on Federation Powers

7.1 The Federation must not be carried on for the financial gain of any of its Members.

7.2 The Federation's capacity, rights, powers, and privileges are subject to the following restrictions (if any) -

- a. To remunerate at no greater than current market rates any person, company, partnership, Federation, or other body for services rendered to the Federation;
- b. To borrow money for the purpose of carrying out any of the objects of the Federation and to give security therefore by way of a debenture or debentures (perpetual or redeemable) or otherwise;
- c. To purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects of the Federation;
- d. To accept any gift, whether subject to a special trust or not, for any one or more of the objects of the Federation;
- e. To invest any moneys of the Federation not immediately required for any of its objects in such manner as the Council may from time to time determine or as may be approved or directed by resolution passed at a General Meeting.

8. Contact person

8.1 The Federation shall have at least 1 but no more than 3 contact person(s) (each a Contact Person) whom the Registrar can contact when needed. The Contact Person must be:

- a. At least 18 years of age, and
- b. Ordinarily resident in New Zealand.

8.2 A Contact Person can be appointed by the Council or elected by the Members at a General Meeting.

8.3 Each Contact Person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a. A physical address or an electronic address, and
- b. A telephone number.
- c. Any change in the Contact Person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Federation becoming aware of the change.

9. Balance date

The Federation's financial year shall commence on 01 January of each year and end on 31 December (the latter date being the Federation's balance date).

Members

10. Membership

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

- a. Every applicant for membership must consent in writing to becoming a Member.
- b. Application for membership of the Federation can be made by those bodies' corporate and

persons (including members or employees of partnerships or other organisations) who are actively engaged in customs broking and/or in the international forwarding of goods by air or sea in New Zealand and maintain an office or offices that are providing customs broking and/or air or sea freight forwarding services.

- c. 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 Council regarding an application for membership (including confirming that they will abide by the Code of Ethics) and will become a Member on acceptance of that application by the Council.
- d. The Council may accept or decline an application for membership at its sole discretion and shall not be bound to give any reason for such approval or refusal. The Council must advise the applicant of its decision.
- e. The signed written consent of every Member to become a Federation Member shall be retained in the Federation's membership records.
- f. All Members shall be bound by this Constitution and the decisions made in accordance with this Constitution.

11. Classes of Membership

- a. **Business Member** who shall comprise companies, partnerships, trusts, or sole traders, each being a business which:
 - i. permanently employs staff, including at least one qualified person in a branch of customs broking and/or freight forwarding and
 - ii. has been successful in business for at least twenty-four months prior to application to join the Federation.

Business Members shall be represented by a designated delegate who shall have one vote at any General Meeting.

Nominated representatives, if elected as an Officer of the Council, shall hold office for the elected term conditional upon their sponsor's membership or until the Business Member revokes the appointment in writing.

- b. **Small Business** who shall comprise companies, partnerships, trusts, or sole traders, each being a business which:
 - i. permanently employs staff, including at least one qualified person in a branch of customs broking and/or freight forwarding and;
 - ii. has been successful in business for at least twenty-four months prior to application to join the Federation

Small Business Members shall be represented by a designated delegate who shall have one vote at any General Meeting. Nominated representatives, if elected to Office or Council, shall hold office for the elected term conditional upon their sponsor's membership or until the Small Business Member revokes the appointment in writing.

- c. **Related Services Member** who shall include companies, partnerships, trusts, sole traders, Government Agencies each being a business which may be described as:
 - shipping company; Government Department; ship agent; airline; port company; telecommunication company.

Businesses, which qualify for membership as a 'Business' Member, as prescribed in rule 11.a shall not be eligible for membership in this category.

- d. **Client Partner Member** who shall be a business engaged in importing or exporting businesses, which qualify for membership as a 'Business' Member, as prescribed in rule 11.a shall not be eligible for membership in this category.
- e. **Associate Member** who shall comprise individuals who have held for not less than twelve (12) months a New Zealand Diploma of Business Studies endorsed Customs Broking or Freight Forwarding, or IATA/FIATA Diploma or FIATA Diploma in Freight Forwarding or such other qualification as may be approved by the Council. Associate Members shall have one vote at any

General Meeting.

- f. **Student Member** who shall comprise individuals who are currently engaged in formal studies leading to a qualification deemed relevant and essential to customs broking and/or freight forwarding and approved by the Council or have completed studies and do not qualify for Associate Membership. A Student Member is non-financial and does not have voting rights.
- g. **Retired Member**
- h. **Life Member** at the discretion of the Council, who on the recommendation of the Council have been elected by a simple majority of Members voting at a General Meeting in recognition of meritorious services to the Federation or its predecessors, the New Zealand Federation of Customs Brokers Inc, and the New Zealand Institute of International Freight Forwarders Inc.

12. Members' obligations and rights

- a. Every Member shall provide the Federation in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Federation in writing of any changes to those details.
- b. Where such Member is a body corporate, it shall provide the Council in writing, with the name and contact details of the organisation's authorised representative and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- c. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Federation premises, facilities, equipment and other property, and participating in Federation activities) if all subscriptions and any other fees have been paid to the Federation by their respective due dates, but no Member or Life Member is liable for an obligation of the Federation by reason only of being a Member.

13. Subscriptions and fees

- a. The annual subscription or membership fee payable by each Member for each year in advance shall be fixed by the Council for each classification of membership.
- b. If during a financial year a Member's classification is changed to one which has a higher subscription fee, his or her subscription for that year may be increased to the rate applicable to his or her new classification unless the Council shall otherwise direct.
- c. If during a financial year a Member's classification is changed to one which has a lower subscription fee (e.g. Retired Member) then his or her subscription shall change to the rate applicable to his or her new classification as from the commencement of the next financial year unless the Council shall otherwise direct.
- d. In addition to the subscription or membership fee the Council may from time to time make a levy upon any Member for whose benefit or upon whose behalf the Federation shall have incurred or agreed to incur any obligation. Such levy shall be payable on demand or on dates fixed by the Council.
- e. Any Member failing to pay the annual subscription, any levy, or any capitation fees, within 30 Working days 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 Federation activity or to access or use the Federation's premises, facilities, equipment and other property until all the arrears are paid.
- f. If such arrears are not paid within 60 Working Days of the due date for payment of the subscription, any other fees or levy the Council may terminate the Member's membership (without being required to give prior notice to that Member).

14. Ceasing to be a Member

A Member ceases to be a Member -

- a. by resignation from that Member's class of membership by written notice signed by that Member

- to the Council, or
- b. on termination of a Member's membership following a dispute resolution process under this Constitution, or
- c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d. by resolution of the Council where, in the opinion of the Council the Member has brought the Federation into disrepute (which may include a breach of the Code of Ethics), with effect from (as applicable) -
 - e. the date of receipt of the Member's notice of resignation by the Council (or any subsequent date stated in the notice of resignation), or
 - f. the date of termination of the Member's membership under this Constitution, or
 - g. 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
 - h. the date specified in a resolution of the Council and when a Member's membership has been terminated the Council shall promptly notify the former Member in writing.

15. Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution -

- a. remains liable to pay all subscriptions and other fees to the Federation's next balance date,
- b. shall cease to hold himself or herself out as a,
- c. shall return to the Federation all material provided to Members by the Federation (including any membership certificate, badges, handbooks, and manuals), and
- d. shall cease to be entitled to any of the rights of a Member.

16. Becoming a Member again

16.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Council.

16.2 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 at a General Meeting on the recommendation of the Council.

Council

17. Council composition

The Council will consist of at least 5 Officers and no more than 10 Officers (representing Members on a regional basis), one of the Officers will be the immediate past President who shall serve in that capacity for no more than one year. The Officers on the Council must be Members or representatives of bodies corporate that are Members.

18. Functions of the Council

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

19. Powers of the Council

19.1 The Council has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs of the Federation, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- 19.2 The Council may appoint a Chief Executive Officer as it sees fit to carry out all or any of the duties of Secretary and/or Treasurer and such appointment shall not require to be approved by the Federation in General Meeting. The Council may terminate the appointment as it sees fit.

20. Sub-councils

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

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

21. General matters

- 21.1 The Council and any Sub-council 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 Council or Sub-council meeting.
- 21.2 Other than as prescribed by the Act or this Constitution, the Council or any Sub-council may regulate its proceedings as it thinks fit.

22. Council meetings

22.1 Procedure -

- a. The quorum for Council meetings is at least two-thirds of the number of Officers of the Council,
- b. A meeting of the Council may be held either—
 - i. by a number of the members of the Council who constitute a quorum, being assembled at the place, date and time appointed for the meeting; or
 - ii. by means of audio, or audio and visual communication by which all Officers of the Council participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- c. A resolution of the Council is passed at any meeting of the Council if a majority of the votes cast on it are in favor of the resolution. Every Officer on the Council shall have one vote.
- d. The Officers of the Council shall elect one of their number as Chairperson of the Council. If at a meeting of the Council, the Chairperson is not present, the Officers of the Council present may choose one of their number to be Chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any resolution of the Council.
- e. Except as otherwise provided in this Constitution, the Council may regulate its own procedure.

22.2 Frequency -

- a. The Council shall meet at least quarterly 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.
- b. The Secretary, or other Officer nominated by the Council, shall give to all Officers of the not less than 5 Working Days' notice of Council meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

23. Qualifications of Officers

- 23.1 Every Officer must be a natural person who –
- has consented in writing to be an Officer of the Federation, and
 - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Federation.
- 23.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer, namely -
- a person who is under 16 years of age
 - a person who is an undischarged bankrupt
 - 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
 - a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years -
 - an offence under subpart 6 of Part 4 of the Act
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - a person subject to:
 - a banning order under subpart 7 of Part 4 of the Act, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 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.
 - 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.
- 23.3 Prior to election or appointment as an Officer a person must—
- consent in writing to be an Officer, and
 - certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 23.4 Note that only a natural person may be an Officer, and each certificate shall be retained in the Federation's records.

24. Officers' duties

At all times, each Officer:

- shall act in good faith and in what he or she believes to be the best interests of the Federation,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Federation acting, in a manner that contravenes the Act or this Constitution,
- 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:

- i. the nature of the Federation,
 - ii. the nature of the decision, and
- e. must not agree to the activities of the Federation being carried on in a manner likely to create a substantial risk of serious loss to the Federation or to the Federation's creditors, or cause or allow the activities of the Federation to be carried on in a manner likely to create a substantial risk of serious loss to the Federation or to the Federation's creditors, and
- f. must not agree to the Federation incurring an obligation unless he or she believes at that time on reasonable grounds that the Federation will be able to perform the obligation when it is required to do so.

25. Election or appointment of Officers

25.1 The election of Officers shall be conducted as follows.

- a. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Council (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 such appointment must be ratified at the next Annual General Meeting.
- b. 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 Federation at least 14 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- c. Votes shall be cast in such a manner as the person chairing the meeting determines, with the person with the highest number of votes being elected. In the event of any vote being tied, the tie shall be resolved by the incoming Council (excluding those in respect of whom the votes are tied).
- d. The failure for any reason of any financial Member to receive such Notice of the Annual General Meeting shall not invalidate the election.
- e. In addition to Officers elected under the foregoing provisions of this rule, the Council may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Council any person so appointed shall have full speaking and voting rights as an Officer of the Federation. 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).

25.2 During an adjournment of the Annual General Meeting, the Officers elected in accordance with this rule, shall elect from their number, a President and two Vice Presidents and after resumption of the Annual General Meeting, the President and Vice Presidents shall be announced. Following such announcement, the President and Vice Presidents shall assume office and hold office until the announcement of their successors at the next Annual General Meeting.

25.3 Officers shall not be entitled to any remuneration for their services as such, but such Officers and their alternates shall be entitled to reimbursement for reasonable expenditure by way of travelling and accommodation expenses and other outlays incurred in attending meetings of the Council or Sub-councils thereof or while otherwise engaged on the business of the Federation.

26. Term

The term of office for all Officers (other than the immediate past President) elected to the Council shall

be 2 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. Officers will be eligible for re-election to the Council provided that such Officers comply with rule 23 above.

27. Removal of Officers

An Officer shall be removed as an Officer by resolution of the Council or the Federation where in the opinion of the Council or the Federation —

- a. The Officer elected to the Council has been absent from 2 Council meetings without leave of absence from the Council.
- b. The Officer has brought the Federation into disrepute.
- c. The Officer has failed to disclose a conflict of interest.
- d. The Council passes a vote of no confidence in the Officer.
- g. With effect from (as applicable) the date specified in a resolution of the Council or Federation.

28. Executive Office and Administration

- a. The Secretary shall, on assuming the position, apply for and maintain membership of the New Zealand Society of Association Executives if applicable.
- b. The Chief Executive Officer, in consultation with the Council, shall be the appointed spokesperson and negotiator on behalf of the Federation.
- c. Subject to budgeted provisions and the approval of the Council, the Chief Executive Officer may delegate or contract-out routine functions and special assignments falling outside his/her competence and experience depending on cost efficient performance criteria.
- d. The Chief Executive Officer shall be an ex-officio Officer of the Council and any Sub-council.

Conflicts of Interest

29. Conflicts of interest

- 29.1 An Officer or member of a Sub-council who is an Interested Member in respect of any Matter being considered by the Federation, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- a. to the Council and or Sub-council, and
 - b. in an Interests Register kept by the Council.
- 29.2 Disclosure must be made as soon as practicable after the Officer or member of a Sub-council becomes aware that they are interested in the Matter.
- 29.3 An Officer or member of a Sub-council who is an Interested Member regarding a matter -
- a. must not vote or take part in the decision of the Council and/or Sub-council relating to the Matter unless all members of the Council who are not interested in the Matter consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Council who are not interested in the Matter consent; but
 - c. may take part in any discussion of the Council and/or Sub-council relating to the Matter and be present at the time of the decision of the Council and/or Sub-council (unless the Council and/or Sub-council decides otherwise).
- 29.3 However, an Officer or member of a Sub-council 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.
- 29.4 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.

- 29.5 Where 50 per cent or more of the members of a Sub-council are prevented from voting on a Matter because they are interested in that Matter, the Council shall consider and determine the Matter.

General Meetings

30. Procedures for all General Meetings

- 30.1 The Council shall give all Members at least 14 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 30.2 That Notice will be addressed to the Member at the contact address notified to the Federation and recorded in the Federation'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.
- 30.3 All Members may attend and speak at General Meetings. Only financial Members and Life Members may vote at General Meetings—
- a. in person, or
 - b. by a signed written proxy (an email or copy being acceptable) in favor of some individual entitled to be present at the meeting and received by, or handed to, the Council before the commencement of the General Meeting, or
 - c. through the authorised representative of a body corporate as notified to the Council, and
 - d. no other proxy voting shall be permitted.
- 30.4 No General Meeting may be held unless at least 10 eligible financial Members attend throughout the meeting, and this will constitute a quorum.
- 30.5 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 Chairperson of the Federation, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 30.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more Members present, by secret ballot.
- 30.7 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 30.8 Any decisions made when a quorum is not present are not valid.
- 30.9 The Federation may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- a. 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.
- b. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another Officer of the Council to chair that meeting.
- c. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- d. The Council may propose motions for the Federation to vote on (Council Motions'), which shall be notified to Members with the notice of the General Meeting.
- e. Any Member may request that a motion be voted on (Member's Motion') at a General Meeting, by giving notice to the Secretary or Council at least 10 Working Days before that meeting. The Member may also provide information in support of the motion (Member's Information'). If notice of the motion is given to the Secretary or Council before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

31. Minutes

The Federation must keep minutes of all General Meetings.

Annual General Meetings

32. Annual General Meetings

- 32.1 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 Council and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 32.2 The Annual General Meeting must be held no later than the earlier of the following—
 - a. 6 months after the balance date of the Federation
 - b. 15 months after the previous Annual General Meeting.
- 32.3 The business of an Annual General Meeting shall be to -
 - a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - b. adopt the annual report on the operations and affairs of the Federation,
 - c. adopt the Council's report on the finances of the Federation, and the annual financial statements,
 - d. set any subscriptions for the current financial year,
 - e. consider any motions of which prior notice has been given to Members with notice of the Meeting,
 - f. consider any general business, and\
 - g. the election of Officers of the Council and announcement of Officers including President and Vice Presidents.
- 32.4 The Council must, at each Annual General Meeting, present the following information -
 - a. an annual report on the operation and affairs of the Federation during the most recently completed accounting period,
 - b. the annual financial statements for that period, and
 - c. notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

33. Special General Meetings

- 33.1 Special General Meetings may be called at any time by the Council by resolution.
- 33.2 The Council must call a Special General Meeting if it receives a written request signed by at least 15 percent of Members.
- 33.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 33.4 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 Council's resolution or the written request by Members for the Meeting.

Records

34. Register of Members

- 34.1 The Federation shall keep an up-to-date Register of Members.
- 34.2 For each current Member, the information contained in the Register of Members shall include -
 - a. Their name, and
 - b. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
 - c. Their contact details, including -
 - i. A physical address or an electronic address, and
 - ii. A telephone number.
- 34.3 The register will also include each Member's -
 - a. email address (if any)
 - b. occupation
 - c. whether the Member is financial or unfinancial
- 34.4 Every current Member shall promptly advise the Federation of any change of the Member's contact details.
- 34.5 The Federation shall also keep a record of the former Members. For each Member who ceased to be a member within the previous 7 years, the Federation will record:
 - a. The former Member's name, and
 - b. The date the former Member ceased to be a Member.

35. Interests Register

The Council shall at all times maintain an up-to-date Interests Register of the interests disclosed by Officers and by members of any Sub-council.

36. Access to information for members

- 36.1 A Member may at any time make a written request to the Federation for information held by the Federation.

- 36.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 36.3 The Federation must, within a reasonable time after receiving a request -
- provide the information, or
 - agree to provide the information within a specified period, or
 - agree to provide the information within a specified period if the Member pays a reasonable charge to the Federation (which must be specified and explained) to meet the cost of providing the information, or
 - refuse to provide the information, specifying the reasons for the refusal.
- 36.4 Without limiting the reasons for which the Federation may refuse to provide the information, the Federation may refuse to provide the information if -
- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - the disclosure of the information would, or would be likely to, prejudice the commercial position of the Federation or of any of its members, or
 - the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Federation, or
 - the information is not relevant to the operation or affairs of the Federation, or
 - withholding the information is necessary to maintain legal professional privilege, or
 - the disclosure of the information would, or would be likely to, breach an enactment, or
 - the burden to the Federation in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - the request for the information is frivolous or vexatious, or
 - the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 36.5 If the Federation requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Federation -
- that the Member will pay the charge; or
 - that the Member considers the charge to be unreasonable.
- 36.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

37. Control and management

- 37.1 The funds and property of the Federation shall be -
- controlled, invested, and disposed of by the Council, subject to this Constitution, and
 - devoted solely to the promotion of the purposes of the Federation.
- 37.2 The Council shall maintain bank accounts in the name of the Federation.
- 37.3 All money received on account of the Federation shall be banked within 5 Working Days of receipt.

- 37.4 All accounts paid or for payment shall be submitted to the Council for approval of payment.
- 37.5 The Council must ensure that there are kept at all times accounting records that -
- correctly record the transactions of the Federation, and
 - allow the Federation to produce financial statements that comply with the requirements of the Act, and
 - would enable the financial statements to be readily and properly audited (if required under any legislation or the Federation's Constitution).
- 37.6 The Council must establish and maintain a satisfactory system of control of the Federation's accounting records.
- 37.7 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 Federation.

Dispute resolution

38. Meanings of dispute and complaint

- 38.1 A dispute is a disagreement or conflict involving the Federation and/or its members in relation to specific allegations set out below.
- 38.2 The disagreement or conflict may be between any of the following persons -
- 2 or more Members
 - 1 or more Members and the Federation
 - 1 or more Members and 1 or more Officers
 - 2 or more Officers
 - 1 or more Officers and the Federation
 - 1 or more Members or Officers and the Federation.
- 38.3 The disagreement or conflict relates to any of the following allegations -
- a Member or an Officer has engaged in misconduct
 - a Member or an Officer has breached, or is likely to breach, a duty under the Federation's Constitution or bylaws or the Act
 - the Federation has breached, or is likely to breach, a duty under the Federation's Constitution or bylaws or the Act
 - a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.
- 38.4 A Member or an Officer may make a complaint by giving to the Council (or a complaints Sub-council) a notice in writing that -
- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Federation's Constitution; and
 - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - sets out any other information or allegations reasonably required by the Federation.
- 38.5 The Federation 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 -
- states that the Federation is starting a procedure for resolving a dispute in accordance with the Federation's Constitution; and

- b. sets out the allegation to which the dispute relates.
- 38.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 38.7 A complaint may be made in any other reasonable manner permitted by the Federation's Constitution.
- 38.8 All Members (including the Council) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Federation's activities.
- 38.9 The complainant raising a dispute, and the Council, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

39. How complaint is made

- 39.1 A Member or an Officer may make a complaint by giving to the Council (or a complaints Sub-council) a notice in writing that -
 - a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Federation'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 Federation.
- 39.2 The Federation 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 Federation is starting a procedure for resolving a dispute in accordance with the Federation's Constitution; and
 - b. sets out the allegation to which the dispute relates.
- 39.3 The information given under subclauses above 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.
- 39.4 A complaint may be made in any other reasonable manner permitted by the Federation's Constitution.

40. Person who makes complaint has right to be heard

- 40.1 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.
- 4.2 If the Federation makes a complaint -
 - a. the Federation has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an Officer may exercise that right on behalf of the Federation.
- 40.2 Without limiting the manner in which the Member, Officer, or Federation may be given the right to be heard, they must be taken to have been given the right if -
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

- c. an oral hearing (if any) is held before the decision maker; and
- d. the Member's, Officer's, or Federation's written or verbal statement or submissions (if any) are considered by the decision maker.

41. Person who is subject of complaint has right to be heard

41.1 This rule applies if a complaint involves an allegation that a Member, an Officer, or the Federation (the 'respondent') -

- a. has engaged in misconduct; or
- b. has breached, or is likely to breach, a duty under the Federation's Constitution or bylaws or this Act; or
- c. has damaged the rights or interests of a member or the rights or interests of Members.

41.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

41.3 If the respondent is the Federation, an Officer may exercise the right on behalf of the Federation. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if -

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

42. Investigating and determining dispute

42.1 The Federation must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

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

43. Federation may decide not to proceed further with complaint

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

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or an Officer has engaged in material misconduct;
 - ii. that a Member, an Officer, or the Federation has materially breached, or is likely to materially breach, a duty under the Federation's Constitution or bylaws or the Act;
 - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f. there has been an undue delay in making the complaint.

44. Federation may refer complaint

44.1 The Federation may refer a complaint to—

- a. a Sub-council or an external person to investigate and report; or
- b. a Sub-council, an arbitral tribunal, or an external person to investigate and make a decision.

44.2 The Federation may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, ora tikanga-based practice).

45. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Council or a complaints Sub-council consider that there are reasonable grounds to believe that the person may not be -

- a. impartial; or
- b. able to consider the matter without a predetermined view.

Liquidation and removal from the register

46. Resolving to put Federation into liquidation

46.1 The Federation may be liquidated in accordance with the provisions of Part 5 of the Act.

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

46.2 The Council 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.

4.6.3 Any resolution to put the Federation into liquidation must be passed by a simple majority of all Members present and voting.

47. Resolving to apply for removal from the register

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

47.2 The Council shall give 30 Working Days' written Notice to all Members of the proposed resolution to remove the Federation from the Register of Incorporated Societies.

47.3 The Council 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.

47.4 Any resolution to remove the Federation from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

48. Surplus assets

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

48.2 On the liquidation or removal from the Register of Incorporated Societies of the Federation, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a kindred not-for-profit federation with similar objectives to the Federation, as directed by the resolution to wind up the

Federation; or failing that to a registered charitable organisation, provided that under no circumstances shall any funds or assets of the Federation be disposed of to any Member or Members.

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

Alterations to the Constitution

49. Amending this Constitution

- 49.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 49.2 The Federation may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- 49.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 49.4 Any proposed resolution to amend or replace this Constitution shall be signed by at least 25 per cent of eligible Members and given in writing to the Council at least 20 Working 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.
- 49.5 At least 20 Working Days before the General Meeting at which any amendment is to be considered the Council shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Council has.
- 49.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.