



New Zealand Institute of Physics  
*The institute for professional physicists*

## **Constitution of New Zealand Institute of Physics Incorporated**

As adopted on 11 February 2026

Signature:

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Position: President

Date: 28th February 2026

Signature:

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Date: 28th February 2026

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# 1 NAME

1.1 The name of the society is “New Zealand Institute of Physics Incorporated”

# 2 DEFINITIONS

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

- 2.1.1 ‘**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.
- 2.1.2 ‘**Annual General Meeting**’ means a meeting of the **Members** of the **Institute** held once per year which, among other things, will receive and consider reports on the **Institute**’s activities and finances.
- 2.1.3 ‘**Constitution**’ means the rules in this document.
- 2.1.4 ‘**Council**’ means the Council Members elected or appointed in accordance with clause 7 of this Constitution.
- 2.1.5 A “**Council Member**” or “**Council Members**” means those Council Members for the time being and anyone who is elected or appointed as a Council Member of the Institute in accordance with clause 7 of this Constitution.
- 2.1.6 A “**Financial Member**” or “**Financial Members**” means those Members who have paid all subscriptions and fees (if any) to the Institute by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 4.6.3
- 2.1.7 ‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Institute**.
- 2.1.8 ‘**Institute**’ refers to this society.
- 2.1.9 ‘**Interested Member**’ means an **Officer** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- 2.1.10 ‘**Matter**’ means—
  - 2.1.10.1 the **Institute**’s performance of its activities or exercise of its powers; or
  - 2.1.10.2 an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Institute**.

- 2.1.11 **‘Member’** means a person who has consented to become a **Member** of the **Institute** and has been properly admitted to the **Institute** who has not ceased to be a **Member** of the **Institute**.
- 2.1.12 **‘Notice’** to **Members** includes any notice given by email, post, or courier.
- 2.1.13 **New Zealand Institute of Physics Education Section (NZIPES)** denotes the New Zealand Institute of the Physics Education Section.
- 2.1.14 **‘Officer’** means a natural person who is:
- 2.1.14.1 a member of the **Council**, or
  - 2.1.14.2 occupying a position in the **Institute** that allows them to exercise significant influence over the management or administration of the **Institute**, including any Chief Executive.
- 2.1.15 **‘Physics’** means the science of physics, broadly interpreted to embrace cognate fields (e.g. astrophysics, materials science) and, as appropriate, other activities and investigations that rely on techniques and tools associated with physics.
- 2.1.16 **‘President’** means the **Council Member** responsible for chairing **General Meetings** and **Council** meetings, and who provides leadership for the **Institute**.
- 2.1.17 **‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- 2.1.18 **‘Section’** refers to a specific interest group within the **Institute**, established according to the procedure in this **Constitution**.
- 2.1.19 **‘Secretary’** means the **Council Member** responsible for the matters specifically noted in this **Constitution**.
- 2.1.20 **‘Special General Meeting’** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 2.1.21 **‘Treasurer’** means the **Council Member** with immediate responsibility for oversight of the **Institute’s** accounts.
- 2.1.22 **‘Vice-President’** means the **Council Member** elected or appointed to deputise in the absence of the **President**.
- 2.1.23 **‘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.

## 3 OBJECTS

- 3.1 The primary goals of the Institute are—
- 3.1.1 To promote the development and advancement of **Physics**.
  - 3.1.2 To support the teaching of **Physics**.
  - 3.1.3 To support the understanding of **Physics** and related topics in the wider community.
  - 3.1.4 To support individuals, companies and organisations who use or wish to use **Physics** in the course of their employment or activities.
  - 3.1.5 To enhance the contributions made by **Physics** to communities and to the country.
  - 3.1.6 To operate in a manner consistent with the principles of Te Tiriti o Waitangi

## 4 MEMBERSHIP

- 4.1 Minimum number of members
- 4.1.1 The **Institute** shall maintain the minimum number of **Members** required by the **Act**.
- 4.2 Eligibility for Membership and Types of Members
- 4.2.1 Membership is open to any individual person who demonstrates to Council that their engagement with physics will allow them to contribute usefully to the affairs of NZIP and to benefit from their association with NZIP.
  - 4.2.2 The categories of membership are **Fellow, Regular, Student and Retired**.
  - 4.2.3 Fellow, Regular and Retired Members count towards quorum and have voting rights for all General Meetings subject to clause 4.6.3.
  - 4.2.4 Student Members cannot vote, nor do they count towards quorum. They may attend General Meetings. Persons undertaking study equivalent to at least half of a full-time course load are eligible for **Student** membership.
  - 4.2.5 **Retired** Members are those who have withdrawn from the full-time workforce.
  - 4.2.6 A **Regular Member** of the NZIP may be elected to the status of **Fellow** in recognition of their contributions and achievements to the field or to the wider community.

- 4.2.7 Candidates for the status of **Fellow** must first be nominated by two other current Fellows and then assessed relative to the criteria established in a **Bylaw** by a committee established by motion of **Council** as per clause 6.5.1.3, and comprising current Fellows and the current **President** and **Vice-President** of the **Institute**.
- 4.2.8 The status of **Fellow** is retained for life provided the individual remains a **Member** of the **Institute**, unless rescinded as per clause 4.2.9.
- 4.2.9 The status of **Fellow** may be rescinded by resolution of **Council** as per clause 6.5.1.3 if, in the opinion of the **Council**, the **Member** continuing to hold the status of **Fellow** would bring the **Institute** into disrepute. For the purposes of clarity, the rescinding of Fellow status as per this clause, does not mean that individual's membership has ceased or has been terminated (i.e. as of the date of rescindment, they will be a Regular Member).

### 4.3 Becoming a member: consent

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

### 4.4 Becoming a member: process

- 4.4.1 An applicant for membership must complete and sign any application form and supply any information as may be reasonably required by the **Council** and will, subject to clause 4.3.1, become a **Member** on acceptance of that application by the **Council** or by an **Officer** delegated by the **Council**. The annual subscription is payable when membership has been approved.
- 4.4.2 An applicant for membership must agree to abide by the rules of the **Institute** and support its goals.
- 4.4.3 The **Council** may accept or decline an application for membership at its sole discretion. The **Council** must advise the applicant of its decision.
- 4.4.4 The signed written consent (or a similar electronic record) of every applicant for membership to become a **Member** shall be retained in the **Institute's** membership records.

### 4.5 Members' obligations and rights

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

## 4.6 Subscriptions and fees

- 4.6.1 The annual subscription and any other fees for membership shall be set by resolution of a **General Meeting**.
- 4.6.2 Separate subscription rates can be set for different categories of membership.
- 4.6.3 A **Member** is only entitled to exercise the rights of their membership class, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Institute by the Annual General Meeting. The term “Financial Members” is used to refer to such **Members** throughout the Constitution.
- 4.6.4 Any **Member** failing to pay the annual subscription by the Annual General Meeting will be considered unfinancial. If a Member fails to pay the annual subscription within the following 3 calendar month(s) of the Annual General Meeting, the **Council** may terminate the **Member**’s membership without further notice.

## 4.7 Ceasing to be a member

- 4.7.1 A **Member** ceases to be a **Member**—
- 4.7.1.1 by resignation from that **Member**’s class of membership by written notice signed by that **Member** to the **Council**, or
- 4.7.1.2 on termination of a **Member**’s membership following a dispute resolution process under this **Constitution**, or
- 4.7.1.3 on death, or
- 4.7.1.4 by resolution of the **Council** as per clause 6.5.1.3 where—
1. The **Member** has failed to pay a subscription, levy or other amount due to the **Institute** within **3 calendar months** of the due date for payment.
  2. In the opinion of the **Council** the **Member** has brought the **Institute** into disrepute.
- 4.7.1.5 with effect from (as applicable)—
1. 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
  2. the date of termination of the **Member**’s membership under this **Constitution**, or
  3. the date of death of the **Member**, or

4. 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.

## 4.8 Becoming a member again

- 4.8.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants, as per clause 4.4
- 4.8.2 But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by an ordinary resolution passed at a **General Meeting** on the recommendation of the **Council**.

## 4.9 Post-nominal Initials

- 4.9.1 A **Member** of the **Institute** who is engaged in the teaching of **Physics** or deploying (or seeking to deploy) a tertiary-level knowledge of **Physics** in a professional setting can apply (at the time of joining, or otherwise) for permission to use the postnominal initials MNZIP in professional contexts. The criteria and process will be codified in a **Bylaw** of the **Institute**.
- 4.9.2 **Fellows** of the **Institute** may use the postnominal initials FNZIP in professional contexts.

## 5 SECTIONS

### 5.1 Purpose

5.1.1 **Sections** of the **Institute** will support the interests of a specific group to pursue specified goals that are consistent with the broader objects of the **Institute**.

### 5.2 Establishment

5.2.1 With the exception of the **NZIPES** (see below) **Sections** will be established or dissolved by a motion passed by an ordinary majority of Financial Members at a **General Meeting**. The scope and operation of a **Section** will be governed by a **Bylaw** of the **Institute**.

### 5.3 Membership

5.3.1 Any **Member** of the **Institute** may join any **Section**, subject to meeting criteria established for that **Section**, as set by resolution of a **General Meeting** of the **Institute**.

5.3.2 Membership in any **Section** is voluntary and does not constitute a separate class of membership in the **Institute** itself.

### 5.4 Chair and Committee

5.4.1 Each **Section** will be led by a **Chair** and managed by a Committee. The membership of the Committee will be determined in accordance with the processes laid out in the governing **Bylaw** of the **Section**. The **Bylaw** may specify that the Committee includes a **Secretary** and a **Treasurer**.

### 5.5 Delegations

5.5.1 **Council** may delegate authority to **Sections** to enter into agreements and to spend money up to defined limits in the process of pursuing its aims.

5.5.2 The **Council** will retain ultimate responsibility for delegated decisions and actions.

## 5.6 Funds

- 5.6.1 **Sections** can hold funds in dedicated accounts. If payments are received for services or activities provided or facilitated by a **Section** any surplus after expenses will be utilised in ways that are consistent with the aims of that **Section**.

Any funds held by a **Section** that is dissolved as per clause 5.2.1 will revert to the general funds of the NZIP unless otherwise determined by a majority resolution of the **Council**.

## 5.7 Reporting

- 5.7.1 **Sections** will provide regular reports on their activities as specified by **Council**.

## 5.8 New Zealand Institute of Physics Education Section

- 5.8.1 The NZIPES will be established as a **Section**. The purpose of the NZIPES is to support and promote the teaching of **Physics** at the secondary and primary levels across Aotearoa New Zealand in schools, kura kaupapa and other relevant educational contexts and to serve as a national professional body for physics teachers and kaiako.
- 5.8.2 NZIPES may represent itself publicly as the Education Section of NZIP.

## 6 COUNCIL

### 6.1 Council composition

- 6.1.1 The **Council** will consist of a minimum of 9 elected **Council Members**, including Members elected to the roles of **President, Vice-President, Secretary** and **Treasurer**.
- 6.1.2 In addition, the most recent ex-**President** will be a member of **Council** for the two calendar years following the completion of their term if they are available to serve
- 6.1.3 In addition, the Chair of the **NZIPES** will be an ex-officio member of **Council**. For the purposes of clarity, this Council Member will have voting rights and count towards quorum at clause 6.5.
- 6.1.4 Up to five further Council Members can be appointed by resolution of **Council** to fill skills or regional representation gaps, as detailed below.
- 6.1.5 If necessary, **Council** will use its appointment powers as per clause 7.3.1.6 to ensure that there is
- 6.1.5.1 At least one (1) **Council Member** from:
- i) the Northland / Auckland region,
  - ii) the remainder of the North Island,
  - iii) the South Island
- 6.1.5.2 At least one (1) **Council Member** who is primarily employed in research or applied physics outside the education sector.
- 6.1.6 The **Council** will consist of a minimum of 11 **Council Members** and a maximum of 16 **Council Members**.
- 6.1.7 All Council Members must be Members of the Institute.
- 6.1.8 Where there are fewer than the minimum number of Committee Members required by clause 6.1.6, the Committee may appoint additional Committee Members from the Members of the Society per clause 7.3.1.6 who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Committee Members, the Committee may carry out essential matters but may not undertake any action or make any decision until the number of Committee Members is increased to the minimum number PROVIDED THAT the Committee (once it has the minimum number of Committee Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Committee was composed of less than the minimum number of Committee Members required by clause 6.1.6.

## 6.2 Functions of the Council

- 6.2.1 From the end of each **Annual General Meeting** until the end of the next, the **Institute** shall be managed by, or under the direction or supervision of, the **Council**, in accordance with the **Act**, any Regulations made under that **Act**, and this **Constitution**.

## 6.3 Powers of the Council

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

## 6.4 Subcommittees

- 6.4.1 The **Council** may establish subcommittees consisting of such persons and for such purposes as it thinks fit. Unless otherwise resolved by the **Council**—
- 6.4.1.1 the quorum of every subcommittee is half the members of the subcommittee but not less than 3,
  - 6.4.1.2 no subcommittee shall have power to co-opt additional members,
  - 6.4.1.3 a subcommittee may include **Members** of the **Institute** who are not members of **Council**,
  - 6.4.1.4 a subcommittee must not commit the **Institute** to any financial expenditure without express authority from the **Council**, and
  - 6.4.1.5 a subcommittee must not further delegate any of its powers.

## 6.5 Council meetings

- 6.5.1 Procedure
- 6.5.1.1 The quorum for **Council** meetings is at least half the number of **Council Members** present in accordance with clause 6.5.1.2.
  - 6.5.1.2 A meeting of the **Council** may be held either—
    1. by a number of the **Council Members** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

2. by means of audio, or audio and visual, communication by which all **Council Members** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 6.5.1.3 A resolution of the **Council** is passed at any meeting of the **Council** if a majority of the votes cast on it are in favour of the resolution. Every **Council Member** shall have one vote.
  - 6.5.1.4 If at a meeting of the **Council**, the **President** is not present, the **Council Members** present may choose one of their number to be Chair of the meeting by ordinary resolution. The Chair does have a casting vote in the event of a tied vote on any resolution of the **Council**.
  - 6.5.1.5 Except as otherwise provided in this **Constitution**, the **Council** may regulate its own procedure.
- 6.5.2 Frequency
- 6.5.2.1 The **Council** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.
  - 6.5.2.2 The **Secretary**, or other **Council Member** nominated by the **Council**, shall give to all **Council** members not less than 5 **Working Days**' notice of **Council** meetings, but in cases of urgency a shorter period of notice shall suffice.
- 6.5.3 General matters
- 6.5.3.1 The **Council** and any subcommittee 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-committee meeting.
  - 6.5.3.2 Other than as prescribed by the **Act** or this **Constitution**, the **Council** or any subcommittee may regulate its proceedings as it deems fit.

#### 6.5.4 Bylaws and Policies

- 6.5.4.1 The **Institute** from time to time may make and amend **Bylaws** and **Policies** for the conduct and control of **Institute** activities and codes of conduct applicable to **Members**, but no such **Bylaws, Policies** or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.
- 6.5.4.2 **Bylaws** will be established and amended via motions put to **General Meetings**.
- 6.5.4.3 **Policies** will be established and amended via motions put to **Council Meetings**.
- 6.5.4.4 All **Bylaws** and **Policies** will be available to **Members**

## 7 OFFICERS

### 7.1 Qualifications of Officers

- 7.1.1 Every **Officer** must be a natural person who—
  - 7.1.1.1 has consented in writing to be an **Officer** of the **Institute**, and
  - 7.1.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Institute**.
  - 7.1.1.3 is a **Regular Member, Fellow** or **Student Member** in good standing.
- 7.1.2 **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Institute**, namely—
  - 7.1.2.1 a person who is under 16 years of age
  - 7.1.2.2 a person who is an undischarged bankrupt
  - 7.1.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
  - 7.1.2.4 A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
  - 7.1.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
    1. an offence under subpart 6 of Part 4 of the **Act**

2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
3. an offence under section 143B of the Tax Administration Act 1994
4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

7.1.2.6 a person subject to:

1. a banning order under subpart 7 of Part 4 of the **Act**, or
2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

7.1.2.7 a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

7.1.3 Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Institute**'s records.

## 7.2 Officers' duties

7.2.1 At all times each **Officer**:

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

- 7.2.1.4 when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
1. the nature of the **Institute**,
  2. the nature of the decision, and
  3. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- 7.2.1.5 must not agree to the activities of the **Institute** being carried on in a manner likely to create a substantial risk of serious loss to the **Institute** or to the **Institute's** creditors, or cause or allow the activities of the **Institute** to be carried on in a manner likely to create a substantial risk of serious loss to the **Institute** or to the **Institute's** creditors, and
- 7.2.1.6 must not agree to the **Institute** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Institute** will be able to perform the obligation when it is required to do so.

### 7.3 Election or appointment of Council Members

- 7.3.1 The election of **Council Members** shall be conducted as follows.
- 7.3.1.1 **Council Members** shall be elected during **Annual General Meetings**.
- 7.3.1.2 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), the candidate's written consent to becoming an Officer, and the candidate's preference of Council Role as per clause 7.3.1.7 (if any), shall be received by the **Institute** at least 7 **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**.
- 7.3.1.3 Votes shall be cast in such a manner as the person chairing the meeting determines. 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).

- 7.3.1.4 Two **Members** (who are not nominees) or non-Members appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 7.3.1.5 The failure for any reason of any **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- 7.3.1.6 In addition to **Council Members** elected under the foregoing provisions of this rule, the **Council** may appoint additional **Council Members** 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 a **Council Members** of the **Institute**. 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).
- 7.3.1.7 The Council Roles of **President, Vice-President, Secretary** and **Treasurer** will be elected in separate ballots.
- 7.3.1.8 Candidates may only be nominated for one Council Role. Candidates may be nominated for both a Council Role and as a non-role holding Council Member but the nomination as a non-role holding Council Member will be deemed to have been withdrawn if they are elected to the Council Role. For the purposes of clarity, the ballot for the Council Role will occur before the ballot for the non-role holding Council positions.
- 7.3.1.9 If a Council Role remains vacant following the Annual General Meeting, it may be filled as per clause 7.3.1.6.

## 7.4 Appointment by Resolution of Council

- 7.4.1 **Council Members** can be appointed as per clause 7.3.1.6 up to the maximum number specified in clause 6.1.1.
- 7.4.2 In addition, if a vacancy in the position of any **Council Member** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Council**.
- 7.4.3 A person considered for such an appointment must supply a signed consent and certify that they meet the requirements set out in the 'Qualification of Officers' rule above.
- 7.4.4 Any such appointment will be valid until the next **Annual General Meeting**.

## 7.5 Term

- 7.5.1 Subject to clause 7.4.4, the term of office for all **Council Member** elected or appointed to the **Council** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer**'s term of office.
- 7.5.2 No **Member** shall serve for more than 8 consecutive years as **President**.

## 7.6 Removal of officers

- 7.6.1 An **Officer** shall be removed as an **Officer** by resolution of the **Council** or a **General Meeting** of the **Institute** when it is deemed that—
- 7.6.1.1 The **Officer** elected to the **Council** has been absent from 3 **Council** meetings without leave of absence from the **Council**.
- 7.6.1.2 The **Officer** has brought the **Institute** into disrepute.
- 7.6.1.3 The **Officer** has failed to disclose a conflict of interest.
- 7.6.1.4 The **Council** passes a vote of no confidence in the **Officer**.
- 7.6.1.5 The **Officer** becomes disqualified to be an **Officer** in accordance with section 47(3) of the Act.
- 7.6.2 with effect from (as applicable) the date specified in a resolution of the **Council** or a **General Meeting** of the **Institute**

## 7.7 Ceasing to hold office

- 7.7.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Council**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 7.7.2 Each **Officer** shall within 7 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Council** all books, papers and other property of the **Institute** held by such former **Officer**.

## 7.8 Conflicts of interest

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

- 7.8.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 7.8.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
- 7.8.3.1 must not vote or take part in the decision of the **Council** and/or sub-committee relating to the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; and
  - 7.8.3.2 must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; but
  - 7.8.3.3 may take part in any discussion of the **Council** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Council** and/or sub-committee (unless the **Council** and/or sub-committee decides otherwise).
- 7.8.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 7.8.5 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.
- 7.8.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Council** shall consider and determine the **Matter**.

## 8 GENERAL MEETINGS

### 8.1 Procedures for all general meetings

- 8.1.1 The **Council** shall give all **Members** at least 10 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 8.1.2 That **Notice** will be addressed to the **Member** at the contact address notified to the **Institute** and recorded in the **Institute'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**.
- 8.1.3 Only **Financial Members** may vote at General Meetings.

- 8.1.4 No **General Meeting** may be held unless the lesser of at least 10 **Financial Members** or one half of all **Financial Members** attend throughout the meeting in accordance with clause 8.1.10. This number will constitute the quorum.
- 8.1.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Financial Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Institute**.
- 8.1.6 Each **Financial Member** is entitled to exercise one vote on each motion at a **General Meeting**. Voting at a **General Meeting** shall be by voices or by show of hands or using electronic polling. At the request of the Chair or 2 or more **Financial Members** votes will be by secret ballot for those attending in person, or recorded by a scrutineer who will undertake to preserve the confidentiality of individual votes.
- 8.1.7 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those voting.
- 8.1.8 Any decisions made when a quorum is not present are not valid.
- 8.1.9 Written resolutions may not be passed in lieu of a **General Meeting**.
- 8.1.10 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 8.1.11 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice-President** shall chair that meeting. If the **President** or **Vice-President** is absent or unable to act as chair of the General Meeting, the Financial Members will select a Council Member present to be the chair of that General Meeting by ordinary resolution.
- 8.1.12 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 8.1.13 Any person chairing a **General Meeting** may —
- 8.1.13.1 With the consent of a simple majority of **Financial Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- 8.1.13.2 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **President** be removed from the **General Meeting**, and

- 8.1.13.3 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 8.1.14 The **Council** may propose motions for the **Institute** to vote on ('Council Motions'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.
- 8.1.15 Any **Financial 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 7 **Working Days** before that meeting. The **Financial 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**. If notice of the motion is given to the **Secretary** or **Council** after written **Notice** of the **General Meeting** has been given to **Members**, notice of the motion along with any information in support of the motion shall be provided to **Members** at least one working day if reasonably practicable prior to the General Meeting.

## 8.2 Minutes

- 8.2.1 The **Institute** must keep minutes of all **General Meetings**.

## 8.3 Annual General Meetings: when they will be held

- 8.3.1 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**, provided that **Members** can hear each other well enough to follow the discussion throughout the meeting. Clauses of this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 8.3.2 The **Annual General Meeting** must be held no later than the earlier of the following—
  - 8.3.2.1 6 months after the balance date of the **Institute**
  - 8.3.2.2 15 months after the previous annual meeting.

## 8.4 Annual General Meetings: business

- 8.4.1 The business of an **Annual General Meeting** shall be to—
  - 8.4.1.1 confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,

- 8.4.1.2 adopt the annual report on the operations and affairs of the **Institute**,
  - 8.4.1.3 adopt the **Council**'s report on the finances of the **Institute**, and the annual financial statements,
  - 8.4.1.4 set any subscriptions for the next financial year,
  - 8.4.1.5 consider any motions of which prior notice has been given to **Members** with **Notice** of the Meeting,
  - 8.4.1.6 elect **Officers** of the **Council**, and
  - 8.4.1.7 consider any general business.
- 8.4.2 The **Council** must, at each **Annual General Meeting**, present the following information—
- 8.4.2.1 an annual report on the operation and affairs of the **Institute** during the most recently completed accounting period,
  - 8.4.2.2 the annual financial statements for that period, and
  - 8.4.2.3 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).
- 8.4.3 Special General Meetings
- 8.4.3.1 **Special General Meetings** may be called at any time by the **Council** by resolution, or in accordance with clause 7.8.5
  - 8.4.3.2 The **Council** must call a **Special General Meeting** if it receives a written request signed by at least 5 percent of **Financial Members**.
  - 8.4.3.3 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
  - 8.4.3.4 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 **Financial Members** for the Meeting.

## 9 FINANCES

### 9.1 Control and management

- 9.1.1 The funds and property of the **Institute** shall be—
  - 9.1.1.1 controlled, invested and disposed of by the **Council**, subject to this **Constitution**, and

- 9.1.1.2 devoted solely to the promotion of the purposes of the **Institute**.
- 9.1.2 The **Council** shall maintain bank accounts in the name of the **Institute**.
- 9.1.3 All money received on account of the **Institute** shall be banked within 7 **Working Days** of receipt.
- 9.1.4 All accounts paid or for payment shall be submitted to the **Council** or its delegated authority for approval of payment.
- 9.1.5 The **Council** must ensure that there are kept at all times accounting records that—
  - 9.1.5.1 correctly record the transactions of the **Institute**, and
  - 9.1.5.2 allow the **Institute** to produce financial statements that comply with the requirements of the **Act**, and
  - 9.1.5.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the **Institute's Constitution**).
- 9.1.6 The **Council** must establish and maintain a satisfactory system of control of the **Institute's** accounting records.
- 9.1.7 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 **Institute**.

## 9.2 Balance date

- 9.2.1 The **Institute's** financial year shall commence on 1 January of each year and end on 31 December (the latter date being the **Institute's** balance date).

## 9.3 Accounting standards and external review/audit

- 9.3.1 The **Institute's** annual financial statements must be prepared in accordance with applicable accounting standards and the requirements of the **Act**.
- 9.3.2 If the **Act** requires an independent review or audit of the **Institute's** financial statements, the **Council** shall ensure that an appropriately qualified independent reviewer or auditor is appointed and that the review or audit is completed within the statutory timeframes.

## 10 Filing Requirements for Incorporated Societies

### 10.1 Due date

10.1.1 The documents required by the **Act** must be filed with the Companies Office within 6 months of the balance date.

### 10.2 Annual financial statement

10.2.1 Before filing the annual financial statement, it must be:

10.2.1.1 Dated,

10.2.1.2 Presented to the Members at the **Annual General Meeting**,

10.2.1.3 Signed by 2 **Council Members**

## 11 AMENDING THIS CONSTITUTION

### 11.1 Amending this constitution

11.1.1 All amendments must be made in writing and in accordance with this **Constitution**.

11.1.2 Minor or technical amendments (those which have no more than a minor effect, correct errors or make similar technical alterations) may be made by **Council** in accordance with Section 31 of the **Act**.

11.1.2.1 To do this written notice of the amendment will be sent to every **Member**, with electronic delivery permitted.

11.1.2.2 This notice must include the text of the amendment and the **Member's** right to object to the amendment.

11.1.2.3 If the **Council** does not receive an objection from a **Member** within 20 **Working Days** after the date on which the notice was sent **Council** may approve the Amendment.

11.1.2.4 If any objection is received, then the **Council** may not make an amendment.

11.1.3 The **Institute** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Financial Members** present and voting, either in person or electronically.

- 11.1.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 **Financial Members** and given in writing to the **Council** at least 15 **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.
- 11.1.5 The **Council** must ensure the **Constitution** complies with the **Act**.
- 11.1.6 At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Council** shall give notice of the proposed resolution to all **Members**, the justification for the proposal, and any recommendations the **Council** may have.
- 11.1.7 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

## 12 RECORDS

### 12.1 Register of Members

- 12.1.1 The **Institute** shall keep an up-to-date **Register of Members**.
- 12.1.2 For each current **Member**, the information contained in the **Register of Members** shall include
- 12.1.2.1 Their name, and
  - 12.1.2.2 The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - 12.1.2.3 Their contact details, including —
    1. A physical address or an electronic address, and
    2. A telephone number.
- 12.1.3 The **Register** will also include each **Member's** —
1. membership category
  2. postal address
  3. email address (if any)
  4. occupation and employer(s)
  5. whether the **Member** is financial or unfinancial

- 12.1.4 Every current **Member** shall promptly advise the **Institute** of any change of the **Member**'s contact details.
- 12.1.5 The **Institute** shall also keep evidence of each **Member**'s consent to membership.
- 12.1.6 Each **Member**'s consent to membership must be retained for the duration of membership plus 7 years.
- 12.1.7 The **Institute** shall also keep a record of the former **Members** of the **Institute**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Institute** will record the date the former **Member** ceased to be a **Member**.
- 12.1.8 The **Register** will be managed and maintained in a manner consistent with privacy principles, and **Members**' information will be held in confidence by the **Institute**.

## 12.2 Interests Register

- 12.2.1 At the commencement of each **Council** term, **Officers** will make an initial declaration of interests – even if nil.
- 12.2.2 The **Council** will maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.
- 12.2.3 The record of each disclosure will be retained for a minimum period of 7 years from the date of entry.

## 12.3 Access to information for members

- 12.3.1 A **Member** may at any time make a written request to the **Institute** for information held by the **Institute**.
- 12.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 12.3.3 The **Institute** must, within a reasonable time after receiving a request—
  - 12.3.3.1 provide the information, or
  - 12.3.3.2 agree to provide the information within a specified period, or
  - 12.3.3.3 agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Institute** (which must be specified and explained) to meet the cost of providing the information, or
  - 12.3.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 12.3.4 Without limiting the reasons for which the **Institute** may refuse to provide the information, the **Institute** may refuse to provide the information if —

- 12.3.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - 12.3.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Institute** or of any of its **Members**, or
  - 12.3.4.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Institute**, or
  - 12.3.4.4 the information is not relevant to the operation or affairs of the **Institute**, or
  - 12.3.4.5 withholding the information is necessary to maintain legal professional privilege, or
  - 12.3.4.6 the disclosure of the information would, or would be likely to, breach an enactment, or
  - 12.3.4.7 the burden to the **Institute** 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
  - 12.3.4.8 the request for the information is frivolous or vexatious, or
  - 12.3.4.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such **Matters** under this **Constitution** and the **Act**.
- 12.3.5 If the **Institute** 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 **Institute** —
- 12.3.5.1 that the **Member** will pay the charge; or
  - 12.3.5.2 that the **Member** considers the charge to be unreasonable.
- 12.3.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 13 DISPUTE RESOLUTION

### 13.1 Meanings of dispute and complaint

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

- 13.1.2 The disagreement or conflict may be between any of the following persons—
- 2 or more **Members**
  - 1 or more **Members** and the **Institute**
  - 1 or more **Members** and 1 or more **Officers**
  - 2 or more **Officers**
  - 1 or more **Officers** and the **Institute**
  - 1 or more **Members** or **Officers** and the **Institute**.
- 13.1.3 The disagreement or conflict relates to any of the following allegations—
- 13.1.3.1 a **Member** or an **Officer** has engaged in misconduct
- 13.1.3.2 a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Institute's Constitution** or bylaws or the **Act**
- 13.1.3.3 the **Institute** has breached, or is likely to breach, a duty under the **Institute's Constitution** or bylaws or the **Act**
- 13.1.3.4 a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

## 13.2 How complaint is made

- 13.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints sub-committee) a notice in writing that—
- 13.2.1.1 states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
- 13.2.1.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- 13.2.1.3 sets out any other information reasonably required by the **Institute**.
- 13.2.2 The **Institute** 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—
- 13.2.2.1 states that the **Institute** is starting a procedure for resolving a dispute in accordance with the **Institute's Constitution**; and
- 13.2.2.2 sets out the allegation to which the dispute relates.
- 13.2.3 The information given under subclause (12.2.1) or (12.2.2) must be sufficient 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.

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

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

13.3.1 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.

13.3.2 If the **Institute** makes a complaint—

13.3.2.1 the **Institute** has a right to be heard before the complaint is resolved or any outcome is determined; and

13.3.2.2 an **Officer** may exercise that right on behalf of the **Institute**.

13.3.3 Without limiting the manner in which the **Member**, **Officer**, or **Institute** may be given the right to be heard, they must be taken to have been given the right if—

13.3.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

13.3.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

13.3.3.3 an oral hearing (if any) is held before the decision maker; and

13.3.3.4 the **Member's**, **Officer's**, or **Institute's** written or verbal statement or submissions (if any) are considered by the decision maker.

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

13.4.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Institute** (the 'respondent')—

13.4.1.1 has engaged in misconduct; or

13.4.1.2 has breached, or is likely to breach, a duty under the Institute's Constitution or bylaws or this **Act**; or

13.4.1.3 has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

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

13.4.3 If the respondent is the **Institute**, an **Officer** may exercise the right on behalf of the **Institute**.

13.4.4 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—

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

## 13.5 Investigating and determining dispute

- 13.5.1 The **Institute** 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.
- 13.5.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.
- 13.5.3 All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Institute's** activities.
- 13.5.4 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.

## 13.6 Institute may decide not to proceed further with complaint

- 13.6.1 Despite the 'Investigating and determining dispute' rule above, the **Institute** may decide not to proceed further with a complaint if—
  - 13.6.1.1 the complaint is considered to be trivial; or
  - 13.6.1.2 the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a **Member** or an **Officer** has engaged in material misconduct:
    2. that a **Member**, an **Officer**, or the **Institute** has materially breached, or is likely to materially breach, a duty under the **Institute's Constitution** or bylaws or the **Act**:

3. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged:

- 13.6.1.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 13.6.1.4 the person who makes the complaint has an insignificant interest in the **Matter**; or
- 13.6.1.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- 13.6.1.6 there has been an undue delay in making the complaint.

## 13.7 Institute may refer complaint

13.7.1 The **Institute** may refer a complaint to—

- 13.7.1.1 a sub-committee or an external person to investigate and report; or
- 13.7.1.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

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

## 13.8 Decision makers

13.8.1 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-committee consider that there are reasonable grounds to believe that the person may not be—

- 13.8.1.1 impartial; or
- 13.8.1.2 able to consider the **Matter** without a predetermined view.

# 14 LIQUIDATION AND REMOVAL FROM THE REGISTER

## 14.1 Resolving to put Institute into liquidation

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

14.1.2 The **Council** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Institute** into liquidation.

14.1.3 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**.

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

## 14.2 Resolving to apply for removal from the register

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

14.2.2 The **Council** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Institute** from the Register of Incorporated Societies.

14.2.3 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**.

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

## 14.3 Surplus assets

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

14.3.2 On the liquidation or removal from the Register of Incorporated Societies of the **Institute**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in Te Aparangi | Royal Society of New Zealand.

14.3.3 However, in any resolution under this rule, the **Institute** may approve a different distribution to a different not-for-profit entity from that specified above, where that entity is located in New Zealand and has similar purposes, so long as the **Institute** complies with this **Constitution** and the **Act** in all other respects.

## 15 OTHER

### 15.1 Act and Regulations

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

### 15.2 Restrictions on Institute powers

- 15.2.1 Subject to clause 15.6, the Institute has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Institute to do anything which contravenes or is inconsistent with the Act, or any other legislation.

### 15.3 Registered office

- 15.3.1 The registered office of the **Institute** shall be at such place in New Zealand as the **Council** from time to time determines.
- 15.3.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
- 15.3.2.1 at least 5 **Working Days** before the change of address for the registered office is due to take effect, and
  - 15.3.2.2 in a form and as required by the **Act**.

### 15.4 Contact person

- 15.4.1 The **Institute** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 15.4.2 The **Institute's** contact person must be:
- 15.4.2.1 At least 18 years of age, and
  - 15.4.2.2 Ordinarily resident in New Zealand.
- 15.4.3 Contact person(s) must either be appointed by the **Council** or elected by the **Financial Members** at a **General Meeting**.
- 15.4.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 15.4.4.1 a physical address and an electronic address, and
  - 15.4.4.2 a telephone number.

- 15.4.5 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 **Institute** becoming aware of the change.

## 15.5 Charitable status

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

## 15.6 Limitations on Scope of Activity

- 15.6.1 The **Institute** must not operate for the purpose of, or with the effect of—

15.6.1.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or

15.6.1.2 having capital that is divided into shares or stock held by its **Members**; or

15.6.1.3 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 **Institute** or otherwise).

- 15.6.2 But the **Institute** will not operate for the financial gain of **Members** simply if the **Institute**—

15.6.2.1 engages in trade,

15.6.2.2 pays a **Member** for matters that are incidental to the purposes of the **Institute**, and the **Member** is a not-for-profit entity,

15.6.2.3 distributes funds to a **Member** to further the purposes of the **Institute**, and the **Member**—

1. is a not-for-profit entity, and
2. is affiliated or closely related to the **Institute**, and
3. has the same, or substantially the same, purposes as those of the **Institute**.

15.6.2.4 reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Institute** or while pursuing the **Institute's** purposes,

15.6.2.5 provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,

15.6.2.6 provides benefits to **Members** or their families to alleviate hardship,

- 15.6.2.7 provides educational scholarships or grants to **Members** or their families,
- 15.6.2.8 pays a **Member** a salary or wages or other payments for services to the **Institute** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Institute**),
- 15.6.2.9 provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Institute**.

## 15.7 Contracting Method

- 15.7.1 Documents will be executed for the Institute pursuant to a resolution of the Council, and the Institute may enter into contracts by two (2) Council Members signing under the name of the Institute and any other method approved in the Act.

## 15.8 Indemnity and Insurance

- 15.8.1 The Institute may, with the authority of the Council, indemnify and/or obtain insurance for an Officer for:
  - 15.8.1.1 liability (other than criminal liability) for a failure to comply with:
    1. a duty under section 54 to 61 of the Act (officers' duties); or
    2. any other duty imposed on an officer in their capacity as an officer of the Institute; and/or
  - 15.8.1.2 costs incurred by the officer for any claim or proceeding related to a liability under clause 15.8.1.1.
- 15.8.2 The Institute may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.