



New Zealand  
**Institute of Intelligence  
Professionals**

**NEW ZEALAND INSTITUTE  
OF  
INTELLIGENCE PROFESSIONALS  
CONSTITUTION**

## **CONSTITUTION OF New Zealand Institute of Intelligence Professionals (NZIIP) Incorporated**

### **THE INSTITUTE**

#### **1. Name**

- 1.1. The name of the Institute is New Zealand Institute of Intelligence Professionals Incorporated ("the Institute").
- 1.2. The Institute is constituted by resolution dated 28 March 2008.

#### **2. Purposes of Institute**

- 2.1. The purpose of the Institute is to promote professionalism in intelligence in New Zealand.
- 2.2. The objectives are to:
  - (a) Facilitate the development of professionalism in those employed in the intelligence field;
  - (b) Act as a focus for creating a sense of professional identity;
  - (c) Act as a forum for promoting education and training, together with opportunities for career development;
  - (d) Provide opportunities for networking and sharing of ideas;
  - (e) Provide professional standards and a code of conduct;
  - (f) Do anything necessary or helpful to the above purposes, and
  - (g) To facilitate and promote relationships with like-minded domestic and international institutes and to Act as the point of contact with such institutions.
- 2.3. The Institute must not operate for the purpose of, or with the effect of—
  - (a) distributing, any financial 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 Institute or otherwise).
- 2.4. The Institute will not operate for the financial gain of Members simply if the Institute—
  - (a) engages in trade;
  - (b) pays a Member for matters that are incidental to the purposes of the Institute, and the Member is a not-for-profit entity;
  - (c) distributes funds to a Member to further the purposes of the Institute, and the Member—
    - (i) is a not-for-profit entity, and
    - (ii) is affiliated or closely related to the Institute, and

- (iii) has the same, or substantially the same, purposes as those of the Institute;
- (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Institute or while pursuing the Institute's purposes;
- (e) 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);
- (f) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Institute;
- (g) on removal of the Institute 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.

### 3. Registered Office

- 3.1. The registered office of the Institute shall be at such place in New Zealand as the Board from time to time determines.
- 3.2. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
  - (a) at least five (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.

## INSTITUTE MEMBERSHIP

### 4. Membership

- 4.1. Membership of the Institute shall be by application. All applicants will need to submit evidence of their involvement within the intelligence community in New Zealand. This can be in the form of a CV, a letter of recommendation from a current NZIIP Member, or in the case of applications for student membership, proof of course enrolment. Every application may be subject to independent verification by the Board or delegated role.
- 4.2. Notwithstanding Rule (4.1), Applicants from Approved Employers do not need to submit evidence of involvement in the intelligence community as their employer will conduct the verification process.
- 4.3. Membership of the Institute is a privilege and not a right, and the Institute is not bound to accept any applicant for Membership. The Board is entitled to reject any application for Membership if it determines that the grant of Membership to the individual or entity in question would not be in the best interests of the Institute. There is no right of appeal from the Board's decision.
- 4.4. There shall be distinct categories of Membership as follows:
  - (a) **Full Member** - An individual currently employed or who has previously served in: an intelligence or intelligence-related role in a New Zealand Public Sector organisation, or; an intelligence or intelligence-related role in a private sector organisation with a purpose and objectives that, in the view of the Board, align with the objectives of the

Institute, or; an employee of an academic institution undertaking research relevant to the intelligence sector, or; an individual who has been deemed by the Board to have the required experience to justify the category of Full Membership. Full Members are eligible to stand for Institute and vote in NZIIP elections and membership votes, and will be authorised to use the post-nominal MNZIIP.

- (b) **Student Member** – An individual who is currently studying full-time for an undergraduate or postgraduate qualification can apply for 12 months free membership. Applicants need to include proof of course enrolment. This membership type can be reissued annually as long as the Student Member provides evidence of continuing enrolment in full-time study. Student Members do not possess voting rights or the right to seek office.
- (c) **Fellow** - Any individual who has been nominated to and voted for by the Board to be the recipient of a Life Membership in recognition of that person's contribution to the intelligence community. Such contribution can relate to the individual's work within the intelligence community in New Zealand or internationally, or in relation to their dedication to the Institute itself. A Fellow of the Institute shall be deemed to be a Financial Member of the Institute and not be required to pay annual subscriptions. Awarding of 'Fellow' of the Institute will require:
  - (i) that a nomination be brought to the Board at least 28 days prior to the Annual Awards Night;
  - (ii) that a nomination is scored in accordance with the NZIIP Awards Process, and achieves at least 75% of the overall score; and
  - (iii) a unanimous vote of Board Members present at that Board meeting.
- (d) For the sake of clarity and practicality, the service, experience or circumstances offered to validate an application for Fellowship must be able to be independently and easily verified by and to the satisfaction of the **Board**.

4.5. All Members have the rights and responsibilities set out in this Constitution.

## 5. Approved Employer Status

- 5.1. The Institute recognises the role that New Zealand government agencies and private sector organisations play in the intelligence community. It seeks to acknowledge that contribution through offering the Approved Employer Scheme as defined in Appendix A.
- 5.2. Approved Employers agree to be billed annually to cover their employees' memberships fees. Individuals covered by this arrangement will not need to submit verification documentation and verification fees are not required. Memberships can be reallocated by the Employer throughout the term, if required.
- 5.3. Where a Member is offered a sponsored membership but has an existing private membership, they can apply for a pro-rata refund on their membership fee.
- 5.4. For the sake of clarity, the Act requires all Institute Members to personally apply for membership. Individuals covered under this agreement will still need to submit an application providing their personal consent to join the Institute.

## 6. Membership Application

- 6.1. In accordance with the Act, applicants must submit in writing that they provide their consent to becoming a Member. This is done by:
  - (a) Submitting an application form via the Institute's website;

- (b) Supply appropriate evidence if required by their application category; and
  - (c) Paying a verification fee if required.
- 6.2. All applicants will go through a verification check. Where a verification fee is paid, this is required to cover the administration costs associated with reviewing the application. Should it be decided that an applicant is ineligible for membership, this fee will not be refunded.
- 6.3. Once membership has been approved, applicants will be required to set up an account and pay the annual subscription fee appropriate to their membership category. Where an applicant works for an Approved Employer, this fee will be managed by their employer.

## **7. Obligations of Members**

- 7.1. **All Members shall** promote the purposes of the Institute and shall do nothing to bring the Institute into disrepute.

## **8. Cessation of Membership**

- 8.1. A Member ceases to be a Member—
- (a) When they submit written notice of their resignation to the Membership Coordinator;
  - (b) When their membership fee lapses;
  - (c) When an Approved Employer removes them from the approval list; or
  - (d) on death.
- 8.2. A Member may have their Membership terminated if, for any reason whatsoever, the Board is of the view that a Member is breaching the Constitution or Acting in a manner inconsistent with the purposes of the Institute.
- 8.3. Cessation of membership will take effect from—
- (a) the date of receipt of the Member's Notice of resignation by the Membership Coordinator (or any subsequent date stated in the notice of resignation), or
  - (b) the date of termination of the Member's membership under this Constitution, or
  - (c) the date of death of the Member, or
  - (d) the date specified in a resolution of the Board that the membership should be terminated. In this instance, the former Member will be notified promptly in writing.

## **9. Re-admission of former Members**

- 9.1. Any former Member who has resigned may apply for re-admission by submitting the appropriate application form. Former members will not be required to pay a verification fee to rejoin.
- 9.2. If the former Member's membership was terminated by the Board or the Institute, the Applicant shall not be readmitted without the approval of the Board by majority vote.

## **10. The Register of Membership**

- 10.1. The Institute shall keep an up-to-date Register of Members. For each current Member, the information contained in the Register of Members shall include—

- (a) Their name;
  - (b) The date on which they became a Member;
  - (c) Their contact email address;
  - (d) Any alternative contact details they provide;
  - (e) Details of their employer if an Approved Employer is paying their fees;
  - (f) Their membership level.
- 10.2. Every current Member shall promptly advise the Institute of any change of the Member's contact details. To prevent unauthorised persons from making claims to Membership of the Institute, the Secretary may inform any Member of the Institute who so requests it of the current membership status of any other person or persons. Further, the Secretary shall make the Register available to the Board and any authorised sub-committee for the proper administration of the Institute.
- 10.3. 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:
- (a) The former Member's name, and
  - (b) The date the former Member ceased to be a member.

## **CONDUCT OF MEETINGS**

### **11. General Meetings**

- 11.1. General Meetings may be called by the Board. The Board must call a General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- 11.2. The Board shall give all Members at least 14 days' notice of any General Meeting, and of the business to be conducted at that meeting. Notification of the meeting will be sent to the Member's registered email address as 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.
- 11.3. General Meetings may be held at one or more venues, and Members can attend either in person, and/or by using any form of electronic communication that gives each Member a reasonable opportunity to participate.
- 11.4. All Institute Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Institute Meeting. If the Secretary is also absent, the Institute shall elect another Committee Member to chair that meeting. Any person chairing an Institute Meeting has a casting vote.
- 11.5. All Members may attend and speak at General Meetings, however only Full Members and Fellows have the right to vote. Each voting Member is entitled to exercise one vote either in person or by proxy (with written request to vote in this manner submitted to the Board at least 24 hours prior to any General Meeting).
- 11.6. On any given motion at an Institute Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Voices;

- (b) Show of hands; or
- (c) Secret ballot.

11.7. However, if any Member demands a secret ballot, and the meeting agrees to that demand before a vote by voices or show of hands has begun, then voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

11.8. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance, whether that be in-person, by proxy, or by appropriate electronic means.

11.9. No General Meeting may be held unless at least 8 eligible voting Members attend throughout the meeting; this will constitute a quorum. Any decisions made when a quorum is not present are not valid.

11.10. Minutes will be kept of all General Meetings.

## **12. Annual General Meetings**

12.1. The Annual General Meeting shall be held once each calendar year. The Board shall determine the date and location of the meeting, in accordance with the requirements laid out in Rule (11).

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

- (a) 6 months after the balance date of the Institute
- (b) 15 months after the previous annual meeting.

12.3. The business of an Annual General Meeting shall be to:

- (a) Confirm the minutes of the last Annual General Meeting and any other General Meeting(s) held since the last Annual General Meeting,
- (b) Adopt the annual Chairperson's report on the operations and affairs of the Institute
- (c) Adopt the Treasurer's report on the finances of the Institute, and the Statement of Accounts;
- (d) Motions to be considered;
- (e) Election of Board Members; and
- (f) General business.

12.4. The Secretary shall present the following information to all Members at least 14 days prior to the Annual General Meeting:

- (a) A copy of the Annual Report;
- (b) the Statement of Accounts for that period;
- (c) Notice of any disclosures of conflicts of interest made by Officers during that period;
- (d) A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);

(e) Notice of any motions, and the Board's recommendations about those motions.

12.5. If the Secretary has sent Notice to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

### **13. Motions at Meetings**

13.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Institute Meeting, by giving written Notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Institute will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- (a) It must be voted on at the Institute Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Institute Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Institute Meeting.

13.2. The Board may also decide to put forward motions for the Institute to vote on ("Board Motions").

### **14. Special General Meetings**

14.1. Special General Meetings may be called at any time by the Board by resolution.

14.2. The Board must call a Special General Meeting if it receives a written request signed by at least 25 percent of Members.

14.3. Any resolution or written request must state the business that the Special General Meeting is to deal with.

14.4. 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 Committee's resolution or in the written request submitted by Members for the Meeting.

## **MANAGEMENT OF THE INSTITUTE**

### **15. Institute Oversight**

15.1. The Institute will be managed by a governing Committee ("the Board") which 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.

15.2. All Board Members are recognised as Officers as per the Act, and, as such, are legally liable as per the terms of the Act.

### **16. Qualifications of Officers**

16.1. Every Board Member must be a natural person who—

- (a) has consented in writing to be an Officer of the Institute, and



- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Institute.
- 16.2. 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—
- (a) a person who is under 16 years of age;
  - (b) a person who is an undischarged bankrupt;
  - (c) 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;
  - (d) A person who is disqualified from being a Member of the governing body of a charitable entity under the Charities Act 2005;
  - (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
    - (i) an offence under subpart 6 of Part 4 of the Act;
    - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
    - (iii) an offence under section 143B of the Tax Administration Act 1994;
    - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3);
    - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
  - (f) a person subject to:
    - (i) a banning order under subpart 7 of Part 4 of the Act, or
    - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    - (iv) 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.
  - (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph 17.2) 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.
- 16.3. Prior to election or appointment as an Officer a person must—
- (a) consent in writing to be an Officer, and
  - (b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

- 16.4. Note that only a natural person may be an Officer and each certificate shall be retained in the Institute's records.
- 16.5. Additionally, in accordance with the requirements of the Act, notification of any changes to the Officers of the Institute will be provided to the Registrar of the Incorporated Societies Act. The names and appointment dates of all Officer's will be publicly available on the Incorporated Societies Register.

## **17. Officers Duties**

- 17.1. At all times each Officer:
- (a) shall act in good faith and in what he or she believes to be the best interests of the Institute;
  - (b) must exercise all powers for a proper purpose;
  - (c) must not act, or agree to the Institute acting, in a manner that contravenes the act or this Institute;
  - (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - (i) the nature of the Institute,
    - (ii) the nature of the decision, and
    - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her;
  - (e) 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
  - (f) 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.

## **18. Role of the Board**

- 18.1. Subject to the Constitution of the Institute ("The Constitution"), the role of the Board is to:
- (a) Administer, manage, and control the Institute;
  - (b) Carry out the purposes of the Institute, and use Money or Other Assets to do that;
  - (c) Manage the Institute's bank accounts;
  - (d) Ensure that all Members follow the Constitution;
  - (e) Decide how an applicant becomes a Member, and how an applicant stops being a Member;
  - (f) Decide the times and dates for Meetings, and set the agenda for Meetings;
  - (g) Decide the procedures for dealing with complaints;

- (h) Propose for ratification by an Institute Meeting Membership fees, including subscriptions;
- (i) Set levies;
- (j) Make regulations.

18.2. The Board has all of the powers of the Institute, unless the Committee's power is limited by this Constitution, or by a majority decision of the Institute.

18.3. Decisions of the Board bind the Institute, unless the Board's power is limited by this Constitution or by a majority decision of the Institute.

## **19. Roles of Executive Board Members**

19.1. The Chairperson's role is to:

- (a) Ensure that the Constitution is followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Institute, ensuring compliance with Officer duties as prescribed by the Act;
- (e) Give a report on the operation of the Institute at each Annual General Meeting;
- (f) Act as co-signatory of any mortgage, lease, loan agreement or other similar such document where an expense or a financial obligation is incurred on behalf of the Institute. The Chairperson shall also be a co-signatory on all contracts entered into by the Institute no Matter the subject Matter;
- (g) Serve as an ex-officio Member of all sub-committees formed either by the Board or by the Institute Membership generally, but voting rights in any such case shall only exist in the event that any such committee is deadlocked on an issue;
- (h) Ensure that any alteration to the Constitution is notified to the Registrar of Incorporated Societies within the required timeframe;
- (i) Ensure that the Institute maintains at least one contact person as required by the Act;
- (j) Oversee the Institute's dispute resolution processes as required by the Act;

19.2. In the Chairperson's absence, the Secretary shall occupy and exercise the powers of the chair.

19.3. The Secretary's role is to:

- (a) Oversee the recording of minutes for all Meetings, ensuring their accuracy and timely distribution;
- (b) Ensure the Register of Members is maintained as required by the Act;
- (c) Ensure the proper storage and management of the Institute's records, documents, and books, in compliance with Act;
- (d) Ensure that all Institute correspondence is received and replied to as required by the Board;

- (e) Ensure that all statutory requirements are met, including the filing of annual returns and financial statements with the Registrar of Incorporated Societies; and
- (f) Be responsible for the administration of the Institute including the oversight of any permanent or casual employees thereof.

19.4. The Treasurer's role is to:

- (a) Oversee the financial management and reporting, ensuring that all payments to the Institute are properly recorded and accounted for;
- (b) Ensure that accurate and true records of the Institute's financial situation are maintained, allowing for clear understanding of the Institute's financial position at any given time;
- (c) Review and approve financial reports prepared by an external accountant, for presentation at each Annual General Meeting, and more frequently if required by the Board or a majority decision of the Institute Membership;
- (d) Ensure that the annual financial statements are prepared in accordance with the requirements of the Act, and ensure their submission to the Registrar of Incorporated Societies following approval by the Members at an Annual General Meeting;
- (e) Act as a signatory or co-signatory for electronic payments, in accordance with the Institute's financial policies and procedures as outlined in Rule 28 and/or Appendix B or Appendix C;

## **20. Appointment of Board Members**

20.1. The process for electing Board Members shall be conducted as follows:

- (a) Board Members shall be elected during Annual General Meetings. All Members of the Board shall be eligible for re-election, if nominated.
- (b) The Board will consist of at least 3 Executive Board Members and not more than 12 total Board Members, elected to terms as outlined below. Specific Board roles include:
  - (i) Chairperson, elected to a 3 year term;
  - (ii) Secretary, elected to a 3 year term;
  - (iii) Treasurer, elected to a 3 year term;
  - (iv) Senior Board Member (maximum of 4), elected to a 2 year term; and
  - (v) Board Member (maximum of 5), elected to a 1 year term.
- (c) The Executive Board Members (Chairperson, Secretary, and Treasurer) shall be elected to three year terms, with one position elected each year unless a position is vacated. Senior Board Members shall be elected to 2 year terms with half of the positions elected each year unless vacated. All Board Members shall be elected each year.
- (d) A majority of the total Board Members must be Members of the Institute.
- (e) Preliminary Notice of an election shall be provided to Members by the Secretary at least 28 days prior to the date on which an election is to take place. Such preliminary Notice shall include a call for nominations for election to a position on the Board;

- 20.2. Nominations to the Board shall close at 4 p.m. on the 10th day after the day on which the call for nominations is made under 20.1(d).
- 20.3. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Institute at least 18 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.
- 20.4. 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 Board (excluding those in respect of whom the votes are tied).
- 20.5. A person may be nominated for more than one position on the Board but shall only be elected to one position unless the Members decide otherwise by majority vote;
- 20.6. A person may be re-elected to the same position on the Board;
- 20.7. Where a Member is unable to attend an election, that person may cast their vote in the manner proscribed by the Secretary. Such details will be issued alongside the nominee information.
- 20.8. Where a nomination to the Board is received from the floor on the day of the meeting, in accordance with Rule 11.9, voting on that nomination shall be limited to those Members present and voting at that meeting;
- (a) Where a position is left unfilled, the Board shall be responsible to the Membership for the effective and efficient administration of all duties normally allocated to the unfilled position. This may be done at the discretion of the Board provided that the voting rights of the position shall not be exercised;
- 20.9. The failure for any reason of any eligible voting Member to receive such Notice of the General Meeting shall not invalidate the election.
- 20.10. In addition to Board Members elected under the foregoing provisions of this rule, the Board may appoint other Officers for a specific purpose, such as to fill a vacancy, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Board, any person so appointed shall have full speaking and voting rights as an Officer and Board Member 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 Rule 16).
- 20.11. 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 Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

## **21. Cessation of Board Membership**

- 21.1. Persons cease to be Board Members when:
- (a) They resign by giving written Notice to the Board;
- (b) They are removed by majority vote at an Institute Meeting;
- (c) Their Term expires;

- (d) They become deceased.
- 21.2. A Board Member can also be removed as an Officer by resolution of the Board or the Institute, where in the opinion of the Board or the Institute—
- (a) the Board Member elected to the Board has been absent from 3 Board Meetings without leave of absence from the Board;
  - (b) the Board Member has brought the Institute into disrepute;
  - (c) the Board Member has failed to disclose a conflict of interest; or
  - (d) the Board passes a vote of no confidence in the Board Member.
- 21.3. Where a vote of no-confidence is sustained against a Member of the Board by the Board, then a Special General Meeting will be called. It shall then be decided by special resolution at that meeting as to whether the particular Board Member remains in office and, if so, under what conditions.
- 21.4. Removal of a Board Member will have effect from the date specified in a resolution of the Board or Institute.
- 21.5. If a person ceases to be a Board Member, that person must within one month give to the Board all Institute documents and property in their possession.

## **22. Conduct of Board Meetings**

- 22.1. A quorum for meetings of the Board shall be 3 Board Members. No business shall be transacted at any meeting of the Board unless a quorum is present.
- 22.2. A meeting of the Board may be held either—
- (a) by a number of the Members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - (b) by means of electronic communication by which all Members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
  - (c) A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Board shall have one vote.
- 22.3. The Chairperson shall chair Board Meetings, or if the Chairperson is absent, the Secretary shall chair the Board Meeting. If the Secretary is also absent, the Board shall elect a Board Member to chair that meeting.
- 22.4. Every Matter dealt with by the Board, unless otherwise provided for in this Constitution, shall be decided by a majority vote. The Chairperson or person Acting as Chairperson has a casting vote.
- 22.5. Only Board Members present at a Board Meeting or participating by telephone or video conference, may vote at that Board Meeting.
- 22.6. Subject to this Constitution, the Board may regulate its own practices.

## **23. Sub-committees**

- 23.1. The Board may appoint sub-committees of such persons (whether or not Members or Officers of the Institute) and for such purposes as it thinks fit. Unless otherwise resolved by the Board—
- (a) There will be at least one Board Member assigned to each sub-committee;
  - (b) the quorum of each sub-committee is half the Members of the sub-committee but not less than 2;
  - (c) no sub-committee shall have power to co-opt additional Members without the approval of the Board;
  - (d) a sub-committee must not commit the Institute to any financial expenditure without express authority from the Board, and;
  - (e) a sub-committee must not further delegate any of its powers.
- 23.2. Membership of a sub-committee established under rule 24.1 provides individuals with valuable opportunities to contribute to the work of the Institute without conferring the status of a Board Member or an Officer as defined by the Act 2022. Sub-committee Members can:
- (a) Engage in meaningful discussions and activities aligned with the specific mandate given to the sub-committee by the Board;
  - (b) Attend Board meetings when expressly invited, fostering collaboration and communication between sub-committees and the Board;
  - (c) Contribute their expertise and insights to support the Institute's goals while working within the framework established by the Board;
  - (d) Enjoy a focused role that allows them to concentrate on specific tasks and objectives relevant to their sub-committee's purpose, and;
  - (e) Participate in a supportive environment that encourages shared learning and development, enhancing their understanding of the Institute's operations.

#### **24. Conflicts of Interest**

- 24.1. 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)—
- (a) to the Board and/or sub-committee, and
  - (b) in an Interests Register kept by the Board.
- 24.2. 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.
- 24.3. An Officer or Member of a sub-committee who is an Interested Member regarding a Matter—
- (a) must not vote or take part in any decision relating to the Matter unless all Members of the Board and/or sub-committee 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 Board and/or sub-committee who are not interested in the Matter consent; but

- (c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 24.4. 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.
- 24.5. 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.
- 24.6. 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 Board shall consider and determine the Matter.

## **RECORD KEEPING MONEY AND OTHER ASSETS OF THE INSTITUTE**

### **25. Use of Money and Other Assets**

- 25.1. The funds and property of the Institute shall be—
  - (a) Controlled, invested and disposed of by the Board, subject to this Constitution; and
  - (b) devoted solely to the promotion of the purposes of the Institute.
- 25.2. The Board shall maintain bank accounts in the name of the Institute.
- 25.3. All money received on account of the Institute shall be banked within 14 days of receipt.
- 25.4. All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 25.5. The Board must ensure that there are kept at all times accounting records that—
  - (a) correctly record the transactions of the Institution, and
  - (b) allow the Institute to produce financial statements that comply with the requirements of the Act, and
  - (c) would enable the financial statements to be readily and properly audited.
- 25.6. The Board must establish and maintain a satisfactory system of control of the Institute's accounting records.
- 25.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Institute.

### **26. Financial Year**

- 26.1. The financial year of the Institute begins on 1 April of every year and ends on 31 March of the next year.

### **27. Joining Fees, Subscriptions and Levies**

- 27.1. The Board shall propose, subject to ratification by majority vote at an Institute Meeting:
  - (a) What a Member must pay to have their details and reasons for joining verified ("Verification Fee");



- (b) What a Member must pay in order to stay a Member (“Subscription”) and how often this must be paid; and
  - (c) Any additional levies greater than \$20.00 per Member in any one financial year.
- 27.2. The Board may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.
- 27.3. If any Member does not pay a Subscription or levy by the date set by the Board or the Institute, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Institute Activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full.
- 27.4. For the purposes of encouraging new Memberships in the Institute the Board shall have the right to offer a temporary discounted Membership fee in association with any specific event or special promotion, provided that the Board agrees to those discounts by unanimous vote at the Board meeting which considers such discounts:

## 28. Receipt and Payment of Monies

- 28.1. Any monies received into or paid out by the Institute shall be done so under the conditions set out in **Error! Reference source not found.** or **Error! Reference source not found.** to this Constitution.
- 28.2. The Board may make amendments to **Error! Reference source not found.** or **Error! Reference source not found.** without requiring an Institute meeting provided that the following criteria are met:
- (a) Notification of any proposed amendments to **Error! Reference source not found.** or **Error! Reference source not found.** shall be sent to all Members at least 14 days prior to any Board meeting which considers those amendments;
  - (b) Such notification will include a written explanation of the reasons for the proposed amendments and invite comments from the Members;
  - (c) If no objection from a Member is received within the specified timeframe, the Board may make the amendment. However, if such an objection is received, the adoption of said changes will be deferred until they are voted on at a General Meeting of the Institute;
  - (d) Any comments from Members responding to the notification under 28.2(a), not being objections under 30.2(c), shall be forwarded to all Board Members for consideration;
  - (e) Subject to 30.2(c) the Board may modify the proposed amendments after considering any comments from Members;
  - (f) Any modifications made pursuant to 30.2(e), provided they do not substantially alter the nature or intent of the originally proposed amendments, shall not require further notification to be made pursuant to 30.2(a);
- 28.3. Ratification of any amendments to **Error! Reference source not found.** or **Error! Reference source not found.** shall require a unanimous vote of all Members of the Board who are present at that Board meeting.

## 29. Appointing an Auditor

- 29.1. At an Annual General Meeting, the Institute may by majority vote appoint someone to audit the Institute (“the Auditor”). The Auditor shall audit the Institute’s accounts, and shall certify that they are correct. The Auditor must be a Member of the New Zealand Institute of Accountants, and must not be a Member of the Institute. If the Institute appoints an Auditor who is unable to Act for some reason, the Board shall appoint another Auditor as a replacement.

## **DISPUTE RESOLUTION PROCEDURES**

### **30. Disputes**

- 30.1. A dispute is a disagreement or conflict involving the Institute and/or its Members in relation to specific allegations set out below.
- 30.2. The disagreement or conflict may be between any of the following persons—
- (a) 2 or more Members;
  - (b) 1 or more Members and the Institute;
  - (c) 1 or more Members and 1 or more Officers;
  - (d) 2 or more Officers;
  - (e) 1 or more Officers and the Institute; or
  - (f) 1 or more Members or Officers and the Institute.
- 30.3. The disagreement or conflict may relate to any of the following allegations—
- (a) a Member or an Officer has engaged in misconduct;
  - (b) a Member or an Officer has breached, or is likely to breach, a duty under the Institute’s Constitution or bylaws or the Act;
  - (c) the Institute has breached, or is likely to breach, a duty under the Institute’s Constitution or bylaws or the Act; or
  - (d) a Member’s rights or interests as a Member have been damaged or Member’s rights or interests generally have been damaged.
- 30.4. A Member or an Officer may make a complaint by giving to the Board a Notice in writing that—
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Institute’s Constitution; and
  - (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - (c) sets out any other information or allegations reasonably required by the Institute.
- 30.5. The Institute 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—
- (a) states that the Institute is starting a procedure for resolving a dispute in accordance with the Institute’s Constitution; and
  - (b) sets out the allegation to which the dispute relates.

- 30.6. 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.
- 30.7. A complaint may be made in any other reasonable manner permitted by the Institute's Constitution.

### **31. Rights of Complainants**

- 31.1. All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Institute's activities.
- 31.2. The complainant raising a dispute, and the Board, 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.
- 31.3. 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.
- (a) If the Institute makes a complaint—
- (i) the Institute has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii) an Officer may exercise that right on behalf of the Institute.
- 31.4. 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—
- (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 Institute's written or verbal statement or submissions (if any) are considered by the decision-maker.

### **32. Rights of Respondents**

- 32.1. The respondent of a complaint has a right to be heard before the complaint is resolved or any outcome is determined. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Institute (the 'respondent')—
- (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under the Institute'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 generally.
- 32.2. If the respondent is the Institute, an Officer may exercise the right on behalf of the Institute.

- 32.3. 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.

### 33. Board Disputes against Members

- (a) If, for any reason whatsoever, The Board is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purpose of the Institute, the Board may give Notice of this to the Member. In doing so, the Board must:
  - (i) Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Institute;
  - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership;
  - (iii) State that if, within 14 days of the Member being deemed to have received the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership;
  - (iv) State that if the Board terminates the Member's Membership, the Member may appeal to the Institute;
- (b) 14 days after the Member is deemed to have received the Board's Notice, the Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member Written Notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Institute at the next Meeting by giving Written Notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice;
- (c) If the Member gives the Member's Notice to the Secretary in accordance with **Error! Reference source not found.**, the Member will have the right to be fairly heard at the next Institute Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Institute Members have had sufficient time to consider the Member's Explanation, the Member may defer their right to be heard until the following Institute Meeting;
- (d) When the Member is heard at an Institute Meeting, the Institute may question the Member and the Board Members;

- (e) The Institute Meeting shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Institute Meeting's decision will be the final determination of that Termination Notice.

### **34. Dispute Process**

- 34.1. 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.
- 34.2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 34.3. Despite the 'Investigating and determining dispute' rule above, the Institute 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 Institute has materially breached, or is likely to materially breach, a duty under the Institute'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.
- 34.4. The Institute may refer a complaint to—
  - (a) a subcommittee or an external person to investigate and report; or
  - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 34.5. 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).

### **35. Selection of dispute Decision-makers**

- 35.1. A person may not Act as a decision maker in relation to a complaint if 2 or more Members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
  - (a) impartial; or
  - (b) able to consider the Matter without a predetermined view.

## **ALTERING THE CONSTITUTION**

### **36. Altering the Constitution**

- 36.1. No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 36.2. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 36.3. The Institute may alter or replace this Constitution at an Institute Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 36.4. Any proposed motion to amend or replace this Constitution shall be signed by at least 8 Members and given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 36.5. At least 14 days before the General Meeting at which any Constitutional change is to be considered the Secretary shall give to all Members Notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 36.6. The Board will ensure that all constitutional amendments will be notified to the Registrar of the Incorporated Societies in accordance with the timeframes specified in the Act.

## **LIQUIDATION OF THE INSTITUTE**

### **37. Initiating liquidation**

- 37.1. The Institute may be liquidated in accordance with the provisions of Part 5 of the Act.
- 37.2. The Board shall give 28 days written Notice to all Members of the proposed resolution to put the Institute into liquidation.
- 37.3. The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 37.4. Any resolution to put the Institute into liquidation must be passed by a two-thirds majority of all Members present and voting.

### **38. Disposal of surplus assets**

- 38.1. If the Institute is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 38.2. 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 the charity, incorporated society, or society selected by simple majority at a General Meeting.
39. 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, so long as the Institute complies with this Constitution and the Act in all other respects.

## DEFINITIONS

40. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- 40.1. '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.
  - 40.2. '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.
  - 40.3. 'Approved Employer' means an agency or organisation which has entered into an agreement with the Institute to manage and pay for their employees to be Members.
  - 40.4. 'Board' means the Institute's governing body.
  - 40.5. 'Executive Board' means the Board positions of Chairperson, Secretary, and Treasurer.
  - 40.6. 'Chairperson' means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for the Institute.
  - 40.7. 'Constitution' means the rules in this document.
  - 40.8. 'Deputy Chairperson' means the Officer elected or appointed to deputise in the absence of the Chairperson.
  - 40.9. 'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Institute.
  - 40.10. 'Interested Member' means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.
  - 40.11. 'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
  - 40.12. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  - 40.13. 'Matter' means—
    - (a) the Institute's performance of its Activities or exercise of its powers; or
    - (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Institute.
  - 40.14. '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.
  - 40.15. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Institute.
  - 40.16. 'Notice' to Members includes any Notice given by email, post, or courier.
  - 40.17. 'Officer' means a natural person who is:

- (a) a Member of the Board, or
- (b) 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 or Treasurer.

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

40.19. 'Secretary' means the Officer responsible for the Matters specifically noted in this Constitution.

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

40.21. 'Treasurer' means the Officer responsible for the financial matters of the Institute, including overseeing budgeting, financial reporting, and ensuring the financial health of the organisation, as outlined in this Constitution.



## Appendix A: Approved Employer Scheme

### 1. Approved Employers Scheme

- 1.1. Government agencies and organisations can apply to the Membership Coordinator to become an Approved Employer as defined under Rule 5. Under this Scheme, Employers paying for their employees' memberships will benefit from reduced rates.
- 1.2. All employees nominated by an Approved Employer will be eligible for Full Membership.
- 1.3. The following discounts will apply where a government department or agency qualifies for Approved Employer status:
  - (a) For fewer than 5 Memberships: no discount;
  - (b) For 5 to 9 Memberships: 5% discount;
  - (c) For 10 to 19 Memberships: 10% discount;
  - (d) For 20 to 49 Memberships: 15% discount;
  - (e) For 50 to 99 Memberships: 20% discount;
  - (f) For over 100 Memberships: 25% discount.
- 1.4. Process for Obtaining Discount
  - (a) Where a New Zealand agency or organisation wishes to take advantage of the discounts under this rule, that agency or organisation shall be responsible for:
    - (i) Nominating an Internal Membership Administrator, who will have the authority to manage memberships within the agency or organisation;
    - (ii) Paying the membership fees for all nominated persons;
    - (iii) Maintaining a list of nominated persons approved to join the scheme;
    - (iv) Updating the Institute when a nominated person is no longer entitled to be covered by the parent agency or organisation;
    - (v) Ensuring that all nominated persons are aware of the requirement to submit an application form providing their consent to become a member.
- 1.5. Process for Invoicing Fees, Subscriptions and Discounts
  - (a) At the beginning of each financial period, the Institute's Membership Coordinator will agree with the Internal Membership Administrator how many nominated persons will be covered over the next 12 months. A single invoice will be issued to cover the costs of membership for those individuals, with the relevant discount model applied.
  - (b) Refunds will not be issued for any memberships that become unfilled during the payment term.

## Appendix B: Receipt and Payment of Monies.

### 1. Receipt of Monies

- 1.1. The Institute may receive monies including but not limited to payment of application fees, subscriptions, fees for specific events, or sponsorships.
- 1.2. Monies may be received in any of the following ways which the NZIIP may choose to implement from time to time:
  - (a) Credit card payment made online or by other credit card payment processing system(s)
  - (b) EFTPOS or other cash-based payment processing system(s)
  - (c) Direct Credit to the Institute bank account
  - (d) Cheque
  - (e) Cash
  - (f) Other payment systems which are, or may from time to time become, accepted as standard methods of payment in a commercial environment and which the Committee chooses to implement.
- 1.3. The Institute shall issue an automated online invoice/receipt or a manual invoice/receipt as appropriate for receipt of payments.
- 1.4. Donations may be received by the Institute in support of its aims and activities. Donations shall be treated in accordance with prevailing legislation at the time of that donation, but will normally be deemed to be a gift and not income derived the activities of the Institute. As such, an Institute invoice will not be issued for a donation but the Institute may, at its discretion, issue a receipt or letter of acknowledgement to the donor.

### 2. Payments of Monies

- 2.1. The Institute may pay out monies related to the running or activities of the Institute. Such payments may include: payments for or reimbursement of expenses incurred in administering the Institute or its activities; and reimbursement of subscriptions or other such monies received in the normal course of Institute activities for which a refund is required.
- 2.2. Monies may be paid out by way of:
  - (a) Cheque drawn on the Institute's bank account
  - (b) Electronic transfer of funds from the Institute's bank account – whether by use of an Institute EFTPOS card or other cash-based payment processing system(s)
  - (c) Use of an online banking system from the Institute's bank account
  - (d) an Institute credit card (subject to the criteria in **Error! Reference source not found.**)
  - (e) Other payment systems which are, or may from time to time become, accepted as standard methods of payment in a commercial environment and are implemented by the Institute.

### **3. Authorisation of Payment of Monies**

The process for authorisation of payments will be as follows:

- 3.1. For payments (excluding credit card payments) up to a value of \$500, payment may be made under the authority of the Treasurer of the Institute acting as the sole authorising person.
- 3.2. Where a payment is made by one authorising person, prior to that payment being made the value of and reasons for that payment shall be communicated to the Committee in writing and approval gained from either the majority of the Committee or one Officer of the Institute (not being the person making that authorisation).
- 3.3. For payments (excluding credit card payments) over \$500, payment shall require two Committee Members to authorise that payment or countersign that cheque.
- 3.4. Where payment is made by cheque drawn on the Institute bank account each authorising person(s) must be an authorised signatory for that account.
- 3.5. Credit card payments will be subject to the criteria in **Error! Reference source not found.**

### **4. Receipts for and Reports on Payment of Monies**

- 4.1. For all payments, whether by credit card or other payment means, the Treasurer will maintain a record of the reason for and amount of any payment together with documentation which validates that payment (such as receipts for expenses incurred or correspondence relating to the need for a refund).
- 4.2. At the Committee's request, and following reasonable Notice from the Committee, the Treasurer shall provide a report on payments made by the Institute in the then current financial year, or part thereof, as specified by the Committee.

## **Appendix C: Institute Credit Card Policy**

### **1. Issue and Use of NZIIP Credit Cards**

- 1.1. The Institute may use credit cards as a means of paying for Institute expenses.
- 1.2. Credit cards may be provided to Board Members or nominated persons whose role requires them to incur Institute-related expenses in the course of carrying out their normal duties/activities on behalf of the Institute.
- 1.3. For the purpose of this policy, credit card expenditure is only deemed to be Institute expenditure when it is directly related to duties or activities carried out on behalf of the Institute.
- 1.4. All Institute credit cards will be issued in the name of the individual cardholder.
- 1.5. NZIIP credit cards must be used only for Institute purposes and are not to be used for personal or private use.
- 1.6. Any private expenditure paid by an Institute credit card in error will be reimbursed by the card holder immediately that error becomes known.
- 1.7. NZIIP will not be liable for any personal or unauthorised transactions by the credit card holder; liability for these will rest solely with the cardholder.

### **2. Credit limits**

- 2.1. The following credit limits shall be standard for Institute credit cards:
  - (a) Treasurer - \$2,500
  - (b) Chairperson - \$1,500
  - (c) Secretary - \$1,500
  - (d) Other nominated card holders - \$1,000
- 2.2. The normal credit limit may be temporarily increased or additional funds credited to the card when it is known that the credit card holder's expenditure on behalf of the Institute is likely to exceed the normal credit limit. Examples of this can include but is not limited to:
  - (a) Expenses related to an annual conference or similar NZIIP event;
  - (b) arranging travel for an overseas speaker;
  - (c) when the credit card holder is required to travel overseas on Institute business.
- 2.3. Any increase in credit limit shall only occur subject to rule 31.1(a), and requires two authorised signatories to advise the bank. Such signatories are not to include the cardholder.

### **3. Expenditure limits**

- 3.1. Credit card expenditure on any one item will require the following authorisation:
  - (a) For payments up to a value of \$500, payment may be made by the cardholder;
  - (b) For payments over \$500, prior to that payment being made the cardholder shall communicate to the Board in writing the value and purpose of that payment and have

received approval for that payment from either the majority of the Board or one Officer of the Institute (not being the person making that payment).

- 3.2. The Treasurer will monitor credit card usage on behalf of the Institute and bring to the attention of the cardholder and Board any item or pattern of expenditure which may cause financial or reputational difficulties for the Institute.

#### **4. Validation of Credit Card Expenditure**

- 4.1. All expenditure on an Institute credit card will be validated by receipts detailing that expenditure.
- 4.2. The cardholder assigned that credit card will bear sole responsibility for obtaining and retaining receipts for any expenditure on that card and shall submit these electronically within 2 weeks of purchase to allow for validation of those expenses.
- 4.3. Where a receipt is lost or otherwise unavailable a written explanation shall be provided to support that expenditure. The Board will have sole discretion to determine whether any such unreceipted expenditure is valid Institute expenditure.
- 4.4. Where the Board determines that credit card expenditure is not valid Institute expenditure then the cardholder will be solely responsible for reimbursing the Institute for that expenditure.

#### **5. Requesting a Credit Card**

- 5.1. A nominated cardholder requesting a credit card or a permanent increase in credit limit of a card must first read this policy and then seek approval in writing from the Board.
- 5.2. Where an increase of credit card limit requires a change to this **Error! Reference source not found.** this change shall be subject to rule 28.2.
- 5.3. If approved, any such issue of a credit card or increase of credit limit requires two authorised signatories to advise the bank. Such signatories are not to include that cardholder.
- 5.4. Acceptance of an Institute credit card is deemed to be the cardholder's acknowledgement that they have read, understood and agree to this credit card policy and procedures.

#### **6. Cancellation of Institute Credit Cards**

- 6.1. The Board may at any time and at its sole discretion determine to cancel any Institute credit card.
- 6.2. Any such cancellation of a credit card may be enacted by two authorised signatories advising the bank. In the case of cancellation these signatories may include the cardholder.
- 6.3. Any cancelled credit card shall be returned to the bank for destruction or destroyed by the Board, provided that there are two witnesses to that destruction.
- 6.4. Should any individual who holds an Institute credit card cease to serve on either the Board or an Institute sub-committee, they shall immediately return any credit card in their possession for cancellation and/or destruction.

## **7. Reports on Credit Card Use**

- 7.1. Pursuant to rule 4, receipts for credit card expenditure will be submitted to the Treasurer for validation of payment of that expenditure by the Institute.
- 7.2. The Treasurer will ensure that all records and documentation related to credit card payments are correctly and accurately assigned to the appropriate payment within the Institute's accounting system.
- 7.3. Any Member shall bring to the Board's Notice any expenditure on an Institute credit card which they deem is unwarranted or inappropriate to the Institute's aims or purposes.
- 7.4. At the Boards request, and following reasonable Notice from the Board, the Treasurer shall provide a report on credit card usage by the Institute in the then current financial year, or part thereof, as requested by the Board.