

Constitution of Latin  
America New Zealand  
Business Council  
Incorporated

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# Table of Contents

- 1. DEFINITIONS AND INTERPRETATION..... 4
- 2. NAME ..... 4
- 3. REGISTERED OFFICE ..... 4
- 4. OBJECTS ..... 5
- 5. MEMBERSHIP ..... 5
- 6. ANNUAL SUBSCRIPTIONS ..... 6
- 7. CESSATION OF MEMBERSHIP ..... 6
- 8. ANNUAL GENERAL MEETINGS..... 7
- 9. SPECIAL MEETINGS..... 8
- 10. QUORUM FOR GENERAL MEETINGS..... 9
- 11. CHAIRPERSON AT GENERAL MEETINGS ..... 9
- 12. ADJOURNMENT OF GENERAL MEETINGS..... 10
- 13. VOTING AT GENERAL MEETINGS..... 10
- 14. PROXIES / REPRESENTATIVES ..... 11
- 15. MANAGEMENT AND ORGANISATION ..... 11
- 16. PROCEEDINGS OF THE BOARD ..... 13
- 17. POWERS OF THE BOARD ..... 14
- 18. REMUNERATION ..... 15
- 19. EXECUTIVE DIRECTOR ..... 15
- 20. PATRON ..... 16
- 21. FUNDS AND PROPERTY ..... 16
- 22. SEAL ..... 17
- 23. INSPECTION OF RECORDS..... 17
- 24. ACCOUNTS ..... 17
- 25. AUDIT..... 17

26. NOTICES ..... 17

27. INDEMNITY ..... 18

28. ALTERATION OF THE CONSTITUTION ..... 18

29. WINDING UP..... 18

# Constitution of the Latin America New Zealand Business Council Incorporated

## 1. Definitions and Interpretation

### 1.1 Definitions

In this Constitution, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908 and includes any statute amending or replacing the Incorporated Societies Act 1908;

**Annual Subscription** means the annual fees for membership of the Council set by the Board pursuant to clause 6 and payable by all Members;

**Board** means the board of Directors of the Council;

**Council** means the Latin America New Zealand Business Council Incorporated;

**Constitution** means this constitution;

**Director** means:

- (a) a director of the Board elected pursuant to clause 15.1; or
- (b) an ex-officio director of the board appointed in accordance with clause 15.2;

**General Meeting** means an annual general meeting or a special meeting;

**Member** means a member of the Council;

**Patron** means a person appointed by the Board as a patron pursuant to clause 20;

**Registered Office** means the registered office for the time being of the Council; and

**Seal** means the common seal of the Council.

### 1.2 Interpretation

- (a) Words importing the singular include the plural, and vice versa.
- (b) Words importing any gender include the other gender.
- (c) Headings are for convenience only and do not affect the interpretation of this Constitution.
- (d) References to clauses are references to clauses in this Constitution.

## 2. Name

The name of the Council is the Latin America New Zealand Business Council Incorporated.

## 3. Registered Office

The Registered Office of the Council is the place designated by the Board from time to time subject to notification of the Registrar of Incorporated Societies in accordance with the Act.

## 4. Objects

The objects of the Council are:

- (a) To promote and foster long term economic and trade relations between New Zealand and the countries of Argentina, Brazil, Chile, Colombia, Mexico, Uruguay, Peru, Cuba and others.
- (b) To promote friendship and understanding between the business communities of New Zealand and the countries of Argentina, Brazil, Chile, Colombia, Mexico, Uruguay, Peru, Cuba and others and establish an effective high level consultative relationship.
- (c) To formulate and recommend basic policies to Government for the promotion of trade between those countries.
- (d) To encourage the freer flow of economic information.
- (e) To hold joint meetings with counterpart organisations for the purpose of consultation on problems affecting the trading relationship and seeking mutually agreed solutions as appropriate.
- (f) To remain in close contact with the Latin American counterpart organisations and in concert with those organisations in arranging regular meetings alternately between the countries.
- (g) To maintain liaison with Ministries, trading and other associations, as appropriate, for the purpose of exchanging views, disseminating knowledge and information and generally creation of awareness of the Council's activity.

## 5. Membership

### 5.1 Eligibility

Applicants for membership must:

- (a) be supportive of the objects of the Council; and
- (b) have some connection or interest with trade and commerce between New Zealand and the countries of Argentina, Brazil, Chile, Colombia, Mexico, Uruguay, Peru, Cuba and others.

### 5.2 Application

All applications for membership of the Council must be forwarded to the Board and shall be in the form prescribed by the Board from time to time. Any applicant for membership of the Council may, prior to acceptance of its application, withdraw its application by notifying the Board in writing.

### 5.3 Privacy Act 1993

For the purposes of the Privacy Act 1993, applicants must ensure that:

- (a) details of any employees included in the application are accurate and current; and

- (b) any employees included in the application have consented to their names being listed in any directory of Members the Council may maintain and to any such directory of Members (or access to any such directory of Members), being provided to non-members.

#### **5.4 Admission by Board**

- (a) The Members of the Council shall be those persons (including individuals or organisations) as the Board may admit from time to time.
- (b) An applicant will become a Member of the Council upon being approved for membership of the Council by the Board. The Board shall notify the Member of the Board's decision. The Board is not required to give reasons for its refusal to approve an applicant for membership of the Council.
- (c) Every applicant accepted as a Member shall be bound by the Constitution and by any rules, regulations or by-laws of the Council that are in force from time to time.

### **6. Annual Subscriptions**

- (a) Subject to the Constitution, Annual Subscriptions payable by Members will be set by the Board.
- (b) The Board may, in its discretion:
  - (i) waive or postpone the payment of Annual Subscriptions by any Member; or
  - (ii) reduce the Annual Subscriptions payable by any Member.
- (c) Annual Subscriptions must be paid annually in advance.

### **7. Cessation of Membership**

#### **7.1 Cessation**

Persons or organisations will cease to be Members of the Council:

- (a) by resolution of the majority of the Board in accordance with clause 7.2; or
- (b) by voluntary resignation given in writing to the Board, such resignation taking effect from the date that the notice of resignation is received by the Board or such later date as specified in the notice of resignation.

#### **7.2 Expulsion**

The Board may resolve to expel a Member in accordance with the provisions of this clause if:

- (a) the Member has wilfully refused or neglected to comply with the provisions of the Constitution or any other rules, regulations, or by-laws made by the Board from time to time in accordance with the Constitution;
- (b) the Member has failed to pay the Annual Subscription payable by the Member for a period greater than 90 days from the due date;

- (c) the Member has engaged in conduct which, in the opinion of the Board, is unbecoming of a Member or may prejudice the interests or reputation of the Council;
- (d) the Member, if an individual, is declared bankrupt or enters into a composition or arrangement with his or her creditors; or
- (e) the Member, if a company or other incorporated or unincorporated body:
  - (i) is placed in any form of liquidation, receivership, bankruptcy or administration;
  - (ii) enters into an arrangement with its creditors; or
  - (iii) is the subject of a resolution passed by its shareholders or members to wind up or dissolve the Member.

### **7.3 Notice of expulsion**

- (a) The Board must give a Member proposed to be expelled, written notice at least one week before the Board meeting at which the expulsion of the Member is to be considered. The notice must contain details of what is alleged against the Member, evidence to support the allegation, the intended wording of the resolution expelling the Member and must inform the Member of the Member's right to appear before the Board to offer any explanation or defence relating to the expulsion.
- (b) A Member proposed to be expelled may make a written submission to the Board in support of the Member's continued membership of the Council, and the Board must consider any such submission before voting on the Member's expulsion.
- (c) A resolution to expel a Member will be valid if passed by a simple majority of the Board.
- (d) The Board must inform the Member in writing within 7 days of the Board's decision to expel the Member, such expulsion to take effect from the date specified in that notice.

### **7.4 Liability for subscription**

Unless the Board resolves otherwise, resigning Members are liable for the Annual Subscription due in the financial year in which they resign.

### **7.5 Return of materials**

Any Member resigning or being expelled from the Council must upon written request return to the Board any documents, papers or other material connected with the activities of the Council in the Member's possession at the date of resignation or expulsion.

## **8. Annual General Meetings**

### **8.1 Date of meeting**

The annual general meeting of the Council must be held no later than the 30th day of April in each year on a date and at a time and place fixed by the Board.

## **8.2 Objects of meeting**

The annual general meeting has the following objects:

- (a) to elect the Board for the ensuing year;
- (b) to appoint an auditor or resolve not to appoint an auditor;
- (c) to receive the annual report of the Board on the affairs of the Board, and a statement of the financial affairs of the Council; and
- (d) to consider any notice of motion of which due notice has been given.

Any other business at the annual general meeting is special business of which notice must be given to Members in the notice calling the annual general meeting, in accordance with clause 8.3 and 8.4 below.

## **8.3 Notices of motion**

- (a) Members wishing to bring before the annual general meeting any business other than that referred to in 8.2 above must give notice of motion of that business in writing to the Board not later than one calendar month prior to the annual general meeting.
- (b) Notwithstanding (a) above, the Board may allow to come forward notices of motion received before the meeting but in respect of which there has not been the required period of notice.

## **8.4 Notice of meeting**

- (a) The Board must send a notice in writing (by post, facsimile or email), to all Members, stating the date, time and place of the annual general meeting and copies of notices of motion to be dealt with at the meeting, no later than 14 days prior to the annual general meeting.
- (b) Accidental failure to give notice, or non-receipt of notice by one or more Members, does not invalidate proceedings at the annual general meeting.

# **9. Special Meetings**

## **9.1 Board may convene meeting**

The Board may convene a special meeting whenever it thinks fit.

## **9.2 Notice of meeting**

The Board must send a notice in writing (by post, facsimile or email) to all Members, stating the date, time and place of the special meeting and the nature of the business to be dealt with at the meeting including the text of any proposed resolutions, not later than 21 days prior to the special meeting.

## **9.3 Members may convene meeting**

- (a) Upon a written request from not less than 20% of the Members eligible to vote the Board must convene a special meeting.

- (b) Any such request must state the reason for the meeting, include the text of any proposed resolutions, state the names of the requesting Members and be signed by the requesting Members and be delivered to the Registered Office.
- (c) If within 21 days of receiving a written request for a meeting the Board has not given notice of a special meeting, any 10 or more of the requesting Members may themselves give notice of a special meeting of the Members of the Council.
- (d) A special meeting convened by the requesting Members must be convened in the same manner (or as nearly as possible) as that in which special meetings of the Council are convened by the Board.
- (e) Any reasonable expenses incurred by the requesting Members as a consequence of by the Board's failure to give notice of a special meeting must be refunded to the requesting Members by the Council.

## 10. Quorum for General Meetings

### 10.1 Quorum

No business may be transacted at any General Meeting unless a quorum of Members is present at the time the meeting proceeds to business. Seven Members present in person or by electronic means, by representative or by proxy, constitute a quorum.

### 10.2 If no quorum present

If a quorum is not present within half an hour from the time appointed for the General Meeting then:

- (a) the General Meeting is dissolved if it was convened on the request of Members; or
- (b) in any other case the General Meeting stands adjourned to such day (not being more than 28 days after the appointed date) and at such time and place as the Board determines.

If at any General Meeting held following an adjournment pursuant to the above a quorum is not present within half an hour from the time appointed for the meeting then:

- (c) five Members present in person, by representative or by proxy constitutes a quorum; and
- (d) if such a quorum is not present, the General Meeting is dissolved and may not be readjourned; in which case notice of a new General Meeting must be given in accordance with the Constitution if it is proposed to proceed with the General Meeting.

## 11. Chairperson at General Meetings

- (a) The chairperson of the Board, elected in accordance with clause 15.1, shall be chairperson at General Meetings of the Council. If the current chairperson resigns, the deputy chairperson will be the interim chairperson until a new chairperson is elected in accordance with clause 15.1.

- (b) If within fifteen minutes after the time appointed for holding the General Meeting no person entitled to act as chairperson is present, the Members present may elect one of their number as chairperson of the meeting.
- (c) For the avoidance of doubt, if, prior to a General Meeting, the chairperson has delivered a notice in writing to the Board stating that the chairperson cannot be present at that meeting, the deputy chairperson will be the chairperson for that meeting. If both the chairperson and deputy chairperson have delivered such notice, the Members present at the General Meeting mentioned in the notice may, immediately prior to the beginning of the meeting, elect one of their number to be chairperson of that meeting.

## 12. Adjournment of General Meetings

The chairperson may, and must if so directed by a resolution of the Members present at the meeting, adjourn a General Meeting on the following conditions:

- (a) only business left unfinished at the original General Meeting may be transacted at the adjourned General Meeting; and
- (b) if the General Meeting is adjourned for more than 28 days, notice of the adjourned General Meeting must be given in the same manner as for any new General Meeting.

## 13. Voting at General Meetings

- (a) At any General Meeting a resolution put to the vote must be decided on a show of hands unless a poll is demanded by the chairperson or a Member present in person, by representative or by proxy and entitled to vote at the General Meeting.
- (b) On a show of hands or a poll every Member who is entitled to vote, and who is present in person, by representative or by proxy, has one vote.
- (c) Notwithstanding any other provision of this Constitution, a Member whose Annual Subscription is unpaid is not entitled to vote at General Meetings.
- (d) If a poll is demanded it must be taken in the manner directed by the chairperson of the meeting, and may be taken after an interval or an adjournment. The demand for a poll may be withdrawn.
- (e) Unless a poll has been demanded in accordance with the above, a declaration by the chairperson that a resolution has been carried unanimously or by a certain majority, or lost, and an entry in the minute book to that effect, is conclusive of that fact.

In the case of the voting being equal, whether on a show of hands or on a poll, the chairperson of the meeting has a second, casting, vote.

## 14. Proxies / Representatives

### 14.1 Appointment

A Member may appoint an individual as that Member's representative or proxy, to attend and vote on the Member's behalf at any General Meeting.

### 14.2 Appointment must be in writing

Any appointment of a representative or proxy must be in writing, signed by the Member, and contain details of the meeting at which the representative or proxy is to vote and the manner in which he or she may vote.

The form of the instrument to appoint a representative or proxy shall be determined by the Board from time to time.

### 14.3 Notice of appointment

The instrument appointing the representative or proxy must be delivered to the Registered Office or emailed to the Council, no later than 48 hours prior to the time appointed for the General Meeting, and may be revoked in writing at any time before the commencement of the General Meeting.

## 15. Management and Organisation

### 15.1 Board of Directors

- (a) The Council shall have a Board of Directors. The Board shall have a minimum of 6 and a maximum of 13 members nominated in accordance with clause 15.3 and elected by the Members at the annual general meeting. For the avoidance of doubt, the ex-officio Director appointed in accordance with clause 15.2 shall not be included in calculating this minimum and maximum number of Directors.
- (b) Two of the 13 seats on the Board must be reserved for candidates from the South Island and/or the lower North Island of New Zealand. If only 1, or no, such candidates have been nominated in accordance with clause 15.3, then these reserved seats may be filled by candidates from any area. The ex-officio Director will not be eligible to fill these reserved seats.
- (c) Once the Board has been elected at the annual general meeting, the Board must then elect 3 of their number to act as chairperson, deputy chairperson and treasurer (the treasurer to be responsible for the financial management of the Council in conjunction with the Executive Director).
- (d) Candidates for election as Board members must be Members (or representatives of such Members) of good standing in the Council.

### 15.2 Ex-officio Director

- (a) In addition to the Directors elected in accordance with clause 15.1, the Board shall also have 1 ex-officio Director who is neither nominated nor elected but is appointed to the Board by virtue of his/her position in the Americas Division of the Ministry of Foreign Affairs and Trade. For clarity, the Ministry of Foreign Affairs and Trade will have this right despite it not being a Member of the Council.

- (b) The ex-officio Director will cease to hold that position when he/she no longer occupies the position granting him/her the role of ex-officio Director. His/her successor to that role will automatically take his/her place on the Board.
- (c) For the avoidance of doubt, the ex-officio Director shall have the same rights as other Directors in conducting Board business, but shall not be entitled to hold the position of chairperson, deputy chairperson or treasurer. As the ex-officio Director is not a Member of the Council, he/she shall not have any of the rights granted to Members under this Constitution.

### **15.3 Nominations**

- (a) Nominations for the Board may be made in writing by any Member of good standing, and must be lodged with the chairperson not less than 14 days prior to the date of the next annual general meeting.
- (b) Nominations must be signed by the nominee, the proposer and the seconder.

### **15.4 Number of Nominations**

- (a) If the number of candidates nominated for the Board does not exceed the number of vacancies then all the candidates nominated will be deemed to have been elected to the Board.
- (b) If the number of candidates nominated for the Board exceeds the number of vacancies, a poll of all Members entitled to vote at the annual general meeting must take place. The poll must be conducted in the manner directed by the chairperson.

### **15.5 Voting**

- (a) Where there is an equality of votes between two or more candidates, the chairperson must determine by poll which candidate or candidates will be elected.
- (b) The chairperson is the sole judge of the validity of votes returned in a poll, and his or her decision is conclusive and may not be questioned for any reason.
- (c) Upon completion of the vote count in the poll the chairperson must sign a certificate stating the names of the candidates and the number of votes cast for each. The certificate is conclusive, and is deemed to be a declaration of the final result.

### **15.6 Casual vacancies**

The Board may at any time appoint any Member of good standing in the Council or any employee or principal of a Member of good standing in the Council, to fill a casual vacancy.

### **15.7 Retirement**

All Board members (including the chairperson) are appointed for a term of one year and retire automatically from office at the conclusion of the next annual general meeting following the end of their one year term, but are eligible for reappointment if nominated in accordance with clause 15.3.

For the avoidance of doubt, the chairperson at the annual general meeting shall be the person who was chairperson immediately preceding the annual general meeting.

## **15.8 Termination**

The office of a Board member automatically terminates if the Board member:

- (a) becomes insolvent;
- (b) becomes, in the reasonable opinion of the Board, of unsound mind;
- (c) resigns his or her office by notice in writing to the Board;
- (d) is absent from 3 consecutive meetings of the Board without leave being granted by a resolution of the Board and the Board resolves that the Director has vacated office; or
- (e) ceases to be a Member.

## **16. Proceedings of the Board**

### **16.1 Meetings**

The Board members may meet either in person, by teleconference, videolink or the like, for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit provided that they meet at least three times in each calendar year.

A meeting of the Board may be convened at any time at the request of the chairperson, or any three or more members of the Board.

### **16.2 Quorum**

Four Board members are a quorum for any meeting of the Board.

### **16.3 Voting**

Questions must be decided by a majority of votes of Board members present and voting and, in the case of an equal number of votes, the chairperson of the meeting has a second or casting vote.

### **16.4 Chairperson**

The chairperson elected by the Board in accordance with clause 15.1(c) will be chairperson at meetings of the Board. At a meeting where the chairperson is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the deputy chairperson shall be the chairperson for that meeting. If neither the chairperson nor deputy chairperson are present within fifteen minutes after the time appointed for the meeting, or are both unwilling to act, the Board members present must elect one of their number to be chairperson of the meeting.

### **16.5 Deputy chairperson**

The deputy chairperson (elected by the Board in accordance with clause 15.1(c)) shall act as chairperson at any time that the chairperson is unavailable.

## **16.6 Notice**

The chairperson is responsible for convening meetings of the Board. Except in special circumstances determined by the chairperson, at least 48 hours notice, by telephone, email or facsimile transmission, must be given to Board members at their last address known to the Council. Non-receipt of such notice by any Board member does not invalidate proceedings at the Board meeting.

## **16.7 Vacancies**

If at any time there is one or more vacancies on the Board, the remaining Board members may act in the usual manner, but if the remaining Board members do not constitute a quorum, they may only act to increase the number of Board members to a number sufficient for a quorum or to convene a General Meeting of the Council.

## **16.8 Interested Board members**

A Board member may not vote on any contract or proposed contract with the Council in which that Director has any interest, whether direct or indirect, in the subject matter of the contract. Any vote in breach of this clause is void.

## **16.9 Resolutions**

The Board may pass resolutions in writing signed by a quorum of Board members without holding a meeting. Resolutions may comprise two or more documents containing the same resolution, each of which is signed by one or more Board members, and the date of the last to be signed shall be the date of the resolution.

## **16.10 Valid acts**

All acts done or resolutions passed at any meeting of the Board properly convened or by any person acting as a Board member are valid, notwithstanding that it is afterwards discovered that there was some defect in that Board member's appointment, or that he or she had ceased to be a Board member.

# **17. Powers of the Board**

## **17.1 Powers of the Board**

- (a) The business and affairs of the Council shall, subject to the Constitution, be managed from day to day by, or under the direction of, or supervision of, the Board.
- (b) The Board may, from time to time and at any time, establish branches with defined geographic boundaries and determine which Members will be attached to each branch. The Board may also redefine the geographic boundaries of branches from time to time and at any time and disestablish branches as and when the Board thinks fit.
- (c) The Board may pass resolutions relating to any and all issues and matters affecting the Council, and may make final determinations on any and all such issues and matters.
- (d) The Board may authorise the expenditure of Council funds for any purpose it deems necessary or desirable to further the objects of the Council.

- (e) The Board may, by a two-thirds majority present and voting at a Board meeting, authorise the borrowing of money by the Council to further the objects of the Council.

## **17.2 Board committees**

The Board may delegate any of its powers to committees and may determine the composition of such committees.

Meetings of committees are to be conducted in accordance with the rules governing meetings of the Board with necessary modifications.

## **18. Remuneration**

- (a) Directors shall receive no remuneration (whether by way of payment, fee or reward) for their services in their capacity as directors.
- (b) For the avoidance of doubt, a Member who is also a Director may receive remuneration (whether by way of payment, fee or reward) for services rendered in a capacity other than that of Director.
- (c) Directors shall not be entitled to claim reimbursement for expenses unless previously and expressly approved by the majority of the Board.

## **19. Executive Director**

### **19.1 Appointment of Executive Director**

The Board may appoint a person to the position of Executive Director on such terms and conditions as the Board considers reasonable.

### **19.2 Functions and Duties of Executive Director**

The functions and responsibilities of the Executive Director are outlined in the contract between the Council and the Executive Director, and shall include (but are not limited to):

- (a) generating and implementing initiatives to recruit and retain Members and generate additional revenue;
- (b) generating and implementing regular events and an appropriate media profile for the Council, managing communication to Members and preparing an annual business plan and calendar of activities for the Council;
- (c) developing and maintaining a broad network of useful relationships and networks for the Council (including with MFAT, NZTE, embassies, consulates and other business councils);
- (d) preparing an annual budget and managing income and expenditure (including managing the Council's bank account and cash and approving any extra expenditure), and reporting monthly performance against this budget;
- (e) preparing and filing tax returns, preparing and issuing annual reports to Members and arranging audit of the annual financials;

- (f) organising Board and Members' meetings, including scheduling and organising them, compiling agendas, circulating papers, recording minutes and advising of decisions;
- (g) maintaining compliance with applicable regulatory requirements and this Constitution;
- (h) administering the Council's website; and
- (i) recording, disseminating and actioning (subject to the Board's supervision) all decisions of General Meetings.

### **19.3 Remuneration of Executive Director**

The Executive Director is entitled to receive such remuneration as is reasonable for services rendered in the capacity of Executive Director. The amount of remuneration of the Executive Director is to be decided by the Board.

## **20. Patron**

### **20.1 Appointment**

The Board may appoint as Patron of the Council, individuals whom the Board considers are:

- (a) sympathetic to the objects and aims of the Council;
- (b) capable of promoting the Council; and
- (c) of good standing in the business community.

A person may be appointed a Patron even though he or she is not a Member or associated with a Member.

### **20.2 Termination**

The Board may terminate the appointment of a person as Patron at any time by written notice to that person.

## **21. Funds and Property**

- (a) The Board shall, subject to the resolutions of the Council in General Meeting, control all funds and expenditure of the Council.
- (b) All moneys received by the Council for its use must be deposited into a bank account. All cheques and other negotiable instruments issued by the Council (including by way of internet banking) must be authorised in writing by any 2 Board members. For the avoidance of doubt, only one signatory is required to execute the payment.

## 22. Seal

The Seal may only be used by the authority of the Board. Every document to which the Seal is affixed must be signed by a Board member and countersigned by another Board member or a person authorised by the Board to sign.

## 23. Inspection of records

- (a) The Board may determine the conditions upon which Members may inspect the accounting records and other documents of the Council.
- (b) Members have no automatic right to inspect Council records, except as authorised by the Board or by General Meeting.
- (c) Members inspecting Council records may not use those records for any purpose other than Council business, or disclose the contents of the records to any person other than a Member, without the Board's approval.

## 24. Accounts

- (a) The financial year of the Council shall terminate on the 31<sup>st</sup> day of December each year.
- (b) The Board must ensure that proper accounting and other records are kept, in accordance with the requirements of the Act.
- (c) The Board must arrange for the preparation of a balance sheet and profit and loss account to be presented to Members at each annual general meeting.
- (d) Any Member is, on request and without charge, entitled to be furnished with a copy of the Council's last balance sheet and profit and loss account, together with a copy of the relevant auditor's report, if any.

## 25. Audit

- (a) The accounts of the Council must be audited annually unless otherwise determined by the Members.
- (b) The Members must, at each annual general meeting, appoint an auditor to hold office until the next annual general meeting unless otherwise determined by the Members.
- (c) The remuneration of the auditor will be determined by the Board.

## 26. Notices

- (a) A notice may be served by the Council on any Member, either personally or by posting it in a prepaid letter addressed to the Member at the Member's registered address, or by sending it by email or facsimile to the last known email or facsimile address of the Member.

- (b) Any notice served in accordance with the above will be deemed to have been served on the day it was delivered personally or on the next business day after the day on which it was posted, emailed or faxed.
- (c) A Member who fails to give his or her address for registration is not entitled to receive notices from the Council.

## 27. Indemnity

Every Board member is entitled to be indemnified from Council funds against any liability which:

- (a) arises while that Board member was acting in good faith in his or her capacity, as a Board member of the Council, or his or her liability resulted from an omission by that Board member while acting in good faith in his or her capacity as a Board member; or
- (b) is incurred by him or her in his or her capacity as a Board member, defending any proceeding, whether civil or criminal, in which he or she is acquitted or judgment is given in his or her favour.

## 28. Alteration of the Constitution

- (a) The Constitution may only be altered or rescinded by the Council in General Meeting.
- (b) A resolution altering or rescinding the Constitution must be passed by a 75% majority of Members who are entitled to vote present and voting at a General Meeting of which notice was duly given.
- (c) Any alteration or rescission of the Constitution must be approved by the Board.
- (d) No amendment shall be permitted if it in any way affects the non-profit status of the Council.

## 29. Winding Up

### 29.1 Winding up

The Council may be voluntarily wound up if:

- (a) a resolution is passed by a majority of Members who are entitled to vote present and voting at a General Meeting of which notice was duly given; and
- (b) such resolution is confirmed by a majority of Members at a subsequent special meeting called for the purpose and held not earlier than 30 days after the General Meeting at which such resolution was passed.

### 29.2 Distribution of property

On a winding up, the property and assets of the Council must be applied in the first instance in satisfaction of the Council's debts and liabilities. If there is any surplus remaining, it will be paid to such non profit organisation or organisations within New

Zealand having similar objects to the Council, as the Board thinks fit, or, as directed by a resolution of the Members of the Council. Any such payments may be made on such terms and conditions as the Board thinks fit. No part of the surplus shall be used for the private pecuniary profit of any Member or other person (excluding reasonable reimbursement for services rendered in the ordinary course of the administration, management or operation of the Council).