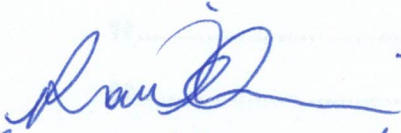



Constitution of Latin America New Zealand Business Council Incorporated


Rachel Williams, Viva Expeditions
14 November 2019


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14 November 2019

Adopted by Special Resolution
at a Special General Meeting
held on 14 November 2019

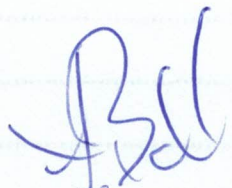

Grace Ball
University of Auckland
14/11/19.

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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;

Associate Membership means the membership that the Board may confer in accordance with clause 17.1(b);

Board means the board of Directors of the Council;

Board Nomination Period means the period that is between 35 days prior to the annual general meeting and 21 days prior to the annual general meeting (inclusive of the 35th and 21st days);

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;

Honorary Member means an honorary member of the Council as admitted by the Board pursuant to clause 5.5 and "**Honorary Membership**" has a corresponding meaning;

Member means a member of the Council;

Patron means a person appointed by the Board as a patron pursuant to clause 19;

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.

5.5 Honorary Membership

- (a) The Honorary Members shall be those persons (including individuals or organisations) as the Board may admit from time to time and who are:
 - (i) sympathetic to the objects and aims of the Council;
 - (ii) capable of promoting the Council; and
 - (iii) of good standing in the business community.
- (b) The Honorary Members shall have the same rights as the Members with the exception that the Honorary Members shall not be entitled to:
 - (i) hold any office in the Council; or
 - (ii) vote at any General Meeting or be counted for the purposes of a quorum.
- (c) The Honorary Membership is for a term of one year, but may be renewed by the Board at its discretion for a further term of one year.

- (d) The Honorary Members shall not be required to pay Annual Subscriptions.
- (e) The Board shall set event attendance fees, if any, payable by the Honorary Members from time to time. The Board may in its discretion:
 - (i) waive or postpone the payment of any such event attendance fees by any Honorary Member; or
 - (ii) reduce the event attendance fees payable by any Honorary Member.
- (f) For the avoidance of doubt and subject to this clause 5.5, the Constitution applies to Honorary Members *mutatis mutandis*.

6. Annual Subscriptions

- (a) Subject to the Constitution, Annual Subscriptions payable by Members will be set by the Board. For the avoidance of doubt, Annual Subscriptions shall not be payable by Honorary Members.
- (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) subject to clause 5.5(d), 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 and subject to clause 5.5(d), 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 Directors to fill Board vacancies;
- (b) to appoint an Auditor, if deemed appropriate, in accordance with clause 24;
- (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 clause 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.

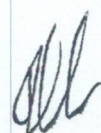
9. Special Meetings

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. Method of Holding General Meetings

A General Meeting of the Council may be held either:

- (a) by a number of Members, who constitute a quorum, being assembled together at the place, date and time appointed for the General Meeting; or
- (b) by means of an audio, or audio and visual, communication by which all Members participating and constituting a quorum can simultaneously hear each other throughout the General Meeting; or
- (c) a combination of 10(a) and 10(b) (for example, some Members assembled together in person and other Members simultaneously participating by audio and visual communication) .

11. Quorum for General Meetings

11.1 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, constitute a quorum.

11.2 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, or by electronic means constitute 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.

12. Chairperson at General Meetings

- (a) The president of the Board, elected in accordance with clause 15.1, shall be chairperson at General Meetings of the Council. If the current president resigns, the vice-president will be the interim chairperson until a new president 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 president has delivered a notice in writing to the Board stating that the president cannot be present at that meeting, the vice-president will be the chairperson for that meeting. If both the president and vice-president 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.
- (d) 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.

13. 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.

14. Voting at General Meetings

- (a) At any General Meeting a resolution put to the vote must be decided by Members signifying individually their assent or dissent by an online vote or if present at the meeting and not having voted online by show of hands, or in the case of resolution to appoint a director, election will be by ballot paper. Every Member who is entitled to vote has one vote.
- (b) Members can vote by signifying their assent or dissent by electronic means, instead of the Member voting by any other method at the General Meeting. For the avoidance of doubt this includes voting via an online platform, where votes cast via this method are transmitted to a person designated by the Board, to be held in confidence until the announcement of the results of the General Meeting. The Board will determine from time to time the procedure/protocol to be followed in relation to voting by electronic means and this procedure/protocol will be published on the Council's website. Voting via electronic means does not preclude a Member from attending a General Meeting, although they cannot vote at the General Meeting.
- (c) Notwithstanding any other provision of this Constitution, a Member whose Annual Subscription is unpaid is not entitled to vote at General Meetings.
- (d) A declaration by the returning officer 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.
- (e) In the case of the voting being equal, following the counting of all votes, validly cast (including, for the avoidance of doubt, those votes cast via electronic means in accordance with the procedure/protocol set by the Board) the chairperson of the meeting has a second, casting, vote. For the avoidance of doubt this clause does not apply to the election of board directors as allowed in clause 15.5.

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 7 members nominated in accordance with clause 15.3 and elected by the Members for a period of three years at the annual general meeting. For the avoidance of doubt, an ex-officio Director appointed in accordance with clause 15.2 shall not be included in calculating this minimum and maximum number of Directors.
- (b) The Board must elect 3 of their number to act as president, vice-president and treasurer (the treasurer to be responsible for the financial management of the Council).
- (c) Candidates for election as Board members must be Members (or representatives of such Members) of good standing in the Council.

15.2 Ex-officio Directors

- (a) In addition to the Directors elected in accordance with clause 15.1, the Board shall also have:
 - (i) 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 whether or not it is a Member;
 - (ii) 1 ex-officio Director who is neither nominated nor elected but is appointed to the Board by virtue of his/her position in New Zealand Trade and Enterprise. For clarity, New Zealand and Trade Enterprise will have this right whether or not it is a Member; and
 - (iii) 1 ex-officio Director who is neither nominated nor elected but is appointed to the Board by virtue of his/her position in Education New Zealand. For clarity, Education New Zealand will have this right whether or not it is a Member.
- (b) An ex-officio Director appointed under 15.2(a) 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, an ex-officio Director appointed under clause 15.2(a) shall have the same rights as other Directors in conducting Board business except:
 - (i) ex-officio Directors shall not be entitled to vote at Board meetings (or sign resolutions in writing); and
 - (ii) ex-officio Directors shall not be entitled to hold the position of president, vice-president or treasurer.

15.3 Nominations

- (a) The Board must notify Members in writing (by post, facsimile or email) of the Board Nomination Period, no later than 7 days before the Board Nomination Period begins. The notification must specify how many Board positions are available to be filled at the next annual general meeting having regard to clause 15.7.
- (b) Nominations for the Board may be made in writing by any Member of good standing, and must be lodged with the returning officer within the Board Nomination Period.
- (c) 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, the candidates that receive the most votes cast in their favour will be elected to the Board.

15.5 Voting

Where there is an equality of votes between two or more candidates, the returning officer will draw from a closed container containing the names of the tied candidates, the name of one candidate who will be elected.

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 but may only do so to increase the number of Board members to a number sufficient for a quorum of Board members as set out in clause 16.2.

15.7 Retirement of Directors by rotation

- (a) At every annual general meeting the following directors shall retire from office:
 - (i) any director who held office at the time of the two preceding annual general meetings and who was not elected at either of them; and
 - (ii) any director who has been appointed by the directors since the last annual general meeting.
- (b) Any director who retires at an annual general meeting may offer themselves for re-election by the Members, if nominated in accordance with clause 15.3.

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 president, or any three or more members of the Board.

16.2 Quorum

Four Board members (who are entitled to vote) 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 President

The president elected by the Board in accordance with clause 15.1(b) will be chairperson at meetings of the Board. At a meeting where the president is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the vice-president shall be the chairperson for that meeting. If neither the president nor vice-president 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 Vice-president

The vice-president (elected by the Board in accordance with clause 15.1(b)) shall act as president at any time that the president is unavailable.

16.6 Notice

The president is responsible for convening meetings of the Board. Except in special circumstances determined by the president, 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 of Board members, they may only act to increase the number of Board members in accordance with clause 15.6 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 an advisory board to give considered advice, recommendations or counsel in connection with the objects of the Council and/or to govern the activities of any branch or sub-group of Members or Associate Members. The Board will establish its structure and the terms of reference by which the advisory board is constituted and acts, having regard to the Council's needs and the attributes and composition of the advisory board members. Such advisory board may receive dedicated funding and other resources as the Board deems appropriate and may be delegated authority by the Board to manage such funding and resources.

(c) The Board may, from time to time and at any time, grant Associate Membership to any persons (including individuals or organisations) under any terms and conditions it deems appropriate. However, any term or condition of Associate Membership can not confer the rights of a Member under this Constitution, including the right to hold any office in the Council or vote at any General Meeting or be counted for the purposes of a quorum.

~~(b)~~(d) 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.

~~(e)~~(e) 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)~~(f) 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)~~(g) 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. Patron

19.1 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.

19.2 Termination

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

20. 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.

21. 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.

22. 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.

23. Accounts

- (a) The financial year of the Council shall terminate on the 31st 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.

24. Audit

- (a) Notwithstanding the obligations of the Council to file financial statements in accordance with the Act, the Council may, by majority vote at an Annual General Meeting, appoint someone to audit the accounts and financial records of the Council ('the Auditor').
- (b) If appointed, the Auditor shall audit the Council's accounts, and shall certify that they are correct.
- (c) The Auditor must be a member of the New Zealand Council of Accountants and must not be a Member of the Council.

- (d) If the Council appoints an Auditor who is unable to act for some reason, the Executive shall appoint another Auditor as a replacement.
- (e) The remuneration of the auditor will be determined by the Board.

25. 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.

26. 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.

27. Alteration of the Constitution

- (a) The Constitution may only be altered or rescinded by the Council in General Meeting.
- (b) The Board must present a report with its view on any proposal for alteration or rescindment of the Constitution at the relevant General Meeting at which the resolution altering or rescinding the Constitution is considered. For clarity, the views of the Board will not be binding and will not prevent any proposed amendments being put to vote of the Members.
- (c) A resolution altering or rescinding the Constitution must be passed by a 75% or more majority of Members who are entitled to vote and do vote at a General Meeting of which notice was duly given, including votes by electronic means as provided for in clause 14(b).
- (d) No amendment shall be permitted if it in any way affects the non-profit status of the Council.

28. Winding Up

28.1 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.

28.2 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).