

# CONSTITUTION

Current rules of the  
New Zealand Bookkeepers Association Incorporated

As per amendments approved on 25 July 2025

The New Zealand Bookkeepers Association Incorporated (NZBAI) is an incorporated society which is governed by a set of rules as provided for by the Incorporated Societies Act 2022.

The Association trades under the name Institute of Certified NZ Bookkeepers under a joint venture agreement with ICB Global.



The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

## Table of Contents

1.	INTRODUCTORY RULES.....	3
2.	MEMBERS.....	7
3.	GENERAL MEETINGS.....	10
4.	COMMITTEE .....	12
5.	COMMITTEE MEETINGS.....	13
6.	OFFICERS .....	14
7.	RECORDS .....	19
8.	FINANCES .....	20
9.	DISPUTE RESOLUTION .....	21
10.	LIQUIDATION AND REMOVAL FROM THE REGISTER .....	24
11.	ALTERATIONS TO THE CONSTITUTION .....	25
12.	OTHER .....	26

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

## 1. Introductory Rules

### 1.1 Name

The Association's name is "New Zealand Bookkeepers Association Incorporated".

### 1.2 Charitable Status

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

### 1.3 Definitions

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

**'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 Incorporated Societies Regulations 2023 or under any **Act** which replaces it.

**'Annual General Meeting'** means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association**'s activities and finances.

**'Association'** means the New Zealand **Bookkeepers** Association Incorporated (NZBAI) trading as Institute of Certified New Zealand **Bookkeepers** (ICNZB).

**'Bookkeeper'** means, without limitation, those who produce regular management accounts, accounts clerks, credit controllers, office managers, practice managers, accounting software trainers, data entry operators and self-employed business operators.

**'Bylaws'** means any rule or regulation which is made by the **Association** now or hereafter to be in force, and which is termed a **bylaw** in the Constitution by virtue of which it is so made

**'Chairperson'** means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Association**.

**'Class'** means the **Member** class type specifically noted in this **Constitution**

**'Code of Conduct'** means the Rules of Professional Conduct for **Members** of this **Association** contained in the **Code of Ethics**.

**'Code of Ethics'** means the **Code of Ethics** for **Members** of this **Association** as approved by the **Committee**.

**'Committee'** means the **Association**'s governing body as elected by the **Members**.

**'Constitution'** means the rules, regulations, sections, sub-sections, by-laws or clauses in this document that is governed by the **Association** and is binding, pursuant with Section 29 of the **Act**.

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

**'Days'** means every calendar day of the year.

**'Deputy Chairperson'** means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

**'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members of the Association**.

**'Interested Member'** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

**'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

**'Matter'** means;

- (i) the **Association's** performance of its activities or exercise of its powers; or
- (ii) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Association**.

**'Member'** means a person who has consented to become a **Member** of the **Association** and has been properly admitted to the **Association**, and who has not ceased to be a **Member** of the **Association**.

**'Motion'** means a formal proposal for discussion and voting at any meeting of the **Association**.

**'Nomination'** means officially suggesting and naming someone for a **Committee** position or **Membership** class.

**'Notice'** to **Members** includes any notice given by email, post, distributed in-person or by courier.

**'Officer'** means a natural person who is a **member** of the **Committee**.

**'Ordinary'** means the **Officer(s)** responsible for the matters specifically noted in this **Constitution**.

**'President'** means the **Officer** responsible for the matters specifically noted in the **Constitution**.

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

**'Regulation'** shall mean any provision of any **code of conduct**, regulation, rules or **bylaws** made pursuant to the powers of the **Association**.

**'Rules'** means rules within the text of the **Constitution**, it has its own number. Rules may also be called "regulation", or "clause", includes any alteration or amendment and **'rule'** means a **rule** of these **Rules**.

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

**'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**

**'Section'** is the basic unit of this **Constitution**. Each **Section** deals with a separate subject or heading and has its own number.

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

**'Treasurer'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**'Vice President'** means the **Officer** responsible for the matters specifically noted in the **Constitution**

## 1.4 Purposes

- (a) The primary purposes of the **Association** are to:
  - (i) be the professional body for all **Bookkeepers** in New Zealand
  - (ii) be recognised as a professional body providing expertise and guidance to **Members** and external institutions
  - (iii) promote and improve excellence in all aspects of bookkeeping including education/standards/support to ensure all **Members** are regarded as providers of a high quality and expert service
  - (iv) build partnerships in support of, and advocating for, **Bookkeepers'** interests and needs
  - (v) promote the value of partnering with **Members** of the **Association**
  - (vi) represent and advocate for **Bookkeepers'** needs and interests with lawmakers
  - (vii) encourage communication and sharing of information among **Members**
  - (viii) expand the diversity of **Bookkeepers**; and
  - (ix) do all things that are conducive or incidental to the attaining of any of the above.
- (b) The **Association** shall not operate for pecuniary gain.
- (c) The **Association** must not operate for the purpose of, or with the effect of;
  - (i) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
  - (ii) having capital that is divided into shares or stock held by its **Members**; or
  - (iii) 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 **Association** or otherwise).
- (d) But the **Association** will not operate for the financial gain of **Members** simply if the **Association**:
  - (i) engages in trade,
  - (ii) pays a **Member** for matters that are incidental to the purposes of the **Association**, and the **Member** is a not-for-profit entity,
  - (iii) distributes funds to a **Member** to further the purposes of the **Association**, and the **Member**—
    - is a not-for-profit entity, and
    - is affiliated or closely related to the **Association**, and

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- has the same, or substantially the same, purposes as those of the **Association**.
- (iv) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes,
- (v) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- (vi) provides benefits to **Members** or their families to alleviate hardship,
- (vii) provides educational scholarships or grants to **Members** or their families,
- (viii) pays a **Member** a salary or wages or other payments for services to the **Association** 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 **Association**),
- (ix) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Association**.
- (x) on removal of the **Association** 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.

## 1.5 Tikanga, kawa, culture or practice

(a) The tikanga or culture of the **Association** will be as determined from time to time by the Committee and will be reflected by our:

- Code of Ethics
- Values
- Code of Conduct

and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.

## 1.6 Act and Regulations

(a) Nothing in this Constitution authorises the **Association** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

(b) Any reference in this **Constitution** to an **Act** of Parliament or a section in any Statute includes any statutory modification or re-enactment.

## 1.7 Association powers and restrictions of powers

(a) In addition to its statutory powers, the Association shall have the power to:

- (i) apply the Association's funds towards the furthering of its purposes;
- (ii) invest and deal with the Association's funds;
- (iii) employ staff and engage professional services as the Association considers desirable;
- (iv) carry on any business;
- (v) purchase, acquire, manage, lease, hire, exchange, sell and otherwise deal with every kind of property;
- (vi) borrow or raise funds;
- (vii) give any kind of security for any of its obligations over any of its property;
- (viii) take out insurance cover for its property and/or activities;

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (ix) give indemnities to any person against debts, liabilities, claims or proceedings, incurred on behalf of, or in the course of, providing any services on the Association's behalf (except as a result of negligence or illegal acts or omissions);
- (x) establish codes of conduct applicable to **Members** or make regulations or Bylaws that advance the Association's purposes; and
- (xi) generally to do all other things necessary or expedient for the proper conduct of the Association's affairs.

- (b) The Association's powers shall be exercised in accordance with these Rules.
- (c) New Zealand Bookkeepers Limited:
  - (i) is a wholly owned subsidiary of the Association;
  - (ii) is a limited liability company; and
  - (iii) was incorporated to protect the Association's name.
- (d) The Association must not be carried on for the financial gain of any of its **Members**.
- (e) The Association's capacity, rights, powers, and privileges are subject to the following restrictions (if any);
  - (i) The Association does not have the power to borrow money.

## 1.8 Registered office

- (a) The registered office of the **Association** shall be at such place in New Zealand as the **Committee** from time to time determines.
- (b) Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
  - (ii) At least 7 **Days** before the address is due to take effect, and
  - (iii) in a form and as required by the **Act**.

## 1.9 Contact person

- (a) The contact person for the **Association** determined to be;
  - (i) The **Secretary** of the **Association** shall serve as the primary Contact Person for the purposes of communication with the Registrar of Incorporated Societies.
  - (ii) The **President** of the **Association** shall serve as the second Contact Person
  - (iii) If necessary, the **Officers** may appoint additional Contact Person(s) in addition to the **Secretary** and **President** provided that the total number of Contact Persons does not exceed three (3).
- (b) The **Association**'s contact person must be: At least 18 years of age, and ordinarily a resident in New Zealand.
- (c) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including: a physical address or an electronic address, and a telephone number.
- (d) In the event of any change in the Contact Person(s), or a change in their name or contact details, the **Association** shall notify the Registrar of Incorporated Societies within twenty (20) **Days** of the change.

## 2. Members

### 2.1 Minimum number of members

- (a) The **Association** shall maintain the minimum number of **Members** required by the **Act**.

### 2.2 Classes of members

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (a) A **Member** is an individual admitted to membership under this **Constitution** and who has not ceased to be a **Member**.
- (b) The **Association** shall consist of Associate **Members**, Student **Members**, Certified **Bookkeeper Members** and Master **Bookkeeper Members**.
- (c) The **Committee** shall set and may amend the criteria to be met for admission to each class of membership.
- (d) Certified **Bookkeeper** and Master **Bookkeeper members** are individual **Bookkeepers** who have met the entry and ongoing criteria to hold their membership category. These **members** are eligible to vote at the **Association's General Meetings** and be nominated to sit on the **Committee**.
- (e) Associate **Members** and Student **Members** are individuals who have met the entry and ongoing criteria to be met for admission to each class of membership. These **members** do not hold voting rights at the **Association's General Meetings** and are not eligible to sit on the **Committee**.
- (f) A Certified **Bookkeeper** or Master **Bookkeeper Member** may be awarded Life **Member** status in recognition of meritorious services to the **Association**, above and beyond normal membership or Committee responsibilities, at the end of their tenure. The **Member** will have all the rights and privileges of their current membership level and shall be subject to all the duties of individual **members**, but they will have no duty to pay membership subscriptions and levies. A **Member** achieves Life Member status following recommendation by the **Committee** at a **General Meeting**. The **Motion** will be passed by a two-thirds majority of those in attendance.

## 2.3 Becoming a member: consent

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

## 2.4 Becoming a member: process

- (a) An applicant for membership must:
  - (i) complete and sign any application form, and
  - (ii) pay the appropriate subscription for their Membership class
  - (iii) supply any information,
  - (iv) or attend an interview, and
  - (v) meet the criteria of membership as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- (b) The **Committee** may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision. The Committee must advise the applicant of its decision.
- (c) The signed written consent of every applicant to become an **Association Member** shall be retained in the **Association's membership** records.

## 2.5 Members' obligations and rights

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

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (ii) All **Members** shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.
- (iii) All **Members** shall abide by the Associations' **Member** Code of Conduct.
- (iv) A **Member** is only entitled to exercise the rights of membership appropriate to their Membership Class (including attending and voting at General Meetings, accessing or using the Association's premises, facilities, equipment and other property, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no **Member** or Life **Member** is liable for an obligation of the Association by reason only of being a **Member**.
- (v) The **Committee** may decide what access or use **Members** may have of, or to, any premises, facilities, equipment or other property owned, occupied or otherwise used by the Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement.

## 2.6 Subscriptions and fees

- (a) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- (b) The **Committee** may, by resolution, impose a levy or levies on **Members** in different classes of membership in any calendar year up to a maximum totalling fifty per cent (50%) of the annual subscription for that year for each Class of **Member**.
- (c) Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, as at due date for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within sixty (60) **Days** of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior **Notice** to that **Member**).

## 2.7 Ceasing to be a member

- (a) A **Member** ceases to be a **Member**:
  - (i) by resignation from that **Member's** Class of membership by written notice signed by that **Member** to the Committee, or
  - (ii) on termination of a **Member's** membership following a dispute resolution process under this Constitution, or
  - (iii) on death, or
  - (iv) by resolution of the Committee where;
    - The **Member** has failed to pay subscription, levy or other amount due to the Association within sixty (60) **Days** of the due date for payment or
    - In the opinion of the Committee the **Member** has brought the Association into disrepute.
- (b) with effect from (as applicable);
  - (i) the date of receipt of the **Member's** notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
  - (ii) the date of termination of the **Member's** membership under this Constitution, or
  - (iii) the date of death of the **Member**, or

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (iv) the date specified in a resolution of the **Committee** and when a **Member**'s membership has been terminated. The Committee shall promptly notify the former **Member** in writing.

## 2.8 Obligations once membership has ceased

- (a) A **Member** who has ceased to be a **Member** under this Constitution;
  - (i) remains liable to pay all subscriptions and other fees to the Association's, and
  - (ii) shall cease to hold themselves out as a **Member** of the Association, and
  - (iii) shall return to the Association all material provided to **Members** by the Association (includes electronic and physical property), and
  - (iv) shall cease to be entitled to any of the rights of an Association **Member**.

## 2.9 Becoming a member again

- (a) Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.
- (b) But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

## 3. General Meetings

### 3.1 Procedures for all General Meetings

- (a) The **Notices** provided to **Members** for a **General Meeting** will be;
  - (i) The **Secretary** shall give all **Members** at least forty (40) **Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
  - (ii) The **Secretary** shall give no less than ten (10) **Days'** written **Notice** of the Agenda, **Nominations** and proposed **Motion(s)** to be voted on at the **General Meeting** to all current financial **Members**.
- (b) That **Notice** will be addressed to the **Member** at the contact address notified to the **Association** and recorded in the **Association'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**.
- (c) Only financial **Members** may attend, speak and/or vote as per the rights of their specific membership type at **General Meetings**;
  - (i) in person, or
  - (ii) by a written proxy, received by the **Secretary** the day before the commencement of the **General Meeting**, or
  - (iii) no other proxy voting shall be permitted.
- (d) No **General Meeting** may be held unless at least thirty (30) eligible financial **Members** attend throughout the meeting and this will constitute a quorum.
- (e) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Association**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- (f) A **Member** is entitled to exercise one vote on any **Motion** at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (g) Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- (h) Any decisions made when a quorum is not present are not valid.
- (i) Written resolutions may not be passed in lieu of a **General Meeting**.
- (j) **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- (k) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- (l) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- (m) Any person chairing a **General Meeting** may:
  - (i) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - (ii) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the **General Meeting**, and
  - (iii) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- (n) The **Committee** may propose **Motions** for the **Association** to vote on ('**Committee Motions**'), which shall be notified to **Members**, no later, than the Agenda of the **General Meeting**
- (o) Any **Member** may request that a **Motion** be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least twenty (20) **Days** before that meeting. The **Member** may also provide information in support of the **motion**. If notice of the **motion** is given to the **Secretary** before written **Notice** of the **General Meeting** is given to **Members**, notice of the **motion** shall be provided to **Members** with the Agenda of the **General Meeting**

## 3.2 Minutes

- (a) The **Association** must keep minutes of all **General Meetings**.

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

- (a) An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- (b) The **Annual General Meeting** must be held no later than the earlier of the following:
  - (i) 6 months after the balance date of the **Association**
  - (ii) 15 months after the previous **Annual General Meeting**.

## 3.4 Annual General Meetings: business

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

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (ii) adopt the annual report on the operations and affairs of the **Association**,
- (iii) adopt the **Committee**'s report on the finances of the **Association**, and the annual financial statements,
- (iv) consider the appointment of an auditor,
- (v) elect **Officers** to the **Committee**,
- (vi) vote on whom the **Association** shall appoint as the directors of New Zealand Bookkeepers Limited,
- (vii) consider and vote on any subscriptions and payment terms for the current financial year,
- (viii) consider any **Motions** of which prior **Notice** has been given to **Members** with **Notice** of the meeting, and
- (ix) consider any general business which is properly brought before the meeting or which, in the **President**'s opinion, should be addressed.

(b) The **Committee** must, at each **Annual General Meeting**, present the following information:

- (i) an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
- (ii) the annual financial statements for that period, and
- (iii) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or class of matters, to which those disclosures relate)

## 3.5 Special General Meetings

- (a) **Special General Meetings** may be called at any time by the **Committee** by resolution.
- (b) The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least twenty five percent (25%) of **Members**, including:
  - (i) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- (c) 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 the written request by **Members** for the meeting.
- (d) The **Secretary** shall ensure that **Special General Meetings** are held within thirty (30) **Days** of:
  - (i) A **Committee**'s resolution; or
  - (ii) the **Committee** receiving a request signed by at least twenty five percent (25%) of **Members**

## 4. Committee

### 4.1 Committee composition

- (a) The **Committee** will consist of at least seven (7) and no more than nine (9) **Officers**.
- (b) All of the **Officers** on the **Committee** must be **Members** of the **Association** and hold the membership class stipulated in clause 2.2(d).
- (c) The **Committee** shall be comprised of the following **Officers**:
  - (i) A **President**;
  - (ii) A **Vice President**;
  - (iii) A **Secretary**;
  - (iv) A **Treasurer**;
  - (v) No less than three (3) and no more than five (5) **Ordinary Officers**

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

## 4.2 Functions of the Committee

- (a) From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies **Act** 2022, any **Regulations** made under the **Act**, and this **Constitution**.

## 4.3 Powers of the Committee

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

## 4.4 Sub-Committees

- (a) The **Committee** may form subcommittees from time to time to deliver specific projects or events with the subcommittee concluding/ending when the specific project or event is completed/delivered.
- (b) The **Committee** may appoint subcommittees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:
  - (i) at least one (1) **Officer** must be one of the subcommittee **members**, and
  - (ii) the sub-committee shall consist of no less than 3 **members**, and
  - (iii) the quorum of every subcommittee is 50% of the **members** of the subcommittee but not less than two (2), and
  - (iv) no subcommittee shall have power to co-opt additional **members**, and
  - (v) a subcommittee must not commit the **Association** to any financial expenditure without express authority from the **Committee**, and
  - (vi) a subcommittee must not further delegate any of its powers.

## 4.5 General matters: Committee

- (a) The **Committee** and any subcommittee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or subcommittee meeting.
- (b) Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any subcommittee may regulate its proceedings as it thinks fit.

## 5. Committee Meetings

### 5.1 Procedure

- (a) The quorum for **Committee** meetings is five (5) of the **members** of the **Committee**, comprising at least two (2) of the **Officers** whose roles are **President**, **Vice President**, **Treasurer** or **Secretary**.
- (b) A meeting of the **Committee** may be held either:
  - (i) by a number of the **members** of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - (ii) by means of audio, or audio and visual, communication by which all **members** of the **Committee** participating and constituting a quorum can simultaneously hear each

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

other throughout the meeting.

- (c) A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favor of the resolution. Every **Officer** on the **Committee** shall have one vote. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- (d) Each meeting will be chaired by the **President** or, in their absence, by the **Vice President** or in their absence a **Committee member** appointed as the **Chairperson** by the **Committee**.
- (e) The **Committee** will cause proper minutes of all proceedings to be taken and recorded.
- (f) **Committee members** shall receive such honoraria as may be set by resolution at a **General Meeting**.
- (g) **Members** shall be entitled to be reimbursed by the **Association** for any reasonable, pre-approved actual expenses incurred by them on behalf of the **Association** as approved by the **Committee**.
- (h) Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

## 5.2 Frequency

- (a) The **Committee** shall meet at least six (6) times each year. Meetings shall be convened at the **President's** request by the **Secretary** giving all **Committee members** at least seven (7) **Days'** written notice.
- (b) Special **Committee** meetings may be called by any two (2) **Committee members** giving all **Committee members** at least three (3) **Days'** written notice.

## 6. Officers

### 6.1 Qualifications of Officers

- (a) Every officer must be a natural person who;
  - (i) has consented in writing to be an **Officer** of the **Association**, and
  - (ii) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.
  - (iii) holds current **Member** status which is eligible to be nominated to sit on the Committee as per the **Rules** in this **Constitution**Each certificate of consent shall be retained in the Association's records.
- (b) **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Association**, namely;
  - (i) a person who is under 16 years of age
  - (ii) a person who is an undischarged bankrupt
  - (iii) 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
  - (iv) A person who is disqualified from being a **member** of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
  - (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years;
    - an offence under subpart 6 of Part 4 of the **Act**
    - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

1961)

- an offence under section 143B of the Tax Administration Act 1994
- an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
- a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

(vi) a person subject to:

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

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

(c) Prior to election or appointment as an **Officer** a person must;

- (i) consent in writing to be an **Officer**, and
- (ii) certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

## 6.2 Officers' Duties

(a) At all times each **Officer**:

- (i) will be bound by the **Motions** passed at **General Meetings**,
- (ii) shall act in good faith and in what they believe to be the best interests of the **Association**,
- (iii) must exercise all powers for a proper purpose,
- (iv) must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
- (v) when exercising powers or performing duties as an **Officer**, the **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;
  - the nature of the **Association**,
  - the nature of the decision, and
  - the position of the **Officer** and the nature of the responsibilities undertaken them
- (vi) must not agree to the activities of the **Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
- (vii) must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so
- (viii) All documents and other material of the **Association** declared to be confidential by the **Committee**,
  - shall not be disclosed outside the **Committee** without its express authority; and
  - shall be indemnified by the **Association** in respect of any liabilities arising from the

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

proper performance of their functions.

## 6.3 Officers' Roles

The roles of the **Officers** will be, but not limited to:

- (a) The **President** shall:
  - (i) be the **Association's** representative and spokesperson;
  - (ii) ensure that the **Rules** and any **Regulations** are followed;
  - (iii) be the **chairperson** of the **Committee** meetings as well as the **Association's General Meetings**; and
  - (iv) ensure the strategic direction of the **Association** is set and delivered
  - (v) other duties recorded in the current position description as approved by the **Committee**.
- (b) The **Vice President** shall:
  - (i) act as **President** when the **President** is absent;
  - (ii) assist the **President** with strategic planning;
  - (iii) fulfill the duties recorded in the current job description approved by the **Committee**.
- (c) The **Secretary** shall:
  - (i) arrange and give notice of the **Committee** meetings as well as the **Association's General Meetings**;
  - (ii) record the minutes of all meetings;
  - (iii) keep the **Association's** records, documents and books (except those required for the **Treasurer's** function); and
  - (iv) fulfill the duties recorded in the current job description approved by the **Committee**.
  - (v) ensure correspondence is received and replied to as required by the **Committee** and in conjunction with the **Membership Coordinator** if required.
  - (vi) ensure the **Registrar of Incorporated Societies** is advised of any rule changes.
- (d) The **Treasurer** shall:
  - (i) maintain an overview of the **Association's** financial affairs to help ensure its financial viability;
  - (ii) prepare and present appropriate financial reports for the **Committee** meetings;
  - (iii) make a formal presentation of the **Association's** annual accounts at the **Annual General Meeting**; and
  - (iv) fulfill the duties recorded in the current job description approved by the **Committee**.
- (e) The **Ordinary Officers'** shall:
  - (i) attend prepared to **Committee** meetings, including reading the board pack and agenda.
  - (ii) take action on agenda items, complete tasks assigned.
  - (iii) support the action and efforts of the **Committee** overall.
  - (iv) fulfill the duties recorded in the current job description approved by the **Committee**

## 6.4 Election of Officers'

- (a) The election of **Officers** shall be conducted as follows:
  - (i) **Officers** shall be elected during **Annual General Meetings**.
  - (ii) A candidate's written **Nomination** (including election to each Office), accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Association** at least twenty (20) **Days** before the date of the **Annual General Meeting**.
  - (iii) If there are insufficient valid **Nominations** received, further **Nominations** may be

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

received from the floor at the **Annual General Meeting** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

- (iv) If less than seven (7) **Officers** are elected, the newly elected **Committee** shall have the power to appoint additional **Officers** until the **Committee** consists of nine (9) **members**.
- (v) If a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in 6.1 (a),(b),(c) 'Qualification of Officers').
- (vi) Votes shall be cast by a show of hands unless **Members** indicate an alternative preference. If any **Member** eligible to vote requests a secret ballot on any vote or election, a secret ballot will be held.
- (vii) If voting is tied, the **President** will have a casting vote.
- (viii) Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (ix) The failure for any reason of any financial **Member** to receive such **Notice of the General Meeting** shall not invalidate the election.

## 6.5 Term

- (a) The term of office for all **Officers** elected to the **Committee** shall be two (2) years, but will retire on a rotating basis with at least two (2) **Officers** and two Ordinary **Members** retiring each year. Those retiring are eligible for re-election.
- (b) The term of the appointment for elected **Committee members** will be from 1 August to 31 July for the term they are elected for.
- (c) No **Officer** shall serve for more than five (5) consecutive terms.
- (d) No **Chairperson** shall serve for more than ten (10) consecutive years as **Chairperson**.

## 6.6 Removal of Officers

- (a) An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Association** where in the opinion of the **Committee** or the **Association**;
  - (i) The **Officer** elected to the **Committee** will be deemed to have resigned if they have been absent from 3 **Committee** meetings without leave of absence from the **Committee**.
  - (ii) The **Officer** has brought the **Association** into disrepute.
  - (iii) The **Officer** has failed to disclose a conflict of interest.
  - (iv) The **Committee** passes a vote of no confidence in the **Officer**.
  - (v) is a bankrupt who has not obtained a final order of discharge
  - (vi) is a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more
  - (vii) is a person who is prohibited from being a director, or a promoter, or being concerned or taking part in the management, of a company
  - (viii) is a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (ix) becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988
- (b) **Committee members** may also be removed or suspended from office at a **General Meeting** by a **Motion** passed by a two-thirds majority. If a **Committee member** is removed from office under this rule, a replacement **Committee member** may be elected at the same meeting with effect from (as applicable) the date specified in a resolution of the **Committee** or **Association**.
- (c) The **Committee** may suspend any **Committee member** who, in the **Committee's** opinion, has failed to comply with their duties as an **Officer** or whose conduct has been prejudicial to the **Association's** purposes or interests.

## 6.7 Ceasing to Hold Office

- (a) An **Officer** ceases to hold office when they resign (by **Notice** in writing to the **Committee**), is removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- (b) Each **Officer** shall within five (5) **Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all materials, hardcopy or digital and other property of the **Association** held by such former **Officer**.

## 6.8 Conflicts of Interest

- (a) An **Officer** or **member** of a subcommittee who is an **Interested Member** in respect of any **Matter** being considered by the **Association** affecting or relating to the **society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
  - (i) to the **Committee** and or subcommittee, and
  - (ii) in an **Interests Register** kept by the **Committee**.
- (b) Disclosure must be made as soon as practicable after the **Officer** or **member** of a subcommittee becomes aware that they are interested in the **Matter**.
- (c) An **Officer** or **member** of a subcommittee who is an **Interested Member** regarding a **Matter** being considered by the **Association** affecting or relating to the **society**;
  - (i) must not vote or take part in the decision of the **Committee** and/or subcommittee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
  - (ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **members** of the **Committee** who are not interested in the **Matter** consent; but
  - (iii) may take part in any discussion of the **Committee** and/or subcommittee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or subcommittee (unless the **Committee** and/or subcommittee decides otherwise).
- (d) However, an **Officer** or **member** of a subcommittee 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.
- (e) Where fifty percent (50%) 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.
- (f) Where fifty percent (50%) or more of the **members** of a subcommittee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

## 7. Records

### 7.1 Register of Members

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

### 7.2 Interests Register

- (f) The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by **members** of any subcommittee.

### 7.3 Access to information for members

- (a) A **Member** may at any time make a written request to the **Association** for information held by the **Association**. The request must specify the information sought in sufficient detail to enable the information to be identified.
- (b) The **Association** must, within a reasonable time after receiving a request;
  - (i) provide the information, or
  - (ii) agree to provide the information within a specified period, or
  - (iii) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information, or
  - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if;
  - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**, or
  - (iii) the disclosure of the information would, or would be likely to, prejudice the financial

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

or commercial position of any other person, whether or not that person supplied the information to the **Association**, or

- (iv) the information is not relevant to the operation or affairs of the **Association**, or
- (v) withholding the information is necessary to maintain legal professional privilege, or
- (vi) the disclosure of the information would, or would be likely to, breach an enactment, or
- (vii) the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- (viii) the request for the information is frivolous or vexatious, or
- (ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

(d) If the **Association** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within ten (10) **days** after receiving notification of the charge, the **Member** informs the **Association**;

- (i) that the **Member** will pay the charge; or
- (ii) that the **Member** considers the charge to be unreasonable.

(e) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 8. Finances

### 8.1 Control and management

- (a) The funds and property of the **Association** shall be:
  - (i) controlled, invested and disposed of by the Committee, subject to this **Constitution**, and
  - (ii) devoted solely to the promotion of the purposes of the **Association**
- (b) The **Committee** shall maintain bank accounts in the name of the **Association**
- (c) All money received on account of the **Association** shall be banked within 5 **Working Days** of receipt
- (d) All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- (e) The **Committee** must ensure that there are kept at all times accounting records that;
  - (i) correctly record the transactions of the **Association**, and
  - (ii) allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
  - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).
- (f) The **Committee** must establish and maintain a satisfactory system of control of the **Association's accounting records**.
- (g) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Association**.
- (h) At the **Committee's** first meeting after each **Annual General Meeting**, the **Committee** will decide, by resolution:
  - (i) how funds will be received by the **Association**;
  - (ii) who will be entitled to produce receipts;
  - (iii) what bank accounts will operate for the ensuing year, including the purposes of,

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

and access to, those accounts;

- (iv) who will be the authorised signatories for bank accounts;
- (v) the policies governing the investment of the **Association**'s funds and specifying permitted investments.

- (i) Subject to rules 3.4(iv) and 6.2a(i), the **Committee** may arrange for the accounts of the **Association** for that financial year to be audited by a person appointed for that purpose.
- (j) If the **Association** elects not to appoint an auditor to audit the annual accounts for any year, the **Committee** shall appoint an accountant to review the **Association**'s annual accounts ("the Reviewer"). The Reviewer must be a suitably qualified person, preferably a member of Chartered Accountants Australia and New Zealand, and must not be a **member** of the **Committee** or an employee of the **Association**. If the **Association** appoints a Reviewer who is disqualified from acting or is unable to act, the **Committee** shall appoint another Reviewer as a replacement.
- (k) The Reviewer shall conduct an examination and provide a report to the **Committee** as to whether the annual accounts have been prepared in accordance with the **Association**'s accounting policies.
- (l) The **Committee** shall provide the Reviewer with:
  - (i) access to all information which the **Committee** is aware of that is relevant to the preparation of the annual accounts;
  - (ii) additional information that the Reviewer requests; and
  - (iii) reasonable access to the **Association**'s **Members** and employees.

## 8.2 Balance date

- (a) The **Association**'s financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Association**'s balance date).

## 9 Dispute Resolution

### Meanings of dispute and complaint

- (a) The rules of professional conduct for **Members** are contained in the Code of Ethics
  - (i) The **Committee** may amend the Code of Ethics and Complaints Procedure as it sees fit. No amendment will bind any **Member** until he or she has received **Notice** of the amendment.
  - (ii) A **Member** shall be deemed to have received **Notice** in terms of the preceding paragraph if any amendment to the Code of Ethics is posted to the last known mailing address of the **Member**, or emailed to the last known email address of the **Member**, as advised by the **Member** to the **Association**.
  - (iii) Any alleged breach of these Rules or of the requirements contained in the Code of Ethics must be dealt with according to the Complaints Procedures.
- (b) The **Committee** may amend the Complaints Procedures as it sees fit. A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- (i) 2 or more **Members**
- (ii) 1 or more **Members** and the **Association**

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- (iii) 1 or more **Members** and 1 or more **Officers**
- (iv) 2 or more **Officers**
- (v) 1 or more **Officers** and the **Association**
- (vi) 1 or more **Members** or **Officers** and the **Association**.

The disagreement or conflict relates to any of the following allegations—

- (i) a **Member** or an **Officer** has engaged in misconduct
- (ii) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution or bylaws or the Act**
- (iii) the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution or bylaws or the Act**
- (iv) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

(c) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a **Notice** in writing that—

- (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
- (ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (iii) sets out any other information or allegations reasonably required by the **Association**.

(d) The **Association** 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—

- (i) states that the **Association** is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- (ii) sets out the allegation to which the dispute relates.

(e) 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.

(f) A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

(g) All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.

(h) The complainant raising a dispute, and the **Committee**, 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.

## How complaint is made

(a) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a **Notice** in writing that;

- (i) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
- (ii) sets out the allegation or allegations to which the dispute relates and whom the

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- allegation is against; and
    - (iii) sets out any other information reasonably required by the **Association**.
- (b) The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing;
  - (i) states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - (ii) sets out the allegation to which the dispute relates.
- (c) The information given must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

## Person who makes complaint has right to be heard

- (a) 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.
- (b) If the **Association** makes a complaint—
  - (i) the **Association** 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 **Association**.
- (c) Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they must be taken to have been given the right if—
  - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) an oral hearing (if any) is held before the decision maker; and
  - (iv) the **Member's**, **Officer's**, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

## Investigating and determining dispute

- (a) The **Association** 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.
- (b) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## Association may decide not to proceed further with complaint

- (a) Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if—
  - (i) the complaint is considered to be trivial; or
  - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

- that a **Member** or an **Officer** has engaged in material misconduct;
- that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or **bylaws** or the **Act**;
- that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- there has been an undue delay in making the complaint.

## Association may refer complaint

- (a) The **Association** may refer a complaint to—
  - (i) a subcommittee or an external person to investigate and report; or
  - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) The **Association** may, with the consent of all parties to a complaint, refer the complaint to any class of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## Decision makers

- (a) 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—
  - (i) impartial; or
  - (ii) able to consider the matter without a predetermined view.

## 10 Liquidation and Removal from the Register

### 10.1 Resolving to put association into liquidation

- (a) The **Association** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- (b) The **Committee** shall give twenty (20) **Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.
- (c) The **Committee** 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**.
- (d) Any resolution to put the **Association** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

### 10.1 Resolving to apply for removal from the register

- (a) The **Association** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- (b) The **Committee** shall give twenty (20) **Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.
- (c) The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

(d) Any resolution to remove the **Association** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

## 10.2 Surplus assets

(e) The Association may be wound up if, at a **General Meeting** of its **members**, it passes a **motion** to wind up, and the **motion** is confirmed at a subsequent **General Meeting** called for that purpose and held not earlier than thirty (30) **Days** after the date on which the resolution to be confirmed was passed.

(f) If the Association is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

(g) On the liquidation or removal from the Register of Incorporated Societies of the **Association**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in among such charitable community organisations in New Zealand that have similar objects to the **Association** as the **Members** decide at a **General Meeting**.

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

## 11 Alterations to the Constitution

### 11.1 Amending this Constitution

(a) 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**.

(b) The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

(c) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least four (4) eligible **Members** and given in writing to the **Committee** at least twenty (20) **Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

(d) That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

(e) No **Member** shall acquire any right to limit the **Association**'s powers or at any time alter, rescind or replace these Rules.

(f) At least ten (10) **Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** **Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

(g) When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

(h) No addition to or alteration of the purposes clause (S1, R1.4), payment to **Members** clause (S8, R8.1), or the winding-up clause (S10, R10.3) shall be made without the approval of Inland Revenue. The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

# The New Zealand Bookkeepers Association Incorporated

# CONSTITUTION

## 12 Other

### 12.1 Common seal

- (a) The **Committee** shall provide a common seal and may from time to time replace it with a new one.
- (b) The **Secretary** shall have custody of the common seal, which shall only be used by the authority of the **Committee**. Every document to which the common seal is affixed shall be signed by the **President** and countersigned by the **Secretary** or a **member** of the **Committee**.

### 12.2 Bylaws

- (a) The **Committee** from time to time may make and amend **Bylaws** and policies that advance the **Association**'s purposes or for the **Member** codes of conduct and control of **Association** activities
- (b) No such **Bylaws**, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

### 12.3 Interpretation of Constitution

- (a) Where doubt arises as to the interpretation of any of these Rules, the Committee's decision, which shall be recorded in the Committee's minutes, will be final.
- (b) In any instance where the Committee makes a decision under subclause 12.3(a) *Interpretation of Constitution*, the Committee shall report that interpretation decision at the next AGM.