



# **Constitution of the New Zealand Institute of International Affairs**

## **Whare Tawāhi-a-mahi i Aotearoa**

### **PART I**

#### **1. Name**

The Institute shall be known as the “New Zealand Institute of International Affairs” (“Institute”).

The name of the Institute in Te Reo is “Whare Tawāhi-a-mahi i Aotearoa” and shall be used in association with the English name.

#### **2. Declaration**

- 2.1. The Institute is a non-political organisation and shall not itself express any opinion or adopt a position on any international issue or emerging trend. A statement to this effect shall appear on every publication or channel.
- 2.2. The funds, income and property of the Institute, from whatever source, shall be applied solely towards the exclusively charitable purpose of the Institute within New Zealand.
- 2.3. Founded in 1934, the Institute is a registered charitable society under the Charitable Trusts Act 1957 and the Charities Act 2005.

#### **3. Purpose**

The Institute exists to foster discussion and understanding of international issues and emerging trends, particularly as these may relate to New Zealand.

#### **4. Means**

- 4.1. To achieve its purpose, the Institute may:
  - a) promote discussions, conferences, lectures and public addresses;
  - b) maintain a library of books and other publications;

- c) establish, promote and assist branches of the Institute within New Zealand;
- d) undertake research;
- e) promote its activities through social media channels;
- f) publish books, journals, pamphlets and other works such as the *New Zealand International Review*, as the Board sees fit;
- g) engage in such other activities consistent with its purpose and approved by the Board.

## **5. Institute Powers**

5.1. The Institute may also, through its Board and branches:

- a) accept grants, donations or other assistance;
- b) set and levy subscriptions;
- c) co-operate with any appropriate body or group of persons within or outside New Zealand;
- d) hold property, raise or borrow money, and invest or reinvest in securities, as the Board shall determine.

5.2. The Institute and each branch may determine their respective membership fees and undertake activities consistent with the exclusively charitable purposes of the Institute, and decide the groups or persons, whether or not members of the Institute, who may be invited to take part in any particular activity.

5.3. The Institute and each branch shall not exercise its powers in any way to confer on any person any benefit, advantage or income where such person is able by virtue of their capacity as such person to directly or indirectly materially influence the determination of the nature or amount of such benefit, advantage or income or the circumstances in which it is or it is to be so received, gained, achieved, afforded or derived.

## **PART II**

### **6. Memberships**

#### **6.1. Categories of Membership**

The members of the Institute shall be:

- a) Members as described in Rule 6.2
- b) Institutional members as described in Rule 6.3
- c) Corporate members as described in Rule 6.4
- d) Life members as described in Rule 6.5
- e) Affiliated members as described in Rule 9.2q

**6.2. Members**

Members will be persons who wish to be associated with the Institute. They may either be associated with a branch or the National Office if there is no local branch in their area.

A member is entitled to receive notices and papers and be able to attend and speak, and each will have one vote at General Meetings. In the case of two or more members residing in the same household they shall be entitled to a Family membership where offered, and up to two members of a family membership will have the right to vote.

A branch may include a membership category that may or may not be levied a fee.

**6.3. Institutional Members**

Institutions which support or promote the Institute may upon application become Institutional members. An Institution may include a diplomatic mission, a charitable organisation, or a tertiary education organisation.

An Institutional member will act in good faith and mutual trust with the Institute to ensure the confidence and enhancement of the Institute for the mutual benefit of all members.

An Institutional member is entitled to receive notices and papers and be able to attend and speak and have one vote at General Meetings.

**6.4. Corporate Members**

A corporation or business which supports or promotes the Institute may upon application become a Corporate member. A Corporate member may include a private or commercial company, a government organisation, a tertiary education organisation, a consultancy firm or similar.

A Corporate member will act in good faith and mutual trust with the Institute to ensure the confidence and enhancement of the Institute for the mutual benefit of all members.

A Corporate member is entitled to receive notices and papers and be able to attend and speak and have one vote at General Meetings.

**6.5. Life Members**

A person shall become a life member of the Institute by nomination to and then recommendation of the Board to the AGM for approval. Life members become members of the National Office.

A life member shall have the same rights and obligations as all Individual members, and is exempt from paying any membership fees and is entitled to one vote at an General Meetings.

Appointment will be restricted to those persons who, in the view of the Board, have made an exceptional contribution to the work of the Institute or to the formulation and execution of New Zealand foreign and trade policy, or to the promotion of New Zealand's interests abroad.

**6.6. Honorary Vice Presidents**

Those persons previously appointed to the category of Hon Vice-President under earlier constitutions shall retain office with the same expectations around contribution to the purposes of the Institute and the rights of individual membership (Rule 6.2). However, no further appointments of Honorary Vice Presidents will be made.

**6.7. Process for Membership**

Every application for membership of the Institute shall be received via the website or the relevant branch in accordance with this Constitution and every member of the Institute shall be required to be bound by this Constitution including the Code of Integrity and Conduct and any Regulations of the Institute.

The Board may determine different rates of annual subscriptions for each category (or sub- category) of membership as it so desires except where branches determine their membership fees.

**6.8. Duration of Membership**

Membership of the Institute is annual and expires on 31<sup>st</sup> December each year. A subscription, where levied, must be paid by each member each year in order to have membership renewed.

**6.9. Register of Membership**

The Executive Director shall keep and maintain a Register in which shall be entered the full name, address, category of membership (and including the name of the member's branch, if any). Each branch shall provide a list of their current members to the Executive Director by 31 March each year.

**6.10. Resignation of Membership**

A member not in default of any payments as specified in Rule 6.11 may resign as a member of the Institute by giving not less than thirty days' notice to their branch or to the Executive Director of the Institute. Any member resigning from the Institute, or, for any other reason, ceasing to be a member shall not be entitled to any refund of any payments made.

**6.11. Termination of Membership** for failure to make payments:

- a) If a member fails to pay any subscription or levy or other sum of money whatsoever due by the member for a period of sixty days after it becomes due then the Board may, at any time while the sum remains unpaid, terminate the membership of that member;
- b) A member whose membership ceases in this manner shall remain liable to the Institute for all subscriptions, levies and other moneys whatsoever due prior to the termination of membership (including the subscription payable in respect of the period current at the date of such termination);
- c) A member whose membership is terminated pursuant to this Rule may be reinstated upon such terms as the Board may determine.

### **PART III BRANCHES**

#### **7. Branches**

- 7.1 The Board shall have power to approve the establishment of branches of the Institute.
- 7.2 The members of such branches will adopt rules or regulations for the conduct of the affairs of that branch and to control and manage its affairs. These rules or regulations shall not be contrary to this Constitution.
- 7.3 Each branch committee must provide to the Board, for presentation at the AGM, an annual report outlining the activities and financial position of the branch for the past year.
- 7.4 After each annual meeting the branch shall provide the Executive Director with the names of its Officers who together will form the committee of the branch.
- 7.5 The Board shall have power for cause to determine at any time that any branch shall cease to exist with effect from a particular date. Sixty days notice of such determination and the alleged cause shall be delivered to the chairperson or other appropriate representative of the branch in question. The Board shall allow at least thirty days for the receipt by the Executive Director of any objections to such determination.
- 7.6 A branch or branch committee shall cease to be recognised as such for the purposes of the Rules if it acts in any manner contrary to this Constitution.
- 7.7 The minimum number of members of each branch of the Institute shall be ten although the Board in its absolute discretion may resolve to waive this requirement in particular cases if it thinks fit. Only members of the Institute shall be eligible for membership of a branch.

### **PART IV- GOVERNANCE**

#### **8. Board Role and Composition**

##### **8.1 Role of the Board**

The Board is responsible for governing the Institute and, subject to this Constitution, may exercise all the powers of the Institute and do all things that are not expressly required to be undertaken at an AGM.

## **8.2 Membership of the Board**

The Board shall comprise (up to) nine members:

- a) Up to seven members appointed in accordance with Rule 11 (Election of Board Members);
- b) One MFAT representative with the same rights as other Board members other than the right to vote;
- c) One member co-opted by the Board at its discretion with the same rights as other Board members other than the right to vote;
- d) Any members co-opted by the Board to fill a casual vacancy (refer Rule 8.9).

## **8.3 Chair**

At its first meeting following each AGM the Board shall appoint a Board Chair and Vice Chair from amongst the Board members by agreement or, failing agreement, by lot. The role of the Chair is to chair meetings of the Board and to represent the Board. The Chair, or his/her nominee, shall have the right to attend any committee or group established by the Board. If the Chair is unavailable for any reason another Board Member appointed by the Board shall undertake the Chair's role during the period of unavailability.

Where appropriate the Chair of the Board shall, for the time being, also carry the title "President" of the Institute for external purposes.

## **8.4 Eligibility**

Any person seeking to be elected to the Board must be a current member of the Institute.

## **8.5 Ineligibility**

A person seeking appointment, election, or to remain in office as a Board member shall be eligible to do so, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board member:

- a) Employee or Contractor: A person who is an employee of, or contractor to, the Institute;
- b) Bankrupt: a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 2006, or any equivalent provisions under any previous or replacement legislation;

- c) Conviction: a person who has been convicted of any offence punishable by a term of imprisonment of two or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon;
- d) Disqualified Director: a person who is prohibited from being a director or trustee of or being concerned or taking part in the management of a company or a charity under the Companies Act 1993 or the Charities Act 2005;
- e) Property Order: a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

#### **8.6 Cessation of Office**

If any of the ineligibility circumstances listed in Rule 8.5 apply to a Board member, that Board member shall be deemed to have vacated office upon the Board making an order or finding against that Board member of any of those circumstances. If a Board member becomes or holds any position in Rule 8.5a, then upon appointment to such a position, that Board member shall be deemed to have vacated office as a Board Member. This does not limit the right to suspend a Board member under Rule 8.11 (Suspension of Board Member).

#### **8.7 Term of Office**

The term of office for all Board members shall be three years, commencing at the conclusion of the AGM at which their election is made effective, and expiring at the conclusion of the third AGM after their appointment or election. This Rule is subject to Rule 8.9 (Casual Vacancy), Rule 8.12 (Removal of Board Member), and the schedule of rotation under Rule 8.8.

Members shall be eligible for re-election once only (for a maximum of three years). On the Board's initial establishment three of the seven elected positions shall be limited to a period of two years, and open to re-election for a further full term and the remaining four shall be elected for a period of three years. The initial term of the members shall be drawn by lot at the first meeting of the new Board.

#### **8.8 Schedule of Rotation**

Prior to each AGM, the Board shall advise the Executive Director (who will in turn advise the members) of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.

#### **8.9 Casual Vacancy**

A casual vacancy arises if:

- a) a Board member resigns from office prior to the expiry of their term of office;
- b) a Board member dies or is otherwise unable to continue in office;
- c) a Board member is removed under Rule 8.12 (Removal of Board Member);

- d) a Board member is absent from more than two successive Board meetings unless leave of absence is granted by the Chair;
- e) a position on the Board is not filled by the members and endorsed at a General Meeting;
- f) any of the circumstances in Rule 8.5 (Ineligibility) apply.

In the event of such a casual vacancy arising the Board may appoint an eligible person to fill that vacancy until the next AGM.

#### **8.10 Co-option**

In order to fill any skills or experience gaps, the elected members of the Board shall have the power, at their discretion, to co-opt to the Board one person from the membership listed in Rule 6.1, for a period up to the next round of board elections.

#### **8.11 Suspension of Board Member**

If any Board member is alleged to have, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Board member of any of the circumstances described in Rule 8.5 (Ineligibility), the remaining Board members may, after reasonable enquiry and giving the Board member concerned the right to be heard, suspend the Board member from the Board pending the determination of such allegation notice, or charge.

#### **8.12 Removal of Board Member:**

The members at a Special General Meeting (SGM) called for this purpose may, by Special Resolution, remove any Board member or the Board as a whole before the expiration of their term of office. The following procedure shall apply:

- a) upon the Executive Director receiving a request for a SGM that complies with rule 8.12 to remove a Board member, or the Board as a whole, the Executive Director shall send the notice of the SGM to the Board member concerned or the Board (as the case may be) and the persons specified in Rule 13.8 (SGM) and 13.9 (Notice of SGM); and
- b) following notification under Rule 8.12 and before voting on the resolution to remove a Board member or the Board as a whole, the Board member or the Board (as the case may be) affected by the proposed resolution to remove them shall be given the opportunity prior to and at the SGM to make submissions in writing to the persons entitled to be present at the SGM about the proposed resolution.

### **9. Duties & Powers of Board Members**

#### **9.1 Duties of Board Members**



The duties of each Board member are to:

- a) consider the interests of the Institute as a whole throughout New Zealand;
- b) at all times act in good faith and in the best interests of the Institute;
- c) exercise the powers of the Board for proper purposes;
- d) act, and ensure the Institute acts, in accordance with this Constitution and any of its Regulations (See Rule 23);
- e) be bound by all Board decisions and act in accordance with the principle of collective responsibility;
- f) not agree to, nor cause or allow, the activities of the Institute to be carried on in a manner likely to create a substantial risk of serious loss to the Institute's creditors;
- g) not agree to the Institute incurring any obligations unless the Board member believes at that time, on reasonable grounds, that the Institute will be able to perform the obligations when it is required to do so;
- h) exercise the care, diligence and skill that a reasonable Board member would exercise in the same circumstances;
- i) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board member becomes aware of the fact that they have such interest. Such interest shall also be recorded in the Board's Interests Register;
- j) take such other steps as determined by the Board in respect of any interest specified in Rule 9.1k which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- k) not disclose information that the Board member would not otherwise have available, other than in his/her capacity as a Board member, to any person, or make use of or act on the information except:
  - i) as agreed by the Board for the purposes of the Institute; or ii) as required by law.
- l) make reasonable efforts to attend Board Meetings and General Meetings of the Institute;
- m) use their best efforts to consult widely with members and others in the Institute community to keep abreast of the issues facing them provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board members under Rule 9.1k and
- n) participate in an annual review of the Board's performance.

## **9.2 Powers of the Board**

The Board shall have the power to:

- a) appoint the Executive Director in accordance with New Zealand employment relations legislation;

- b) appoint a Managing Editor of the New Zealand International Review who, amongst other responsibilities, will provide an annual report of the operations of the journal;
- c) define delegations of authority from the Board to the Executive Director and to any Committees of the Board;
- d) adopt and review the strategic plan for the Institute;
- e) adopt and review the annual plan and budget for the Institute;
- f) encourage, promote, assist or approve the establishment of branches of the Institute (Rule 7.1);
- g) hold national forums and meetings for the members, including General Meetings;
- h) amend the Code of Integrity and Conduct;
- i) discipline members based on whether there has been a breach of the Code of Integrity and Conduct;
- j) subject to this Constitution, co-opt to, and fill vacancies on, the Board, and any committees or other groups which are established by it;
- k) exercise oversight of expenditure and raise funds to fulfil the purposes and objects of the Institute;
- l) operate in the name of the Institute such bank accounts as deemed necessary;
- m) ensure current Health & Safety legislation requirements are complied with for any public meetings and for employees;
- n) make such Regulations and any policies and procedures as may be considered necessary or desirable to further the purpose of the Institute provided that no such regulation shall prejudice the status of the Institute as a registered charitable society under the Charitable Trusts Act 1957, its registration status under the Charities Act 2005, or any charitable tax status under any relevant legislation;
- o) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- p) develop and maintain suitable branding for the purposes of its activities, including for branches
- q) agree to affiliate with or join any other appropriate body and determine appropriate membership rights, provided that this conforms with Rule 2.1, is compatible with Rule 3, and an assurance has been given by the affiliate that the Institute's name will not be used in any published or other communications without the permission of the Institute.

9.3 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of the Institute, the matter will be determined by the Board.

## 10. Board Meetings & Procedures

### 10.1 Board Meetings

Board meetings may be called at any time by the Chair or two Board members but generally the Board shall meet at regular intervals as agreed by the Board. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.

**10.2 Meetings using Technology**

Any one or more Board members (including the Board as a whole) may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. Such meetings may occur by telephone, through video conference facilities or by other means of real-time electronic communication provided that prior notice of the meeting is given to all Board members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board member in this manner at a meeting shall constitute the presence of that Board member at that meeting.

**10.3 Quorum**

The quorum for a Board meeting shall be four elected Board members.

**10.4 Voting**

Each elected Board member shall have one vote at Board meetings. In the event of an equality of votes the Chair shall have both a deliberative and a casting vote. Except for resolutions passed outside of a Board meeting under Rule 10.5 (Resolutions), voting at Board meetings shall be by voice, or upon request of any Board member by a show of hands or by a ballot. Proxy and postal voting are not allowed at Board meetings.

**10.5 Resolutions**

A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by five or more Board members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board members.

**10.6 Expenses**

The Board may reimburse its Board members for their actual and reasonable expenses incurred in the conduct of the business of the Institute in accordance with the Board's financial policy. Prior to doing so the Board must establish a policy to be applied to the reimbursement of any such expenses.

**11. Election of Board Members**

**11.1 The Board election process:**

- a) At least seventy days prior to the AGM the Board shall call for applications for all Board member positions that are to be vacated due to the expiry of their term of office at an AGM, or that have arisen as a result of a casual vacancy arising under Rule 8.9 (Casual Vacancy);
- b) Applications for Board member positions shall be made by applicants in an approved form and received at the National Office of the Institute either by hand or electronically, not less than forty-five days before the date set for the AGM;
- c) Upon receipt of any applications for vacancies for Board member(s) positions, the Executive Director shall refer all the applications to the Board to receive votes through an on-line voting mechanism;
- d) Votes will be counted and the Executive Director shall report the results of the election to the AGM. The candidates with the most valid votes shall be declared elected to the Board following the approval of a resolution to that effect passed at the AGM.

## **12. Executive Director**

### **12.1 Role**

There shall be an Executive Director of the Institute who shall be employed or contracted for such term and on such conditions as the Board may determine. The Executive Director shall be under the direction of the Board and shall be responsible for the day-to-day management of the Institute in accordance with the Regulations, policies, and procedures of the Institute and within such limitations as may be imposed by the Board.

### **12.2 Attendance at Board Meetings**

The Executive Director shall attend all Board meetings, unless otherwise required by the Board, but shall have no voting rights.

## **PART IV - GENERAL MEETINGS**

## **13. Meetings of Members**

### **13.1 Annual General Meeting (AGM)**

The Institute must hold an AGM in the month of April each year or as soon thereafter as practicable.

### **13.2 Special General Meeting (SGM)**

Any other General Meetings of the Members shall be termed Special General Meetings.

### **13.3 Methods of General Meetings**

A General Meeting may be held either:

- a) by a number of members entitled to vote who constitute a quorum as set out in Rule 13.13 (Quorum) being present in person at the place, date and time appointed for the meeting; or
- b) subject to this Constitution, by means of audio, or audio and visual, communication by which all persons participating and constituting a quorum can simultaneously hear each other throughout the meeting as determined by the Board. Participation by a person entitled to vote at a General Meeting held in this manner shall constitute the presence of that person at that meeting.

#### **13.4 Notice of AGM**

The Executive Director must give at least sixty days written notice of an AGM to all Board members and all members. The notice shall set out:

- a) the date, time and venue and/or the manner in which the AGM is to be held;
- b) the date and time by which notification of the Delegate(s) as specified in Rule 13.14, any Individual members attending, proxy forms as specified in Rule 14.4 for the AGM must be received by the Executive Director;
- c) the number of vacancies, if any, in any Board member positions for which applications are sought, and the closing date(s) for any applications for Elected Board members as specified in Rules 11.1a and 11.1b;
- d) the date and time by which any of the proposed motions including alterations to the Constitution (if any), and other items of business to be submitted to the Executive Director as specified in Rule 13.6.

#### **13.5 Items of AGM Business**

Not less than thirty days before the date set for the AGM, proposed motions including alterations to the Constitution (if any) and other items of business must be received in writing by the Executive Director from the members and/or the Board.

#### **13.6 Business of AGM**

The following business shall be discussed at each AGM:

- a) review of the Annual Plan (Rule 9.2e);
- b) the receipt from the Board of a reviewed annual financial report for the preceding financial year in accordance with Section 20 (Annual Report);
- c) a report from the Executive Director on the election to fill any vacancies arising in the positions of Elected Board members and consideration of a motion to approve the election of the successful candidate(s).
- d) the election of any vacancies arising in the positions of Elected Board members;
- e) receipt of an annual report from each branch outlining the work and financial performance of the branch for the past year;
- f) any motion(s) proposing to alter this Constitution;

- g) any other items of business that have been properly submitted for consideration at the AGM;
- h) endorsement that the election of members to the Board was conducted properly in accordance with this Constitution.

### **13.7 AGM Agenda**

An agenda containing the business to be discussed at an AGM as set out in Rule 13.6 together with the proxy form shall be sent by the Executive Director to the Board and the members by no later than twenty-one days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by agreement of the meeting.

### **13.8 SGM**

The Executive Director must call a SGM upon a written request which must state the purpose for which the SGM is requested including any proposed motion(s) from:

- a) the Board; or
- b) at least ten percent of those members entitled to vote.

### **13.9 Notice of SGM**

Not less than twenty one days written notice must be given by the Executive Director to the Board and the members for a SGM (except where in the view of the Executive Director such notice period is not practicable due to the urgency or nature of the matters to be dealt with at the SGM, provided not less than seven days written notice is given), which notice must only deal with the business for which the SGM is requested and shall include:

- a) the date, time and venue and/or the manner in which the meeting is to be held;
- b) the date and time by which notification of the Delegate(s) as specified in Rule 13.14, any Individual members attending, proxy forms as specified in Rule 14.4b for the SGM as specified in Rule 14.4a must be received by the Executive Director;
- c) the proposed motion or motions that have been properly submitted for consideration.

### **13.10 Minutes**

The Board shall ensure that minutes shall be kept of all General Meetings and are made available upon request by any member.

### **13.11 Notices**

Any notices or other communication given pursuant to this Constitution must be in writing and may be served personally or sent by post or e-mail or other technological means of communication in writing.

#### **13.12 Errors**

Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rules 13.4 (Notice of AGM), 13.6 (Business of AGM), 13.7 (AGM Agenda) and 13.9 (Notice of SGM) and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a) the Chair in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b) a motion to proceed is put to the meeting and carried by Special Resolution.

#### **13.13 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be no less than twenty-five members entitled to vote. Proxies and those entitled to vote by electronic mail communications do not count towards the quorum.

The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty minutes of the scheduled commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, (being not less than seven days following the adjournment), time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting shall constitute a valid quorum.

#### **13.14 Institutional and Corporate Member Delegates**

Each Institutional and Corporate member may elect or appoint a Delegate to represent it at General Meetings. No Board member may act as a Delegate. The names of the Delegates shall be forwarded in writing to the Executive Director no later than twenty-four hours prior to the time scheduled for the commencement of the General Meeting.

#### **13.15 Members**

All members are entitled to be present at General Meetings and have the right to vote in accordance with Part 14 and Part 6.

#### **13.16 Board Chair & Attendees**

The Board Chair shall chair all General Meetings unless unavailable for any reason in which case another Board member appointed by the Board shall undertake the Chair's role during the period of unavailability. In addition to members any other persons including officers, employees, contractors and advisors to the Institute may, upon invitation by the Chair of a General Meeting, attend and speak at the meeting with the permission of the Chair.

#### **13.17 Standing Orders**

The Board may determine standing orders to prescribe the procedure for General Meetings. In the absence of any such orders, the Chair shall determine the procedure for General Meetings subject to this Constitution and the Regulations.

### **14. Voting at General Meetings**

#### **14.1 Eligibility to Vote**

The following persons are eligible to be present and vote at a General Meeting in accordance with the Constitution:

- a) Individual members 16 years of age and over including up to two representatives under a family membership;
- b) Life members are entitled to vote in their capacity as a member;
- c) Corporate, Institutional and affiliated members through their delegated member.

#### **14.2 Casting Vote**

In the event of equality of votes at a General Meeting the Chair shall also have a casting vote (unless the resolution directly involves the Chair in which case the Board shall unanimously agree on a Board member to have a casting vote).

#### **14.3 Method of Voting**

Voting at General Meetings may be conducted by voices, show of hands, ballot, or secret ballot if requested by two members eligible to vote and present at the meeting. Each member eligible to vote must be present at a General Meeting to vote. Members may exercise their vote, and shall be regarded as being present at the meeting, in one of the following ways:

- a) present either in person or by telephone, through video conference facilities or by other means of real-time electronic communication or
- b) through a Proxy (Rule 14.4) provided that a Proxy shall not be regarded as present for the purposes of the quorum; or

provided that if voting is requested to be held by secret ballot and the meeting is being held by audio, or audio and visual communication, voting shall be held



electronically during the meeting or within a period of time after the meeting and in the manner specified by the Chair.

#### **14.4 Proxy Voting**

Where a member eligible to vote chooses to exercise their vote by appointing a Proxy to attend a General Meeting, the following general principles shall apply together with any specific requirements set out in the Regulations:

- a) the Proxy must be appointed by notice in writing on the prescribed proxy form signed by the member eligible to vote;
- b) the Proxy form must reach the Executive Director not less than one hour before the time scheduled for the commencement of the General Meeting;
- c) Any Individual member who is entitled to be present and vote at a General Meeting, other than the Chair, may hold a Proxy; and
- d) a person may hold more than one Proxy but no person may be a Proxy for more than ten of the members eligible to vote.

#### **14.5 Chair's Declaration**

Where a vote for a motion is cast by a show of hands (whether or not additional votes are cast by other means), a declaration by the Chair of the meeting of the number of votes cast by show of hands is conclusive evidence of that number, unless a secret ballot is requested.

### **PART V – DISPUTES, SUSPENSION AND TERMINATION**

## **15. Disputes**

### **15.1 Disputes**

Should any dispute, arise between any member(s), branches, or employee, or the Board, on any account whatsoever which cannot be settled by the Board, the dispute shall, upon a request to the Executive Director by any of the disputants, either be resolved by mediation or settled by arbitration (Rules 15.3 and 15.4).

Provided however the Board may elect not to consider or continue consideration of any complaint or grievance if it is satisfied that:

- a) the matter is trivial or does not appear to disclose material misconduct or material damage to members' interests;
- b) the complaint appears to be without foundation or there is no apparent evidence to support it;
- c) the complainant has no sufficient interest in the matter or otherwise lacks standing to bring it;

- d) the relevant conduct, incident, event or issue has already been investigated and dealt with by the Board under a procedure already provided for such purpose.

#### **15.2 Date for Mediation or Arbitration**

In the event of mediation or arbitration, the Executive Director shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one days after receipt of the request for mediation or arbitration.

#### **15.3 Mediation**

The procedure for such mediation shall be that recommended by a competent professional body whose recognised expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the Board. Only a member of the Institute may be appointed as a mediator(s). The Board shall request the Executive Director to appoint a mediator who is a member of the Institute and who has appropriate mediation skills.

- a) **Mediation Outcomes.** The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the Board and to be held by the Executive Director. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the Board. Either party, through the Executive Director, may call for further mediation if either party has retracted significantly from the mediated position.
- b) **Unsuccessful Mediation.** If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in Rule 15.4.

#### **15.4 Arbitration**

In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of the Institute may be appointed as an arbitrator. The umpire shall not be a member of the Institute.

#### **15.5 Decision of Arbitrators or Umpire**

If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

### **16. Suspension**

#### **16.1 The Board may temporarily suspend a member:**

- a) if in the opinion of the Board credible accusations have been made that a member has refused or neglected to comply with this Constitution and/or the

- Regulations, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Institute; and
- b) these accusations, if proved, constitute good cause for terminating the membership of the member; and
  - c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and
  - d) that it is in the best interests of the Institute and without any vote being taken as to their membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of the Institute and from any office or position the member holds within the Institute; the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed ninety days and on such further conditions as the Board determines.
  - e) A suspended member may appeal or refer to mediation or arbitration the suspension as provided in Rules 15.3 and 15.4. Prior to the expiration of the suspension period, the Board must either proceed to terminate the membership of the suspended member (Section 17) or reinstate the suspended member.

## **17. Termination**

This is in addition to Rule 6.11 (Termination of Membership for failure to make payments).

- 17.1 The Institute may terminate the membership of any member who ceases to qualify for membership or the member has refused or neglected to comply with this Constitution and/or Regulations or has been guilty of conduct unbecoming of a member, or prejudicial to the Institute.
- 17.2 Before the Board acts under Rule 17.1 the member shall be given at least ten days written notice of the grounds upon which the Board intends to terminate the membership. The member has the right to make submissions in writing to the Board or to appear and be heard before the Board at their own cost, to state their case.
- 17.3 Within seven days after the Board decision to terminate membership the Executive Director shall notify the member in writing. Within fourteen days after the notice the member may give written notice to the Executive Director of an appeal to the Board's decision, or a request for mediation or arbitration. The procedure for mediation and arbitration is set out in Section 15 (Disputes).
- 17.4 In the event of an appeal, the Executive Director shall set a date for the hearing by an Appeal Committee to be held within twenty-one days after receipt of the notice of appeal.

- 17.5 The Appeal Committee shall consist of not less than three members of the Institute. The Board shall request the Executive Director to appoint the members of the Appeal Committee who have the appropriate skills.
- 17.6 The Board shall appoint a Chairperson of the Appeal Committee from one of the members appointed to the Appeal Committee.
- 17.7 No Board member is eligible to sit on the Appeal Committee.
- 17.8 The Appeal Committee decision shall be final.
- 17.9 The Board and the Appeal Committee shall at all times observe the rules of natural justice.

## **PART VII – ADMINISTRATION**

### **18. Financial Year**

- 18.1 The financial year of the Institute shall commence on 1 January and end on 31 December in the same year and may be altered from time to time by the Board.

### **19. Annual Report**

- 19.1 The Board shall prepare an annual report for presentation to the AGM which contains:
  - a) the reviewed annual financial statements as may be required under the Charities Act; and
  - b) an annual report of the year's activities; (collectively known as the "Annual Report").
- 19.2 The annual financial statement in Rule 19.1 shall be reviewed by a chartered accountant appointed by the Board.

### **20. Registered Office**

- 20.1 The registered office of the Institute shall be at such place as determined by the Board from time to time.

### **21. Common Seal**

- 21.1 The Institute shall have a common seal.
- 21.2 The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody.

## **22. Alteration to the Rules**

- 22.1 Subject to Rule 22.2, this Constitution may only be amended, added to or repealed by Special Resolution at a General Meeting.
- 22.2 Notice of an intention to alter this Constitution must be given by at least twenty-five members entitled to vote, or the Board, to the Executive Director no later than thirty days prior to a General Meeting, in accordance with Rule 13.6 (Business of AGM) or Rule 13.9 (Notice of SGM).

## **23. Regulations**

- 23.1 The Board may make and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Purpose and Means of the Institute and any directives given by a General Meeting.
- 23.2 All Regulations shall be binding on the Board and the members.
- 23.3 All Regulations, and any amendments to the Regulations, shall be advised to all members in writing or electronically as approved by the Board.
- 23.4 To the extent of any inconsistency between the Regulations and this Constitution, this Constitution shall prevail.

## **24. Indemnity**

- 24.1 The Institute shall indemnify its Board members and employees for any costs incurred by any of them in any proceeding:
  - a) that relates to the liability for any act or omission in their capacity as a Board member, or employee; and
  - b) in which judgement is given in its favour, or in which it is acquitted, or which is discontinued.
- 24.2 The Institute shall indemnify each Board member or its employees in respect of:
  - a) liability to any person other than the Institute for any act or omission in their capacity as a Board member or employee; or
  - b) costs incurred by the Board member, or employee in defending or settling any claim or proceeding relating to any such liability; or
  - c) liability, not being criminal liability, arising from a breach, in the case of a Board member of duty (as specified in Rule 8.1), or in the case of an officer or employee, of any fiduciary duty owed to the Institute.
- 24.3 The Institute shall, with the prior approval of the Board, effect insurance for each Board member and its officers and employees in respect of:

- a) liability not being criminal liability for any act or omission in his/her capacity as a Board member, officer or employee;
- b) costs incurred by that Board member or officer or employee in defending or settling any claim or proceeding relating to any such liability;
- c) cost incurred by that Board member or employee in defending any criminal proceedings:
  - i) that have been brought against the Board member or employee in relation to any act or omission in its capacity as a Board member, officer or employee; and
  - ii) in which it is acquitted.

## **25. Winding Up**

25.1 The Institute may voluntarily be wound up if:

- a) A Special Resolution of those present and entitled to vote at a General Meeting calls for the Institute to be wound up providing that;
- b) Such resolution is confirmed by further Special Resolution in a subsequent SGM, called for that purpose, and held not earlier than thirty days, after the date on which the resolution was passed.

25.2 Any surplus assets of the Institute, after payment of all costs, debts, and liabilities, shall, subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some charitable body or bodies having objects similar to the Purposes and Means of the Institute.

25.3 The body or bodies in Rule 25.2 shall be determined by the members in a General Meeting at or before the time the Institute is wound up.

## **26. Status of Constitution**

This Constitution rescinds and replaces the current constitution.

**Annex A**

**New Zealand Institute of International Affairs  
Whare Tawāhi-a-mahi i Aotearoa**

**CODE OF INTEGRITY AND CONDUCT**

**WE MUST BE FAIR, IMPARTIAL, RESPONSIBLE & TRUSTWORTHY**

**FAIR**

We must:

- treat everyone fairly and with respect
- be professional and responsive

**IMPARTIAL**

We must:

- maintain political neutrality
- carry out the mission of the Institute, unaffected by personal beliefs
- support the Institute to provide robust and unbiased advice
- respect the authority of the government of the day

**RESPONSIBLE**

We must:

- act lawfully and objectively
- use the Institute's resources carefully and only for intended purposes
- treat information with care and use it only for proper purposes
- work to improve the performance and efficiency of the Institute

**TRUSTWORTHY**

We must:

- be honest
- work to the best of our abilities
- ensure actions are not affected by personal interests or relationships
- never misuse our position for personal gain
- avoid any activities that may harm the reputation of the Institute
- not accept gifts that place us under a perceived influence

***Note: The template for this code of integrity and conduct has been taken, with permission, from the Public Service Commission.***