



Information for prospective Board members of New Zealand Institute of International Affairs

About the Institute

The New Zealand Institute of International Affairs (NZIIA) - Whare Tawāhi-a-mahi i Aotearoa, is an independent, non-governmental organisation that fosters expert discussion and understanding of international issues and emerging trends, particularly as they relate to Aotearoa New Zealand.

The Institute is a registered charitable society governed by an eight-person Board, seven of whom are elected by its members, along with an ex-officio appointee by the Ministry of Foreign Affairs and Trade. It comprises a National Office and seven branches around New Zealand; in Christchurch, Nelson, Wellington, Wairarapa, Palmerston North, Hawkes Bay and Auckland.

Established in 1934, NZIIA encourages understanding of international issues so that New Zealanders are better informed, gain different perspectives and have greater connections to the outside world. It exists for the long-term political, social, economic and environmental wellbeing of Aotearoa New Zealand.

The Institute delivers events, research projects and other initiatives, including public addresses by visiting experts and dignitaries, workshops, roundtable events, Track II dialogues and a flagship national conference. The National Office and Branches host an active programme of more than 80 events annually around New Zealand.

NZIIA communicates through digital platforms and has a long heritage of research publications, utilising international affairs experts from New Zealand and overseas. *New Zealand International Review* is the only magazine exclusively devoted to international affairs as they affect New Zealand.

The National Office is housed at Rutherford House, Pipitea Campus, Te Herenga Waka Victoria University of Wellington.

[About Us.](#)

[View the NZIIA Constitution.](#)

[View the NZIIA 2022 Annual Report.](#)

Eligibility for Board Election

Any member of NZIIA affiliated to a Branch or the National Office, or any staff member of a Corporate or Institutional member (provided the senior leadership of that organisation approves the nomination), is eligible to nominate themselves for election to the NZIIA Board.

Skills/experience required for board membership:

The Institute encourages nominations from a broad range of ethnic, gender, age and professional backgrounds.

In line with knowledge and guidance from the Institute of Directors, the following are a set of skills that are desirable for governing NZIIA. This skill set is not in any order of priority and not exhaustive.

- community and stakeholder engagement,
- diversity and inclusion,
- financial management,
- fundraising,
- governance,
- understanding of different cultures including Te Ao Māori,
- knowledge of international affairs, broadly defined,
- IT and digital transformation,
- marketing and corporate communications,
- publishing, research and analysis,
- strategic thinking and planning.

Expected time commitment

The Institute holds approximately 6 Board meetings annually, which can be attended in-person or online (although Board members are asked to attend at least one in-person meeting in Wellington per year).

It is anticipated that NZIIA Board members will spend 6-8 hours per month on Institute business.

Location

Board members can be located anywhere in New Zealand. In-person Board meetings and the AGM are typically held in Wellington, and the Institute will pay reasonable travel expenses.

Remuneration

The role is unpaid, although the Institute will pay reasonable expenses including travel costs to attend Board meetings.

Term of Office

[As per the Constitution:](#)

“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 8.11 (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.”

Ineligibility

As per the Constitution:

“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.”

Duties of Board Members

As per the Constitution;

“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.

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, 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."

For more information contact:

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