

**CONSTITUTION**

OF

**NEW ZEALAND INTERNATIONAL BIOLOGY  
OLYMPIAD**



**May 2025**

# Constitution

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## Introductory rules

### Name

The name of the society is New Zealand International Biology Olympiad Inc (in this **Constitution** referred to as the '**Society**', '**NZIBO**').

### Charitable status

The **Society** is registered as a charitable entity under the Charities Act 2005.

### Definitions

In this **Constitution**, unless the context requires otherwise, 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 Act or under any Act which replaces it.

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

**'Chairperson'** means the elected **Officer** responsible for chairing **General Meetings**, who provides leadership for the **Society**, and is responsible for specific matters as outlined in this **Constitution**.

**'Constitution'** means the rules in this document.

**'Executive Committee'** means the **Society**'s governing and management body, composed of **Executive Committee Members**, including the **Officers** of the **Society**. Executive Committee Members are natural persons who:

- Meet the requirements for Executive Committee Membership,
- who have not ceased to be a **Member** of the **Society**, and
- meets relevant clauses below

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

**'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 the **Executive Committee**, kept under this **Constitution** and as required by section 73 of the **Act**.

**'Matter'** means—

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

**'Member'** is the collective term encompassing the **General Members** and **Executive Members** of the **Society**, where a specific membership class is not specified.

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

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

**'Officer'** means a natural person who is:

- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, namely the Chairperson, Secretary or Treasurer.
- Officers are members of the **Executive Committee**.

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

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

**'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 elected **Officer** responsible for the financial matters specifically noted in this **Constitution**.

## Purposes

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- 1.1. To be the national organisation in New Zealand organising and running the New Zealand Biology Olympiad Programme. This competitive education programme shall culminate in the selection of the top four

secondary school Biology students. These 4 students shall represent New Zealand at the International Biology Olympiad (IBO) held in the year of their selection.

- 1.2. To provide at least two Team Leaders to represent New Zealand on the international jury at the IBO competition each year. These leaders shall be selected by majority vote of the NZIBO executive committee members and must possess appropriate advanced biological knowledge. Team Leaders shall accompany the NZ team of four students to the IBO competition.
- 1.3. To ensure that the national programme shall provide training in the IBO curriculum for the students who participate so that these students have the necessary knowledge to compete at the IBO should they be selected to represent New Zealand.
- 1.4. To be the New Zealand Biology Olympiad society recognized by the International Biology Olympiad (Kiel, Germany) and abides by and supports the IBO rules and regulations as set out on their website <https://www.ibo-info.org/en/>
- 1.5. To facilitate the participation of individuals in the New Zealand Biology Olympiad Programme, thereby enhancing their educational opportunities, and to make such Rules as it determines are necessary for that purpose.
- 1.6. To publicise student successes in the New Zealand Biology Olympiad Programme.
- 1.7. To encourage interest, participation, and excellence in biology within New Zealand education through the nationwide promotion of participation in the New Zealand Biology Olympiad and the recognition of academic excellence in Biology at secondary school level.
- 1.8. To organise, promote and facilitate sponsorship, grants, contracts, or donations for the advancement of these objects.
- 1.9. To distribute funds received for purposes in accordance with these objects. Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- 1.10. To provide a representative to member associations and organizations that the Society is a member of, where such bodies exist. Representatives on, or withdrawal of representation from, such bodies shall be by majority vote of the NZIBO executive committee.
- 1.11. To do all such other things and activities as are necessary, incidental, or conducive to the advancement of these objects.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

## Te Tiriti o Waitangi

NZIBO recognises the Treaty of Waitangi as a foundational and binding document that guides decisions made in the NZIBO environment.

## Powers

The Society shall have the widest possible powers to do all things that may be necessary to achieve the objects of the Society, including the power:

- 1.1. To establish an Executive Committee or other groups as the Executive Committee shall determine to ensure the advancement and attainment of any of the objects of the Society, and to delegate its powers and functions to such groups.
- 1.2. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection with such property and to hold, improve, manage, develop, let or lease, sell, exchange, or otherwise dispose of any such property, rights or privileges.
- 1.3. To invest and deal with monies of the Society not immediately required for the purposes of the Society in such a manner as the Executive Committee thinks fit, and in particular to deposit the same with any bank on interest bearing terms.
- 1.4. To determine, raise and receive monies by way of sponsorship, grants, contracts, (including government funding), donation, or otherwise.
- 1.5. To determine and implement such policies and procedures for the acquisition, management and disbursement of any funds accumulated as it thinks fit.
- 1.6. To employ the services of such staff, advisers, consultants, or contractors on such terms as the Executive Committee determines as appropriate, to work for and on behalf of the Society.
- 1.7. To determine who may be members of the Society.
- 1.8. To take or defend legal proceedings of any kind.

- 1.9. To do all such acts or things as are incidental, conducive, or subsidiary to all or any of the purposes of the Society.

## Act and Regulations

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

## Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

## Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. The Chairperson shall be registered as the official contact person on the Incorporated Societies and Charities Register, in addition to up to two other contact persons under the above rule.

The **Society**'s contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Executive Committee** or elected by the **Executive Committee Members** at a **General Meeting**.

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.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## Membership

### Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

### Types of members

The membership of the Society (collectively called "members") shall be open to biologists resident in New Zealand. Members of NZIBO now living abroad can maintain their NZIBO membership. They may not be on the executive or organising committee for the IBO of another country.

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows, and covered in additional clauses below where appropriate:

- **General Member**

A **General Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **General Member**.

- **General Members** may include, but is not limited to, supporters, alumni, founding members, and long-term teachers who have supported the Society.
- **General Members** are invited to attend the AGM but do not have voting rights.
- Written applications for **General membership** are provided to the Secretary. Each nomination will be subject to a formal motion and voting process.

- **Executive Committee Member**

An **Executive Committee Member** is part of the **Executive Committee** that is responsible for the operation and management of the Society. Applicants for **Executive Committee Membership** must fulfil the 'Qualifications of Officers and Executive Committee Members' clause below.

- Call for nominations for **Executive Committee** Membership to be circulated to **General Membership**:
  - With the notice for the **Annual General Meeting**
  - Between **Annual General Meetings** at the discretion of the **Executive Committee**.
- This notice should invite expressions of interest from **members** and include the terms of reference / role descriptions where appropriate.
- Notice should be provided at least 20 days before the consideration meeting date, and nominations should close at least two days prior to the consideration meeting date. Nominations may be received from the floor at the **Annual General Meeting**.
- Appointments or secondments between **Annual General Meetings** will remain subject to a motion that is moved, seconded and carried at an **Executive Committee** meeting.
- Nominations will be received from a nominator who is a current NZIBO **member**, with the consent of the nominee.
- It is generally expected that nominees have a knowledge of NZIBO and IBO activities
- **Executive Committee Members** have voting rights at the AGM.
- **Officers** are generally appointed from amongst the **Executive Committee Members**.

## Process

- Following receipt of written nominations, the **Executive Committee** will meet to discuss the application/s for membership.
- Each nomination will be moved, seconded and voted on independently.
- Appointment to the **Executive Committee** will be by motion requiring a consensus of the existing **Executive Committee** members.
- Nominees will be informed of the outcome of their nomination.
- At the **Annual General Meeting**, the **Society** will note the current membership of the **Executive Committee** and confirm their intention to retain their executive position for a further year.

The **Executive Committee** reserves the option to co-opt or otherwise invite applicants for specific roles, functions or expertise to meet the needs of the Committee. This will be carried out in accordance with the above clauses.

## **Becoming a member: consent**

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

## **Becoming a member: process**

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Executive Committee** regarding an application for membership and will become a **General Member** on acceptance of that application by the **Executive Committee**.

Membership to the Society shall be granted by resolution of the **Executive Committee** where a majority of the votes cast on it are in favour of the resolution.

The **Executive Committee** may accept or decline an application for membership at its sole discretion. The **Executive Committee** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

## **Members' obligations and rights**

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

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

**Members** acknowledge and agree that:

- (a) This **Constitution** is a contract between each of them and the **Society** and that they are bound by its terms and any ancillary Regulations, By Laws, or Rules of the **Society**.
- (b) **Membership** of the **Society** shall bind the **member** to abide by the provisions of this **Constitution** and any ancillary Regulations, By Laws, Rules, determinations, Resolutions or Policies which may be made or passed by the **Executive Committee** or the **Society** necessary for the promotion and furtherance of the objects of the **Society**.
- (c) As a **member**, one is required to actively support organizational goals and to take on such tasks as the **Executive Committee** deems appropriate in consultation with the member.
- (d) They are entitled to all benefits, advantages, privileges, and services of **membership** as are conferred by this **Constitution**, and any ancillary Rules, Regulations, By Laws, Resolutions or Policies implemented by the **Executive Committee** or the **Society**.

## Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Executive Committee**, or
- on termination of a **Member**'s membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Executive Committee** where in the majority conclusion of the **Executive Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- one month following the date of receipt of the **Member**'s notice of resignation by the **Executive Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member**'s membership under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the **Executive Committee** and when a **Member**'s membership has been terminated the **Executive Committee** shall promptly notify the former **Member** in writing.

The **Executive Committee** has the power to revoke membership from any member whom it considers to have acted in such a way as to have seriously discredited or brought into disrepute the Society through its actions.

## **Obligations once membership has ceased**

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date, and
- shall cease to hold themselves out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

## **Becoming a member again**

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 **Executive Committee**.

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 **Executive Committee**.

## **General meetings**

### **Procedures for all general meetings**

#### **Notice**

The **Executive Committee**, through the **Secretary** or **Chairperson**, shall give all **Members** at least 20 clear days' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**. The **Notice** shall state the place or form, date and time in addition to the proposed business to be transacted at the meeting.

- **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.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society'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**.

Only **Members** and the **Society's** Auditor (if any) may ordinarily attend and speak at **General Meetings**. The **Executive Committee** reserves the right to invite guests, for example, heads of sister organizations.

All business that is transacted at a **Special General Meeting** or the **Annual General Meeting** with the exception of that referred to in this **Constitution** as the ordinary business of the **Annual General Meeting** shall be special business.

### **Quorum**

No **General Meeting** may be held unless at least half of the **Executive Committee**, including at least one **Officer** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **General Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, 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.

Any decisions made when a quorum is not present are not valid.

### **Voting**

An **Executive Committee Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy.

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.

Unless otherwise required by this **Constitution**, all motions shall be decided by a simple majority of the **executive committee members** in attendance in person or by proxy.

Postal voting (including but not limited to voting by land mail, email, facsimile transmission or any other form of visible or electronic transmission) may be held from time to time in such instances as the **Executive Committee** may determine (other than in respect of matters which must be passed by **Special Resolution**) and shall be held in accordance with procedures prescribed by the **Executive Committee**.

All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the **Executive Committee** to conduct the ballot.

### **Written resolution**

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Executive Committee Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**.

An **Executive Committee Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

### **Chairing**

All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Executive Committee** to chair that meeting.

- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

- 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.
- 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
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

The **Executive Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Executive Committee** at least 10 clear days' in advance of the **General Meeting**. The **Member** may also provide information in support of the motion ('**Member's Information**').

- If notice of the motion is given to the **Secretary** or **Executive Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

### **Polls**

If at a **General Meeting** a poll on any motion is demanded by at least three members, it shall be taken at the Meeting in such manner as the **Chairperson** may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that Motion.

A poll that is demanded on the election of a **Chairperson** or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other Motion shall be taken at such time before the close of the Meeting as the **Chairperson** may direct.

### **Minutes**

The **Society** must keep minutes of all **General Meetings**.

Motions shall be determined by the Chairperson's declaration (before or on demand for a poll) that on a show of hands, the motion has been carried unanimously, carried by a particular majority or lost. An entry to that effect in the Minutes of the **Society** is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Motion.

In accordance with the **Incorporated Societies Act 2022**, a **member** may, at any time, make a written request to the **society** for either or both of the following:

- A. the financial statements of the **Society** that were presented at the most recent **annual general meeting** of the **Society**;
- B. the minutes of the most recent **General Meeting** of the **Society**.

The **Society** must, within a reasonable period after receiving the request and without charge, provide the requested information to the **Member**.

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

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 **Executive Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be before the 1st of June, with 20 clear days' notice given by the **Society** of the AGM date and proposed business, and 10 clear days' notice given to the **Society** by **Members** for agenda items to be included.

The finalised agenda (with reports) must be circulated at least seven days' before the AGM date. This includes any nominations for membership received for consideration. Late additions to the agenda or reports are at the discretion of the **Chair**, provided they are spoken to at the **General Meeting**.

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 to all members 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:

- The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
- A motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

## **Annual General Meetings: business**

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,

- adopt the annual reports on the operations and affairs of the **Society**,
- adopt the **Executive Committee's** report on the finances of the **Society**, and the annual financial statements,
- appoint an Auditor (if needed),
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- vote on or ratify any membership nominations (General or Executive),
- confirm the members of the **Executive Committee** and elect the **Officers**,
- note any cessation of membership by **General** or **Executive Committee Members**, and
- consider any general business of which notice is given in accordance with this **Constitution**.

The **Executive Committee** must, at each **Annual General Meeting**, present the following information—

- annual reports on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

The **Annual General Meeting** shall be in addition to any other General Meetings that may be held in the same year. Any such General Meetings shall be **Special General Meetings** and shall be held in accordance with the provisions of this Constitution.

## Special General Meetings

**Special General Meetings** may be called at any time by the **Executive Committee** by resolution. Such meetings may be face to face or electronic, provided that such electronic means allows all members to participate fully in the business of the special general meeting.

The **Executive Committee** must call a **Special General Meeting** if it receives a written request signed by at least **50%** percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

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 **Executive Committee's** resolution or the written request by **Members** for the **Meeting**.

## Executive Committee

### Executive committee composition

The **Executive Committee** will consist of elected **Executive Committee Members**, three of whom are **Officers** (Chairperson, Secretary and Treasurer) defined under this constitution.

All members of the **Executive Committee** must be either:

- **Members of the Society**, or
- representatives of corporate bodies that are **Members of the Society**.

Each member on the **Executive Committee** shall hold office until the conclusion of the Annual General Meeting following the date of their confirmation, but shall remain eligible for re-appointment.

### Functions of the executive committee

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

### Powers of the executive committee

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

Subject to this **Constitution**, the **Executive Committee**:

1. Shall control and manage the business and affairs of the **Society**;

2. May exercise all such powers and functions as may be exercised by the **Executive Committee** other than those powers and functions that are required by this **Constitution** to be exercised by the members in **General Meeting**; and
3. Has power to perform all such acts and things as appear to the **Executive Committee** to be essential or appropriate for the proper management of the affairs of the **Society**.

## General matters: committees

The **Executive Committee** and any sub-committee 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 **Executive Committee** or subcommittee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Executive Committee** or any sub-committee may regulate its proceedings as it thinks fit.

## Requirement to hold a current Police Vet

All **Executive Committee Members** and other staff who are resident at the annual NZIBO Practical Training and Selection Camp are required to hold current Police Vetting issued by the New Zealand Police.

Each individual should be Police Vetted by NZIBO; use of a Police Vet undertaken by another organisation is actively discouraged by the New Zealand Police.

The **Secretary** shall ensure that all NZIBO **Executive Committee members** and residential training camp staff hold a current NZIBO Police Vet, and shall maintain a record of these vets, including their expiration date.

## Executive committee meetings

### Procedure

The quorum for **Executive Committee** meetings is at least half the number of members including at least one **Officer** of the **Executive Committee**.

- (a) If any failure in communication or other issue prevents this condition from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be inquorate until quorum is satisfied again.
- (b) Upon becoming inquorate, the meeting may be suspended, terminated, adjourned or continued; no further motions may be taken or voted on but may be discussed in advance of a later postal voting as defined previously, provided voting and pertinent information is circulated to all **Executive Committee** members to allow informed decision making.

The **Executive Committee** shall meet at such place and at such times and in such manner as it shall determine. Notice of the meeting is given to all **Executive Committee** members in accordance with the procedures agreed from time to time by the **Executive Committee**.

A meeting of the **Executive Committee** may be held either—

1. by a number of the members of the **Executive Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Executive Committee** participating and constituting a quorum can simultaneously participate throughout the meeting.

A resolution of the **Executive Committee** is passed at any meeting of the **Executive Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Executive Committee** shall have one vote. In the event of an equality of votes the Chairperson will hold the casting vote.

The members of the **Executive Committee** shall elect one of their number as chairperson of the **Executive Committee**. If at a meeting of the **Executive Committee**, the **Chairperson** is not present, the members of the **Executive Committee** present may choose one of their number to be chairperson of the meeting. Except as otherwise provided in this **Constitution**, the **Executive Committee** may regulate its own procedure.

## Officers

**Officers** are often, but do not have to have been, a previous **Executive Committee Member**.

## Qualifications of Officers and Executive Committee members

Every **Officer** or **Executive Committee Member** must be a natural person who —

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** or **Executive Committee Member** of the **Society**.

**Officers and Executive Committee Members** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** or **Executive Committee Member** of the **Society**, namely —

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  1. an offence under subpart 6 of Part 4 of the **Act**
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  3. an offence under section 143B of the Tax Administration Act 1994
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. a banning order under subpart 7 of Part 4 of the **Act**, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. 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.
2. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) 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**.

Prior to election or appointment as an **Officer** or **Executive Committee Member** a person must —

- consent in writing to be an **Officer** or **Executive Committee Member**, as appropriate, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** or **Executive Committee Member** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

## Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what they believe to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **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:
  - a. the nature of the **Society**,
  - b. the nature of the decision, and
  - c. the position of the **Officer** and the nature of the responsibilities undertaken by them
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Specific duties of Officers are provided below.

The Chairperson shall ensure the Society:

- Has a Chair for all email and face to face meetings of the Society.
- The Society is suitably represented in New Zealand and for all IBO matters arising.
- Promotes the organisational goals of NZIBO.
- Develops sponsorship relationships.
- Maintains relationships with all sponsors.
- Solicits funds from appropriate funding bodies.
- Maintains communication with the NZ Ministry of Education and other relevant professional bodies.
- As Chairperson, co-authorises payments and transfer of monies between accounts on behalf of the society with the Treasurer when the Secretary is unavailable to do so.

The Secretary shall ensure the Society:

- Maintains an accurate record of all organisation meetings, email and post for members.
- Maintains a membership directory.
- Corresponds when necessary with the IBO and other recognised organisations.
- Supports the Chairperson in applications for funds.
- As Secretary, co-authorises payments and transfer of monies between accounts on behalf of the society with the Treasurer when the Chairperson is unavailable to do so.

The Treasurer shall ensure the Society:

- Maintains an accurate record of all organisational financial transactions.
- Collects and receipts examination and other fees as required.
- Develops an annual budget and presents it to the membership at the AGM for approval.
- Prepares financial records for an Audit if required.
- Supports the Chairperson in applications for funds, including providing such financial records as may be required.
- As Treasurer, co-authorises (with either the Chairperson or Secretary) payments and transfer of monies between accounts on behalf of the society.

## **Election or appointment of Officers**

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Executive Committee** (and any such appointee must, before appointment, supply a

signed consent to appointment. Any such appointment must be ratified at the next **Annual General Meeting**.

2. A candidate's written nomination, accompanied by the written consent of the nominee that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least ten clear days' before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Executive Committee** (excluding those in respect of whom the votes are tied).
4. 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.
5. Election of Officers shall require a majority vote from the **Executive Committee**.
6. The failure for any reason of any **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

## Term

The term of office for all **Officers** elected to the **Executive Committee** shall be one year, expiring at the end of the **Annual General Meeting** following the **AGM** of their election. The number of terms of office shall not be limited.

Resignation of an **Officer** shall be in writing to the **Executive Committee** and given in reasonable time to allow a replacement to be found.

## Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Executive Committee** or the **Society** where in the opinion of the **Executive Committee** or the **Society** —

- The **Officer** has brought the **Society** into disrepute.
- The **Executive Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Executive Committee** or **Society**.

**Officers** may be removed from office by a vote of 75% of the **Executive Committee** if their actions are deemed inappropriate by the membership. The **Officer** shall have the right to speak before the **Executive Committee** and membership about the charges made concerning their performance. The **Officer** is not permitted to participate in the deliberation of the **Executive Committee** regarding the issue concerned.

## Conflicts of interest

An **Officer** or **Executive Committee member**, or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by 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)—

1. to the **Executive Committee** and or sub-committee, and
2. in an **Interests Register** kept by the **Executive Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or **Executive Committee member** who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Executive Committee** and/or sub-committee relating to the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Executive Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Executive Committee** and/or sub-committee (unless the **Executive Committee** and/or sub-committee decides otherwise).

However, an **Officer** or **Executive Committee member** of a sub-committee 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.

Where 50 per cent or more of **Officers** or **Executive Committee members** 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** and/or **Executive Committee members** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Executive Committee** shall consider and determine the **Matter**.

## Records

### Register of Members

The **Society** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- 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
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each **Member's** —

- email address (if any)
- occupation
- whether the **Member** is a **General** or **Executive member**

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

## Interests Register

The **Executive Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** 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
8. the request for the information is frivolous or vexatious, or
9. 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**.

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

## Finances

### Control and management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Executive Committee** shall maintain bank accounts in the name of the **Society**.

The bank account shall be operated strictly in accordance with the policy determined by the Executive Committee.

All money received on account of the **Society** shall be banked within 10 working days of receipt. All accounts paid or for payment shall be submitted to the **Executive Committee** for approval or ratification of payment.

The **Executive Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if desired by the **Society**, required under any legislation or the **Society's Constitution**).

The **Executive Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

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 **Society**.

The annual report presented at the Annual General Meeting shall contain

1. the annual financial statements, and
2. an annual report as to the year's activities, and

The annual report may contain an action plan for the ensuing year.

## Balance date

The **Society**'s financial year shall commence on **1 April** of each year and end on **31 March** (the latter date being the **Society**'s balance date).

## Dispute resolution

### Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

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

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

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

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

The **Society** 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—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

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

The complainant raising a dispute, and the **Executive 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 **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a disciplinary subcommittee) a notice in writing that—

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

The **Society** 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 that—

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

The information given under subclause (1b.) or (2b.) 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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

## Person who makes complaint has right to be heard

1. 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.
2. If the **Society** makes a complaint—
  1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an **Officer** or **Executive Committee Member** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

## Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
  3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

## Investigating and determining dispute

The **Society** 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.

The **Executive Committee** shall delegate its functions, powers or duties in relation to the investigation of disputes in accordance with this **Constitution** to a Disciplinary Committee composed of three persons appointed by the **Executive Committee** from time to time.

If any matter to be determined by the Disciplinary Committee gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the **Executive Committee** shall appoint another independent person in their stead for the determination of that matter only.

If any dispute or disciplinary matter to be determined by the **Executive Committee** gives rise to a conflict of interest on the part of any member of the **Executive Committee**, that member of the **Executive Committee** shall not be involved with the hearing of such appeal in any way.

Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or

2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a **Member** or an **Officer** has engaged in material misconduct;
  2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
  3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

## **Society may refer complaint**

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

## **Executive Committee Resolution**

The **Executive Committee** may, having had full regard to any submission or evidence of the Disciplinary Committee and the affected **Member**, by Resolution:

- A. Expel a **member** from the **Society**;
- B. Suspend a **member** from membership of the **Society** for a specified period;
- C. Give such warning or reprimand as is appropriate;
- D. Place an appropriate penalty on the **member**; or
- E. Take such other action as it deems reasonable in all the circumstances.

## Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Executive Committee** or a disciplinary subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

## Liquidation and removal from the register

### Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Executive Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Executive 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**. This **General Meeting** shall be held no earlier than 30 days and no later than 60 days after the date on which the resolution was formally proposed.

Any resolution to put the **Society** into liquidation must be passed by a 75% majority of all **Executive Committee Members**.

### Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Executive Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **Executive 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**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a 75% majority of all **Executive Committee Members** present.

## Surplus assets

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be vested either in a substitute or successor organisation of the Society, or distributed, gifted or transferred to some other New Zealand organisation or organisations having similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Such substitute or successor organisations shall be determined by the **Members** or, in the event of indecision, the liquidators of the **Society**.

## Alterations to the constitution

### Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

Amendments with impact on the clauses concerning the Objects of the Society, Liquidation or Finances shall not take effect unless approved by the Inland Revenue Department. This clause and the effect of it shall not be removed from this **Constitution** and shall be included in and applied into any **Constitution** replacing this **Constitution**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a 75% majority of those **Executive Committee Members** present. Notice is given by circulation of the proposed **Constitution** amendment or replacement with the agenda of the **General Meeting**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 75 percent of eligible **Members** and given in writing to the **Executive Committee** at least 30 **Working 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.

At least 10 clear days' before the **General Meeting** at which any amendment is to be considered the **Executive Committee** shall give to all **Members** notice of the proposed

resolution, the reasons for the proposal, and any recommendations the **Executive Committee** has.

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.

The front page and header of this document shall be updated to reflect the ratification date (month and year) of the amended **constitution**.

If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

## Other

### Indemnity

The **Society** shall indemnify its **Executive Committee members, members, officers** and employees against all damages and costs (including legal costs) for which any such

**Executive Committee member, member, officer** or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

1. In the case of a **Executive Committee member or member**, performed or made whilst acting on behalf of and with the authority (express or implied) of the **Executive Committee or Society**; and
2. In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the **Society**.

## Bylaws

The **Executive Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but 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. Such Regulations or Bylaws shall be published to the members from time to time and made available to members on request.

## **Matters not provided for**

Subject to the clauses concerning disputes, if any dispute arises out of the interpretation of this **Constitution** or any ancillary Rules, Regulations, Bylaws, or Policies implemented pursuant to this **Constitution**, or any matter arising which is not provided for in this **Constitution**, then such dispute or matters shall be referred in writing to the **Executive Committee**, whose decision shall be final and binding.

As **Officers** of NZIBO we the undersigned attest that this is the new constitution of the **New Zealand International Biology Olympiad (NZIBO)** as at May 2025 and that this constitution including any amendments have been approved by the procedures outlined in this constitution.

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Dr Angela Sharples, MNZM

Chairperson  
896A State Highway 5  
RD 2  
Rotorua 3072

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Morgan Rowland

Secretary  
Manukau, Auckland

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Pru Casey

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