International Institute of Business Analysis™

CONSTITUTION

INTERNATIONAL INSTITUTE OF BUSINESS ANALYSIS NEW ZEALAND CHAPTER INCORPORATED

Contents

1. Introductory rules 5
1.1 Name 5
1.2 Charitable status 5
1.3 Definitions 5
1.4 Purposes 8
1.5 Act and Regulations 9
1.6 Restrictions on society powers 10
1.7 Registered office 11
1.8 Contact person 11
2.Members 12
2.1 Minimum number of members 12
2.2 Becoming a member: consent 12
2.3 Becoming a member: process 12
2.4 Members' obligations and rights 12
2.5 Subscriptions and fees 13
2.6 Ceasing to be a member 14
2.7 Obligations once membership has ceased 15
2.8 Becoming a member again 15
3.General meetings 16
3.2 Minutes 18
3.3 Annual General Meetings: when they will be held 18
3.4 Annual General Meetings: business 18
3.5 Special General Meetings 19
4. Board of Directors 20
4.1 Board of Directors Composition 20
4.1.1 Board of Director Roles 20
4.1.2 Board of Director Elections 21
4.1.3 Board of Director Terms 21
4.2 Functions of the Board of Directors 22
4.3 Powers of the Board of Directors 22
4.3.1 General Management of the Chapter 22
4.3.2 Appointing non-Board-of-Director Officers 22
4.3.3 Establishment of Chapter Branches 23
4.3.4 Formation of Committees 24
5.Board meetings 25
5.1 Procedure 25
5.2 Frequency 25

6.Officers 26
6.1 Chapter Officer Composition 26
6.2 Qualification of Officers 26
6.3 Officers' duties 27
6.4 Election and appointment of officers 29
6.4.1 Election of Board of Directors 29
6.4.2 Board of Directors Qualifications and Competencies 30
6.4.3 Election Process 32
6.4.4 Term 34
6.5 Appointment of non-Board-of-Director Officers 35
6.6 Removal of officers 35
6.7 Ceasing to hold office 35
6.8 Conflicts of interest 36
7.Records 38
7.1 Register of Members 38
7.2 Interests Register 38
7.3 Access to information for members 39
8.Finances 41
8.1 Control and management 41
8.2 Balance date 42
8.3 Sponsorship and Partnerships 42
9.Dispute resolution 43
9.1 Meanings of dispute and complaint 43
9.2 How a complaint is made 44
9.3 Person who makes a complaint has a right to be heard 44
9.4 Person who is the subject of a complaint has a right to be heard 45
9.5 Investigating and determining a dispute 46
9.6 Chapter may decide not to proceed further with a complaint 46
9.7 Chapter May Refer a Complaint 47
9.8 Decision makers 47
10.Liquidation and removal from the register 48
10.1 Resolving to put Chapter into liquidation 48
10.2 Resolving to apply for removal from the register 48
10.3 Surplus assets 49
11.Alterations to the constitution 50
11.1 Amending this constitution 50
12.Other 51
12.1 Bylaws 51

12.2 Common Seal 51

1. Introductory rules

1.1 Name

The name of the society is the International Institute of Business Analysis New Zealand Chapter Incorporated (in this **Constitution** referred to as the '**Society**' or the '**Chapter'**). This organisation is a Chapter chartered by the International Institute of Business Analysis (hereinafter "IIBA"), an independent international non-profit professional association, and is separately organised.

1.2 Charitable status

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

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, 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 Chapter held once per year which, among other things, will receive and consider reports on the Chapter's activities and finances.

'**Board of Directors**' or **'Board**' means the Chapter's governing body.

'Committee' means a smaller, focused group of the Board, formed to carry out specific tasks or make recommendations related to a particular subject.

'Chairperson' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Chapter. This responsibility falls to the President.

‘Constitution’ means the rules in this document.

‘Deputy Chairperson’ means the Officer elected or appointed to deputise in the absence of the Chairperson.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Chapter.

‘IIBA’ means the International Institute of Business Analysis, an independent international non-profit professional association headquartered in Whitby, Ontario, Canada, which has more than 120 chapters globally. For the purposes of this Constitution, IIBA shall be recognised as the governing body that provides the Chapter with access to designated information system platforms, including but not limited to those used for membership registration, management and record-keeping.

‘**IIBA By-Law’** means By-Law of IIBA, including all subsequent amendments and iterations thereof

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

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

‘Matter’ means -

1. the Chapter’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 Chapter.

‘Member’ means an individual who holds an active IIBA membership and either resides in New Zealand or designates New Zealand as their Chapter. Membership in the Chapter shall be strictly contingent upon the maintenance of valid IIBA membership at all time. ‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is:

1. a member of the Board of Directors, or
2. appointed by Board of Directors to occupy a position in the Chapter that allows them to exercise significant influence over the management or administration of the Chapter

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

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution. This is the responsibility of the **Vice President – Operations**.

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

‘Working Days’ are as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following - a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4 Purposes

The primary purposes of the Chapter are to -

1. promote the practice of business analysis, to raise the profile of the business analyst role and to represent the IIBA within New Zealand.
2. advance the role of the business analyst as a recognised profession in New Zealand.
3. support opportunities for members to network with and gain knowledge from seasoned business analysis practitioners as well as with industry and government leaders.
4. provide access for members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions and building a reputation within the industry.
5. provide pathways to learn about business analysis best practices.
6. obtain and sustain a level of financial security, sustainability, and autonomy at the Chapter level.
7. develop corporate support for the IIBA within the local market by marketing and awareness programmes that demonstrate the value of business analysis and the IIBA.
8. fulfil obligations and maintain regular connection and collaboration with IIBA
9. liaise with industry and association partners to increase awareness of and benefit to Chapter members.
10. any additional objectives may be agreed by the Chapter Board of Directors.

The Chapter must not operate for the purpose of, or with the effect of -

1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind); or
2. having capital that is divided into shares or stock held by its members; or
3. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of society or otherwise).

But the Chapter will not operate for the financial gain of Members simply if the Chapter -

1. engages in trade,
2. pays a member for matters that are incidental to the purposes of the Chapter, and the Member is a not-for-profit entity,

3. distributes funds to a member to further the purposes of the Chapter, when the member -
    - is a not-for-profit entity, and
    - is affiliated or closely related to the Chapter, and
    - has the same, or substantially the same, purposes as those of the Chapter.
4. reimburses a member for reasonable expenses legitimately incurred on behalf of the Chapter or while pursuing the Chapter's purposes,
5. provides benefits to members of the public or of a class of the public and those persons include Members or their families,
6. provides educational scholarships or grants to Members or their families,
7. pays a Member a salary or wages or other payments for services to the Chapter on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Chapter),
8. provides a member with incidental benefits (for example, trophies, prizes or discounts on products or services) in accordance with the purposes of the Chapter.
9. on removal of the Chapter from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a nominated not-for-profit entity.

1.5 Act and Regulations

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

1.6 Restrictions on society powers

The Chapter must not be carried out for the financial gain of any of its members.

The Chapter's capacity, rights, powers, and privileges are subject to the following restrictions (if any) -

1. The Chapter is responsible for the duly elected IIBA Board of Directors and is subject to all IIBA policies, procedures, rules and directives lawfully adopted.
2. The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated or registered.
3. The Chapter may not impose any requirements on membership other than the requirements provided in the IIBA by-laws.
4. The Constitution of the Chapter must not conflict with IIBA By-Law and all policies, procedures, rules or directives established or authorised by the IIBA Board of Directors as well as with the Chapter's charter with IIBA. In the event and to the extent of any conflict or inconsistency between the Chapter's constitution and the IIBA By-Law, the IIBA By-Law shall take precedence.
5. The terms of the charter executed between the Chapter and IIBA including all restrictions and prohibitions shall take precedence over this Constitution and other authority granted hereunder.
6. The Chapter does not have the power to borrow money, except for a revolving credit facility with a reasonable limit agreed by the Board of Directors for the express purpose of making operational payments.
7. The finances of the Chapter shall be transparent to any Member of the Chapter in good standing.
8. Any payment made by the Chapter above a value of twenty New Zealand dollars (NZ$20.00) must be by electronic bank transfer. A minimum of 3 signatories are required. At least 2 signatures are required for all financial transactions
9. A qualified independent third party will perform a review of Chapter records and accounting practice annually.

1.7 Registered office

The registered office of the Chapter shall be at such place in New Zealand as the Board of Directors from time to time determines.

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

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

1.8 Contact person

The Chapter shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Chapter's contact person must be:

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

A contact person can be appointed by the Board of Directors or elected by the 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:

1. a physical address or an electronic address, and
2. 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 Chapter becoming aware of the change.

2.Members

2.1 Minimum number of members

The Chapter shall maintain the minimum number of members required by the Act.

2.2 Becoming a member: consent

The process for obtaining and providing consent to membership shall be embedded within the procedures established for IIBA membership. No member, nor any category of memberships shall be admitted to the Chapter that does not align with the membership conditions recognised by the IIBA.

2.3 Becoming a member: process

The activation and renewal of membership shall be contingent on the full payment of the prescribed membership fee to IIBA.

The process for obtaining and renewing membership shall be embedded within the procedures established for IIBA membership.

The term of IIBA membership shall be annual, commencing on the day the membership is activated and subject to renewal in accordance with the policies of IIBA.
Under no circumstances shall the Chapter admit any individual as a Member, nor create or recognise any category of membership, independent of those recognised by IIBA.

2.4 Members' obligations and rights

Members shall be governed by and adhere to the Constitution of the Chapter, and all policies, procedures, rules, and directives lawfully established thereunder.

All obligations and rights of the members shall be also aligned with the overarching definitions and stipulations set forth in IIBA By-Law, including

1. All members shall promote the interests and purposes of the Chapter and shall do nothing to bring the Chapter into disrepute.

2. A member is only entitled to exercise the rights of membership (including attending and voting at General Meetings and Special Meetings, accessing or using the Chapter's premises, facilities, equipment and other property, and participating in Chapter activities) if all membership subscriptions and any other fees have been paid by their respective due dates
3. Members in good standing can vote in Chapter elections, participate in Chapter meetings and hold office. Members in good standing are defined as Chapter members who have active membership and have paid Chapter dues as verified by an Officer.
4. Every member shall provide the Chapter in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Chapter in writing of any changes to those details. No member is liable for an obligation of the Chapter by reason only of being a member.

2.5 Subscriptions and fees

Members shall pay their annual membership fees directly to IIBA. Failure to pay membership dues in full and by the specified due date may result in the deactivation of IIBA membership, and consequently, the termination of their membership with the Chapter.

The processes for paying membership fees, managing unpaid membership fee dues, and handling membership refunds shall be embedded within the procedures established for IIBA membership.

Under no circumstances shall the Chapter create or recognise any fees related to membership subscriptions, independent of those recognised by IIBA.

The Chapter Board of Directors shall have the authority to introduce and impose fees to cover the costs associated with specific services provided by the Chapter. These fees shall be distinct from and not related to membership subscription fees. The imposition of such fees shall be subject to the approval of the Board and shall be communicated to the Members in a timely manner. Members who do not use the services are not obligated to pay the fees.

2.6 Ceasing to be a member

A Member ceases to be a member

1. When the member's term of IIBA membership expires
2. When the member’s IIBA membership is terminated
3. by resignation by written notice signed by that Member to the Chapter, or IIBA
4. on termination of a member’s membership following a dispute resolution process under this Constitution
5. on death of the member
6. The Chapter is liquidated or dissolved under the Act
7. by resolution of the Board of Directors where -
    1. In the opinion of the Board of Directors the Member has brought the Chapter into disrepute.
    2. Based on just cause
8. When the member meets other termination of membership conditions as defined in IIBA By-Law

with effect from (as applicable) -

1. the date of expiry of the member's term of IIBA membership
2. the date of receipt of the member’s notice of resignation by the Chapter or IIBA (or any subsequent date stated in the notice of resignation), or
3. the date of termination of the member’s membership under this Constitution or IIBA By-Law or
4. 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
5. the date specified in a resolution of the Board of Directors and when a member’s membership has been terminated the Boards of Directors shall promptly notify the former member in writing.

The member may appeal the decision to terminate membership directly to the Chapter or IIBA.

2.7 Obligations once membership has ceased

A Member who has ceased to be a member under this Constitution -

1. remains liable to pay all subscriptions and other fees owing to the IIBA and the Chapter, to the Society's next balance date
2. shall cease to hold himself or herself out as a Member of the Chapter, and
3. shall return to the Chapter all material provided to Members by the Chapter (including any membership certificate, badges, handbooks and manuals).
4. shall cease to be entitled to any of the rights of a Chapter Member.

2.8 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 Boards of Directors.

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 Board of Directors

3.General meetings

3.1 Procedures for all general meetings

The Board of Directors shall give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Chapter and recorded in the Chapter'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 financial Members (also known as members in good standing) may attend, speak and vote at General Meetings -

1. in person, or
2. By electronic means, where the meeting is conducted wholly or partly online, provided that the Member's identity and eligibility to vote can be reasonably verified, or
3. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board of Directors before the commencement of the General Meeting, or
4. The Board of Directors may authorise, at its sole discretion, that any question, transaction of business or election, for which Members may vote in person or by proxy, may also be conducted by electronic polling, or
5. no other proxy voting shall be permitted.

No General Meeting may be held unless at least 5 eligible Members in good standing 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 Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Chapter, 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.

A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

Any decision made when a quorum is not present is not valid.

Written resolutions may not be passed in lieu of a General Meeting.

1. 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.
2. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair that meeting.
3. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
4. The Board of Directors may propose motions for the Chapter to vote on ('Officer Motions'), which shall be notified to Members with the notice of the General Meeting.
5. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Board of Directors at least 15 Working Days before that 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 Board of Directors 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.

3.2 Minutes

The Chapter must keep minutes of all General Meetings. The minutes require signatures from at least two Board of Directors.

3.3 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 Board of Directors 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 held no later than the earlier of the following -

1. 6 months after the balance date of the Chapter
2. 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an Annual General Meeting shall be to -

1. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
2. adopt the annual report on the operations and affairs of the Chapter,
3. adopt the Chapter's report on the finances of the Chapter, and the annual financial statements,
4. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
5. consider any general business.

The Board of Directors must, at each Annual General Meeting, present the following information -

1. an annual report on the operation and affairs of the Chapter during the most recently completed accounting period,
2. the annual financial statements for that period, and

3. 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).

3.5 Special General Meetings

Special General Meetings may be called at any time by the Board of Directors by resolution.

The Board of Directors must call a Special General Meeting if it receives a written request signed by at least 5% 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 Committee's resolution or the written request by Members for the Meeting.

4. Board of Directors

4.1 Board of Directors Composition

4.1.1 Board of Director Roles

The Chapter Board of Directors shall consist of 3 mandatory roles and 5 additional roles.

Mandatory Board of Directors' roles:

The **President** shall be the chief executive officer for the Chapter and of the Board of Directors and shall perform such duties as are customary for presiding officers including making all required appointments with the approval of the Board of Directors. The President also assumes the responsibilities of the Chairperson. The President shall also serve as a member ex-officio with the right to vote on all committees.

The **Vice President Operations (**VP Operations**,** reproposed from Secretary**)** keeps the records of all business meetings of the Chapter and meetings of the Board of Directors and oversees the management of funds for duly authorised purposes of the Chapter. The VP Operations will also manage all communication received by the Chapter and perform the role of Deputy Chairperson, unless nominated otherwise to another role temporarily or for the duration of the term.

The **Treasurer** shall oversee the management and record keeping of funds for duly authorised purposes of the Chapter, and lodging of required documentation with the regulatory authorities, including IRD and Societies Register. The Treasurer is responsible for managing the financial affairs of the Chapter by providing financial administration of the regular Board activities, conferences, and events delivered by the Chapter.

Additional Board of Directors roles:

The **Vice President Sponsorship** (VP Sponsorship) is responsible for gaining appropriate sponsorship for the Chapter and for Chapter events. This includes managing sponsor relationships to ensure maximum value for both parties.

The **Vice President Communications and Marketing** (VP Marketing) is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate

means to accomplish the objective and is also responsible for the promotion of the Chapter and the IIBA to internal and external publications

The **Vice President Professional Development and Certification** (VP Certifications) is responsible for promoting business analysis professionalism through the organisation and delivery of services and events designed to help business analysts achieve certification as business analysis professionals. In addition, they will be responsible for the Chapter's professional development programs designed to increase the competence of the business analysis community. This may include liaising with tertiary education institutes and training vendors.

The **Vice President Membership Services** (VP Membership) is responsible for the development and maintenance of a Chapter membership plan that contributes to continued growth and partnering with major community employers. In addition they are responsible for ensuring that value services are offered to Chapter members.

The **Past President** is the individual who has most recently completed a full term as Chapter President. The Past President serves in an advisory capacity and may assist the incumbent President in matters of liaison with IIBA, and in supporting the Board of Directors with respect to regulatory compliance, as requested or required.

4.1.2 Board of Director Elections

All members of the Board of Directors, with the sole exception of the Past President, shall be elected by the Chapter Members in accordance with the procedures set forth in this Constitution. (see *4.3.4 Formation of Committees* and *6.4 Election and Appointment of Officers*)

4.1.3 Board of Director Terms

All members of the Board of Directors serve for a 2-year term. Board of Directors may be released at the end of the elected term by resigning or in accordance with this Constitution.

(see *4.3.4 Formation of Committees* and *6.4 Election and Appointment of Officers*)

4.2 Functions of the Board of Directors

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

4.3 Powers of the Board of Directors

4.3.1 General Management of the Chapter

Subject to the provisions of the Act and this Constitution, the Board of Directors shall possess all powers necessary to manage, direct and supervise the operations and affairs of the Chapter. This authority includes, but is not limited to, the power to make decisions, establish policies, delegate responsibilities and take all lawful actions deemed necessary or appropriate to further the objectives of the Chapter, except where such powers are expressly modified, excluded or limited by the Act or this Constitution.

4.3.2 Appointing non-Board-of-Director Officers

The following non–Board of Directors Officer roles may be established by the Board-of-Directors to support the strategic and operational functions of the Chapter. Individuals appointed to these roles shall perform the duties as outlined below and shall remain accountable to the Board of Directors:

Director-at-Large: Responsible for the oversight, coordination, and advancement of strategic Chapter initiatives, as directed by the Board of Directors.

Branch Chairperson: Charged with the promotion, development, and representation of local Chapter Branches throughout New Zealand, in alignment with Chapter objectives.

Event Manager: Accountable for the planning, organization, and execution of large-scale Chapter events, ensuring consistency with the Chapter's mission and standards.

Other Roles: The Board of Directors may, by resolution, establish and assign additional non–Board roles as necessary to fulfill the Chapter's objectives.

All appointments to non-Board-of-Directors shall be made by the Board of Directors and may be subject to specific role descriptions, terms, conditions and performance expectations as determined by the Board.

4.3.3 Establishment of Chapter Branches

At its discretion, the Chapter may establish optional local Branches to deliver services tailored to the character and needs of local membership communities.

The Board of Directors may, by resolution, establish Branches comprising such people and for such purposes as it deems appropriate. All Branches shall operate as subordinate entities of the Chapter and shall remain subject to the Constitution and Chapter policies. Unless otherwise resolved by the Board of Directors, the following provisions shall apply to all Branches:

1. The quorum for any Branch meeting shall be no less than 50% of its appointed members.
2. Branches shall not have the authority to co-opt additional members
3. Branches shall not commit to the Chapter to any financial expenditure without the prior express written approval of the Board of Directors.
4. Branches shall not further delegate any powers conferred upon them by the Board.

Subject to the Chapter Constitution and policies, each Branch shall pursue the objectives of the Chapter and may undertake lawful activities in furtherance of those objectives, including but not limited to:

1. Setting charges for locally organised events.
2. Organising meetings, seminars, study groups, and similar professional development activities.
3. Publishing newsletters, journals, articles, reports, and other relevant materials.
4. Encouraging and supporting research in the field of business analysis.
5. Granting awards, prizes, and certificates
6. Raising, spending, granting, and investing funds in accordance with Chapter financial policies.
7. Affiliating or cooperating with other organisations whose objectives align with those of the Chapter and seeking or accepting representation to and from such organisations, subject to Board of Directors' approval.

The Board of Directors and any Branch 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 Board of Directors or Branch meeting.

Other than as prescribed by the Act or this Constitution, the Board of Directors or any Branch may regulate its proceedings as it thinks they fit.

4.3.4 Formation of Committees

The Board of Directors may, by resolution, establish one or more committees comprised of designated Directors, for the purpose of managing specific matters including, but not limited to, the conduct of Board Elections and the investigation or adjudication of disciplinary actions concerning individual members. Any such committee shall operate under the authority delegated by the Board and in accordance with the provisions of this Constitution and the Act. The Board shall retain ultimate oversight and may amend, revoke, or ratify any decision or recommendation made by such committee, ensuring that all actions taken are consistent with the principles of natural justice and the objectives of the Chapter.

5.Board meetings

5.1 Procedure

A quorum for Board meetings shall consist of a majority of the Board of Directors.

A meeting of the Board may be held either -

1. by a number of the members of the Board 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 Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Board of Directors shall have one vote.

The President shall act as the Chairperson of the Board. If at a meeting of the Board, the Chairperson is not present, the Deputy Chairperson shall act as the Chairperson. If both the Chairperson and Deputy Chairperson are not present at a Board meeting, then members of the Board present may choose one of their number to be Chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.

Except as otherwise provided in this Constitution, the Board of Directors may regulate its own procedure.

5.2 Frequency

The Board of Directors shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or VP Operations.

The VP Operations, or other Board member nominated by the Board of Directors, shall give to all Board members not less than 10 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

6.Officers

6.1 Chapter Officer Composition

The Chapter Officers shall comprise both members of the Board of Directors and individuals holding non-Board-of-Directors officer roles. The total number of Chapter Officers shall not exceed 13, inclusive of all elected and appointed individuals serving in either capacity.

6.2 Qualification of Officers

To be elected or appointed in accordance with this Constitution, all Officers of the Chapter shall meet the following:

1. The Officer must be a natural person, as defined under applicable law
2. The Officer must have provided written consent to serve in the capacity of an Officer of the Chapter.
3. The Officer must certify in writing that they are not disqualified, under any applicable law or the governing documents of the Chapter, from being elected, appointed or otherwise serving as an Officer.
4. The Officer must be a current member of the Chapter at the time of appointment or election and throughout their term of office.

No Officer must be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Chapter, namely

1. A person who is under 16 years of age
2. A person who is 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 (1) to (3)
    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.

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

6.3 Officers' duties

At all times each Officer:

1. shall act honestly, in good faith, and in what they reasonably believe to be in the best interests of the Chapter and its members
2. shall uphold the highest standards of ethical conduct and integrity in all Chapter-related activities
3. shall prioritise the Chapter’s mission and objectives above personal interests or external affiliations, perform the duties required by the Chapter

4. must exercise all powers conferred upon them solely for a proper and lawful purpose, consistent with the Chapter's Constitution and the applicable provisions of the Act
5. must not act, nor cause or permit the Chapter to act, in any manner that contravenes the Act, any other applicable legislation, or this Constitution,
6. 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:
    - the nature and the scale of the Chapter and its operations
    - the significance and complexity of the decision, and
    - the position of the Officer and the nature of the responsibilities undertaken by him or her
7. must not agree to the activities of the Chapter being carried on in a manner likely to create a substantial risk of serious loss to the Chapter or to the Chapter's creditors, or cause or allow the activities of the Chapter to be carried on in a manner likely to create a substantial risk of serious loss to the Chapter or to the Chapter's creditors, and
8. must not agree to the Chapter incurring an obligation unless he or she believes at that time on reasonable grounds that the Chapter will be able to fulfil the obligation when it is required to do so.
9. shall maintain accurate records of decisions, actions, and financial transactions, and shall report regularly to the Board and, where appropriate, to the membership.
10. must disclose any material issues, risks, or breaches of duty promptly to the Board.
11. must avoid situations where their personal interest's conflict, or may reasonably be perceived to conflict, with those of the Chapter
12. must disclose any actual, potential or perceived conflict of interest in writing to the Board as soon as practicable.
13. shall abstain from deliberation or voting on matters related to the conflict after its disclosure to the Board, unless otherwise authorised by the Board

6.4 Election and appointment of officers

6.4.1 Election of Board of Directors

All members of the Board of Directors, with the sole exception of the **Past President**, shall be elected by the Chapter Members in accordance with the procedures set forth in this Constitution.

The Chapter shall conduct elections for designated positions on the Board of Directors on an annual basis, in accordance with the procedures set in this Constitution and any applicable policies. The election rotation process shall be governed by the structure illustrated in the accompanying chart.

To be elected for an Odd Calendar Year	Election Committee Members	To be elected for an Even Calendar Year	Election Committee Members
President	Past President Treasurer Vice President Communications and Marketing Vice President Membership Services	Treasurer	Past President President Vice President Operations Vice President Professional Development and Certification Vice President Sponsorship
Vice President Operations		Vice President Communications and Marketing	
Vice President Professional Development and Certification		Vice President Membership Services	
Vice President Sponsorship			

An Election Committee led by the Past President shall be constituted to oversee and administer the election process (see *4.3.4 Formation of Committees*). This Committee shall be comprised exclusively by members of the Board of Directors whose positions are not subject to election during that cycle. The Election Committee shall operate under the authority of the Board and in accordance with principles of fairness, transparency and integrity.

6.4.2 Board of Directors Qualifications and Competencies

The Board of Directors guides the Chapter and is collectively responsible for ensuring effective governance, strategic oversight, and compliance.

Any individual seeking nomination or election to the Board of Directors must meet the qualifications prescribed herein, including but not limited to those set forth in Section 6.2. No person shall be eligible to stand for election as a Director unless all requisite qualifications have been duly satisfied and formally verified by the Election Committee. The Election Committee retains sole authority to confirm eligibility in accordance with the procedures established under this Constitution and any relevant policies.

All nominees for the Board of Directors shall demonstrate a clear and sustained commitment to supporting the Chapter, IIBA, and upholding its Core Values.

Except for nominees seeking election to the office of President, all nominees must have maintained active membership with the Chapter for a minimum of 12 consecutive months immediately preceding the submission of their expression of interest.

Nominees for the office of President must have maintained active membership with the Chapter for a minimum of 24 consecutive months immediately preceding the submission of their expression of interest.

All nominees must also meet the role-specific qualifications defined below.

In exceptional circumstances, the Board of Directors or the Election Committee may, at their sole discretion, grant an exemption to one or more of the prescribed eligibility criteria, provided such exemption is justified, documented and consistent with the principles and intent of this Constitution.

6.4.2.1 President Qualifications

1. The nominee is expected to possess sound knowledge of the IIBA framework, models, and standards.
2. The nominee should have a senior-level background in business analysis practice.
3. The nominee is required to demonstrate experience in leadership roles, evidencing the capacity to lead strategic planning and governance.

4. The nominee should hold a senior IIBA designation or other professional qualification recognised by the Chapter.

6.4.2.2 Treasurer Qualifications

1. The nominee is expected to have knowledge of New Zealand taxation legislation, regulatory obligations, and compliance frameworks, ideally relevant to not-for-profit entities.
2. The nominee should have proven experience in financial planning and oversight, including but not limited to budget formulation, bookkeeping, and financial advisory.

6.4.2.3 Vice President Operations Qualifications

1. The nominee should have a background in business analysis practice.
2. The nominee is expected to have a good understanding of governance procedures and protocols relevant to not-for-profit entities.

6.4.2.4 Vice President Sponsorship Qualifications

1. The nominee should have an intermediate-to-senior background in business analysis practice.
2. The nominee is expected to possess sound knowledge of the IIBA framework, models, and standards
3. The nominee is required to demonstrate experience engaging with external commercial entities, including but not limited to vendors, recruitment agencies and educational institutions, for the purpose of establishing and sustaining sponsorships and partnerships.

6.4.2.5 Vice President Communications and Marketing Qualifications

1. The nominee should have a background in business analysis practice.
2. The nominee is expected to possess knowledge of the IIBA framework, models and standards
3. The nominee is expected to possess experience in the development and execution of marketing campaigns

6.4.2.6 Vice President Professional Development and Certification Qualifications

1. The nominee should have a senior background in business analysis practice
2. The nominee is expected to possess substantial knowledge of the IIBA framework, models and standards, including Corporate Membership models
3. The nominee should hold a senior IIBA designation

6.4.2.7 Vice President Membership Services Qualifications

1. The nominee should have a background in business analysis practice
2. The nominee is expected to possess substantial knowledge of the IIBA framework, models and standards
3. The nominee should hold an IIBA designation

6.4.3 Election Process

Board of Directors, with the sole exception of the Past President, shall be elected by Members via remote ballot in accordance with the election process.

6.4.3.1 Formation of Election Committee

At least 2 month prior to the proposed Election Date, the Board of Directors shall:

1. Set the Election Date for the upcoming elections to the Board of Directors
2. Appoint the outgoing Past President as the Returning Officer for the Chapter elections
3. Form an Election Committee to oversee the electoral process.

The Election Committee shall be composed exclusively of members of the Board of Directors whose positions are not subject to election during that cycle. The Committee shall be chaired by the Returning Officer, in accordance with Section *6.4.1 Election of Board of Directors*.

If the Returning Officer or any member of the Election Committee intends to stand for election to the Board of Directors, or if any other conflict of interest exists, an alternative Officer from the Board of Directors shall be appointed to fulfill the responsibilities of the Returning Officer or to serve on the Election Committee, as applicable.

6.4.3.2 Notice

The Chapter shall issue formal Notice to all financial Members, calling for expression-of-interests to fill Board positions subject to election. Such Notice shall include all required information and shall specify the deadline by which expression-of-interests must be received by the Returning Officer, as appointed pursuant to Section *6.4.3.1 Formation of Election Committee*, such date being not less than 1 month prior to the Election Date. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.

6.4.3.3 Expression of Interest and interviews

A candidate's written expression of interest shall be submitted together with the candidate's written consent to stand for election, including a formal declaration confirming that they are not disqualified from holding office as a Director under applicable law and this Constitution. The submission may also include a signed biography and photograph, not exceeding one A4 page in total.

Upon receipt, the Election Committee shall review the candidate's expression of interest and conduct interviews to assess the candidate's qualifications, suitability and willingness to perform the duties associated with the nominated role. If, following due assessment, the Election Committee determines that the candidate is unsuitable for nomination based on valid and substantiated grounds, the Election Committee shall have the authority to decline the expression of interest. All decisions of the Election Committee shall be made in accordance with the Constitution.

6.4.3.4 Nomination, appointment and election

At least 1 month prior to the Election Date, the Election Committee shall give Notice to all financial Members of the nominations received for Board of Director roles subject to election.

In the event that only one eligible nomination is received for a role, the nominee shall be deemed elected unopposed and shall be appointed to the position without the need for a formal vote. Conversely, if more than one eligible nomination is received for any given role, an election shall be conducted.

The Election Committee shall ensure that all appointments and elections are carried out in a manner consistent with the Constitution.

6.4.3.5 Vote and result

In the event that more than one eligible nomination is received for any given Board of Director position, an election shall be conducted. All financial Members shall be entitled to participate in the election through a remote ballot process.

The Election Committee shall be responsible for distributing remote ballot voting papers to all financial Members in a manner that ensures both practicality and security, with appropriate safeguards to maintain the integrity and confidentiality of the voting process.

Each voting paper shall clearly indicate:

1. The names of all duly nominated candidates
2. The specific Board of Director position for which each candidate is nominated; and
3. The final date and time by which the completed ballot must be received by the Election Committee in order to be deemed valid

Upon conclusion of the voting period, the Election Committee shall declare elected the candidate who receives the highest number of valid votes cast by financial Members.

In the event of a tie between two or more candidates for the same position, the tie shall be resolved by a vote of the incoming Board of Directors, excluding any individuals who are subject to the tied vote.

6.4.4 Term

The term of office for all the Board of Directors shall be 2 years, expiring at the end of the financial year in the year corresponding with the last year of each Board of Director's term of office.

No Board of Director shall serve for more than 4 consecutive terms.

In the event that a Board Member resigns or is removed prior to the completion of their term, the Board shall determine the most appropriate course of action to ensure continuity and stability of governance. Options for handling such vacancies may include:

a) **Presidential Coverage**: The President may assume the responsibilities of the vacant role in addition to presidential duties for the remainder of the term. This option may only be applied if the vacant role is not that of Vice President Operations or Treasurer.
b) **Interim Appointment by Board**: The Board may vote to appoint an interim Board Member to serve the remainder of the term. This option is generally preferred if the vacancy involves the roles of President, Treasurer, or Vice President Operations, or where the remaining term is less than 12 months.
c) **Special Election**: Where appropriate and practical, the Board may initiate a special ('snap') election to fill the vacancy. The elected individual will serve for the remainder of the original two-year term.

Any interim or specially elected Board Member shall be subject to the same expectations, rights, and responsibilities as a regularly elected Board Member, and shall not be deemed to have completed a full term for the purposes of term limits, unless they serve more than eighteen (18) months of the term.

Where the remaining term is less than 12 months, the Board may choose to proceed with option (a) or (b) to maintain continuity.

6.5 Appointment of non-Board-of-Director Officers

The Board of Directors may appoint other Officers for a specific purpose (See section *4.3.2 Appointing non-Board-of-Director Officers.*) and for a limited period.

Any such appointee must, before appointment, supply a signed consent to appointment and confirmation that the nominee is not disqualified from being appointed or holding office as a non-Board-of-Director Officer.

6.6 Removal of officers

An Officer shall be removed as an Officer by resolution of the Board of Directors or the Chapter where in the opinion of the Board or the Chapter -

1. The Officer elected to the Board of Directors has been absent from 3 consecutive Board meetings without leave of absence from the Board.
2. The Officer has brought the Chapter or IIBA into disrepute.
3. The Officer has failed to disclose a conflict of interest.
4. The Board of Directors passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Board of Directors or Chapter.

6.7 Ceasing to hold office

An Officer ceases to hold office when they resign (by notice in writing to the Board of Directors), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 20 Working Days of submitting a resignation or ceasing to hold office, delivering to the Board of Directors all other property of the Chapter held by such former Officer.

6.8 Conflicts of interest

An Officer who is an Interested Member in respect of any Matter being considered by the Chapter, must disclose details of the nature and extent of the interest

1. to the Board of Directors or a Committee, when applicable and
2. in an Interests Register kept by the Board of Directors.

When

1. They may obtain financial benefit from a matter (including any monetary value of the interest if it can be quantified); or
2. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain financial benefit from the matter; or
3. may have a financial interest in a person to whom the matter relates; or
4. is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
5. is interested in the matter because the Chapter's constitution so provides.

Disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the Matter.

A Board of Directors Officer who is an Interested Member regarding a Matter -

1. must not vote or take part in the decision of the Board of Directors relating to the Matter unless all members of the Board of Directors 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 Board of Directors who are not interested in the Matter consent; but

3. may take part in any discussion of the Board of Directors relating to the Matter and be present at the time of the decision of the Board of Directors (unless the Board of Directors decides otherwise).

However, an Officer 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% or more of the Board of Directors Officers are precluded from voting on a particular Matter due to a declared conflict of interest or other form of disqualifying interest, a Special General Meeting of the Chapter shall be convened to consider and determine the Matter, unless all non-interested Board of Directors Officers unanimously agree to proceed without convening such a meeting, provided that the number of non-interested Officers is not less than 3 members of the Board.

Where 50% or more of the members of a Branch are prevented from voting on a Matter because they are interested in that Matter, the Board of Directors shall consider and determine the Matter.

7.Records

7.1 Register of Members

The Chapter shall keep an up-to-date Register of Members, in alignment with the membership record-keeping practices of IIBA.

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

The register will also include each Member's -

- email address (if any)
- whether the Member is financial or unfinancial

Every current Member shall promptly advise the Chapter of any change of the Member’s contact details.

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

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

The Chapter shall ensure that its membership record-keeping practices are consistent with those of IIBA. In the event of any inconsistency, ambiguity or conflict between the Chapter’s procedures and IIBA’s membership record-keeping standards, the standards and practices of IIBA shall prevail.

7.2 Interests Register

The Board of Directors shall at all times maintain an up-to-date register of the interests disclosed by Officers.

7.3 Access to information for members

A Member may at any time make a written request to the Chapter for information held by the Chapter via the Board of Directors.

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

The Chapter 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 Chapter (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 Chapter may refuse to provide the information, the Chapter may refuse to provide the information if -

1. withholding information is necessary to protect the privacy of natural people, including that of deceased natural people, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Chapter 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 Chapter, 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 Chapter 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.

If the Chapter requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within 5 Working Days after receiving notification of the charge, the Member informs the Chapter -

1. that the Member will pay the charge; or

2. that the Member considers the charge to be unreasonable.

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

8.Finances

8.1 Control and management

The funds and property of the Chapter shall be -

- controlled, invested and disposed of by the Board of Directors, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Chapter.

The Board of Directors shall maintain bank accounts in the name of the Chapter.

All money received on account of the Chapter shall be banked within 10 Working Days of receipt.

All accounts paid or to be paid shall be approved by 2 authorised members of the Board.

The Board of Directors must ensure that there are kept at all times accounting records that -

1. correctly record the transactions of the Chapter, and
2. allow the Chapter 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 required under any legislation or the Chapter's Constitution).

The Board of Directors must establish and maintain a satisfactory system of control of the Chapter's accounting records through appropriate policies, procedures and approvals.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Chapter.

8.2 Balance date

The financial year of the Chapter shall commence on the 1st day of April in each calendar year and shall conclude on the 31st day of March in the following calendar year, which shall be designated as the Chapter's balance date for financial reporting and compliance purpose.

8.3 Sponsorship and Partnerships

The Chapter may seek sponsorship to support its activities, provided that no sponsorship shall be accepted from any company that is known to be in liquidation or subject to insolvency proceedings at the time of engagement.

Where the Chapter proposes to enter a significant partnership involving financial arrangements details of the proposed partnership must be brought to a Board meeting.

The proposal must include a description of the activities, the expected benefit to the Chapter, associated costs, and any real or perceived conflicts of interest. The Board must approve such arrangements.

9.Dispute resolution

9.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Chapter 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 Chapter
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Chapter
6. 1 or more Members or Officers and the Chapter.

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 Chapter's Constitution or bylaws or policies or the Act
3. the Chapter has breached, or is likely to breach, a duty under the Chapter's Constitution or bylaws or policies 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.

All Members (including the Board of Directors) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Chapter's activities.

The complainant raising a dispute, and the Board of Directors, 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.

9.2 How a complaint is made

1. A Member or an Officer may make a complaint by giving to the Board of Directors (or a Committee) a notice in writing that -

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

2. The Chapter 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 -

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

1. The information given must be sufficient to ensure that the 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.

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

9.3 Person who makes a complaint has a 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 Chapter makes a complaint -

    1. the Chapter has a right to be heard before the complaint is resolved or any outcome is determined; and
    2. an Officer may exercise that right on behalf of the Chapter.

3. Without limiting the manner in which the Member, Officer, or Chapter 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 adequate hearing; and
    3. an oral hearing (if any) is held before the decision maker; and
    4. the Member's, Officer's, or Chapter's written, or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is the subject of a complaint has a right to be heard

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Chapter (the 'respondent') -

    1. has engaged in misconduct; or
    2. has breached, or is likely to breach, a duty under the Chapter'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 Chapter, an Officer may exercise the right on behalf of the Chapter.

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 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.

9.5 Investigating and determining a dispute

1. The Chapter 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.

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

9.6 Chapter may decide not to proceed further with a complaint

Despite the 'Investigating and determining dispute' rule above, the Chapter 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 Chapter has materially breached, or is likely to materially breach, a duty under the Chapter'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.

9.7 Chapter May Refer a Complaint

The Chapter may refer a complaint to

1. a Committee or an external person to investigate and report; or

2. a Committee, an arbitral tribunal, or an external person to investigate and make a decision.

The Chapter 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).

9.8 Decision makers

A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Board of Directors or a Committee 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.

10.Liquidation and removal from the register

10.1 Resolving to put Chapter into liquidation

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

The Board of Directors shall give 2 months written Notice to all Members of the proposed resolution to put the Chapter into liquidation.

The Board of Directors 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 put the Chapter into liquidation must be passed by a two-thirds majority of Members present and voting.

10.2 Resolving to apply for removal from the register

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

The Board of Directors shall give 2 months written Notice to all Members of the proposed resolution to remove the Chapter from the Register of Incorporated Societies.

The Board of Directors 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 Chapter from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

10.3 Surplus assets

If the Chapter is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the liquidation or removal from the Register of Incorporated Societies of the Chapter, its surplus assets - after payment of all debts, costs and liabilities - shall be vested in a non-profit organisation designated by the voting membership in a simple majority.

11.Alterations to the constitution

11.1 Amending this constitution

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

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

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

Any proposed resolution to amend or replace this Constitution shall be signed by at least 10% of eligible Members and given in writing to the Board of Directors at least 15 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 Working Days before the General Meeting at which any amendment is to be considered the Board of Directors shall give all members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board 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.

12.Other

12.1 Bylaws

The Board of Directors from time to time may make and amend bylaws, and policies for the conduct and control of Chapter 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.

12.2 Common Seal

The Chapter may maintain a common seal for the purpose of executing legal documents and formal contracts. While the use of a common seal is encouraged to support formal execution practices, it shall not be deemed mandatory for the validity of any document entered into by the Chapter.

Where the common seal is used, a document shall be deemed to be validly executed on behalf of the Chapter if:

1. the common seal is affixed to the document; and
2. the document is witnessed by any one of the following Officers: the President, Vice President – Operations, or Treasurer, and countersigned by one additional member of the Board of Directors.

In the absence of the common seal, documents may be executed in accordance with the Chapter's delegated authority framework and applicable legal requirements.