

Business Leaders' Health and Safety Forum Constitution

As approved by the AGM 29 October 2024

Contents

The Society	4
1. Name	4
2. Registered Office & Contact Person	4
3. Purposes of Society	4
Management of the Society	4
4. Board	4
5. Appointment of Board Members	5
6. Cessation of Board Membership	5
7. Nomination of Board Members	5
8. Role of the Board	6
9. Roles of Board Members	6
10. Board Meetings	7
Society membership	7
11. Types of Members	7
12. Admission of Members	7
13. The Register of Members	8
14. Cessation of Membership	8
15. Obligations of Members	8
Money and other assets of the society	9
16. Use of Money and Other Assets	9
17. Joining Fees, Subscriptions and Levies	9
18. Additional Powers	9
19. Financial Year	9
20. Assurance on the Financial Statements	9

Conduct of meetings	10
21. Society Meetings	10
22. Motions at Society Meetings	11
Common seal	11
23. Common seal	11
Altering the Rules	12
24. Altering the Rules	12
Bylaws	12
25. Bylaws to govern the Society	12
Winding up	12
26. Winding up / Liquidation	12
Definitions	13
27. Definitions and Miscellaneous matters	13
Complaints	13
28. Complaints Process	13
Conflicts of Interest	14
29. Disclosure of Interests	14
Information Requests	15
30. Access to information for members	15

The Society

1. Name

- 1.1** The name of the society is The Business Leaders' Health and Safety Forum Incorporated ("the Society").
- 1.2** The Society was constituted by resolution dated 7 September 2011.

2. Registered Office & Contact Person

- 2.1** The Registered Office of the Society is:
Floor 11
79 Boulcott Street
Wellington 6011
- 2.2** The contact person for the Society, as required under the Incorporated Societies Act 2022, is the Chief Executive.
- 2.3** The Chief Executive will be appointed by the Board under a contract of employment following an appropriate recruitment process.
- 2.4** The Chief Executive must be at least 18 years of age and ordinarily resident in New Zealand and appropriately qualified as determined by the Board from time to time.
- 2.5** Details of the Registered Office and contact details for the Chief Executive's will be provided to the Registrar of Incorporated Societies and will be updated within 20 working days of any change.

3. Purposes of Society

- 3.1** The purposes of the Society are to:
 - a)** Play a leading role in making New Zealand workplaces safer, healthier and more productive
 - b)** Do anything necessary or helpful to the above purposes.
- 3.2** Pecuniary gain is not a purpose of the Society.
- 3.3** The Society will not register as a charitable entity under the Charities Act 2005.

Management of the Society

4. Board

- 4.1** The Society shall have a Board ("the Board"), comprising the following persons:
 - a)** The Chair;

- b)** The Deputy Chair;
 - c)** The Treasurer; and
 - d)** Such other Members as the Society shall decide.
- 4.2** Only Members of the Society may be Board Members.
- 4.3** There shall be a minimum of three Board Members. All Board Members must be natural persons and shall be deemed to be Officers of the Society for the term of their office.

5. Appointment of Board Members

- 5.1** At a Society Meeting, the Members may decide by majority vote:
- a)** How large the Board will be (there is a minimum of three Board Members);
 - b)** Who shall be the Chair, Deputy Chair, and Treasurer;
 - c)** Whether any Board Member may hold more than one position as an officer;
 - d)** How long each person will be a Board Member (“the Term”). Note Terms are usually three years, and members are eligible for re-election for successive further terms, unless otherwise agreed by a Society Meeting.

6. Cessation of Board Membership

- 6.1** Persons cease to be Board Members when:
- a)** They resign by giving written notice to the Board.
 - b)** They are removed by majority vote of the Society at a Society Meeting.
 - c)** Their Term or consecutive Term limit expires.
 - d)** They become disqualified under the Incorporated Societies Act 2022 from holding office as an Officer of the Society.
 - e)** They die.
- 6.2** If a person ceases to be a Board Member, that person must within one month give to the Board all Society documents and property.

7. Nomination of Board Members

- 7.1** Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Deputy Chair. Nominations shall close at 5pm on the fourteenth day before the Annual General Meeting. All retiring members of the Board shall be eligible for re-election.
- 7.2** Nominees for a position on the Board must consent in writing to be an Officer and certify that they are not disqualified under the Incorporated Societies Act 2022 from being appointed or holding office as an Officer of the Society. The written consent of every Officer shall be retained in the Society’s membership records.
- 7.3** If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting, who must also consent in writing to be an Officer and certify that they are not disqualified under the Incorporated Societies Act 2022 from being appointed or holding office as an Officer of the Society.
- 7.4** If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 7.5** If any Board Member is absent from three consecutive meetings without leave of absence, the Chair may declare that person’s position to be vacant.

8. Role of the Board

- 8.1** Subject to these rules of the Society ("the Rules"), the role of the Board is to:
- a)** Administer, manage, and control the Society;
 - b)** Direct and supervise the management of the operation and affairs of the Society;
 - c)** Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - d)** Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - e)** Set accounting policies in line with generally accepted accounting practice;
 - f)** Delegate responsibility and co-opt members where necessary;
 - g)** Ensure that all Members follow the Rules;
 - h)** Decide how a person becomes a Member, and how a person stops being a Member;
 - i)** Decide the times and dates for Meetings, and set the agenda for Meetings;
 - j)** Apply the procedures for dealing with complaints;
 - k)** Set Membership fees, including subscriptions and levies;
 - l)** Make by-laws
 - m)** Disclose and record any conflicts of interest.
- 8.2** The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Society.
- 8.3** All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 8.4** Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Society.

9. Roles of Board Members

- 9.1** The Chair is responsible for:
- a)** Ensuring that the Rules are followed;
 - b)** Convening Meetings and establishing whether or not a quorum (half of the Board, or half the Membership (as applicable)) is present;
 - c)** Chairing Meetings, deciding who may speak and when;
 - d)** Overseeing the operation of the Society;
 - e)** Providing a report on the operations of the Society at each Annual General Meeting.
- 9.2** The Deputy Chair is responsible for:
- a)** Recording the minutes of Meetings; Note minutes must be kept of all Meetings;
 - b)** Keeping the Register of Members and the Interests Register;
 - c)** Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - d)** Forwarding notices and other documents to Members and Board Members on behalf of the Society, Board or its officers, as required by these Rules;
 - e)** Receiving and replying to correspondence as required by the Board;
 - f)** Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;

- g)** Advising the Registrar of Incorporated Societies of any rule changes;
- h)** Deputises in the absence of the Chair;
- i)** Managing information requests.

9.3 The Treasurer is responsible for:

- a)** Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b)** Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.e);
- c)** Providing a financial report at each Annual General Meeting;
- d)** Providing financial information to the Board as the Board determines.

10. Board Meetings

- 10.1** Board meetings may be held via video or telephone conference, or other formats as the Board may decide;
- 10.2** No Board Meeting may be held unless more than half of the Board Members attend;
- 10.3** The Chair shall chair Board Meetings, or if the Chair is absent, the Deputy Chair will chair that meeting;
- 10.4** Decisions of the Board shall be by majority vote;
- 10.5** The Chair or person acting as Chair has a casting vote, that is, a second vote, in the event of no majority vote otherwise;
- 10.6** Only Board Members present at a Board Meeting may vote at that Board Meeting;
- 10.7** Subject to these Rules, the Board may regulate its own practices;
- 10.8** The Chair or their nominee shall adjourn the meeting if necessary.

Society membership

11. Types of Members

- 11.1** Membership may comprise different classes of membership as decided by the Society.
- 11.2** Members have the rights and responsibilities set out in these Rules. Members will not have any right, title, or interest (legal or equitable) in the property or assets of the Society.
- 11.3** The Society shall maintain the minimum number of Members required by the Incorporated Societies Act.

12. Admission of Members

- 12.1** To become a Member, a person ("the Applicant") must:
 - a)** Complete an application form (which constitutes consent to becoming a Member) and
 - b)** Supply any other information the Board requires.
- 12.2** The Board may interview the Applicant when it considers Membership applications.
- 12.3** The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

13. The Register of Members

- 13.1** The Deputy Chair shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members. The written consent of every member (the application form) to become a Society member shall be retained in the Society's membership records.
- 13.2** If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Deputy Chair, who will ensure the Register is updated accordingly.
- 13.3** Each Member shall provide such other details as the Board requires.
- 13.4** Members shall have reasonable access to the Register of Members.

14. Cessation of Membership

- 14.1** Any Member may resign by giving written notice to the Deputy Chair.
- 14.2** Membership terminated in the following way:
 - a)** If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member ("the Board's Notice"). The Board's Notice must:
 - i.** Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - ii.** State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership;
 - iii.** State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership;
 - iv.** State that if the Board terminates the Member's Membership, the Member may appeal to the Society.
 - b)** 14 days after the Member received the Board's Notice, the Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Deputy Chair ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
 - c)** If the Member gives the Member's Notice to the Deputy Chair, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Deputy Chair with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Deputy Chair to give the Member's Explanation to every other Member within 7 days of the Deputy Chair receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
 - d)** When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
 - e)** The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.
- 14.3** Membership ceases on death (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution).

15. Obligations of Members

- 15.1** All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

16. Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

- a)** It is for a purpose of the Society;
- b)** It is not for the sole personal or individual benefit of any Member; and
- c)** That Use has been approved by either the Board or by majority vote of the Society; and
- d)** As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:
 - i.** receiving reimbursement of actual and reasonable expenses incurred, or
 - ii.** entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

17. Joining Fees, Subscriptions and Levies

17.1 If any Member does not pay a Subscription or levy by the date set by the Board or the Society, the Deputy Chair will give written notice that, unless the arrears are paid by a nominated date, the Membership will be suspended until paid. After the nominated date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

18. Additional Powers

18.1 The Society may:

- a)** Employ people for the purposes of the Society;
- b)** Exercise any power a trustee might exercise;
- c)** Invest in any investment that a trustee might invest in;
- d)** Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19. Financial Year

19.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

20. Assurance on the Financial Statements

20.1 The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies and in accordance with the requirements of the Incorporated Societies Act 2022. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

20.2 The Board is responsible to provide the auditor with:

- a)** Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b)** Additional information that the auditor may request from the Board for the purpose of the audit; and
- c)** Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

Conduct of meetings

21. Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Deputy Chair receives a written request signed by at least 10% of the Members.

21.4 The Deputy Chair shall:

- a)** Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- b)** Additionally, the Deputy Chair will provide, where an Annual General Meeting:
 - i.** A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Board, and of the conflicts of interest disclosed for the same period;
 - ii.** A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Deputy Chair must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - iii.** Notice of any motions and the Board's recommendations about those motions;
 - iv.** If the Deputy Chair has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Society Meetings. Written resolutions may be passed in lieu of an Annual General Meeting.

21.6 Society meetings should include representation from at least 25% of eligible members; however no specific number is required to form a quorum. In situations of especially low participation, less than 25%, the Chair will determine if it is reasonable to proceed with a society meeting.

21.7 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair shall Chair that meeting. Any person chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

- a)** Voices;
- b)** Show of hands;
- c)** Secret ballot;
- d)** Electronic method(s) of communication as applicable.

However, if any Member demands a secret ballot before voting has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote, if there is no Majority.

- 21.9** The business of an Annual General Meeting shall be:
- a)** Receiving any minutes of the previous Society's Meeting(s);
 - b)** The Chair's report on the business of the Society;
 - c)** The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
 - d)** Election of Board Members;
 - e)** Motions to be considered;
 - f)** General business.
- 21.10** The Chair or his nominee shall adjourn the meeting if necessary.
- 21.11** Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22. Motions at Society Meetings

- 22.1** Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Deputy Chair at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:
- a)** It must be voted on at the Society Meeting chosen by the Member; and
 - b)** The Deputy Chair must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
 - c)** If the Deputy Chair fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 22.2** The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.
- 22.3** Motions at Society meetings are passed where supported by a simple majority of those attending (in person, by teleconference or video) who are eligible to vote. In the case of equal votes, the Chair has a second or casting vote.

Common seal

23. Common seal

- 23.1** The Board shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2** The Deputy Chair shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Deputy Chair or a member of the Board.
- 23.3** The Common seal is kept by the Chief Executive at the Society's registered office.

Altering the Rules

24. Altering the Rules

- 24.1** The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 24.2** Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Deputy Chair at least 28 days before the Society Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 24.3** At least 14 days before the General Meeting at which any Rule change is to be considered the Deputy Chair shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 24.4** When a Rule change is approved by a General Meeting no Rule change shall take effect until the Deputy Chair has filed the changes with the Registrar of Incorporated Societies.
- 24.5** No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Bylaws

25. Bylaws to govern the Society

- 25.1** The Board may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Deputy Chair.

Winding up

26. Winding up / Liquidation

- 26.1** If the Society is wound up or liquidated or removed from the Register of Incorporated Societies:
 - a)** The Society's debts, costs and liabilities shall be paid;
 - b)** Surplus Money and Other Assets of the Society may be disposed of by being equally split between St Johns Ambulance and Rescue Helicopters (Whangarei, Auckland, Hamilton, Tauranga, Gisborne, Taupo, Hastings, New Plymouth, Palmerston North + Whanganui, Wellington, Nelson, Christchurch, Greymouth, Dunedin, Queenstown and Te Anau.)
 - c)** For the avoidance of doubt on winding up or dissolution any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
 - i.** applied to a purpose in line with Forum objects (as above), or
 - ii.** given or transferred to another not-for-profit organisation (as above).

Definitions

27. Definitions and Miscellaneous matters

27.1 In this Constitution:

- a) "Constitution" means the rules in this document.
- b) "Chair" means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- c) "Board" means the Society's governing body.
- d) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- e) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- f) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- g) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- h) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- i) It is assumed that:
 - i. Where a masculine is used, the feminine is included
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not a part of the rules
 - iv. Substantial compliance with the spirit and intent of these Rules is sufficient. No decision, resolution, appointment, meeting, election or other exercise of powers conferred or implied in these Rules will be invalid because of a failure to solely comply strictly with these rules
 - v. Matters not covered in these rules shall be decided upon by the Board.

Complaints

28. Complaints Process

28.1 A complaint is a disagreement, dispute or conflict involving the Society.

28.2 The complaint must be that a Member, Board Member or the Business Leaders' Health and Safety Forum has:

- a) Breached or is likely to breach their obligations or duties under the Rules or the Incorporated Societies Act 2022 and /or
- b) Has otherwise engaged in misconduct.

28.3 Any Member or officer or the Society may make a complaint in writing stating they are starting the complaints process under the Rules, setting out their allegations and provides information to assist the complaints process.

- a) 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.
- 28.4** All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 28.5** Those making and the subject of a complaint have a right to be heard before the complaint is resolved or any outcome is determined.
- 28.6** The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Rules, ensure that the dispute is investigated and determined. Disputes must be dealt with under the Rules in a fair, efficient, and effective manner and in accordance with the provisions of the Incorporated Societies Act 2022.
- 28.7** Despite the 'investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if—
 - a) the complaint is considered to be trivial; or
 - b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or an Officer has engaged in material misconduct:
 - ii. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Rules or bylaws or the Incorporated Societies Act 2022:
 - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
 - c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d) the person who makes the complaint has an insignificant interest in the matter; or
 - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Rules; or
 - f) there has been an undue delay in making the complaint.
- 28.8** The Society may refer the complaint to
 - a) a subcommittee or an external person to investigate and report; or
 - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision or
 - c) with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.
- 28.9** A person may not act as a decision maker in relation to a complaint if two or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be
 - a) impartial; or
 - b) able to consider the matter without a predetermined view.

Conflicts of Interest

29. Disclosure of Interests

- 29.1** A Board Member who is interested in any matter being considered by the Society for any of the reasons set out in section 62 of the Incorporated Societies Act 2022, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to:

- a) the Board; and
 - b) in an Interests Register kept by the Deputy Chair.
- 29.2** Disclosure must be made as soon as practicable after the Board Member becomes aware that they are interested in a matter.
- 29.3** A Board Member who is interested as per clause 29.1 must:
- a) not vote or take part in any decision relating to the matter unless all members of the Board who are not interested in the matter consent; and
 - b) not sign any document relating to the entry into a transaction or the initiation of the matter unless all members of the Board who are not interested in the matter consent; but
 - c) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise).
- 29.4** However, a Board Member 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.
- 29.5** Where 50 per cent or more of Board 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 Board Members agree otherwise.

Information Requests

30. Access to information for members

- 30.1** A Member may at any time make a written request to the Society for information held by the Society.
- 30.2** The Member's request must specify the information sought in sufficient detail to enable the information to be identified.
- 30.3** The Society must, within a reasonable time after receiving a request:
- a) provide the information; or
 - b) agree to provide the information within a specified period; or
 - c) 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
 - d) refuse to provide the information, specifying the reasons for the refusal.
- 30.4** Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - b) 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
 - c) 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
 - d) the information is not relevant to the operation or affairs of the society; or
 - e) withholding the information is necessary to maintain legal professional privilege; or
 - f) the disclosure of the information would, or would be likely to, breach an enactment; or

- g)** 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
 - h)** the request for the information is frivolous or vexatious; or
 - i)** 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.
- 30.5** If the Society 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 10 Working Days after receiving notification of the charge, the Member informs the Society:
- a)** that the Member will pay the charge; or
 - b)** that the Member considers the charge to be unreasonable.
- 30.6** Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.