



Constitution of Tourism Industry Aotearoa Incorporated

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1 Preliminary

The Society, the Board, the Members, and each officer of the Society have the rights, powers, duties, and obligations set out in the Act except to the extent that they are negated or modified in accordance with the Act by this Constitution.

2 Interpretation**2.1 Definitions**

In this Constitution, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

'Act' means the Incorporated Societies Act 2022.

'Annual General Meeting' means the annual general meeting of the Members of the Society, convened and conducted in accordance with this Constitution.

'Audit and Risk Committee' means the sub-committee established under rule 13.

'Balance Date' means 31 March or any other date adopted by the Board in accordance with the Act.

'Board' means the committee of Members (or non-Members, as allowed for in this Constitution) for the time being appointed to manage the affairs of the Society pursuant to rule 11.2.

'Board Member' means a member of the Board for the time being, appointed in accordance with this Constitution.

'Constitution' means this constitution as amended from time to time in accordance with rule 23 or as amended in any other manner permitted by law.

'Chairperson' means the person for the time being holding office as chairperson of the Society as appointed by the Board pursuant to rule 11.8.

'Chief Executive' means the person for the time being holding office as chief executive of the Society as employed by the Board pursuant to rule 11.13.

'Council Chair' means the person for the time being holding office as the chair of the Tourism Council as elected by the Members pursuant to rule 9.8a.

'Complaint' has the meaning given to it in section 38(2) of the Act and is commenced in accordance with Schedule 1 of this Constitution.

'Deputy Council Chair' means the person for the time being holding office as the deputy chair of the Tourism Council as elected by the Members pursuant to rule 9.8b.

'Deputy Chairperson' means the person for the time being holding office as deputy chairperson of the Society as appointed by the Board pursuant to rule 11.8.

'Dispute' has the meaning given to it in section 38(1) of the Act.

'Financial Year' means the year ending on the Balance Date of the Society.

'First Tourism Council' means the persons holding office as Tourism Council Members during a transitional period as set out in Schedule 5.

'Independent Board Member' means a Board Member who is not a Member or an employee or director of a Member.

'Investment Manager' means a person whose profession or business is or includes investing money on behalf of others.

'Member' means any person or organisation including a body corporate who is a member of the Society in accordance with this Constitution, and where the context permits and subject at all times to rule 6.1, any reference in this Constitution to a '**Member**' includes both a full Member and an affiliate Member and '**Membership**' shall be construed accordingly.

'Membership Year' means the 12-month period beginning on the date the Member joins the Society.

'Nominations Committee' means the sub-committee established under rule 10.

'Purposes' means the purposes of the Society specified in rule 4.1.

'Ordinary Resolution' means a resolution passed at a meeting of the Members by a simple majority of the Members who are present in person or by proxy and who are entitled to vote on the resolution.

'Registered Office' means the registered office of the Society for the time being, determined in accordance with rule 19.

'Registrar' means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

'Secretary' means the secretary of the Society, as appointed by the Board in accordance with rule 14.2.

'Small Business Operator' means a business that employs fewer than twenty (20) people or has an annual turnover of less than \$6 million.

'Society' means the society constituted by this Constitution and known by the name specified in rule 3.

'Special Resolution' means a resolution passed at a meeting of Members by a majority of not less than 75% of the Members who are present in person or by proxy and are entitled to vote on the resolution.

'Tourism Council' means the council body established under rule 9.

'Tourism Council Member' means a member of the Tourism Council for the time being as elected by the Members pursuant to rule 9.1.

'Treasurer' means the treasurer of the Society, appointed in accordance with rule 11.11.

'Working Day' has the meaning given to it in section 13 of the Legislation Act 2019.

2.2 General construction

- a **No definition:** Unless the context otherwise requires, any expression not defined in this Constitution but defined in the Act will bear the same meaning in this Constitution as in the Act (whether or not such expression is capitalised when used in this Constitution).

- b **Headings:** Headings are for reference only and are not an aid in interpretation.
- c **Reference to statutes:** Unless the context otherwise requires, references to a statute include:
 - i amendments to that statute;
 - ii a statute passed in substitution for that statute; and
 - iii regulations passed under that statute (or any of that statute's amendments or under a statute passed in substitution for that statute).
- d **Rules:** References to rules are to the rules of this Constitution.
- e **Section:** References to sections are to the sections of the Act.
- f **Singular and plural:** In this Constitution, if not inconsistent with the context, words importing the plural include the singular and vice versa and words importing gender import all genders.

3 Name of the Society

The name of the Society shall be '**Tourism Industry Aotearoa Incorporated**' or such other name as is determined in accordance with sections 117 to 120 of the Act.

4 Purposes of the Society

4.1 Purposes

- a The Purposes of the Society shall be to:
 - i serve as the voice of the New Zealand tourism industry;
 - ii stimulate and promote tourism to New Zealand;
 - iii stimulate and promote tourism within New Zealand;
 - iv initiate, encourage and conduct research to benefit the tourism industry;
 - v foster unity among all persons, companies and their sector groups or associations that seek to meet the needs and expectations of visitors and travellers, or, in some other positive way, contribute to a quality visitor experience in New Zealand;
 - vi encourage the development of strong regional tourism organisations and encourage co-operation between them through membership of the Society;
 - vii extend recognition of the wide economic, social and cultural benefits tourism brings to New Zealanders and the increased understanding and goodwill it brings between peoples of all countries;
 - viii act as the tourism industry adviser to the New Zealand Government on all aspects of tourism and to co-operate and work with all Government agencies to achieve these objectives;
 - ix act as the tourism industry adviser to local Government authorities and work with them to achieve these objectives;

- x introduce, foster and co-ordinate development in the tourism industry in New Zealand in a manner which recognises the significance of the country's natural assets and to ensure that such developments pay due regard to the protection and public enjoyment of the environment;
- xi encourage the development and improvement of facilities and services for the benefit of travellers to, within and beyond New Zealand;
- xii encourage and foster education and training to benefit the tourism industry;
- xiii recognise and promote the important economic benefits provided to New Zealand by the tourism industry both on a regional and national basis;
- xiv form a fund for the purposes of carrying out the objectives of the Society and to receive subscriptions, affiliation fees, grants, etc from persons or organisations whether Members of the Society or not;
- xv support the aspirations and needs of the Members of the Society according to the policy of the Society;
- xvi discourage unnecessary duplication of effort and resources by individual sector groups of Members or their associations, and to more cost effectively champion the interests of divisional or broader membership groups;
- xvii allow sector groups of Members or their associations to retain control of issues more effectively and efficiently handled and funded at that level and to exercise the powers described in this constitution as belonging to the Society for their own funds; and
- xviii carry on any other activity which is consistent with or incidental to the above Purposes and which is in the interests of the Society as the Board may determine from time to time.

b For the avoidance of doubt, nothing contained in this Constitution shall authorise the Society to act as a travel agency, transport operator or to make accommodation, transport or other reservations.

4.2 **Independence of Purposes**

- a The Purposes shall each be regarded as independent purposes and shall accordingly, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other paragraph of rule 4.1, nor from the name of the Society nor by reference to or any inference from any other matter or thing whatsoever.
- b None of the provisions of any paragraph of rule 4.1 or the Purposes shall be deemed to be subsidiary or ancillary to any other paragraph or paragraphs of rule 4.1 to the end and intent that subject as aforesaid, the Board may exercise all or any of the Purposes independently of any of the other Purposes.
- c If there is any ambiguity in the interpretation of any of the Purposes each Purpose shall be construed in such a way as to widen and not restrict the powers of the Board.

4.3 **Charitable status**

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

5 Financial gain

5.1 No financial gain

- a The Society shall not be carried on for the financial gain of Members.
- b The Society shall be prohibited from:
 - i distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
 - ii having capital that is divided into shares or stock held by its Members; or
 - iii holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Society or otherwise).
- c The Society does not have a purpose of being carried on, and is not being carried on, for the financial gain of any of the Members merely because it will or may make payments, benefits, distributions, or by otherwise doing any of the activities specified in section 24.

6 Membership

6.1 Members

- a Membership of the Society shall be open to any person, company, corporate body, society or association supporting the objects of the Society.
- b The Board may provide for full Members and affiliate Members, provided that the Board may only offer affiliate membership to the members of a society or association which itself is a full Member of the Society, and further provided that:
 - i full Members shall have all the rights of Members contained in this Constitution;
 - ii affiliate Members may not vote on a resolution of Members or requisition any meeting of Members, but otherwise shall have all the rights of Members contained in this Constitution.

6.2 Sectors

- a Each Member shall be allocated to one sector by the Board after considering any information provided by the Member. A Member may participate in activities designed for more than one sector but Members who are entitled to vote may only vote in their allocated sector.
- b The sectors are:
 - i Hotels and Lodges;
 - ii Holiday Parks, Motels and Other Accommodation;
 - iii Air Transport;
 - iv Land Transport;
 - v Cruise and Water Transport;
 - vi Local Government / Regional Tourism Organisations;

- vii Culture and Heritage;
- viii Adventure and Outdoor;
- ix Attractions, Conferences and Events;
- x Tourism Distribution;
- xi Services to Tourism; and
- xii Inbound Tourism.

- c The sectors may be amended by a resolution passed by a majority of the Members present and entitled to vote at a meeting of Members.
- d The Board shall ensure that the Chief Executive has effective management processes in place to deliver against the needs of each sector.

6.3 Members' representatives

- a Every corporate Member shall, on becoming a Member, nominate a representative in writing who shall have the full powers to act for and on behalf of such corporate Member. No such representative shall represent more than one (1) corporate Member. Such representative need not be a Member of the Society.
- b On written notice to the Chief Executive given by the corporate Member, such representative may be changed from time to time or may be substituted for any particular meeting.

6.4 Form of application for Membership

- a All applications for Membership shall be made to the Board in writing on the form or forms prescribed by the Board from time to time. An applicant for Membership must supply any information or attend an interview as may be reasonably required by the Board regarding an application for Membership and will become a Member on acceptance of that application by the Board.
- b Persons who are proposed members must consent in writing to become a Member.

6.5 Acceptance or refusal of application for Membership

The Board has an absolute discretion whether or not to accept or refuse an application for membership of the Society. The Board must advise the applicant of its decision but is not bound to give any reason for the acceptance or refusal of any application.

6.6 Resignation

A Member may resign from Membership of the Society at any time by giving notice of resignation in writing to the Board.

6.7 Minimum number of Members

- a The Society shall at all times have at least ten (10) Members.
- b An act of the Society or the transfer of property to or by the Society is not invalid merely because the Society does not have at least ten (10) Members.

6.8 **Liability of Members**

- a A Member is not liable for an obligation of the Society by reason only of being a Member.
- b The liability of a Member is limited to any amount unpaid on the Membership of the Member.
- c Nothing in this rule affects the liability of a Member to the Society under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

6.9 **Members have no right to property of the Society**

Membership of the Society does not confer on a Member any right, title, or interest, either legal or equitable, in the property of the Society.

6.10 **Access or use of Society property**

The Board may decide what access or use Members may have to or of any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and how they may participate in Society activities, including any conditions of and fees for such access, use or participation.

6.11 **Register of Members**

- a The Chief Executive on behalf of the Society must keep a register of its Members containing:
 - i the name of each Member;
 - ii the last known contact details of each Member (namely, physical or email address and a telephone number);
 - iii the date on which each Member became a Member;
 - iv the name of each ex-Member who has ceased to be a Member of the Society within the previous 7 years;
 - v the date on which each ex-Member ceased to be a Member;
 - vi the type of Membership (full or affiliate) pursuant to rule 6.1;
 - vii details of each representative of a corporate Member nominated pursuant to rule 6.3; and
 - viii all other information prescribed by the regulations to the Act (if any).
- b The Chief Executive on behalf of the Society must update the register of Members of the Society as soon as practicable after becoming aware of changes to the information recorded on the register.
- c The written consent of every Member to become a Member shall be retained in the Society's membership records.

6.12 **Members' obligations**

All Members shall promote the interests and Purposes of the Society and shall not do anything to bring the Society into disrepute, taking into account the Society's Code of Ethics and any other relevant policies adopted by the Board from time to time.

6.13 Access to information for Members

- a A Member may at any time make a written request to the Board for specific information held by the Society. Any such request must specify the information sought in sufficient detail to enable it to be identified.
- b The Board must, within a reasonable time after receiving a request:
 - i provide the specified information or agree to provide the specified information within a specified period; or
 - ii refuse to provide the information, specifying the reasons for the refusal (in which case section 81 shall apply); or
 - iii agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (in which case section 82 shall apply).

7 Subscriptions and fees

7.1 Subscription and fees

- a Members shall pay:
 - i An annual Membership subscription of such amount as is from time to time fixed by the Board, which may for the avoidance of doubt, distinguish between:
 - A full Members and affiliate Members; and
 - B different groups of full Members and affiliate Members; and
 - C such additional fees as may be fixed by the Board from time to time.
- b Annual Membership subscriptions and any additional fees shall be paid by the date fixed for payment under rule 7.1ai.
- c Unless the Board determines otherwise, all annual subscriptions are payable on the first day of each Member's Membership Year other than those who have given notice of resignation to the Board at least one month prior to the expiry of the previous Membership Year.

7.2 Failure to pay

- a Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 30 days of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 60 days of the due date for payment of the subscription, levy or any other fee, the Board may terminate the Member's membership (without being required to give prior notice to that Member).
- b All arrears due from that Member before the date of termination shall remain recoverable by the Society notwithstanding such termination of Membership provided that, if they are paid in full, the Board may, at its absolute discretion, reinstate that ex-Member as a Member.

8 Cessation of membership

8.1 Cessation of Membership

A Member ceases to be a Member:

- a on resignation by the Member in accordance with rule 6.6, with effect:
 - i from the date of receipt of such resignation; or
 - ii if the Society has given a Member a deadline by which the Member must renew the Member's membership, with effect from the day after the deadline if the Member has failed to renew,
- provided that such resignation shall not relieve that Member from liability to pay any annual subscription or additional fee that has become due for payment prior to the date of resignation;
- b on termination of the Member's Membership following a dispute resolution process under this Constitution (with effect from termination);
- c on death or permanent disability of the Member, or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership, with effect from the date of death, liquidation, deregistration, termination, winding up or dissolution of the Member, as the case may be; or
- d on cancellation of the Member's Membership by a resolution of the Board where:
 - i the Member has failed to pay any annual subscription or additional fee in accordance with rule 7.2; or
 - ii in the opinion of the Board, that Member has breached the Constitution or has acted in a manner that is prejudicial to the interests of the Society or its Purposes,

with effect from the date specified in the resolution of the Board.

8.2 Effect of cancellation

Unless the Board determines otherwise, the cancellation of any Member's Membership of the Society shall not entitle the Member concerned to a refund of any annual subscription or additional fees paid to the Society, nor shall such cancellation relieve that Member from liability to pay any annual subscription or additional fee that has become due for payment prior to the date of cancellation of that Member's Membership.

9 Tourism Council

9.1 Tourism Council

- a The Tourism Council shall represent Members' interests and provide advice and input to the Board on industry strategy and policy.
- b The Tourism Council shall comprise the following:
 - i one Tourism Council Member representing each sector listed in rule 6.2; and
 - ii up to five (5) co-opted Tourism Council Members listed in rule 9.2(b).

- c The Members of each sector (as allocated to that sector pursuant to rule 6.2a) shall nominate and vote to elect that sector's Tourism Council Member in accordance with rule 9.2.

9.2 Election of Tourism Council Members

- a At least seven (7) days prior to the Annual General Meeting, the Members shall vote to elect a Member or an employee or director of a Member to be a Tourism Council Member for each sector in accordance with rules 9.1bi and 9.1c by secret ballot (in accordance with rule 16.2) by post or electronic means (which may include email).
- b In addition, the Tourism Council Members elected under rule 9.2a may by resolution:
 - i appoint one Tourism New Zealand board member or senior manager who has been nominated by Tourism New Zealand to be a co-opted Tourism Council Member; and
 - ii appoint one Air New Zealand board member or senior manager who has been nominated by Air New Zealand to be a co-opted Tourism Council Member; and
 - iii appoint a Māori representative to be a co-opted Tourism Council Member; and
 - iv appoint a Member or an employee or director of a Member who is a Small Business Operator to be a co-opted Tourism Council Member; and
 - v appoint up to two further co-opted Tourism Council Members to meet representation requirements, the criteria for which will be determined at the discretion of the Tourism Council.

9.3 Term of Tourism Council Members

- a Tourism Council Members elected or co-opted in accordance with rules 9.1 and 9.2 will hold office for a term commencing on the date of the Annual General Meeting immediately following their election and ending on the date immediately prior to the Annual General Meeting that occurs on or about the third anniversary of their appointment.
- b Following the expiry of their initial term, Tourism Council Members may be re-elected or co-opted again for up to three further terms, each ending on the date immediately prior to the Annual General Meeting that occurs on or about the third anniversary of their appointment.
- c Once a Tourism Council Member has held office as such for four consecutive terms, that Tourism Council Member is ineligible to be elected or co-opted for a further term or for further terms until a period of at least three years has elapsed.

9.4 First Tourism Council

Notwithstanding rules 9.1 to 9.3, the First Tourism Council shall be made up of the Tourism Council Members listed in Schedule 5.

9.5 Cessation of office

- a A Tourism Council Member shall cease to be a Tourism Council Member if he or she:
 - i resigns by signing a written notice of resignation and giving it to the Council Chair;
 - ii is no longer employed by or a director of a Member organisation, if he or she is not a Member in his or her own right;

- iii with respect to Tourism Council Members appointed under rule 9.2a, ceases to be allocated to the sector to which they were allocated under rule 6.2a when elected as a Tourism Council Member;
- iv is a person to whom a disqualifying matter in section 47(3) applies;
- v shall cease to be able to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988;
- vi shall be convicted of an indictable offence;
- vii shall be absent from New Zealand for a period of 6 months without obtaining leave of absence from the Council Chair (or the Deputy Council Chair in the Council Chair's absence);
- viii shall miss three consecutive Tourism Council meetings;
- ix dies; or
- x is for any reason unfit to carry out his or her duties as a Tourism Council Member as determined by a Special Resolution of the other Tourism Council Members.

- b A Tourism Council Member to whom rule 9.5a applies shall cease to hold office upon their death or the passing by the Tourism Council Member of a resolution to that effect.

9.6 **Vacancy**

- a The Tourism Council may carry on the business of the Tourism Council notwithstanding any vacancy in Tourism Council Members.
- b The Tourism Council may fill any casual vacancy in the Tourism Council by appointing a new Tourism Council Member from the vacant sector for the remainder of the outgoing Tourism Council Member's term by a simple majority of Tourism Council Members.

9.7 **Role and functions of the Tourism Council**

- a The Tourism Council's role is to represent their sector Members' interests and provide advice and input to the Board on Member and industry-strategic issues.
- b The Tourism Council shall have the following powers, authorities and functions:
 - i understanding and representing to the Board Members' interests, needs, views and expectations;
 - ii communicating to Members on how the Tourism Council represents Members' interests;
 - iii appointing the Board in accordance with rule 11;
 - iv receiving the annual report from the Board;
 - v consulting with the Board on decisions which have the potential to affect Members' interests;
 - vi providing information to the Board on the perspective of the wider tourism industry;
 - vii consulting with the Board on the development of industry strategy;

- viii provide advice to the Board on Member and industry-strategic issues;
- ix review and approve the policy position statements on key industry issues; and
- x provide feedback to the Board on Society initiatives.

c For the avoidance of doubt, the Tourism Council Members are not intended to be officers of the Society and no individual Tourism Council Member shall have any influence over the management and administration of the Society.

9.8 Appointment of Council Chair and Deputy Council Chair

The Tourism Council Members shall elect by a simple majority at the first Tourism Council meeting following the Annual General Meeting:

- a one of the Tourism Council Members to be Council Chair, provided that the Chairperson is not eligible to be appointed as Council Chair and any purported election in breach of this rule will be of no effect; and
- b one of the Tourism Council Members to be Deputy Council Chair.

9.9 Council Chair's term

- a Prior to the end of a Council Chair's term, the Tourism Council shall seek expressions of interest from Tourism Council Members in the Council Chair's role (including the current Council Chair should they be eligible for a further term). The Tourism Council Members shall, by a simple majority, elect a Council Chair from among their number. A new Council Chair takes up the position at the expiry of the current Council Chair's term, or earlier by agreement. If there is no decision on a new Council Chair before the expiry of a Council Chair's term, an acting Council Chair can be named.
- b The Council Chair will ordinarily be elected for a term of two (2) years unless the Tourism Council determines otherwise and will serve subject to the Tourism Council's ongoing endorsement. At any meeting, any Tourism Council Member can request a secret ballot to affirm there is majority support for the Council Chair to retain the position.
- c The maximum continuous period in office for any Council Chair is eight (8) years.

9.10 Vacancy of Council Chair or Deputy Council Chair

- a If a vacancy occurs in the office of Council Chair or Deputy Council Chair or if any such officer is unable to perform the duties for any reason, the Tourism Council may at any time by simple majority:
 - i elect as an alternative Council Chair a person from among their number; or
 - ii elect as an alternative Deputy Council Chair a person from among their number,to hold that office for the remainder of the outgoing Council Chair's or Deputy Council Chair's term or such earlier time as the Tourism Council shall determine.
- b For the avoidance of doubt, any Council Chair or Deputy Council Chair who ceases to be Council Chair or Deputy Council Chair or is unable to perform the duties of Council Chair or Deputy Council Chair and is replaced as Council Chair or Deputy Council Chair shall not cease to be a Tourism Council Member.

9.11 **Proceedings of Tourism Council**

The provisions of Schedule 2 of this Constitution will govern the proceedings of the Tourism Council.

10 Nominations Committee

10.1 **Establishment of the Nominations Committee**

- a The Nominations Committee shall be made up of the Chairperson, the Council Chair and a Tourism Council Member appointed by the Tourism Council by simple majority.
- b The Tourism Council may elect by a simple majority of the Tourism Council Members a person who is not a Member to be an independent member of the Nominations Committee.

10.2 **Role and functions of the Nominations Committee**

- a The Nominations Committee shall seek expressions of interest from individuals interested in a Board Member's role as vacancies arise.
- b The Nominations Committee shall then identify persons with the skills and expertise required to be a Board Member.
- c The Nominations Committee shall make recommendations for the appointment of Board Members to the Tourism Council.
- d The functions of the Nominations Committee are:
 - i to consider the competencies required by the Board;
 - ii conduct skills audits to assess gaps and skills required by the Board;
 - iii agree criteria for the Board;
 - iv identify and assess Board candidates against the criteria; and
 - v make recommendations to the Tourism Council on Board candidates for appointment.

11 Board

11.1 **Management by Board**

- a The operation and affairs of the Society shall be managed by, or under the direction or supervision of, the Board which may exercise all the powers of the Society which are not required, either by the Act or this Constitution, to be exercised by the Society in general meeting.
- b Subject to the Act, any other legislation, and the general law, the Board has, both within and outside New Zealand:
 - i full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
 - ii full rights, powers, and privileges.
- c Without prejudice to the generality of the foregoing the Board may, in order to achieve the Purposes, exercise the powers set out Schedule 3 to this Constitution.

- d The Board may delegate to a subcommittee of officers, an officer, or to any other person, any one or more of its powers.

11.2 Appointment of the Board

- a The Tourism Council shall appoint the Board Members from those candidates recommended by the Nominations Committee pursuant to rule 10.2.
- b No person shall be eligible for appointment as a Board Member if he or she:
 - i has not consented in writing to become a Board Member;
 - ii has not certified that he or she is not disqualified from being appointed as a Board Member;
 - iii is a person to whom a disqualifying matter in section 47(3) applies;
 - iv is unable to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988; or
 - v has been convicted of an indictable offence.

11.3 Composition of the Board

- a The Board shall comprise not more than seven (7) and not fewer than five (5) Board Members made up of:
 - i five (5) Members, one of whom must be the Council Chair; and
 - ii up to two (2) further Members or Independent Board Members in accordance with rule 11.7;

11.4 Term of office

- a All appointed Board Members shall hold office from the date of their appointment by the Tourism Council.
- b Board Members appointed in accordance with rule 11.4a will hold office for a term commencing on the date of their appointment and ending on the date that occurs on the third anniversary of their appointment, unless the Tourism Council determines to appoint a Board Member or Board Members for a term of less than three years ('**Shorter Term**') in order to ensure staggering of terms of office and continuity of Board membership. Such Board Members must retire with effect from the date of their third anniversary or the date of expiry of any Shorter Term, unless those Board Members have been re-appointed (in accordance with rules 11.4a, 11.4c and 11.4d).
- c Board Members may be re-appointed for further terms (whether three years or Shorter Terms or a combination) totalling not more than nine years without ceasing to hold office for a period of at least three years.
- d Once a Board Member has held office as such for a total of nine years, that Board Member is ineligible to be re-appointed for a further term or for further terms until a period of at least three years has elapsed.

11.5 Proceedings of the Board

The provisions of Schedule 4 of this Constitution will govern the proceedings of the Board.

11.6 Vacancy

The Board may carry on the business of the Society notwithstanding any vacancy in Board Members.

11.7 Independent Board Member

The Tourism Council may elect by a simple majority of the Tourism Council Members up to two persons who are not Members to be Independent Board Members on the recommendation of the Nominations Committee, provided that a majority of the Board Members must be made up of either or both of the following:

- a Members of the Society; or
- b representatives of bodies corporate that are Members of the Society.

11.8 Appointment of Chairperson and Deputy Chairperson

The Board shall appoint its Chairperson and Deputy Chairperson. The Board Members have the option of electing someone from among their number or appointing someone from outside of the Board ('**Independent Chairperson**'). However, the Council Chair is not eligible to be appointed as Chairperson and any purported appointment in breach of this rule will be of no effect.

11.9 Chairperson's term

- a At a meeting held prior to the end of a Chairperson's term, the Board shall seek expressions of interest from Board Members in the Chairperson's role (including the current Chairperson should they be eligible for a further term) and discuss the merits of appointing an independent Chairperson. If the Board does not wish to pursue the option of an independent Chairperson, the Board Members shall, by a majority in a secret ballot, elect a Chairperson from among their number at a subsequent meeting. If a majority of the Board support the option of an Independent Chairperson, the Nominations Committee shall identify and assess candidates and recommend an appointment, to be ratified at a subsequent meeting of the Board. A new Chairperson takes up the position at the expiry of the current Chairperson's term, or earlier by agreement. If there is no decision on a new Chairperson before the expiry of a Chairperson's term, an acting Chairperson can be named.
- b A Chairperson may or may not be a Member or Member representative; and they can be appointed for a term of up to three (3) years. A Chairperson elected from the Board can be appointed for the remainder of their term as a Board Member, or an agreed shorter period. The Board may by resolution agree to remunerate a Chairperson.
- c A Chairperson serves subject to the Board's ongoing endorsement. At any meeting, any Board Member can request a secret ballot to affirm there is majority support for the Chairperson to retain the position.
- d The maximum continuous period in office for any Chairperson is six (6) years.

11.10 Vacancy of Chairperson or Deputy Chairperson

- a If a vacancy occurs in the office of Chairperson or Deputy Chairperson or if any such officer is unable to perform the duties for any reason, the Board may at any time by secret ballot:
 - i elect as an alternative Chairperson a person from among their number; or
 - ii elect as an alternative Deputy Chairperson a person from their number,to hold that office for the remainder of the outgoing Chairperson's or Deputy Chairperson's term or such earlier time as the Board shall determine.
- b For the avoidance of doubt, any Chairperson or Deputy Chairperson who ceases to be Chairperson or Deputy Chairperson or is unable to perform the duties of Chairperson or Deputy Chairperson and is replaced as Chairperson or Deputy Chairperson shall not cease to be a Board Member.

11.11 Appointment of Treasurer

The Board Members may appoint one of their number to be the Treasurer from time to time.

11.12 Appointment of Audit and Risk sub-committee

The Board Members must appoint three of their number to be the Audit and Risk sub-committee established by rule 13 of this Constitution.

11.13 Chief Executive

- a The Board Members may employ a Chief Executive.
- b The Board shall define in writing the duties and any delegated authorities of the Chief Executive.
- c The Chief Executive shall be entitled to remuneration for his or her services and to reimbursement for reasonable expenditure.

11.14 Cessation of office

- a A Board Member shall cease to be a Board Member if he or she:
 - i resigns by signing a written notice of resignation and giving it to the Chairperson;
 - ii is no longer employed by or a director of a Member organisation if he or she is not a Member in his or her own right, unless he or she is appointed as an independent Board Member;
 - iii is a person to whom a disqualifying matter in section 47(3) applies;
 - iv shall cease to be able to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988;
 - v shall be convicted of an indictable offence;
 - vi shall be absent from New Zealand for a period of 6 months without obtaining leave of absence from the Chairperson;
 - vii shall miss three consecutive meetings;

- viii dies; or
- ix is for any reason unfit to carry out his or her duties as a Board Member as determined by a Special Resolution of the other Board Members.
- b A Board Member to whom rule 11.14a applies shall cease to hold office upon the passing by the Board of a resolution to that effect.

11.15 **Contact person**

- a The Society shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.
- b The Society's contact person must comply with the requirements of section 114.
- c A contact person or persons shall be appointed by the Board.
- d Each contact person's name must be provided to the Registrar together with any other required contact information, in the manner prescribed by regulations issued under the Act (if any).
- e Any change in that contact person or that person's name or contact details shall be advised to the Registrar within twenty (20) Working Days of that change occurring or the Board becoming aware of the change.

12 Interested Board Members

12.1 Disclosure of interests

- a As soon as a Board Member becomes aware of the fact that he or she is interested (as defined in section 62) in a matter (as defined in section 62) involving the Society, he or she must disclose to the other Board Members at a Board meeting:
 - i if the monetary value of the Board Member's interest is able to be quantified, the nature and monetary value of that interest; or
 - ii if the monetary value of the Board Member's interest cannot be quantified, the nature and extent of that interest.
- b A disclosure of interest by a Board Member must be recorded in the interests register of the Society.
- c Any Board Member who is or may be in any other capacity whatsoever personally interested or concerned directly or indirectly in any transaction entered into or to be entered into by the Society may not:
 - i vote on a matter relating to the transaction; or
 - ii take part in deliberations relating to the transaction.
- d However, a Board Member who is prevented from voting on the matter or taking part in deliberations relating to the matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered. If fifty per cent (50%) or more of the Board Members are prevented from voting on the matter the Board must call a Special General Meeting to consider and determine the matter.

- e A failure by a Board Member to comply with this rule 12.1 does not affect the validity of a transaction entered into by the Society or the Board Member.

12.2 Dealing with ‘interested’ Board Members

Subject to rule 12.1, each Board Member may act as a Board Member and still contract or otherwise deal with the Society in his or her personal capacity or in any other capacity as if he or she had not been appointed as a Board Member. The right to continue to hold office as a Board Member will apply even though a Board Member’s interest or duty in a particular matter may conflict with any duty he or she may have in respect of the Society.

12.3 No private pecuniary profit of any Board Member with exceptions

- a No Board Member may direct or divert for their own benefit or advantage an amount derived from the business of the Society.
- b No private pecuniary profit shall be made by any person involved in the Society whether a Board Member or otherwise, except that where it is considered appropriate by the Society:
 - i any Board Member or Tourism Council Member may be entitled to be reimbursed out of the assets of the Society for all expenses that they properly incur in connection with the affairs of the Society;
 - ii any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or by any firm or entity of which that Board Member is a member, employee or associate in connection with the affairs of the Society; and
 - iii any Board Member or Tourism Council Member may retain any remuneration properly payable to that person by any company or undertaking with which the Society may be in any way concerned or involved for which that person has acted in any capacity whatsoever, notwithstanding that the person’s connection with that company or undertaking is in any way attributable to his or her connection with the Society.

12.4 Restriction on benefits where recipient may influence benefits

In relation to any business carried on by the Society, no payments shall be made to any person who is:

- a a Board Member of the Society; or
- b a shareholder or director of any company by which the business of the Society is carried on; or
- c a trustee of a trust that is a shareholder of a company by which the business of the Society is carried on; or
- d an associated person (as defined by the Income Tax Act 2007) of any such trustee, shareholder or director,

for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) be afforded to, or received, gained, achieved or derived by such person where that person is able, by virtue of that capacity as trustee, shareholder, director or associated person, in any way, whether directly or indirectly to determine, or to materially influence the determination of:

- e the nature or extent of a relevant benefit or advantage; or
- f the circumstances in which a relevant benefit or advantage is, or is to be, given or received.

12.5 Professional account and influence

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of rule 12.4.

12.6 Board Members to comply with restrictions

The Board Members, in determining all reimbursements, remuneration and charges payable in terms of this rule, shall ensure that the restrictions imposed by rules 12.3 and 12.4 of this Constitution are strictly observed.

13 Audit and Risk sub-committee

13.1 Establishment of Audit and Risk sub-committee

- a The Board shall elect up to three (3) Board Members to be appointed to the Audit and Risk sub-committee.
- b The Board must consider the suitability of the Board Members to be on the Audit and Risk sub-committee.

13.2 Role and function of the Audit and Risk sub-committee

- a The purpose of the Audit and Risk Committee is to ensure compliance with all financial reporting and risk management processes.
- b The functions of the Audit and Risk Committee are:
 - i to review the financial reporting and management;
 - ii recommend the appointment of an external auditor;
 - iii review the risk profile of the Society;
 - iv ensure there are appropriate risk management policies, procedures and controls;
 - v meet with external auditors;
 - vi oversee audit process; and
 - vii report to the Board on key matters identified by the Audit and Risk Committee.

14 Administration

14.1 Signing documents

All documents and other written matters requiring execution or signing on behalf of the Society must be signed by the Chairperson or Deputy Chairperson or the Chief Executive (provided that the matter is within the scope of the Chief Executive's delegated authority from the Board).

14.2 Appointment of Secretary

The Secretary shall be appointed by the Board from time to time upon such terms as the Board considers appropriate.

14.3 Duties of Board Members and Board

- a The Board Members shall have the duties set out in sections 54 to 61 of the Act.
- b The administrative duties of the Board shall include:
 - i Convening meetings of the Society when required to do so in accordance with this Constitution and likewise convening meetings of the Board and of all Boards and sub-Boards (if any) of the Board;
 - ii Giving all such notices as the Society in general meeting, or the Board, may instruct, or which the Society may be required or give to Members in the manner provided in this Constitution;
 - iii Keeping minutes of all meetings of the Society and of the Board and all committees and sub-committees (if any) of the Board and entering the same in the minute books kept for that purpose;
 - iv Performing or supervising the performance of the clerical work for, and the maintenance of proper records of, the Society;
 - v Maintaining a membership register for the Society;
 - vi Giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
 - vii Issuing and receiving correspondence on behalf of the Society;
 - viii Receiving all fees, subscriptions, levies and other moneys paid to the Society and issuing receipts;
 - ix Opening and operating a current bank account in the name of the Society;
 - x Making such deposits and investments in the name of the Society as the Board may determine from time to time;
 - xi Paying all accounts and making all advances passed for payment by the Board;
 - xii Keeping all financial records of the Society and ensuring their safe-keeping together with any security documents;
 - xiii Reporting to the Board any Member who fails to pay subscriptions, fees or other moneys properly payable by that Member within the prescribed period; and
 - xiv Preparing, or ensuring preparation of, and submitting to the auditor for the Society (if any), annual accounts of the Society.

14.4 Procedure to resolve Disputes

The Society adopts the dispute resolution procedure set out in Schedule 1 of this Constitution.

15 General Meetings

15.1 Annual General Meeting

- a The Society shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling the meeting.
- b The Annual General Meeting must be held:
 - i not later than 6 months after the balance date; and
 - ii not later than 15 months after the date of the previous Annual General Meeting.
- c The Annual General Meeting shall be held at such time and place as the Board shall determine including by means of physical assembly, or by audio link, audiovisual link, or other electronic communication method or a combination of any of those methods.
- d The business of an Annual General Meeting shall be to:
 - i confirm the minutes of the last Annual General Meeting and any other general meeting(s) held since the last Annual General Meeting;
 - ii adopt the annual report on the operations and affairs of the Society;
 - iii adopt the Board's report on the finances of the Society, and the annual financial statements;
 - iv consider any motions of which prior notice has been given to Members with notice of the Meeting; and
 - v consider any general business.
- e The Board must, at each Annual General Meeting, present the information required in accordance with section 86.

15.2 Special General Meetings

- a Special General Meetings may be called at any time by the Board or Chairperson by resolution.
- b The Board must call a Special General Meeting if it receives a written request signed by at least fifty (50) Members of the Society and delivered to the Registered Office of the Society and the meeting shall be held not later than sixty (60) days after receipt of such notice. The notice must give sufficient description of the business required to be brought before the Special General Meeting and such description shall be included in the notice to the Members of the meeting.

15.3 The Chief Executive

Subject to rule 14.2, the Chief Executive shall normally act as Secretary and shall cause proper minutes to be kept of all meetings of the Society which will be open to inspection by any Member of the Society at the Society's Registered Office.

15.4 Powers of the Society in general meeting

The Society in general meeting may by Ordinary Resolution exercise all powers, authorities and discretions of the Society except those which are expressly required by this Constitution to be

exercised by Special Resolution, notwithstanding that any such power, authority or discretion may have been vested in the Board by or pursuant to this Constitution.

15.5 Quorum

No business shall be transacted at any general meeting of the Society unless a quorum is present when the meeting proceeds to business. A quorum shall be not less than twenty (20) Members of the Society eligible to vote at general meetings, present in person or by proxy:

- a being assembled together at the time and place appointed for the meeting; or
- b participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
- c by a combination of both of the methods described in rules 15.5a and 15.5b.

15.6 Notice of general meeting

Subject to rule 15.13, a notice of general meeting of the Society shall be sent to every Member entitled to receive notice of the meeting in the manner provided in rule 17.1, not less than 30 days before the date of the meeting.

15.7 Contents of notice

A notice of meeting shall specify the date, time and venue of the meeting. In the case of a general meeting other than an Annual General Meeting the notice shall specify all business to be considered at the meeting and no business which is not specified shall be discussed or transacted at the meeting.

15.8 Waiver of notice irregularity

An irregularity in a notice of a meeting is waived if all Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Members entitled to receive notice of the meeting agree to the waiver.

15.9 Failure to give notice

The accidental omission to give notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings of any general meeting to which the notice relates.

15.10 Chairperson of general meetings

The Chairperson shall be entitled to chair any general meeting of the Society at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then those Board Members who are present may choose one of their number to chair such meeting, or if for any reason no chairperson is selected by such Board Members then the Members present at that meeting may elect any person entitled to be present as chairperson of that meeting.

15.11 Voting at meetings

At any general meeting:

- a the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a secret or postal ballot, vote by proxy or by electronic means or by some other means;

- b a secret or postal vote may be demanded by any Member present at the meeting and entitled to vote, either before the declaration of the result of a vote by a show of hands or immediately thereafter before the meeting moves to the next business or is adjourns;
- c in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Society's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

15.12 Adjournments

If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Board shall determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

15.13 Adjourned meetings

The Chairperson may adjourn any general meeting, but no business shall be transacted at the meeting from which the adjournment took place. Members shall not be entitled to receive any notice in respect of adjourned meetings, except when a general meeting has been adjourned for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

15.14 Minutes

The Society must keep minutes of all general meetings.

15.15 Resolutions in lieu of general meeting

- a A written resolution (which may consist of one or more documents including letters, electronic mail, or other similar means of communication) approved by no less than 75% of the Members entitled to vote and voting on the question shall be as valid and effectual as if it has been passed at a general meeting duly convened and constituted.
- b Any such resolution may be executed in one or more counterparts each signed by one or more of the Board Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.
- c The Society must ensure that any resolution proposed under this rule 15.15 complies with sections 90 to 92.

16 Votes of Members

16.1 One vote per Member

Each Member entitled to vote shall be entitled to one (1) vote at a general meeting of the Society subject to rules 16.2 and 16.3.

16.2 **Secret ballot**

- a On a secret ballot each Member entitled to vote shall have one vote for each one hundred dollars (\$100.00) (excluding GST) of subscription fee paid or payable by that Member for the financial year of the Society during which the vote is determined.
- b If no subscription fee has been determined for that financial year, each Member entitled to vote on that resolution shall have one vote for each one hundred dollars (\$100.00) (excluding GST) of subscription fee paid or payable by that Member for the financial year of the Society immediately preceding the financial year during which the vote is determined.

16.3 **No vote if subscriptions/fees unpaid**

A Member shall not be entitled to vote at any general meeting of the Society unless all annual subscriptions and additional fees presently payable by that Member to the Society have been paid in full.

16.4 **Postal ballots**

Where a postal ballot is required, the Board shall, subject to such directions as may be given by the general meeting at which a postal ballot is requested or directed, promptly arrange for such ballot to be carried out amongst all Members as at the date of the general meeting at which the postal ballot was requested or directed.

17 **Notices**

17.1 **Form**

All notices and other communications required under this Constitution shall be in writing and shall be delivered by personal delivery, post or electronic mail and, in the case of notices to or communications with:

- a any Member, shall be addressed to the contact person for that Member at the contact address notified to the Secretary in writing from time to time and recorded in the Society's register of Members; and
- b the Society, the Chairperson, the Treasurer, the Secretary or the Board, shall be addressed to the intended recipient at the Registered Office.

17.2 **Time of delivery**

Any notice or communication given in terms of rule 17.1 shall be deemed to have been delivered:

- a in the case of delivery by prepaid post, three days after posting; and
- b in the case of transmission by electronic mail, when sent.

18 **Records of the Society**

18.1 **Financial statements and audit**

- a The Board shall cause proper books of account to be kept showing all assets and liabilities of the Society and all moneys received and disbursed. The Board shall prepare annual financial statements and, if required under the Act or any other law, such accounts shall be audited by a suitably qualified person appointed for that purpose by the Board.

- b The Board may provide copies of all financial statements and audit reports to the Members in general meeting, provided that the Board must comply with any requirements relating to the provision of information and documents under the Act.

18.2 Board to keep accounts

The Society's accounting records shall be kept by the Board (or such other person as may from time to time be designated by the Board).

18.3 Copies to Members

A copy of all financial statements and audit reports which are to be laid before the Society in general meeting, together with a copy of the auditor's report (if any), shall be sent to every Member not less than 14 days before the date of the relevant general meeting.

18.4 Returns

The Board shall ensure that all relevant regulatory obligations are complied with as required by law, including in respect of the filing of taxation returns for the Society with Inland Revenue (if applicable).

19 Registered Office

The Registered Office shall be at such place as the Board shall from time to time determine and until the Board otherwise determines shall be situated at Level 2, 125 Featherston Street, Wellington Central, Wellington.

20 Bank accounts

The Board shall open and operate an account or accounts at such bank or banks as they shall from time to time determine. Such account or accounts may be operated by the Chairperson, the Secretary or by some other officer authorised by the Board, or in such other manner as the Board determines from time to time.

21 Bylaws

The Society may by Ordinary Resolution make, amend or revoke bylaws provided that any new or amended bylaw is not contrary to this Constitution. For the avoidance of doubt, in the event that the terms of any bylaw are inconsistent with the terms of this Constitution, the terms of this Constitution shall prevail.

22 Indemnity and insurance

- a The Board Members and any other officers shall be completely indemnified out of the assets of the Society for any liability arising in any way out of or in connection with acting as a Board Member or officer to the extent permitted by the Act.
- b The Society may effect insurance for the Board Members and any other officers or any of them to the extent permitted by the Act.

23 Amendment of Constitution

23.1 Amendment

- a The terms of this Constitution may be altered, added to, rescinded, or otherwise amended at any time provided a resolution is passed by an Ordinary Resolution at an Annual General Meeting or Special General Meeting of which notice shall have been given in the manner provided in rule 17 and shall comply with the requirements set out in section 30 of the Act.
- b Notwithstanding rule 23.1a no alteration, addition, revision or other amendment shall be made if the alteration, addition, revision or amendment would render the Constitution inconsistent with the Purposes.

24 Winding up

24.1 Process

The Society may be wound up by Special Resolution provided that the requirements of Part 5, Subpart 5 and Subpart 6 (as applicable) of the Act are met.

24.2 Surplus Assets

If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Society, any assets ('**Surplus Assets**'), such Surplus Assets shall be disposed of in the manner directed by the Special Resolution to wind up the Society.

24.3 Distribution of Surplus Assets

On the Society's winding up, any Surplus Assets must be given or transferred to other charitable organisations or bodies having similar objects to those of the Society or if the Members of the Society do not in a General Meeting determine that the Surplus Assets be given or transferred towards such charitable organisations or bodies, then the Surplus Assets shall be given or transferred towards some other charitable purpose in New Zealand as the deemed Members of the Society in the General Meeting determine.

25 Governing law

The governing law of the Society is the law of New Zealand.

Schedule 1 Dispute Resolution Procedures

1 Overview of procedure to resolve a Dispute

- 1.1 A Dispute is commenced by a Complaint made in accordance with clause 2 of this Schedule 1.
- 1.2 A Dispute must be resolved by the following process:
 - a by the Members, Board Members and or the Society who made, or are the subject of, the Complaint (together, 'Parties' and each, a 'Party') acting in good faith to seek an agreement as to resolution of the Complaint;
 - b failing agreement under clause 1.2a of this Schedule 1, by the Parties:
 - i appointing by agreement an independent third person to mediate between them; or
 - ii agreeing to any other type of consensual dispute resolution (for example, facilitation or a tikanga-based practice);
 - c failing agreement to mediate or to engage in any other type of consensual dispute resolution, or failing agreement at mediation or other type of consensual dispute resolution, by arbitration under the Arbitration Act 1996, by a Party giving written notice of such arbitration to the other Party and (if not a Party) to the Board, and on the following terms:
 - i Such arbitration shall be heard and decided by a single arbitrator to be appointed by the President of the New Zealand Law Society.
 - ii The procedure for arbitration shall be decided by the arbitrator.
 - iii Subject to the Act, the decision of the arbitrator shall be final and binding.
- 1.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

2 Procedure for making a Complaint

- 2.1 A Complaint made by a Member or Board Member must be made in writing and sent to the Chief Executive Officer or, if there is no Chief Executive Officer, the Chairperson. On receipt of the written Complaint the Chief Executive Officer or Chairperson (as relevant) must, as soon as is reasonably practicable:
 - a provide to the Member or Board Member who is the subject of the Complaint and to the Board a copy of the written Complaint; or
 - b in the case of a Complaint against the Society, provide a copy of the written Complaint to the Board.
- 2.2 For a Complaint made by the Society, written notice must be given to the Member or Board Member who is the subject of the Complaint as soon as is reasonably practicable.
- 2.3 Any complaint made under this Schedule 1 must include sufficient information for the Member, Board Member or Society who is the subject of the Complaint to understand the detail of the allegations made.

3 Role of Society in resolving the Dispute

- 3.1 The Society must, as soon as is reasonably practicable after making, receiving or becoming aware of a Complaint made under this Schedule 1, use best endeavours to facilitate agreement between the Parties in accordance with rules 1.2a and 1.2b of this Schedule 1.
- 3.2 The Society is not required to comply with clause 3.1 of this Schedule 1 if:
 - a the Society considers that the Complaint is trivial; or
 - b the Complaint does not appear to involve or disclose a Dispute as defined in this Constitution or in the Act; or
 - c the Complaint appears to be without foundation; or
 - d there is no apparent evidence to support the Complaint; or
 - e there has been undue delay in making the Complaint.

Schedule 2 Proceedings of the Tourism Council

1 Proceedings of the Tourism Council

Except as provided for in this Constitution, the Tourism Council may regulate its meetings and procedures as it thinks fit.

2 General

- 2.1 The Tourism Council must hold at least two (2) meetings in each Financial Year.
- 2.2 Subject to the urgency provisions of this sub-clause, fourteen (14) days' notice shall be given of meetings of the Tourism Council. The Council Chair may at any time summon a meeting of the Tourism Council and it shall not be necessary to give notice of the meeting of the Tourism Council to any Tourism Council Member for the time being absent from New Zealand. Where it is impractical, in urgent circumstances, to give fourteen (14) days' notice of a meeting in accordance with this sub-clause, the Council Chair may summon a meeting of the Tourism Council on giving not less than forty eight (48) hours' notice.
- 2.3 The Tourism Council may in any particular matter co-opt to its deliberations any person having specialised knowledge in respect of the topic under consideration or investigation and any person so co-opted shall have a right to speak at any meeting of the Tourism Council but not to vote.
- 2.4 The Tourism Council shall regularly report to the Members within two months of a Tourism Council meeting.

3 Quorum

A quorum for a meeting of the Tourism Council shall be half of the Tourism Council Members including either the Council Chair or the Deputy Council Chair. No matter may be considered at a meeting of the Tourism Council if a quorum is not present.

4 Council Chair to chair Tourism Council meetings

The Council Chair shall chair all meetings of the Tourism Council at which he or she is present. If the Council Chair is not present, or being present is unwilling to take the chair, then the Deputy Council Chair shall chair the meeting.

5 Absence of Council Chair

The Deputy Council Chair will act as Council Chair of the Society in the absence of the Council Chair from time to time and shall have and may exercise all the powers and perform all of the duties of the Council Chair.

6 Voting

- 6.1 Questions arising at any Tourism Council meeting shall be decided by seeking consensus wherever possible, and where a consensus is not possible, by a majority of votes of those Tourism Council Members eligible to vote on a particular matter.
- 6.2 Each Tourism Council Member shall have one (1) vote.

6.3 In the event of an equality of votes of any resolution the Council Chair shall have a second or casting vote.

6.4 Proxy votes can only be given to another Tourism Council Member and any form appointing a proxy must be presented to the Tourism Council in writing in any form the Tourism Council determines to be satisfactory in its sole discretion.

7 **Virtual meetings**

7.1 Notwithstanding any other provision in this Constitution, the contemporaneous linking together by telephone or video conference or other electronic means permitting instantaneous communication (referred to as a '**remote meeting**' in this Constitution) of a number of Tourism Council Members ('**participants**'), being not less than the quorum, shall be deemed to constitute a meeting and all the provisions in this clause 7.1 of Schedule 2 as to meetings shall apply to such meetings so long as the following conditions are met:

- a all the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a remote meeting and to be linked by remote means for the purposes of such meeting. Notice of such meeting may be given by telephone or by electronic means;
- b each of the participants taking part in the remote meeting must be able to hear or otherwise communicate with each of the others taking part at the commencement of the meeting;
- c at the commencement of any remote meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part; and
- d a participant may not leave a remote meeting by disconnecting his or her connection with the meeting without having previously obtained the express consent of the Council Chair and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the remote meeting unless having obtained the express consent of the Council Chair to leave the meeting.

7.2 Minutes of the proceedings at a meeting held by contemporaneous linking together by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by or on behalf of the Council Chair.

8 **Tourism Council minutes and records**

The Tourism Council shall cause proper minutes to be kept of all appointments of Board Members made by it and of the proceedings of all meetings of the Society and of the Tourism Council. All business transacted at each such meeting and the minutes of such meeting signed by the Council Chair shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

Schedule 3 Powers of the Board

- 1 Enter into any agreement with any company, trust or organisation in furtherance of the Purposes including any management agreement for the management of any of the Society's assets.
- 2 Pay all expenses incurred in or in connection with the incorporation of the Society as an incorporated society under the Act.
- 3 Apply for, obtain, enter into and/or hold or give any agreements, licenses, easements, consents, covenants or other interests in land or under contract or any other regulatory or statutory authorisation of any kind whatsoever necessary to give effect to the Purposes.
- 4 Seek, accept, and receive subscriptions, donations, subsidies, grants, endowments, gifts, legacies, loans and bequests in money, in kind or otherwise.
- 5 Make, grant or give donations, subsidies, grants or gifts in money, in kind or otherwise to any other person, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 6 Establish, promote and foster any other person, organisation or group (whether incorporated or not) with similar purposes to those of the Society.
- 7 Establish, promote, and foster community programmes, workshops, public classes and other activities.
- 8 Make known and advertise the Society and the Purposes by such use of the media as the Board may decide.
- 9 Develop affiliations or achieve accreditation with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 10 Subsidise, encourage, and co-operate with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Society.
- 11 Purchase and take on lease buildings and parts of buildings, lease premises to tenants and generally to act as a landlord and a property developer.
- 12 Construct, maintain and alter any building or any other structure necessary or convenient for the Purposes.
- 13 Purchase, take on lease or in exchange, to hire or otherwise acquire any personal property and any rights or privileges which the Board may think necessary or convenient for the Purposes.
- 14 Sell or otherwise dispose of any property of the Society from time to time or any part thereof for such consideration and upon such terms as may be proper.
- 15 Borrow from any person any sum or sums of money on the security of all or any of the assets of the Society, both real and personal and its general assets and effects both present and future either under legal mortgages or charges with powers of sale or otherwise and other usual powers or by any other securities of the Society and generally on such terms and conditions as to the rate of interest or otherwise as the Board thinks fit including any borrowing of moneys from the Society's bankers on overdraft or otherwise with or without security.

- 16 Draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and execute guarantees at the request of and for the benefit of the Society.
- 17 Employ staff and/or engage contractors on such terms and for such purposes as the Board thinks fit.
- 18 Appoint, remove or suspend and pay such officers, employees or persons either for temporary or special services as the Board may from time to time deem necessary and determine their duties and powers and fix their salaries and remuneration.
- 19 Set apart in such manner as the Board thinks fit any portion of the property as a special endowment for any organisation having purposes in whole or in part similar to the Purposes and to apply the same and/or the income thereof with any accretions thereto either for the particular organisation for which it was set aside or for the Purposes.
- 20 Enter into any partnership union of interests, co-operation, joint venture or reciprocal concession with any person, company or organisation carrying on or engaged in or about to carry on or engage in any business or transaction which the Society is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Society.
- 21 Lend money to such persons or companies and on such terms as may be proper and at a reasonable rate of interest and to guarantee the performance of contracts by any such persons or companies.
- 22 Incorporate any company to undertake any business of the Society consistent with the Purposes.
- 23 Appoint and obtain the advice of any auditor, solicitor or other professional adviser on such terms as may be agreed by the Board from time to time.
- 24 Establish funds for specific purposes relevant to the Purposes.
- 25 Seek support from companies, firms, individuals, trusts, statutory bodies, local and central government to assist in the work of the Society.
- 26 Establish and maintain connections with organisations in New Zealand and overseas having purposes wholly or in part similar to those of the Society.
- 27 Acquire and undertake the whole or any part of the business, property and liability of any person engaged in any enterprise or business in which the Society is authorised to engage.
- 28 Co-operate with other agencies providing similar services.
- 29 Arrange with any government or other authority any matter which may seem conducive to any of the Purposes.
- 30 Adopt by such means as the Board thinks necessary the making known of the Purposes and in particular by advertising in the media, by circulars and by publication of books and periodicals and encouraging sponsoring of support organisations.
- 31 In furtherance of the Purposes, as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or bylaw and/or any licence issued in pursuance thereof, collect funds and solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, organisations, societies, institutions, local bodies, public bodies, government departments and other organisations or authorities, and to conduct fundraising campaigns.

- 32 Impose any conditions whatsoever on any recipient of funds paid or applied in furtherance of the Purposes including without limitation that funds be withheld or repaid to the Society where such funds have not been used or applied by the recipient in the manner prescribed by the Society.
- 33 Undertake such other activities and enterprises and do all such other acts matters and things to further the Purposes.

1 Proceedings of Board

Except as provided for in this Constitution, the Board may regulate its meetings and procedures as it thinks fit.

2 General

- 2.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit.
- 2.2 Subject to the urgency provisions of this sub-clause, fourteen (14) days' notice shall be given of meetings of the Board. The Chairperson, or two Board Members, may at any time summon a meeting of the Board and it shall not be necessary to give notice of the meeting of the Board to any Board Member for the time being absent from New Zealand. Where it is impractical, in urgent circumstances, to give fourteen (14) days' notice of a meeting in accordance with this sub-clause, the Chairperson may summon a meeting of the Board on giving not less than twelve (12) hours' notice.
- 2.3 The Board shall hold not less than four (4) meetings in each Financial Year.
- 2.4 The Board shall also meet as it considers required to discuss the management of the Society.
- 2.5 The Board may in any particular matter co-opt to its deliberations any person having specialised knowledge in respect of the topic under consideration or investigation and any person so co-opted shall have a right to speak at any meeting of the Board but not to vote.
- 2.6 The Board shall regularly report to the Tourism Council by way of the Chairperson or Deputy Chairperson or other representative of the Board providing an update on key Board decisions and deliberations at each Tourism Council meeting.

3 Quorum

A quorum for a Board Meeting shall be half of the Board Members including either the Chairperson or, if the Chairperson is unavailable, the Deputy Chairperson. No business of the Board shall be conducted at any time when less than a quorum is present.

4 Chairperson to chair Board meetings

The Chairperson shall chair all meetings of the Board at which he or she is present. If the Chairperson is not present, or being present is unwilling to take the chair, then the Deputy Chairperson shall chair the meeting.

5 Absence of Chairperson

The Deputy Chairperson will act as chairperson of the Society in the absence of the Chairperson from time to time and shall have and may exercise all the powers and perform all of the duties of the Chairperson.

6 Voting

- 6.1 Questions arising at any Board meeting shall be decided by seeking consensus wherever possible, and where a consensus is not possible, by a majority of votes of those Board Members eligible to vote on a particular matter.
- 6.2 Each Board Member shall have one (1) vote.
- 6.3 In the event of an equality of votes of any resolution the Chairperson shall have a second or casting vote.
- 6.4 Proxy votes can only be given to another Board Member and any form appointing a proxy must be presented to the Board in writing in any form the Board determines to be satisfactory in its sole discretion.

7 Resolutions in lieu of Board meeting

A resolution in writing signed by all the Board Members entitled to receive notice of the meeting shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and constituted. Any such resolution may be executed in one or more counterparts each signed by one or more of the Board Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.

8 Virtual meetings

- 8.1 Notwithstanding any other provision in this Constitution, the contemporaneous linking together by telephone or video conference or other electronic means permitting instantaneous communication (referred to as a '**remote meeting**' in this Constitution) of a number of Board Members ('**participants**'), being not less than the quorum, shall be deemed to constitute a meeting and all the provisions in this clause 8.1 of Schedule 4 as to meetings shall apply to such meetings so long as the following conditions are met:
 - a All the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a remote meeting and to be linked by remote means for the purposes of such meeting. Notice of such meeting may be given by telephone or by electronic means;
 - b Each of the participants taking part in the remote meeting must be able to hear or otherwise communicate with each of the others taking part at the commencement of the meeting;
 - c At the commencement of any remote meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part;
 - d A participant may not leave a remote meeting by disconnecting his or her connection with the meeting without having previously obtained the express consent of the Chairperson and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the remote meeting unless having obtained the express consent of the Chairperson to leave the meeting.
- 8.2 Minutes of the proceedings at a meeting held by contemporaneous linking together by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by or on behalf of the Chairperson.

9 Delegation of powers

9.1 Delegation

- a The Board may delegate to any person or committee of persons such of the powers of the Board as the Board thinks fit and may stipulate restrictions or rules by, or within which, such powers are to be exercised and may revoke any such delegation, wholly or partly, at any time.
- b Any person or committee acting under delegated power shall act in accordance with the Constitution and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.
- c Subject to any directions given by the Board, any person or committee to which any powers of the Board have been delegated may conduct their affairs in such manner as they may decide.

9.2 Investment Manager

The Board may appoint or remove one or more Investment Managers on terms to be agreed between the Board and the Investment Manager from time to time. The Investment Manager may be given such powers and duties in relation to the investment or the whole or any part of the assets of the Society including the power to determine and to make particular investments as decided by the Board.

10 Validity of Board's actions

All acts properly done by any meeting of the Board or by any person acting as a Board Member, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Board Member or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member.

11 Board minutes and records

The Board shall cause proper minutes to be kept of all appointments of Boards and sub-committees made by it and of the proceedings of all meetings of the Society and of the Board. All business transacted at each such meeting and the minutes of such meeting signed by the Chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

Schedule 5 Transitional provisions

1 Transitional period

Notwithstanding the other provisions of this Constitution, the new process to appoint the Tourism Council will take place following the 2025 Annual General Meeting.

2 Initial Tourism Council Members

The initial Tourism Council Members will comprise of the 'Board members' appointed pursuant to the rules of the constitution in effect immediately prior to the Society's adoption and approval of this Constitution ('**Prior Constitution**').

Each initial Tourism Council Member will hold office as such until the date on which his or her term as 'Board member' under the rules of the Prior Constitution would have expired had the Prior Constitution not been replaced by this Constitution.

3 Initial Board Members

The initial Board Members will comprise of the 'Operations, Audit and Risk (OAR) Committee members' appointed pursuant to the rules of the Prior Constitution.