

TRANSPARENCY INTERNATIONAL
New Zealand

The Rules of
Transparency International New Zealand
Incorporated

October 2018

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THE RULES OF
TRANSPARENCY INTERNATIONAL NEW ZEALAND
INCORPORATED

1. Name

The name of the Society is Transparency International New Zealand Incorporated (for ease of reference called the Society in these Rules).

2. Principal office

The registered office of the Society will be at such place as determined by the Board.

3. Definitions and interpretation

3.1 In these Rules, unless the context otherwise requires:

Act means the Incorporated Societies Act 1908;

Board means the Board of Directors appointed in accordance with Rule 13;

Chairperson means the chairperson of the Society appointed in accordance with Rule 13.2;

Deputy Chairperson means the Deputy Chairperson of the Society appointed in accordance with Rule 13.2;

Director means a member of the Board;

Executive Officer means an individual who manages the Society and who is appointed by the Board;

Financial Year means the period which unless otherwise determined by the Board is the year from 1 July to 30 June;

Member means a member of the Society under Rule 5 or Rule 7 including ordinary members, Life Members, Emeritus and those in other member categories (if any);

Member's representative means, in the case of a corporate Member, the person notified to the Society under Rule 12.3 who has the authority to attend meetings, vote and do other things as set out in these Rules on that Member's behalf;

Patron means the person appointed as Patron of the Society under Rule 15;

Postal Vote means a method of casting a vote, not by being present at a meeting, but by such other method as determined by the Board and which by way of example may be by post and/or by electronic means;

Rules means these rules of the Society;

Special Resolution means a resolution of Members approved by 75% of votes at a general meeting;

Voting Member means all Members except:

- a. Emeritus Members; and
- b. those in a non-voting Member category established by the Board.

3.2 In these Rules the following interpretations apply:

- 3.2.1 the plural includes the singular and vice versa;
- 3.2.2 any reference to any Act, regulation, policy or document includes any amendment to it and any replacement passed in substitution of it; and
- 3.2.3 reference to a person includes an individual, incorporated body, government or territorial authority and any other group.

4. Objectives

4.1. The general objectives of the Society are:

- 4.1.1 to promote transparency, good governance and ethical practices in all sectors of society in New Zealand;
- 4.1.2. to promote ethical business practices by New Zealand business offshore, and transparency and good governance in our region;
- 4.1.3. to contribute to the international effort to reduce corruption and promote good governance and ethical business practices;

4.2. The specific objectives of the Society are:

- 4.2.1. to raise public awareness and advance the general education of the public in matters relating to the nature and consequences of corruption in business transactions, including development initiatives and existing legislation and other guidelines which exist to combat corruption;
- 4.2.2. to promote, undertake or commission research for the public benefit in matters relating to the nature and consequences of corruption in business transactions and the cost-effectiveness of development initiatives and to disseminate the useful results of any such research;
- 4.2.3. to support and promote the charitable educational aims and objectives of Transparency International, a not-for-profit organisation under German law, and in particular to assist in securing the support within New Zealand for Standards of Conduct designed to promote transparency and accountability in business transactions, and to co-operate with other charitable organisations throughout the world with similar objectives;
- 4.2.4. to provide assistance and expertise to parties involved in trade, investment and economic and social development to assist them in ensuring compliance with existing anti-corruption legislation and Standards of Conduct established in conjunction with Transparency International in Germany and other bodies;
- 4.2.5. to give the legislative and public bodies and others, facilities for conferring with and ascertaining the views of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;
- 4.2.6. to arrange, provide, organise or promote alone or with others the provision of conferences, lectures, seminars, meetings, courses, exhibitions, training, information and advisory services and other events and services in furtherance of the objectives of the Society; and
- 4.2.7. to write, make, prepare, edit and print, publish, issue and circulate gratuitously or

otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objectives of the Society, or procure any of the above acts.

- 4.3. The over-arching principles that the Society must comply with are:
 - 4.3.1. the Society is politically non-partisan; and
 - 4.3.2. the Society will not be involved in investigating or exposing individual cases.

5. Appointment of Members

- 5.1. The Board may invite any organisation or individual to apply to become a Member of the Society, the criteria for which is available on the Membership application form.
- 5.2. Any organisation or individual may apply to the Board to become a Member of the Society, the criteria for which is available on the Membership application form.
- 5.3. All applications for Membership are considered by the Board in accordance with eligibility criteria (if any) set out in these Rules or as otherwise set by the Board, and in the absence of any criteria then in the discretion of the Board. The Board may approve or decline the application or may defer a decision until after provision of further information and/or consultation with Members.
- 5.4. Membership commences on date of approval by the Board.

6. Termination of membership

- 6.1. Any Member may resign his, her or its Membership by giving to the Society written notice to that effect. Every such notice, unless otherwise expressed, will take effect from the end of the period to which the Member has paid their Membership fee, or if no Membership fee is payable then upon receipt of the notice by the Society. A Member who or which resigns is not released from any liability to the Society for any matters arising prior to the date of effect of the resignation nor will that Member be entitled to any refund of any Membership fees paid or payable by that Member prior to the date of effect of the resignation.
- 6.2. A Member may be invited by the Board to resign Membership if having regard to the objectives set out in Rule 4 and the Society's Code of Conduct (available on the Society's website) the Board determines to do so in its sole discretion after allowing what the Board considers to be reasonable opportunity for the member to respond to any concerns held by the Board. If the Member does not voluntarily resign, the Membership is terminated.

7 Life Membership, Emeritus and other categories of Membership

- 7.1 Life Membership may be conferred on individuals in recognition of special, outstanding or long service to the Society or to the objectives of the Society. Life Membership shall entitle an individual to Membership and benefits of the Society as decided by the Board for their natural life without payment of any Membership fees.
- 7.2 The Board shall determine the process by which Members may nominate persons as candidates for Life Membership.
- 7.3 After consideration of nominees for Life Membership, the Board shall submit its recommendations to a general meeting of the Society and those recommendations shall be decided by a simple majority of votes.

- 7.4 Emeritus Membership status may be conferred by the Board in its discretion upon Members who have in the Board's determination given extraordinary service and/or made very significant contribution to the Society. Such status is non-voting and no Membership fee is payable by Emeritus Members.
- 7.5 The Board may establish and disestablish other categories of Membership and decide all related aspects such as but not limited to eligibility for such category, the process to obtain such Membership and benefits and obligations.
- 7.6 The Board may at any time remove from any person their Life Membership, Emeritus Membership or other Membership in any category established in or pursuant to this Rule 7.

8. Membership fees

- 8.1. The Society is a nonprofit organisation. The Society may raise revenue from any sources including but not limited to Membership fees, donations, gifts, sponsorship, projects undertaken and contributions to expenses.
- 8.2. Every Member will each Financial Year pay to the Society, by a date to be specified by the Board, an annual Membership fee of such amount as determined by the Board provided that prior to making changes to any amount the Board must allow reasonable opportunity for Members to express their views for consideration by the Board.
- 8.3. Any Member whose Membership fee, or any other money due to the Society, remains unpaid for 3 months after the due date may be removed from Membership by the Board but will still be liable to pay all arrears of such fees or other moneys.
- 8.4. Except as the Act or these Rules otherwise provide, the liability of each Member to the Society is limited to payment of their Membership fee.

9. Annual general meeting

An annual general meeting shall be held each year not later than 5 months after the end of the Financial Year at such date, time and place as may be determined by the Board. The business of such annual general meeting shall be to receive and consider the Annual Report and Accounts, to elect Directors and Life Members and to deal with any other business of which notice shall have been given to the Executive Officer not later than twenty-one clear days prior to the date fixed for such meeting.

10. Special general meeting

A special general meeting shall be convened by the Executive Officer, or such other person as the Board shall determine, at the request of the Board or within twenty-eight days of the receipt by the Executive Officer of a requisition signed by at least 20% of the Membership stating the reason for requisitioning the meeting.

11. Notice of general meeting

- 11.1 Not less than thirty days prior to the annual general meeting, and not less than fourteen days prior to a special general meeting notice must be given to Members of the date, time and place of the general meeting.
- 11.2 Not less than ten days prior to a general meeting, notice of the business to be considered at that meeting must be given to Members.
- 11.3 In the case of a special general meeting one notice may be sent to fulfill the requirements of both 11.1 and 11.2.

12. Conduct of general meeting

- 12.1. At all general meetings the quorum shall be 20% of the Membership present in person or by their Member representative under Rule 12.3. At all such meetings the Chairperson or, in the absence of the Chairperson a Director chosen by the Board, shall preside.
- 12.2. Subject to these Rules every Voting Member present in person or by that Voting Member's representative notified under Rule 12.3 or by their proxy shall be entitled to one vote on every proposal before the meeting provided that in the event of an equality of votes the person presiding shall have an additional casting vote. Proxies to be valid must comply with any form, time frame for notification to the Society and other requirements as may be set by the Board. A Voting Member who has not paid any Membership fee by its due date is not entitled to a vote.
- 12.3. In the case of an organisation that is a Voting Member, the organisation must nominate to the Society, in writing prior to the general meeting and as otherwise required by the Board, one person (the Member's representative) to be the representative of the organisation at the Society's meetings and that person will have the right to exercise the organisation's vote at those meetings. The organisation may change its Member representative by this same process.
- 12.4. Voting shall be by show of hands unless a poll is demanded by three or more Members. If a poll is demanded, it shall be taken in such manner as the person presiding directs.
- 12.5. If required by the Board the business of a general meeting or any matter that is required to be decided at a general meeting may be conducted/decided by Postal Vote or partly by Postal Vote and partly by votes cast at a general meeting. Where a Postal Vote is required it shall be conducted in accordance with the requirements of the Board.
- 12.6. Any irregularity, error or omission in notices, agendas and relevant papers for a general meeting or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organization of a general meeting shall not invalidate a general meeting nor prevent that meeting from proceeding provided that:
 - 12.6.1 the Chairperson in his or her discretion determines that it is still appropriate for the general meeting to proceed despite the irregularity, error or omission; and
 - 12.6.2 a motion to proceed is put to the general meeting and such motion is passed by special resolution.

13. Board of Directors

- 13.1. Subject to Rule 12 and Rule 13.5 the members of the Board will be elected by the Voting Members at an annual general meeting or a special general meeting of the Society. The Board may set the election process but if it has not then the process is set by the Chairperson of the meeting. The Board will consist of not less than 5 and not more than 12 members or Members' representatives (the Directors). A Member representative elected to the Board must become a Member if so required by the Board.
- 13.2. A Chairperson and Deputy Chairperson shall be elected by the Directors from among the Directors.
- 13.3. The Board will conduct and manage the affairs of the Society. The Board will keep the usual and proper books of account and other records and prepare and submit to the annual general meeting a statement of the affairs of the Society as at the end of the Financial Year.
- 13.4. Directors will be elected for a term from the date of their election until the conclusion of the third annual general meeting following their election. Directors will be eligible for re-election after the expiry of their term. With effect from the date of the 2021 AGM Directors are not eligible to serve on the board for more than three terms or more than nine years. To avoid doubt all terms and years served prior to this restriction taking effect and all periods served in

filling a vacancy under rule 13.5 are taken into account in the calculation of length of service as a Director.

- 13.5 Any vacancy in the Board, caused by resignation of a Director, may be filled by an appointment made by the Board and if the Board does so, such person continues the term of the person whose vacancy they fill. In the case of multiple vacancies being filled the Board decides who fills which vacancy. The Board may but is not required to consult with Members prior to making appointments. It is not compulsory to fill a vacancy until the next annual general meeting following the vacancy.
- 13.6 Any Director absent without satisfactory explanation from three consecutive meetings of the Board shall be deemed to have vacated office.
- 13.7 Board meetings will be convened by the Chairperson or failing him or her, by a Deputy Chairperson or another Director by giving no less than 14 days notice to all Directors specifying the date and place and the business to be conducted at the meeting. The Board may waive the notice period.
- 13.8 All Board meetings shall be chaired by the Chairperson. In the absence of the Chairperson, the meeting will be chaired by a Deputy Chairperson and failing that the Directors may elect a person to act as Chairperson and that person shall have all the powers of the Chairperson.
- 13.9 Subject to these Rules, the Board may exercise all the powers of the Society and has the power to:
- 13.9.1. make such rules and regulations not inconsistent with these Rules and may adopt any Charter as it thinks expedient;
 - 13.9.2. approve any work programme;
 - 13.9.3. agree an annual budget;
 - 13.9.4. approve reports and executive briefs released in the name of the Society;
 - 13.9.5. handle Membership issues in accordance with these Rules;
 - 13.9.6. appoint signatories for the Society;
 - 13.9.7. appoint the auditors for the Society;
 - 13.9.8. appoint an Executive Officer or any other persons it considers necessary;
 - 13.9.9. authorise Members who may bind the Society and dispense its funds;
 - 13.9.10. delegate any of its powers to any Member at any time and on such terms as it decides; and
 - 13.9.11. appoint a Compliance and Integrity Director from among the existing Directors to undertake a role determined by the Board.
- 13.10 Board meetings may be held by the contemporaneous linking together by telecommunication of a number of the Directors being not less than the quorum provided that:
- 13.10.1. all Directors entitled to receive notice of a meeting shall be given notice;
 - 13.10.2. each Director taking part in the meeting must be able to communicate with each of the other members taking part in the meeting and must acknowledge their presence to the other members;
 - 13.10.3. Directors may not leave the meeting by disconnecting their telecommunication devices unless they have obtained the express consent of the Chairperson; and
 - 13.10.4. a minute of the proceedings at such meeting by telecommunication shall be sufficient

evidence of such proceedings and of the observance of all necessary formalities if the minute is certified correct by the Chairperson.

- 13.11 The quorum for a meeting of the Board is a majority of its members being present in person or by telecommunication.
- 13.12 The Board may pass a resolution in lieu of a meeting if all Directors sign or otherwise indicate (by electronic means or any other method approved by the Board) assent to a resolution. Any document which requires to be signed is sufficiently signed if the Directors sign separate copies.
- 13.13 Except as may be required by these Rules, the Board shall determine its own procedures.
- 13.14 The Board may invite any person to attend a Board meeting for any purpose including to present or respond to information, contribute to discussion or to observe.

14. Voting at Board meeting

- 14.1 At all Board meetings each Director shall be entitled to one vote.
- 14.2 At all Board meetings a resolution is passed if it is approved by a majority of votes.

15. Patron

After consultation with Members the Board may appoint one or more Patrons for terms of three years. The role of Patron is as determined by the Board. If required by the Board a Patron must be or become a Member as a prerequisite to the appointment taking effect.

16. Liability

Subject to the obligations under Rule 8, and except in the case of fraud or dishonesty the liability of the Directors, Patron and Members shall be at all times limited to the net assets of the Society from time to time held by the Society and no liability shall attach to the Directors, Patron and Members personally.

17. Financial Management

- 17.1 The Board shall determine the processes and authorities to receive and expend the funds of the Society. Unless otherwise required by the Board all financial management of the property and funds of the Society shall be in accordance with the Financial Policy & Processes of the Society
- 17.2 The funds of the Society will be under the control of the Board and any surplus funds may be invested in the name of the Society.

18. Seal

The Board will provide and will be responsible for the safe custody of a common seal which will only be used by the authority of the Board. Any two Directors must witness the affixing of the seal to any instrument.

19. Pecuniary profit and benefits and advantages

- 19.1 No private pecuniary profit shall be made by any Member of the Society, except that:
 - 19.1.1 each Director may receive full reimbursement for all costs, charges and expenses properly incurred by that person in connection with the affairs of the Society;
 - 19.1.2 the Board may pay reasonable and proper remuneration to any person, firm or company (including a Member) in return for services actually rendered to the Society;

19.1.3 each Director may be paid all usual professional, business or trade charges for services rendered, time spent and acts done by that person or by any firm or entity of which that person is a Member, employee or associate in connection with the affairs of the Society;

19.1.4 each Director may retain any remuneration properly payable to that person by any company or other body or firm with which the Society may be in any way concerned or involved for which that person has acted in any capacity whatever, notwithstanding that that person's connection with that company or body or firm or undertaking is in any way attributable to that person's connection with the Society;

19.1.5 the Board may pay interest on any loan by a Member to the Society, provided that the interest is at no more than current commercial rates;

and provided that all payments made which are within the ambit of Rule 19.1.1 to 19.1.5 must be recorded by the Board and must be reported in the annual financial statements of the Society.

20 Powers of the Society including power to borrow

20.1 The Society has full powers, jurisdiction and authority and except as may be restricted by these Rules all powers may be exercised by the Board in such manner as the Board thinks fit. To avoid doubt the Society:

20.1.1. has full power to acquire or receive the benefit of any property and may deal with property in any way including borrowing, investing, lending and giving or obtaining security;

20.1.2. may have headquarters, rooms and other facilities.

20.1.3. may cultivate reciprocal relations with kindred associations in this and other countries.

20.1.4. may purchase, take on, lease or otherwise acquire on such terms as it may think fit, any real and personal property, and any rights and privileges, either necessary or convenient, for the purposes of the Society, and may erect, maintain, improve or alter any building, premises or works it may require.

20.1.5. may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objectives of the Society.

20.1.6. may employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Board thinks fit.

21. Auditor

21.1 No person will be elected or hold office as auditor who is a Member, Director, Patron or employee of the Society.

21.2 The Directors shall appoint a person or organisation that is a member of the New Zealand Institute of Chartered Accountants as auditor to examine the financial statements of the Society. The auditor's report shall be presented to the annual general meeting.

22 Regulations

The Board may from time to time make, amend or rescind regulations not inconsistent with these Rules governing procedure at meetings and publication (if any) of reports and of the business of the Society in the media.

23. Other matters

If any matter is not provided for in these Rules or if any doubt arises as to the interpretation, effect or construction of any Rule or of any other matter, every such matter or doubt will be determined by the

Board whose decision shall be final and binding on all Members.

24. Notices

Any notice required to be given under the Rules shall be in writing and may be delivered personally or by posting in a pre-paid envelope to the recipient at the address last notified by that recipient to the Society, or may be sent by facsimile, by email, or by other electronic means if the Society has a facsimile, email or other electronic address for the recipient.

25. Winding up

- 25.1. The Members may at any time wind up the Society pursuant to a Special Resolution passed at a special general meeting.
- 25.2. On the winding up the Directors will distribute the funds and property of the Society, remaining after payment of liabilities, if any, provided that such distribution shall be limited as to charitable organisations operating within New Zealand having similar objects to the Society and shall not involve distribution of any funds or property to any Member of the Society.

26. Amendments to Rules

These Rules may be amended in any manner and at any time pursuant to a Special Resolution passed at a general meeting. No amendment shall be made to any of the Rules if the consequences would be to enable any part of the funds and property to be applied for objects or purposes other than objects or purposes within New Zealand that are charitable according to the law of New Zealand.