

# CONSTITUTION

The Code of Ethics of the ICNZB broadly defines the conduct that clients and the general public can expect from members of the Association. It also articulates the fundamental principles of the Association and provides a guide for members' responsibilities and duties to the association to assist in developing a responsible practice.

July 2018

# Constitution

## SECTION 1 | Name

- 1.1 The Association's name is "New Zealand Bookkeepers Association Incorporated".

## SECTION 2 | Definitions

- 2.1 In these Rules, unless the context otherwise requires:

**"Annual General Meeting"** means the meeting referred to in rule 11;

**"Association"** means the Association referred to in rule 1;

**"Bookkeepers"** includes, without limitation, those who produce regular management accounts, accounts clerks, credit controllers, office managers, practice managers, accounting software trainers, data entry operators and self-employed business operators;

**"Executive Committee"** means the Executive Committee constituted by these Rules;

**"General Meetings"** means Annual General Meetings and Special General Meetings;

**"Member"** means those who comprise the respective classes of members in rule 5;

**"Officer"** means a person elected to one of the offices referred to in rules 8.3 and 9;

**"President", "Vice President", "Secretary", "Treasurer"** and Ordinary Members, means those respective Officers of the Association duly appointed by the Association to those respective positions from time to time pursuant to rule 8;

**"Regulation"** shall mean any provision of any code of conduct, regulation or bylaws made pursuant to rule 4.1(j);

**"Rules"** mean these Rules and includes any alteration or amendment and 'rule' means a rule of these Rules; an

**"Special General Meeting"** has the meaning given in rule 12.

- 2.2 Any reference in these Rules to an Act of Parliament or a section in any Statute includes any statutory modification or re-enactment.

## SECTION 3 | Purposes

- 3.1. The Association's purposes are to:

- (a) be the professional body for all Bookkeepers in New Zealand;
- (b) be recognised as a professional body providing expertise and guidance to Members and external institutions;
- (c) promote and improve excellence in all aspects of bookkeeping including education/standards/support to ensure all Members are regarded as providers of a high quality and expert service;
- (d) build partnerships in support of, and advocating for, Bookkeepers' interests and needs;
- (e) promote the value of partnering with fully certified Bookkeepers;
- (f) represent and advocate for Bookkeepers' needs and interests with lawmakers;
- (g) encourage communication and sharing of information among members;
- (h) expand the diversity of Bookkeepers; and
- (i) do all things that are conducive or incidental to the attaining of any of the above.

- 3.2. The Association shall not operate for pecuniary gain.

## SECTION 4 | Powers

4.1. In addition to its statutory powers, the Association shall have the power to:

- (a) apply the Association's funds towards the furthering of its purposes;
- (b) invest and deal with the Association's funds;
- (c) employ staff and engage professional services as the Association considers desirable;
- (d) carry on any business;
- (e) purchase, acquire, manage, lease, hire, exchange, sell and otherwise deal with every kind of property;
- (f) borrow or raise funds;
- (g) give any kind of security for any of its obligations over any of its property;
- (h) take out insurance cover for its property and/or activities;
- (i) give indemnities to any person against debts, liabilities, claims or proceedings, incurred on behalf of, or in the course of, providing any services on the Association's behalf (except as a result of negligence or illegal acts or omissions);
- (j) establish codes of conduct applicable to members or make regulations or bylaws that advance the Association's purposes; and
- (k) generally to do all other things necessary or expedient for the proper conduct of the Association's affairs.

4.2. The Association's powers shall be exercised in accordance with these Rules.

4.3. New Zealand Bookkeepers Limited:

- (a) is a wholly owned subsidiary of the Association;
- (b) is a limited liability company; and
- (c) was incorporated to protect the Association's name.

## SECTION 5 | Members – Classes

- 5.1. The Association shall consist of fully certified members, associate members, employee members, accredited bookkeeping business members, business members, student members, affiliate members, life members and honorary members.
- 5.2. The Executive Committee shall set and may amend the criteria to be met for admission to each class of membership.
- 5.3. Fully certified members are individual Bookkeepers who've met the criteria to become fully certified members and have voting rights at the Association's General Meetings.
- 5.4. Associate members are individual Bookkeepers who haven't met the criteria to become fully certified members and don't have voting rights at the Association's General Meetings.
- 5.5. Employee members are individuals who may or may not have met the criteria to become fully certified and are employees of a Business member but employee members do not have voting rights at the Association's General Meetings.
- 5.6. Subject to rule 5.2, Accredited Bookkeeping Business members shall be organisations who have a Fully Certified Member shareholder or director but Accredited Business members don't have voting rights at the Association's General Meetings.
- 5.7. Subject to rule 5.2, business members are individuals or organisations that employ staff who perform bookkeeping tasks, but business members don't have voting rights at the Association's General Meetings.
- 5.8. A life member is an individual honoured for meritorious services to the Association over a period of 5-8 years cumulatively and after recommendation by the Executive Committee and elected as a life member by a motion at a General Meeting passed by a two-thirds majority. Life members have all the rights and privileges of other Members and shall be subject to all the duties of individual Members (but no duty to pay subscriptions and levies).

5.9. An honorary member is an individual honoured for services to the Association or in an associated field elected as an honorary member by a motion at a General Meeting passed by a two-thirds majority. Honorary members would have the rights, privileges or duties as held with their current membership status, or as an Associate Member.

5.10. Subject to rule 5.2, Student Members are students currently studying bookkeeping through a recognised organization, and do not have voting rights at the Association's Annual General Meeting.

5.11. Subject to rule 5.2, Affiliate Members have no voting rights, and are not able to attend General Meetings.

## SECTION 6 | Members – Admission and Cessation

6.1. Applications to be a Member shall be made by the applicant:

- (a) completing an application form comprising the criteria set by the Executive Committee for the relevant class of membership;
- (b) submitting the application in the manner required by the Executive Committee; and
- (c) paying the current and applicable membership subscription

6.2. The Executive Committee shall consider all membership applications and may interview any applicant.

6.3. The Membership Co-ordinator shall advise applicants of the Executive Committee's decision. The Executive Committee's decision shall be final and there shall be no right of appeal.

6.4. Any Member may resign by notice in writing to the Membership Co-ordinator.

6.5. The Executive Committee shall have the power to suspend or terminate membership, or impose penalties for:

- (a) the breach of any Rule or Regulation; or
- (b) conduct considered to be inconsistent with the Association's purposes; or

(c) bringing the Association into disrepute, provided that the Executive Committee shall first:

(d) notify the Member concerned of its intention to suspend or terminate the membership, or impose a penalty;

(e) at the same time, notify the Member concerned of the grounds for such intention; and

(f) give the Member a fair opportunity to reply.

6.6. No Executive Committee member who has any direct or indirect interest in whether the Executive Committee should exercise its power to suspend or terminate membership, or impose penalties or who is in any way biased shall vote on, participate in, or attempt to influence, the Executive Committee's decision.

6.7. The rules of professional conduct for Members are contained in the Code of Ethics

(a) The Executive Committee may amend the Code of Ethics and Complaints Procedure as it sees fit. No amendment will bind any Member until he or she has received notice of the amendment.

(b) A Member shall be deemed to have received notice in terms of the preceding paragraph 14.2 if any amendment to the Code of Ethics is posted to the last known mailing address of the Member, or emailed to the last known email address of the Member, as advised by the Member to the NZ Bookkeepers Association Inc.

(c) Any alleged breach of these Rules or of the requirements contained in the Code of Ethics must be dealt with according to the Complaints Procedures.

(d) The Executive Committee may amend the Complaints Procedures as it sees fit.

## SECTION 7 | Subscriptions and levies

7.1. The annual subscription (or the amount of any periodic payments if the General Meeting decides that it is payable by installments) and any capitation fees for different classes of membership for any year shall be set by resolution at a General

Meeting.

- 7.2. The Executive Committee may, by resolution, impose a levy or levies on members in different classes of membership in any calendar year up to a maximum totaling fifty per cent (50%) of the annual subscription for that year for each class of Member.
- 7.3. A Member shall not be entitled to vote at any General Meeting if the Member has not paid its annual subscription within 30 days from issue of invoice or commenced a payment plan and shall not be entitled to vote at any General Meeting until such amount is paid in full.
- 7.4. If any payment for subscriptions or levies are not paid or have not commenced an agreed payment plan within 60 days of the date they were due the Members membership may be deemed to have been terminated and the Member cease to hold himself or herself out as a Member and shall return all material produced by the Association (including any membership certificate, handbooks and manuals)

## SECTION 8 | Executive Committee

- 8.1. The Association's affairs shall be conducted by an Executive Committee consisting of not less than seven (7) and not more than nine (9) fully certified members.
- 8.2. The Executive Committee will be bound by the motions passed at General Meetings.
- 8.3. The Executive Committee shall be comprised of the following Officers:
  - (a) a President;
  - (b) a Vice President;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) no less than three (3) and no more than five (5) Ordinary Members
- 8.4. Members may submit nominations for the election of fully certified members to the Executive Committee (including election to each Office) by giving the Secretary notice at least twenty (20) days before the Annual General Meeting.

- 8.5. If there are insufficient nominations received under rule 8.4, further nominations may be received from the floor at the Annual General Meeting.
- 8.6. If less than seven (7) Executive Committee members are elected, the newly elected Executive Committee shall have the power to appoint additional Executive Committee members until the Executive Committee consists of seven (7) members.
- 8.7. Elected Executive Committee members will hold office from election until the next Annual General Meeting after their election but are eligible for re-election.
- 8.8. Any Executive Committee member absent without leave from three (3) consecutive Executive Committee meetings shall be deemed to have resigned from the Executive Committee.
- 8.9. An Executive Committee member shall be automatically removed from office if the Executive Committee member:
  - (a) is a bankrupt who has not obtained a final order of discharge; or
  - (b) is a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more; or
  - (c) is a person who is prohibited from being a director, or a promoter, or being concerned or taking part in the management, of a company; or
  - (d) is a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
  - (e) becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988
- 8.10. Executive Committee members may also be removed or suspended from office at a General Meeting by a motion passed by a two-thirds majority. If an Executive Committee member is removed from office under this rule, a replacement Executive Committee member may be elected at the same meeting.

- 8.11. In addition to its powers under rule 6.5, the Executive Committee may suspend any Executive Committee member who, in the Executive Committee's opinion, has failed to comply with his or her duties as an Executive Committee member or whose conduct has been prejudicial to the Association's purposes or interests.
- 8.12. Subject to rules 8.2 and 8.10, the Executive Committee shall have the power to appoint Members to fill vacancies on the Executive Committee resulting from the death, resignation or removal of any Executive Committee members for the remaining duration of the deceased, retired or removed Executive Committee member's term.
- 8.13. All documents and other material of the Association declared to be confidential by the Executive Committee shall not be disclosed outside the Executive Committee without its express authority.
- 8.14. The Association shall indemnify every Executive Committee member in respect of any liabilities arising from the proper performance of their functions.

- (c) fulfill the duties recorded in the current job description approved by the Executive Committee.

9.3. The Secretary shall:

- (a) arrange and give notice of the Executive Committee meetings as well as the Association's General Meetings;
- (b) record the minutes of all meetings;
- (c) keep the Association's records, documents and books (except those required for the Treasurer's function); and
- (d) fulfill the duties recorded in the current job description approved by the Executive Committee.
- (e) Ensure correspondence is received and replied to as required by the Committee and in conjunction with the Membership Coordinator if required.
- (f) Ensure the Registrar of Incorporated Societies is advised of any rule changes.

9.4. The Treasurer shall:

- (a) maintain an overview of the Association's financial affairs to help ensure its financial viability;
- (b) prepare and present appropriate financial reports for the Executive Committee meetings;
- (c) make a formal presentation of the Association's annual accounts at the Annual General Meeting; and
- (d) fulfill the duties recorded in the current job description approved by the Executive Committee.

## SECTION 9 | Officers' Roles

9.1. The President shall:


- (a) be the Association's representative and spokesperson;
- (b) ensure that the Rules and any Regulations are followed;
- (c) be the chairperson of the Executive Committee meetings as well as the Association's General Meetings; and
- (d) ensure the strategic direction of the Association is set and delivered
- (e) other duties recorded in the current position description as approved by the Executive Committee.

9.2. The Vice President shall:

- (a) act as President when the President is absent;
- (b) assist the President with strategic planning;

## SECTION 10 | Executive Committee Proceedings

- 10.1. The Executive Committee shall meet at least six (6) times each year. Meetings shall be convened at the President's request by the Secretary giving all Executive Committee members at least seven (7) days' written notice.

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- 10.2. Special Executive Committee meetings may be called by any two (2) Executive Committee members giving all Executive Committee members at least three (3) days' written notice.
  - 10.3. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time.
  - 10.4. Five (5) Executive Committee members (comprising at least two (2) Officers) will constitute a quorum for the purposes of an Executive Committee meeting.
  - 10.5. If an Executive Committee meeting is held by teleconference a quorum shall be deemed to be constituted while such a conference has five (5) Executive Committee members (comprising at least two (2) Officers) simultaneously connected to the conference.
  - 10.6. Each meeting will be chaired by the President or, in her/his absence, by the Vice President or in her/his absence an Executive Committee member appointed as the Chairperson by the Executive Committee.
  - 10.7. Each Executive Committee member shall have one vote. Motions shall be carried by a majority, except where otherwise required by these Rules. If unable to attend, each member has the option to appoint another Executive Committee Member to proxy vote for that meeting. If voting is tied, the President may exercise a casting vote.
  - 10.8. The Executive Committee will cause proper minutes of all proceedings to be taken and recorded.
  - 10.9. The Executive Committee may form sub-committees for such purposes as, in the Executive Committee's opinion, are necessary or desirable.
  - 10.10. Executive Committee members shall receive such honoraria as may be set by resolution at a General Meeting.
  - 10.11. Members shall be entitled to be reimbursed by the Association for any reasonable, pre-approved, actual expenses incurred by them on behalf of the Association as approved by the Executive Committee.

## SECTION 11 | Annual General Meetings

- 11.1. The Annual General Meeting shall be held within five (5) months after the end of the Association's financial year.
- 11.2. The Secretary shall give at least forty (40) days' written notice of the date of any Annual General Meeting to all members and call for nominations and motions. Members may submit motions to the Executive Committee by giving the Secretary notice of the proposed motion(s) at least twenty (20) days before the Annual General Meeting. The Secretary shall give no less than ten (10) days' written notice of the Agenda, Nominations and proposed motion(s) to be voted on at the Annual General Meeting to all current financial members.
- 11.3. The business conducted at the Annual General Meeting will be to:
  - (a) receive and consider any report from the President about the Association's performance during the previous year;
  - (b) receive the annual accounts for the past year and consider the estimate of income and expenditure for the current year;
  - (c) consider the appointment of an auditor;
  - (d) elect Officers and other Members to the Executive Committee;
  - (e) vote on whom the Association shall appoint as the directors of New Zealand Bookkeepers Limited;
  - (f) consider and vote on any proposed changes to the membership subscriptions and payment terms;
  - (g) consider and vote on properly proposed motions; and
  - (h) transact or consider any other business which is properly brought before the meeting or which, in the President's opinion, should be addressed.



## SECTION 12 | Special General Meetings

- 12.1. All General Meetings of the Association other than the Annual General Meeting shall be Special General Meetings.
- 12.2. A Special General Meeting may be called for by resolution of the Executive Committee or by a written request to the Executive Committee by a minimum of twenty five per cent (25%) of the fully certified members recording the business which is to be considered at the meeting.
- 12.3. The Secretary shall ensure that Special General Meetings are held within thirty (30) days of the:
  - (a) an Executive Committee's resolution; or
  - (b) the Executive Committee receiving a request; pursuant to rule 12.2.
- 12.4. Except by unanimous vote of all fully certified members present and constituting a quorum, no business other than the business recorded in the notice given pursuant to rule 10.2 shall be considered at a Special General Meeting.

## SECTION 13 | Proceedings of General Meetings

- 13.1. All General Meetings shall be convened by at least sixty (60) days' after written notice is sent to all Members specifying the place, day and hour of the meeting and the general nature of business to be transacted.
- 13.2. All notices will be properly served if delivered personally to a Member or posted to the Member's address or emailed to the Member's email address as entered in the register of Members or as otherwise directed by the Executive Committee.
- 13.3. Fully certified members may exercise their rights to vote at a General Meeting by being present or by proxy. No proxy is effective in relation to a General Meeting unless a copy of the notice of appointment is produced before the start of the meeting.
- 13.4. There must be at least thirty (30) fully certified members present at the meeting to constitute a quorum for any General Meeting

- 13.5. At all General Meetings each Voting Member, whether present or by proxy, shall be entitled to one vote. In the case of an equality of votes the President shall also have a casting vote.
- 13.6. All other Members, except Affiliate Members, shall be entitled to attend General Meetings and, if the President allows, to speak but shall not be entitled to vote.
- 13.7. Nominations for, and the election of, Executive Committee members shall be conducted in accordance with rule 8.
- 13.8. Voting on all nominations for election to the Executive Committee and proposed motions shall be by a show of hands unless members indicate an alternative preference. If any member eligible to vote requests a secret ballot on any vote or election, a secret ballot will be held.
- 13.9. If voting is tied, the President will have a casting vote.

## SECTION 14 | Alteration of Constitution

- 14.1. Any proposed motion to alter, rescind or replace these Rules submitted pursuant to rules 11.2 or 12.2 shall be signed by at least four fully certified members and be accompanied by a written explanation of the reasons for the proposal.
- 14.2. These Rules may be altered, rescinded and replaced by a motion at a General Meeting passed by a two-thirds majority.
- 14.3. No Member shall acquire any right to limit the Association's powers or at any time alter, rescind or replace these Rules.
- 14.4. No addition to or alteration of the purposes (Rule 3), payment to members clause (Rule 16.2), or the winding-up clause (Rule 20) shall be made without the approval of Inland Revenue. The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## SECTION 15 | Financial Arrangements

- 15.1. The Association's financial year will be from 1



- April to 31 March.
- 15.2. At the Executive Committee's first meeting after each Annual General Meeting, the Executive Committee will decide, by resolution:
- (a) how funds will be received by the Association;
  - (b) who will be entitled to produce receipts;
  - (c) what bank accounts will operate for the ensuing year, including the purposes of, and access to, those accounts;
  - (d) who will be the authorised signatories for bank accounts; and
  - (e) the policies governing the investment of the Association's funds and specifying permitted investments.
- 15.3. Subject to rules 8.2 and 11.3(c), the Executive Committee may arrange for the accounts of the Association for that financial year to be audited by a person appointed for that purpose.
- 15.4. If the Association elects not to appoint an auditor to audit the annual accounts for any year, the Executive Committee shall appoint an accountant to review the Association's annual accounts ("the Reviewer"). The Reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants Australia and New Zealand, and must not be a member of the Executive Committee or an employee of the Association. If the Association appoints a Reviewer who is disqualified from acting or is unable to act, the Executive Committee shall appoint another Reviewer as a replacement.
- 15.5. The Reviewer shall conduct an examination and provide a report to the Executive Committee as to whether annual accounts have been prepared in accordance with the Association's accounting policies.
- 15.6. The Executive Committee shall provide the Reviewer with:
- (a) access to all information which the Executive Committee is aware of that is relevant to the preparation of the annual accounts;

- (b) additional information that the Reviewer requests; and
- (c) reasonable access to the Association's Members and employees.

## SECTION 16 | Funds and Property

- 16.1. The Association's income and property is to be applied solely towards the Association's purposes, and the payment directly or indirectly by any means by way of profit to any person or organisation is absolutely prohibited except for the payments authorised by these Rules, or for remuneration in good faith in return for services actually performed for the Association or the payment of interest on any funds borrowed by it.
- 16.2. No Executive Committee member, other Member or any person associated with a Member, shall participate in or materially influence any decision made by the Association in respect of the payment to, or on behalf of, any Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in any arm's length transaction (being the open market value).

## SECTION 17 | Interpretation of Constitution


- 17.1. Where doubt arises as to the interpretation of any of these Rules, the Executive Committee's decision, which shall be recorded in the Executive Committee's minutes, will be final.

## SECTION 18 | Registered Office

- 18.1. The Association's registered office shall be decided by the Executive Committee.

## SECTION 19 | Winding Up

- 19.1. The Association may be wound up if, at a General Meeting of its members, it passes a motion to wind up, and the motion is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.



19.2. Any surplus assets after the payment of all outstanding liabilities will be distributed among such charitable community organisations in New Zealand that have similar objects to the Association as the members decide at a General Meeting. If the Association is unable to resolve any disagreement over the distribution of surplus assets then the provisions of section 27 of the Incorporated Societies Act 1908 will apply.



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