CONSTITUTION OF THE NEW ZEALAND SOCIETY OF ACTUARIES (INCORPORATED)

1. NAME

The name of the Society is the New Zealand Society of Actuaries Incorporated hereinafter called the "Society".

2. DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

a. "Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

b. "Affiliate" means a Member that is admitted to the class of Affiliate in accordance with clause 6.f of this Constitution.

c. "Annual General Meeting" means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

d. "Annual Subscription" means the annual subscription fees for Members determined in accordance with clause 13.c.

e. "Associate" means a Member that is admitted to the class of Associate in accordance with clause 6.d of this Constitution.

f. "Council" means the Society's governing body as described in clause 7.a of this Constitution.

g. "Constitution" means the rules in this document.

h. "Co-opted Council Member" means a person appointed to Council under clause 7.o or 7.p of this Constitution.

i. "Fellow" means a Member that is admitted to the class of Fellow in accordance with clause 6.c of this Constitution.

j. "General Council Members" has the meaning given to it in clause 7.a of this Constitution.

k. "General Meeting" means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

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

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

n. "Independent Person" means a person who is not a Member but who possesses specific expertise or skills identified by Council as necessary for the Society's operations and who is co-opted to Council under clause 7.p.

o. "Life Member" is a Member that is elected a Life Member in accordance with clause 6.g of this Constitution.

p. "Matter" means—

    i. the Society's performance of its activities or exercise of its powers; or

    ii. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

q. "Member" means a person or entity who becomes a member of the Society in accordance with this Constitution and "Membership" has the corresponding meaning.

r. "Members' Register" means the register of Members kept under this Constitution as required by section 79 of the Act.

s. "Officer" has the meaning set out in clause 7.a of this Constitution.

t. "President" means the Officer responsible for chairing General Meetings and Council meetings, and who provides leadership for the Society.

u. "Secretary" means the Officer elected as such in accordance with clause 7.f of this Constitution, who is responsible for the matters specifically noted in this Constitution.

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

w. "Student" means a Member that is admitted to the class of Student in accordance with clause 6.e of this Constitution.

u. "Vice President" means the Officer elected or appointed in accordance with this Constitution to deputise in the absence of the President.

v. "Voting Members" has the meaning given to it in clause 6.j of this Constitution.

3. STRUCTURE

The affairs of the Society will be conducted by the President, the Council, a secretariat, employees, independent contractors and/or the various sub-committees, as described and defined in this Constitution.

4. PURPOSES

a. To establish, promote and maintain high standards of competence and conduct within the actuarial profession.

b. To develop and maintain New Zealand actuarial professional standards and liaise with government, regulators, officials and interested bodies on standards and regulations.

c. To make submissions in the public interest and provide a source of reference on actuarial matters for government and various official and interested bodies.

d. To provide a formal link with actuarial bodies elsewhere in the world.

e. To assist student actuaries in their studies, assist Members with continuing professional development and help familiarise new Members with New Zealand conditions.

f. To facilitate taking such action as the Society may agree in respect of any matter that is relevant to the actuarial profession.

g. To afford Members the opportunity of discussing actuarial and other matters of interest to Members.

h. To promote fellowship amongst the actuarial profession.

5. POWERS

a. The Society may invest and deal with its property and borrow or raise or secure the payment of money charged upon all or any of the Society's property and may purchase, redeem or pay off such securities.

b. The Society may appoint, dismiss or retire salaried Officers or other employees or contractors and remunerate any persons (including Members or staff employed or contracted by the Society) for services rendered or to be rendered and reimburse any persons' reasonable expenses legitimately incurred on behalf of the Society.

c. In addition to the express powers set out in this Constitution, the Society shall have the power to do all things which are incidental or conducive to the attainment of the purposes of the Society.

d. For the avoidance of doubt, the Society will not operate for the purpose of, or with the effect of:

    i. any Member deriving any financial gain from Membership of the Society, except where the Society has paid or reimbursed a Member according to clause 5.b above or provides educational scholarships or grants to Members;

    ii. distributing any gain, profit, surplus or other financial benefit generated by the Society's operations to Members (in money or in kind); or

iii. conferring any kind of right, title or interest in the Society's property on Members.

e. Nothing in this Constitution authorises the Society to do anything that contravenes or is inconsistent with the Act.

6. MEMBERSHIP

a. The Society will contain the minimum number of Members required by the Act.

b. Membership Categories:

i. There shall be five classes of membership: Fellow, Associate, Student, Affiliate, and Life Member.

ii. Applications for Membership, or a change in Membership must be in writing, in a form prescribed by the Council. Every applicant for Membership must consent in writing to becoming a Member in the application. The Society will retain all signed written application forms in its membership records.

iii. The Council may, in its discretion, approve an application for Membership if it is of the opinion that the applicant has the necessary qualifications for the class of Membership for which they have applied. The Council will advise an applicant of its decision to approve the application for Membership or otherwise, but it is not required to provide reasons for its decision.

iv. The Council may request that the applicant supply any evidence of eligibility for Membership so that it can consider whether or not to approve the application.

c. Fellow Members ("Fellows"):

i. Admission to the class of Fellow shall be considered for any applicant who is:

1. a fellow (at the time of application to the Society) of any of the actuarial bodies listed in clause 6.h below; and

2. who is ordinarily resident in New Zealand or Australia or is in the view of the Council, familiar with New Zealand actuarial and economic conditions.

ii. Admission to the class of Fellow may also be considered by the Council for an applicant who is:

1. a fully qualified member of an actuarial body or association, where that actuarial body or association is a full member (and not an associate member) of the International Actuarial Association but is not listed in (h) below and;

2. who is ordinarily resident in New Zealand and;

3. in the view of the Council, meets the requirements of guidelines that Council shall publish from time to time.

iii. Only Fellows shall be entitled to use the designation Fellow of the New Zealand Society of Actuaries (FNZSA).

d. Associate Members ("Associates"):

i. Admission to the class of Associate shall be considered for any applicant who is:

1. an associate (at the time of application to the Society) of any of the actuarial bodies listed in clause 6.h below; and

2. who is ordinarily resident in New Zealand or Australia or is in the view of the Council, familiar with New Zealand actuarial and economic conditions.

3. Admission to the class of Associate may also be granted by the Council to a fellow of another actuarial body that is a full member of the International Actuarial Association.

ii. Only Associates shall be entitled to use the designation Associate of the New Zealand Society of Actuaries (ANZSA).

e. Student Members ("Students"):

i. Admission to the class of Student shall be considered for any applicant who is a student (at the time of application to the Society) of any of the actuarial bodies listed in clause 6.h below.

ii. Admission to the class of Student may also be granted by the Council to an applicant who is enrolled in an actuarial education programme at a tertiary institute or meets the entry standard or other qualifications determined by the Council from time to time.

f. Affiliate Members ("Affiliates"):

i. Admission to the class of Affiliate shall be considered for any applicant who:

1. does not meet the requirements to be a Fellow, Associate or Student Member; and

2. meets the entry standards or other qualifications determined by the Council from time to time.

g. Life Members ("Life Members"):

i. A Member of the Society may, upon the recommendation of the Council, be elected a Life Member at a General Meeting. A Life Member will only be elected if they are a person who has performed highly valued services to the Society or the actuarial profession, and they are elected by a majority of

75% of the votes of Voting Members present and voting at a General Meeting.

ii. A Life Member must be eligible for Membership under one of the Membership categories above and such eligibility must be maintained, except that a Life Member will not be required to pay the Annual Subscription in accordance with clause 6.i.ii below.

h. The Society recognises the following international actuarial bodies:

i. Actuarial Society of South Africa;

ii. Canadian Institute of Actuaries;

iii. Casualty Actuarial Society;

iv. Institute and Faculty of Actuaries;

v. Institute of Actuaries of Australia;

vi. Institute of Actuaries of India;

vii. Society of Actuaries; and

viii. Society of Actuaries in Ireland.

i. Subscriptions:

i. On acceptance of an application by the Council, Membership of the appropriate category commences on payment of the Annual Subscription.

ii. Members must pay the Annual Subscription. Life Members are exempt from paying the Annual Subscription.

j. Voting members shall only be Fellows and Associates who are ordinarily resident in New Zealand ("Voting Members"). For the avoidance of doubt, Student Members and Affiliates will not be considered Voting Members.

k. A Member's Membership of the Society (including a Life Member) will terminate:

i. if the Member has failed to pay the Annual Subscription due to the Society within four months of the relevant Annual General Meeting, unless the Member is exempt from paying the Annual Subscription according to this Constitution.

ii. if determined by the Council as a result of disciplinary action in accordance with the Society's disciplinary procedures or any other by-law, policy or code that the Council may make from time to time.

iii. if the Member is convicted of any offence punishable by imprisonment which, in the opinion of the Council, reflects on that Member's ability to practice as an actuary or brings the actuarial profession into disrepute.

iv. If the Member resigns their Membership by written notice to the Council.

v. If the Member otherwise ceases to satisfy the requirements of Membership detailed in this clause 6 including the admission requirement listed in clauses 6.c, 6.d and 6.e, unless exempted by the Council.

l. Re-admission of a Member whose Membership has been terminated shall be considered on application to the Council, at the discretion of the Council whose decision will be final (subject to the dispute resolution mechanisms in this Constitution). The Council will not be obliged to give reasons for such decision and may impose conditions on the readmission as it sees fit.

m. It is a condition of Membership that an applicant who applies for Membership or a Member, in the case of renewal of Membership is deemed to agree to be bound by this Constitution.

n. All Fellow, Associate and Student Members will be expected to undertake continuing professional development as identified by the Council.

o. The Secretary shall keep an up-to-date register Members' Register at all times. For each current Member, the Members' Register will set out at least:

i. the Member's name;

ii. the date on which the Member joined the Society (if there is no record of the date they joined, this date will be recorded as 'unknown'); and

iii. the Member's contact details, including:

1. a physical address or an email address; and

2. a telephone number.

p. Every current Member shall promptly advise the Society of any change in their contact details. If it is brought to the Society's attention that a Member's contact details are incorrect, the Society will contact the Member to confirm the contact details and will update the Members' Register accordingly.

7. OFFICERS

a. The Society shall be managed by a Council (the "Council"). The Council shall consist of a minimum of three and up to nine Members and persons (each an "Officer"), as follows:

i. a President,

ii. Vice-President,

iii. Immediate Past President (who shall remain a member of the Council for a one-year term only),

iv. up to five other Members of the Society (the "General Council Members"),

v. up to one Student Member who may be co-opted to Council in accordance with clause 7.o; and

vi. up to one Independent Person who may be co-opted to Council in accordance with clause 7.p.

The Council may from time to time appoint a secretariat, employees and/or independent contractors to manage the affairs of the Society on behalf of the Council. Voting Members shall elect the Vice-President biennially and General Council Members, as may be required under clause 7.e, annually during Annual General Meetings.

b. The President and Vice-President shall hold office for two years. Upon completion of this term, the Vice-President will automatically become President, and the President will become the Immediate Past President. The Immediate Past President shall remain a member of Council for one year from the date on which their term as President ends. Any member who has been President shall be eligible for re-election to the role of Vice-President after two years out of the office of President.

c. In the event that the President ceases to hold office during their term the Vice President shall fill that role. If the Vice-President does not become the President (whether due to personal choice, incapacity, retirement, or for any other reason) then, the Vice President shall vacate their office and except where clause 7.j applies the members of the Council shall elect a President from among their own number.

d. If the office of Vice-President becomes vacant (including where the President ceases to hold office and the Vice President does not become the President) except where clause 7.j applies the members of the Council shall elect a Vice-President from among their own number who will fill that role until the next Annual General Meeting.

e. General Council Members shall hold office for two years. Each year, the General Council Members who were elected to the Council two years previously shall retire from the Council and may stand for re-election. The General Council Members who were elected in the previous year shall automatically remain on the Council for another year.

f. The Council shall elect one of its members as Secretary and one of its members as Treasurer. These are to be elected by a simple majority of the Council and in the event of a tie, the President has the casting vote. The Secretary shall be the Contact Person (as defined in the Act) for the Society.

g. Nominations for the election of the Vice-President and the General Council Members shall close four weeks prior to the Annual General Meeting. Only Voting Members may be nominated for election to the offices of Vice-President and General Council Members. The Society shall conduct a ballot for the election of the Vice-President and the General Council Members in accordance with clause 10 and the results shall be announced at the Annual General Meeting. In the event of a tied vote for the General Council Members, the President shall have a casting vote. In

the event of a tied vote for the position of Vice-President, another ballot in accordance with clause 10 will be held for the tied position for those candidates with the highest number of votes. Such vote shall be held within three weeks of the Annual General Meeting. In the event that the second ballot is tied, the Vice-President shall be elected by the drawing of lots by the President.

h. Except if the position of President or Vice-President is vacant in the circumstances covered by clause 7.b or 7.d , if a vacancy arises amongst the elected members of the Council, then any Voting Member may be co-opted by the Council to fill the vacancy for the remainder of the term for which the position exists. For the avoidance of doubt, this clause does not apply to Student Members or Independent Persons co-opted under clauses 7.o or 7.p.

i. If the Vice President fills the vacancy of the President their term will be the aggregate of the remainder of time until the next Annual General Meeting and the ensuing two-year term as President specified in clause 7.b from the Annual General Meeting.

j. If there are less than four elected members of Council, including the Vice-President, and the Council are required to elect a President or Vice President from amongst themselves the Council must call for nominations for the vacant positions from the Voting Members within three weeks of the most recent vacancy, unless the next Annual General Meeting is scheduled or reasonably expected to be held within 10 weeks from the date of such vacancy arising. The Society shall conduct a ballot in accordance with clause 10.

k. Every Officer must be a natural person and must not be disqualified from being appointed or holding office as an Officer for the reasons set out in s 47 of the Act.

l. An Officer is deemed to have vacated the Council and shall be removed as an Officer upon:

    i. their term on the Council expiring;

    ii. their Membership of the Society being terminated under clause 6.k;

    iii. by a simple majority vote of Voting Members present and voting at a General Meeting to remove the Officer from the Council; or

    iv. being absent from three consecutive Council Meetings without being granted a leave of absence by the Council.

m. An Officer will cease to hold office upon:

    i. resigning or retiring to the President in writing;

    ii. being removed from office in accordance with this Constitution;

    iii. becoming disqualified from being an Officer for the reasons set out in s 47 of the Act;

    iv. passing away; or

v. otherwise vacating the office in accordance with clause l.

n. Prior to election or appointment, every Officer must consent in writing to be an Officer and certify in writing that they are not disqualified from holding office or being appointed by this Constitution or the Act.

o. Co-option of Student Member to Council

i. The Council may, at its discretion, co-opt one Student Member to Council.

ii. A Student Member co-opted under this clause must be nominated by the Student Committee or such other body as Council determines;

iii. The term of a co-opted Student Member shall be up to one year.

iv. A co-opted Student Member shall have no voting rights on Council matters and they shall not participate in or vote on matters relating to disciplinary proceedings under clauses 20 and 21 of this Constitution.

v. A co-opted Student Member is subject to all other provisions of this Constitution applicable to Officers, including but not limited to conflicts of interest (clause 8), indemnification (clause 24), and grounds for removal (clause 7.l).

p. Co-option of Independent Person to Council

i. The Council may, at its discretion, co-opt one Independent Person to Council for a term of up to one year.

ii. An Independent Person co-opted under this clause must:

1. meet fit and proper person standards as determined by Council;

2. agree in writing to abide by the Society's Code of Professional Conduct; and

3. consent in writing to being bound by this Constitution.

iii. An Independent Person co-opted to Council shall:

1. serve in a non-voting advisory capacity only and shall not vote on any Council matter;

2. not participate in or be present for deliberations or decisions on matters relating to disciplinary proceedings under clauses 20 and 21 of this Constitution;

3. not represent the Society externally at actuarial events, to other actuarial bodies, or in public communications on actuarial matters, unless specifically authorised by Council for a particular purpose and occasion;

4. be subject to all conflicts of interest provisions in clause 8 of this Constitution; and

5. maintain confidentiality of all Council deliberations and Society information in accordance with Council policies.

iv. An Independent Person is subject to all other provisions of this Constitution applicable to Officers where relevant and appropriate, including but not limited to indemnification (clause 24), except where explicitly stated otherwise in this clause.

8. CONFLICTS OF INTEREST

a. Where an Officer or a member of a sub-committee is an Interested Member in respect of any Matter being considered by the Society, that Officer or member of a sub-committee must disclose details of the nature and extent of their interest:

   i. to the Council and/or sub-committee; and

   ii. in the Interests Register, as soon as practicable after they become aware of their interest in the matter.

b. An Interested Member:

   i. must not vote or take part in the decision of the Council and/or sub-committee relating to the Matter unless all members of the Council who are not interested in the Matter consent; and

   ii. must not sign any documents required to be signed by members of the Council and/or the sub-committee relating to the Matter unless all members of the Council and/or sub-committee who are not interested in the Matter consent.

   iii. may take part in any discussion of the Council and/or sub-committee relating to the Matter and be present at the time of the decision of the Council and/or sub-committee (unless the Council and/or sub-committee decides otherwise).

c. An Interested Member who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any Council and/or sub-committee meeting at which the Conflicted Matter is considered.

d. In the event of a sub-committee where Members representing 50% of the quorum of the meeting are Interested Members on a Matter, that Matter will be considered by the Council. In the event of a Council meeting where Officers representing 50% of the quorum of the meeting are Interested Members on a Matter, a Special General Meeting may be called to consider and determine the Matter.

9. MEETINGS

a. The Society shall hold an Annual General Meeting no later than 6 months after the end of its financial year and within 15 months of the previous Annual General Meeting. At each Annual General Meeting the President shall make a report of the proceedings of the Society for the preceding year. For the avoidance of doubt, the Council must, at each Annual General Meeting, present the following information:

   i. an annual report on the operation and affairs of the Society during the most recently completed accounting period;

   ii. the annual financial statements for the most recently completed accounting period, and

   iii. notice of any disclosures of conflicts of interest made by Officers during the period from the last Annual General Meeting to the current Annual General Meeting (including a summary of the matters, or types of matters, to which those disclosures relate).

b. Upon receiving a written request to do so, signed by at least 10% of Voting Members of the Society, the Council shall call a Special General Meeting to be held within 28 days of the receipt of the requisition. The written request must state the business that the Special General Meeting is to deal with. The Council may also call a Special General Meeting where it thinks it necessary to discuss any matter of interest to the Society.

c. Members shall be advised in advance of all meetings and in the case of a General Meeting such notice shall be dispatched to Members at least 14 days prior to the General Meeting together with an agenda setting out the business to be conducted at the General Meeting. Notice shall be in the form determined by the Council, which may include electronic communication.

d. Any General Meeting may be held in person or by audio-visual means (a "Virtual Meeting"), or a combination of both (a "Combination Meeting"). A General Meeting held by a Virtual Meeting or as a Combination Meeting will be held according to the following rules:

   i. the Secretary and/or secretariat must be able to determine attendance at the General Meeting;

   ii. the General Meeting will be run in a manner that ensures that each Member in attendance is given a fair opportunity to be heard;

   iii. each Member, at all times, must be able to hear the other participating Members when they are speaking to the General Meeting; and

   iv. on any vote cast at the General Meeting, a Voting Member must be given a fair opportunity to cast their vote.

   If a General Meeting is held as a Virtual Meeting or a Combination Meeting, Members will be given advance instructions on how to connect to the meeting.

e. At a General Meeting, no formal motions affecting the conduct of the Society or pertaining to this Constitution shall be considered unless a quorum is present. In the case of a General Meeting the attendance of 10% of Voting Members participating, or represented by a proxy, shall constitute a quorum.

f. The President shall preside over meetings and in his/her absence the Vice-President shall preside. In the absence of both the President and Vice-President, a chairperson shall be elected by the Voting Members from the remaining Council members.

g. Except as otherwise provided in this Constitution, voting at a meeting shall be by voice, show of hands or ballot at the discretion of the President, Vice- President, or chairperson of the General Meeting (as applicable).

h. A Voting Member shall be entitled to appoint another Voting Member as a proxy and in all cases the notice of proxy appointment (the "Notice of Appointment") shall be lodged with the President, Vice-President, or chairperson (as applicable) prior to the General Meeting for which the proxy is appointed (and no less than 24 hours before the time of the General Meeting). The proxy will provide such evidence as the Council may require of the authority of the Voting Member granting the proxy, at a minimum this will include:

    i. the name of the Voting Member;

    ii. the name of the individual being appointed as a proxy; and

    iii. express wording from the Voting Member appointing the proxy.

    A proxy is entitled to attend and be heard at a General Meeting as if the proxy was the Voting Member.

i. The Secretary shall ensure minutes are kept for all meetings.

j. Each Voting Member is entitled to one vote.

k. Unless otherwise specified in this Constitution, a power or right reserved to Voting Members may be exercised by a simple majority of votes.

10. BALLOT

a. Where a ballot is held under clauses 7 (Officers), 9 (Meetings), 14 (Alteration of Constitution), 15 (Winding Up), 19 (Code of Professional Conduct) or 21 (Disciplinary Procedures) or otherwise, the following procedure shall apply:

    i. Voting may be done by such means as determined by the Secretary, which may be by electronic means. Where the Secretary elects to use a ballot form, that the ballot form shall be sent to Voting Members at the email address notified by the Member to the Society. The ballot form shall set out the period within which the Voting Members must respond with their vote. Such period must not be less than two weeks from the vote.

ii. A Voting Member may cast a vote on all or any of the matters that are to be voted on. Such vote must be in the form advised by the Society at the time the vote was requested.

iii. The Secretary or the secretariat will count the votes and notify Members of the result, which shall be binding on the Members.

11. WRITTEN RESOLUTION IN LIEU OF A MEETING

a. Where a matter is to be determined by vote at a General Meeting, the Council may resolve for that matter to be determined by written resolution in lieu of a meeting. Where the Council resolve to do this then the written resolution will be circulated to Voting Members at the email address notified by the Member to the Society. The written resolution will set out the period within which Voting Members must respond with their vote. Such period must not be less than two weeks from the date the resolution is circulated to Voting Member.

b. A written resolution will be adopted if 75% of Voting Members, vote in favour of the written resolution. Voting on the written resolution may be done by such means as determined by the Council (including by electronic means).

c. Where the written resolution does not receive the required support to pass, the Council may call a General Meeting to debate and vote on the matter the subject of that written resolution.

12. COMMITTEE MEETINGS

a. The Council shall meet at such times and at such places as the President or their nominee shall decide and they shall determine the procedure at such meetings.

b. The President or their nominee shall chair such Council meetings. If the President is not present then the Vice-President will chair the Council meeting. If the President and Vice-President are both not present, then the President will nominate an Officer to chair the Council meeting.

c. No business may be transacted by the Council unless a quorum is present. Attendance of the President or Vice-President and two other elected Officers (being Fellows or Associates elected under clauses 7.a.i through 7.a.iv) shall constitute a quorum. For the avoidance of doubt, Co-opted Council Members appointed under clauses 7.o and 7.p may not be counted toward a quorum. Each Officer shall have one vote except Co-opted Council Members appointed under clauses 7.o and 7.p shall not have voting rights. All decisions of the Council will be decided by a simple majority of votes. In the event of a tie, the President shall have the casting vote.

d. Without limiting clause 12.a, a meeting of the Council may be held as a Virtual Meeting or a Combination Meeting according to the same rules as set out in clause 9.d.

e. The Secretary shall ensure minutes are kept for all meetings of the Council.

f. The Council may exercise any power of the Society, including managing, directing and supervising the management and operating of the affairs of the Society, unless otherwise specified in this Constitution.

13. FINANCE

a. The Council shall ensure proper accounting records of the Society are kept.

b. The financial year of the Society shall end on 30 September each year.

c. The amounts of the Annual Subscription shall be:

   i. set by Council, provided that any increase (on a year-on-year basis) must be less than the lower of the rate of CPI (as defined by Stats NZ) at the relevant time and 5%; or

   ii. otherwise fixed at the Annual General Meeting,

   provided that the Council may in its sole discretion lower the amount of the Annual Subscription for any Member and for any period of that Member's Membership.

d. The Council shall have power, for the purposes of holding any funds of the Society, to open and operate bank accounts or any account of a similar nature, and to invest funds in any manner that is authorised by the Trusts Act 2019 for trustees.

e. The Council shall have the power to raise an overdraft from a bank and to grant security over the Society's assets.

f. Provided that the Society complies with all applicable laws, the accounts of the Society shall be audited by an auditor appointed by the Council from time to time. The auditor shall not hold any other office in the Society.

g. A statement showing the financial position of the Society shall be presented by the Treasurer at each Annual General Meeting.

14. ALTERATION OF CONSTITUTION

a. Subject to clause 15.b this Constitution may be altered, added to or rescinded if no less than 75% of votes cast by Voting Members in favour of such alteration, addition or rescission. Voting on the proposed alteration, addition or rescission may be by ballot conducted by the Council amongst Voting Members in accordance with this Constitution. Voting may also be conducted at a General Meeting at the discretion of the Council in which case the change must be approved by 75% of Voting Members present and voting. Members will be given three weeks prior notice of any proposed change to this Constitution.

15. WINDING UP

a. Should no less than 75% of Voting Members elect to dissolve the Society at a General Meeting, the assets of the Society shall be realised and the proceeds remaining after paying outstanding liabilities of the Society and the costs of winding up shall be vested in a not-for-profit organisation that has the principal purpose of supporting, training and/or promoting actuaries in New Zealand selected by Voting Members at that General Meeting. Members will be given three weeks prior written notice of the intention to dissolve the Society.

b. Notwithstanding any other clause in this Constitution, no distribution may be made of the assets or income of the Society to any present or past Member of the Society otherwise than in consideration, for fair market value on arm's length terms (as that term is defined in s 24 of the Act), of the provision of goods and services to the Society. This rule may not be amended or deleted without the prior approval of the Commissioner of Inland Revenue.

16. POWERS OF THE PRESIDENT

a. The President is empowered to make written statements concerning actuarial and related matters, on behalf of the Society. Such statements shall be discussed with and circulated to the Council and /or to the Voting Members where practicable prior to publication and where circumstances dictate such statements shall indicate that the views expressed are those generally held by the Society, and that individual Members may have other valid views which the Society does not seek to override.

b. The President shall, if called upon to make verbal statements or comments concerning actuarial or related matters, first seek wherever practicable the views and guidance of the Council.

c. The President, with the approval of the Council, may delegate the powers under this clause 16 to the Vice-President or the chairperson of a sub-committee when the subject relates to a practice area of that sub-committee. In exceptional circumstances or with the approval of the Council, the President may delegate the powers under this clause 16 to another Voting Member of the Society or to an employee or independent contractor of the Society.

17. COMMITTEES

a. The Council can establish sub-committees to help in the management of the affairs of the Society and to conduct research and other work on behalf of the Society.

b. The Council shall appoint the chairperson of each sub-committee and may replace such a chairperson from time to time. The method and terms of appointment of other members of each sub-committee will be decided by the chairperson of the sub-committee with the approval of the Council. The terms of reference for each

sub-committee shall be decided by the chairperson of the sub-committee with the approval of the Council and shall be advised to all Members of the Society.

c. Each sub-committee shall report to the Council as required by Council and at least once a year to the Members of the Society on its activities.

d. Subject to clause 16.c, the chairperson of each sub-committee is empowered to communicate on behalf of the Society in relation to the practice area of that sub-committee. The chairperson shall endeavour, if at all possible, to consult with the President or failing that with an Officer in advance of any public communication.

e. The Council shall appoint working groups or temporary sub-committees as it deems necessary to fulfil its tasks.

f. Each sub-committee shall maintain links with overseas equivalent sub-committees where appropriate.

18. BY-LAWS

a. Except as otherwise set out in this Constitution, the Council may make and amend by-laws, policies for the conduct and control of Society activities and codes of conduct applicable to Members. For the avoidance of doubt, no such by-laws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, or any regulation made under the Act.

19. CODE OF PROFESSIONAL CONDUCT

a. The Society shall adopt a Code of Professional Conduct by ballot conducted by the Council amongst Voting Members in accordance with clause 10. The Code of Professional Conduct shall be adopted if it is approved by either (i): ballot conducted by the Council amongst Voting Members at a General Meeting in accordance with clause 10 and 75% of Voting Members present and voting at that General Meeting, vote in favour of the ballot; or (ii) it is supported by a written resolution in accordance with clause 11. Amendments to the Code of Professional Conduct shall be adopted in the same manner. The Code of Professional Conduct can be found on the Society's website and Members will have access to the Code of Professional Conduct on written request, and it will be available at any General Meeting.

20. PROFESSIONAL CONDUCT

a. The Council must maintain a Professional Conduct sub-committee at all times. This sub-committee will be responsible for the oversight of the professional conduct of members of the Society, including the provision of guidance on professional conduct to Members. The sub-committee shall also initiate any necessary enquiries into complaints of unprofessional conduct and if appropriate institute the disciplinary procedures of the Society. Members agree to be bound by the decision of any

tribunal or other body established under disciplinary procedures promulgated under clause 21.

21. DISCIPLINARY PROCEDURES

a. To give effect to the Code of Professional Conduct in clause 19 the Council shall develop and promulgate a disciplinary procedures policy (the "Disciplinary Policy"). The Society shall adopt the Disciplinary Policy if it is approved by either (i): ballot conducted by the Council amongst Voting Members at a General Meeting in accordance with clause 10 and 75% of Voting Members present and voting at that General Meeting, vote in favour of the ballot; or (ii) it is supported by a written resolution in accordance with clause 11. Amendments to the Disciplinary Policy shall be adopted in the same manner. The Disciplinary Policy can be found on the Society's website and Members will have access to the Disciplinary Policy on written request, and it will be available at any General Meeting.

22. PROFESSIONAL STANDARDS

a. The Society may from time-to-time issue Professional Standards and Guidance Notes for the actuarial profession in New Zealand. The Council shall be responsible for the issue and amendment from time to time of all Professional Standards and Guidance Notes.

b. The Council will promulgate the due process necessary for the creation and any subsequent amendment of such Professional Standards and Guidance Notes.

23. ACCESS TO INFORMATION AND DISPUTE RESOLUTION

a. Access to Information

i. A Member may at any time make a written request to the Society for information held by the Society ("Information Request").

ii. The Information Request must sufficiently detail the information that is sought to enable the information to be identified by the Society.

iii. The Society must, within a reasonable timeframe, after receiving a request:

1. provide the information;

2. agree to provide the information within a specified period;

3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or

4. refuse to provide the information, specifying the reasons for such refusal.

iv. Without limiting the reasons for which the Society may refuse to provide the information, the Society can refuse to provide the information if:

1. withholding the information is necessary to protect a person's privacy;
2. the disclosure of the information would, or would likely, prejudice the position of the Society or of any of its Members;
3. the information is not relevant to the operation or affairs of the Society;
4. withholding the information is necessary to comply with applications laws;
5. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
6. the Information Request is frivolous or vexatious; or
7. the Information Request seeks information about a dispute or complaint which is or has been the subject of the Society's disciplinary procedures.

v. Nothing in this clause limits an individual's right under the Privacy Act 2020 to access personal information.

b. Dispute Resolution

i. If a Dispute (as that term is defined in s 38 of the Act) between the Society and/or the Members arises, (other than issues covered by the Disciplinary Policy) then the Society (acting through an Officer), or a Member, may make a written complaint ("Complaint Notice") to the Council (or the complaints sub-committee as applicable) that:

1. states that the Society, Member or Officer is starting a procedure for resolving the Dispute in accordance with this Constitution; and
2. sets out the allegation to which the Dispute refers.

The Complaint Notice must be sufficiently detailed to enable the Society, or the Member that is the subject of the Complaint Notice to prepare a response.

ii. Both the Member who makes a Complaint Notice and the Member who is the subject of the Complaint Notice has a right to be heard before the complaint is resolved.

iii. If the Society makes a Complaint Notice:

1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

2. an Officer may exercise that right on behalf of the Society.

iv. Without limiting the manner in which the Society, Member, or Officer may be given the right to be heard, they will be taken to have been given the right if:

1. they have a reasonable opportunity to be heard in writing or at an oral hearing in relation to the Complaint Notice (if one is held);

2. an oral hearing is held if the complaint decision maker considers that an oral hearing is needed to ensure an adequate hearing;

3. an oral hearing (if any) is held before the complaint decision maker; or

4. the Society's, Member's, or Officer's written or verbal statement or submissions (if any) are considered by the complaint decision maker.

v. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint Notice ensure that the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner and in accordance with the Act.

vi. The Society may decide not to proceed with a Complaint Notice if:

1. the Complaint Notice is considered to be trivial; or

2. the Complaint Notice does not appear to disclose or involve any allegation of the following kind:

a. that the Society, a Member or an Officer has engaged in material misconduct:

b. that the Society, a Member, or an Officer has materially breached, or is likely to materially breach, a duty under this Constitution, any by-laws, policies or codes, or the Act:

c. that a Member or an Officer's rights or interests have been materially damaged:

3. the Complaint Notice appears to be without foundation or there is no apparent evidence to support it;

4. the person who makes the Complaint Notice has an insignificant interest in the matter;

5. the conduct, incident, event, or issue giving rise to the Complaint Notice has already been investigated and dealt with under the Constitution or by the Council; or

6. there has been an undue delay in making the Complaint Notice.

vii. The Member or Officer making the Complaint and the Council (or sub-committee as applicable) must consider and discuss whether the Dispute can be resolved through information discussions, mediation or arbitration. If mediation or arbitration is agreed, then the parties will sign a suitable mediation or arbitration agreement.

viii. A person may not act as a decision maker in relation to a Complaint Notice if two or more members of the Council (or a complaints sub-committee as applicable) consider that there are reasonable grounds to believe that the person may not be:

1. impartial; or

2. able to consider the matter without a predetermined view.

24. INDEMNIFICATION OF OFFICERS

a. Every Officer of the Society and every member of any sub-committee (howsoever described) shall be entitled to be indemnified by the Society:

i. for liability to any person other than the Society for any act or omission in their capacity as an Officer or member of a sub-committee, including liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an officer; or

ii. in relation to any cost incurred by them in defending any proceedings or claim relating to the liability in clause 24.a.i above.

b. For the avoidance of doubt, a Society will not indemnify an Officer or member of a sub-committee for criminal liability.

c. The Society may, with the prior approval of the Council, purchase and maintain insurance for the Officers and members of sub-committees against any liability or costs incurred by the Officer or member of the sub-committee of the kind set out in clause 24.a above and by virtue of any rule of law would otherwise attach to them in respect of any act or omission on behalf of the Society.