

# RULES 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. **STRUCTURE**

The affairs of the Society will be conducted by the President, the Council, the Secretariat and the various committees, as described in these Rules.

## 3. **OBJECTS**

The objects of the Society are:

- 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.

## 4. **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 and remunerate any persons for services rendered or to be rendered.
- c) In addition to the express powers set out in these Rules, the Society shall have the power to do all things which are incidental or conducive to the attainment of the objects of the Society.

## 5. **MEMBERSHIP**

- a) Application for membership of the Society may be made by:
  - i) Any member of the Actuarial Society of South Africa, Canadian Institute of Actuaries, Casualty Actuarial Society, Institute and Faculty of Actuaries, Institute of Actuaries of Australia, Institute of Actuaries of India, Society of Actuaries and Society of Actuaries in Ireland.

- ii) Any other person with appropriate expertise as determined by the Council from time to time.
- b)
  - i) There shall be three classes of membership, Fellows, Associates and Ordinary members.
  - ii) Admission to the class of Fellow shall be given to any member who is: a Fellow of any of the actuarial bodies listed in a)i) above; **and** who is ordinarily resident in New Zealand or Australia or is in the view of the Council, familiar with New Zealand conditions (“Fellows”). Admission to the class of Fellow may also be granted by the Council to a fully qualified member of an actuarial body that is a full member of the International Actuarial Association, but is not listed in a)i) above, who is ordinarily resident in New Zealand, upon application and subject to meeting, in the view of the Council, the requirements of guidelines that Council shall publish from time to time.
  - iii) Admission to the class of Associate shall be given to any member who is: an Associate of any of the actuarial bodies listed in a)i) above or a Fellow of another actuarial body that is a full member of the International Actuarial Association; **and** who is ordinarily resident in New Zealand or Australia or is in the view of the Council, familiar with New Zealand conditions (“Associates”).
  - iv) All other members shall be Ordinary members (“Ordinary Members”).
  - v) Only Fellows shall be entitled to use the designation FNZSA. However, retired Fellows shall be entitled to use the designation FNZSA (rtd).
  - vi) Only Associates shall be entitled to use the designation ANZSA. However, retired Associates shall be entitled to use the designation ANZSA (rtd).
  - vii) Voting members shall be Fellows and Associates who are ordinarily resident in New Zealand (“Voting Members”).
- c) On acceptance of an application by the Council, membership of the appropriate class commences on payment of the annual subscription.
- d) A member of the Society may, upon the recommendation of the Council, be elected an honorary life member at a General Meeting.
- e) Members, except for honorary life members and retired members as approved by Council, must pay the annual subscription fixed at the Annual General Meeting.
- f) Membership of the Society will terminate:
  - i) If the member's subscription to the Society is unpaid four months after an Annual General Meeting, excepting if the member is an honorary life member pursuant to paragraph d) above.
  - ii) If so determined by the Council as a result of disciplinary action.

- iii) If a 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 membership.
  - v) If the member ceases to satisfy the requirements of membership detailed in 5a) above, except that continuing membership of at least one of the associations listed in 5a)i) above will not apply to retired Fellows and retired Associates.
- g) Readmission 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. The Council will not be obliged to give reasons for such decision and may impose conditions as it sees fit.
  - h) All members must agree in writing to be bound by the Rules.
  - i) All members will be expected to undertake continuing professional development as identified by the Council.

## 6. OFFICERS

- a) The Society shall be managed by a Council (the "Council"). The Council shall consist of seven members, as follows: a President, Vice-President, Immediate Past President (who shall remain a member of Council for a one year term only), and up to five other members of the Society (the "General Council Members"). The Council may from time to time appoint a Secretariat 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 Rule 6c), annually.
- b) The President and Vice-President shall hold office for two years. Upon completion of this term the Vice-President will become President, and the President will become the Immediate Past President. The Immediate Past President shall remain a member of Council for one year. 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. In the event that the Vice-President does not become the President (whether due to personal choice, incapacity, retirement, or for any other reason) the members of Council shall elect a President from among their own number.
- c) The 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.
- d) The Council shall elect one of its members as Secretary and one of its members as Treasurer.
- e) 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 Rule 8 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 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.

- f) Except if the position of President is vacant in the circumstances covered by Rule 6b), if a vacancy otherwise arises amongst the 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. In the event that the Council co-opts the Vice-President to fill the office of President, his or her term will be the aggregate of the remainder of the current term and the ensuing two-year term as President specified in Rule 6b). If there are less than four elected members of Council, including the Vice-President, the Society 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 Rule 8.

## 7. MEETINGS

- a) The Society shall hold an Annual General Meeting not later than 30 November in each year at which the President shall make a report of the proceedings of the Society for the preceding year.
- b) Ordinary Meetings of the Society may be arranged by the Council at such times and places as it may decide. No formal motions affecting the conduct of the Society or pertaining to the Rules of the Society shall be considered at an Ordinary Meeting.
- c) Upon receiving a requisition to do so, signed by at least seven 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.
- d) Members shall be advised in advance of all meetings and in the case of an Annual General Meeting and a Special General Meeting ("General Meeting") such advice shall be dispatched to members at least 14 days prior to the meeting together with an agenda setting out the business to be conducted at the meeting. Advice shall be in the form determined by the Council which may include electronic communication.
- e) At a General Meeting no formal motions affecting the conduct of the Society or pertaining to the Rules of the Society shall be considered unless a quorum is present. In the case of a General Meeting the attendance of ten Voting Members shall constitute a quorum.
- f) The President shall preside over meetings and in his/her absence the Vice-President shall so preside. In the absence of both the President and Vice-President a chairman shall be elected from the floor.
- g) Except as otherwise provided in these Rules, voting at a meeting shall be by voice, show of hands or ballot at the discretion of the Chairman.

- h) A Voting Member shall be entitled to appoint another Voting Member as a proxy and in all cases the instrument of appointment shall be lodged with the Chairman prior to the General Meeting for which the proxy is appointed.
- 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 these Rules, a power or right reserved to Voting Members may be exercised by a simple majority of votes.

## 8. **BALLOT**

- a) Where a ballot is held under Rules 6, 12, 16 or 18 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, using a ballot form. The ballot form shall be sent to Voting Members at their email address notified by them 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.
  - ii) A Voting Member may cast a vote on all or any of the matters specified in the notice given under Rule 8a)i) by sending a notice of the way in which that Voting Member's votes are to be cast to the Society by 5.00 pm on or before the date specified in the notice as the closing date for voting. Such vote must be in the form advised by the Society at the time the vote was requested.
  - iii) The Secretariat will count the votes and notify members of the result, which shall be binding on the members.

## 9. **COUNCIL MEETINGS**

- a) The Council shall meet at such times and at such places as the President or his/her nominee shall decide and he/she shall determine the procedure at such meetings. No business may be transacted by the Council unless a quorum is present. Attendance of the President or his/her nominee and two other members of the Council shall constitute a quorum. Each Council member shall have one vote. All decisions of the Council will be decided by a majority of votes. In the event of a tie the President shall have the casting vote.
- b) Without limiting Rule 9a), a meeting of the Council may be held by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Council participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
- c) The Secretary shall ensure minutes are kept for all meetings of the Council.
- d) The Council may exercise any power of the Society unless otherwise specified in these Rules.

## 10. **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 subscriptions shall be fixed at the Annual General Meeting.
- 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 Trustee Act 1956 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) The accounts of the Society shall be audited annually 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, audited by the auditor, showing the financial position of the Society shall be presented by the Treasurer at each Annual General Meeting.

## 11. **COMMON SEAL**

- a) The Society shall have a Common Seal in the form approved by the Council. The Secretary shall have custody of the Seal.
- b) Whenever any document which is required to be executed by the Society under Seal, is executed by the Society, the Seal shall be affixed by the President or his/her nominee and witnessed by one other Council member.

## 12. **ALTERATION OF RULES**

Subject to Rule 13b) these rules may be altered, added to or rescinded if no less than 75% of valid votes are cast 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 Rules or at a General Meeting at the discretion of the Council. Three weeks prior notice of any proposed change to these Rules shall be given to members.

## 13. **WINDING UP**

- a) Should a majority 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 disposed of in the manner determined by Voting Members at that General Meeting. Three weeks prior notice of the intention to dissolve shall be given to members.
- b) Notwithstanding any other rule, 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, 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.

#### 14. **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 Rule 14 to the Vice-President or the chairperson of a committee when the subject relates to a practice area of that committee. In exceptional circumstances or with the approval of the Council, the President may delegate the powers under this Rule 14 to another Voting Member of the Society.

#### 15. **COMMITTEES**

- a) The Council of the Society can establish 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 committee and may replace such a chairperson from time to time. The method and terms of appointment of other members of each committee will be decided by the chairperson of the committee with the approval of the Council. The terms of reference for each committee shall be decided by the chairperson of the committee with the approval of the Council and shall be advised to all members of the Society.
- c) Each committee, with the exception of the Professional Conduct Committee, shall report to each scheduled meeting of the Council in writing and at least once a year to the members of the Society on its activities.
- d) Subject to Rule 14c), the chairperson of each committee is empowered to communicate on behalf of the Society in relation to the practice area of that committee. The chairperson shall endeavour if at all possible to consult with the President or failing that with a Council Member in advance of any public communication.
- e) The Council shall appoint working groups or temporary committees as it deems necessary to fulfil its tasks.
- f) Each committee shall maintain links with overseas equivalent committees where appropriate.

#### 16. **CODE OF PROFESSIONAL CONDUCT**

The Society shall adopt a Code of Professional Conduct by ballot conducted by the Council amongst Voting Members in accordance with Rule 8. The Code shall be adopted if no less than 75% of the valid votes are in favour of its adoption. Amendments shall be adopted in the same manner. The Code of Professional Conduct shall be deemed to be part of these Rules.

**17. PROFESSIONAL CONDUCT**

The Council of the Society must maintain a Professional Conduct Committee at all times. The 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 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 Rule 18.

**18. DISCIPLINARY PROCEDURES**

To give effect to Rule 17 the Council shall develop and promulgate Disciplinary Procedures. The Society shall adopt such Disciplinary Procedures by postal ballot conducted by the Council in the same manner as for alterations, additions or rescissions to the Rules under Rule 12. Amendments shall be adopted in the same manner. The Disciplinary Procedures shall be deemed to be part of these Rules.

**19. PROFESSIONAL STANDARDS**

- a) The Society may from time to time issue Professional Standards and Guidance Notes. 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.

**20. INDEMNIFICATION OF OFFICERS**

Every officer of the Society and every member of any body or committee, including any committee (howsoever described) appointed under Disciplinary Procedures promulgated under Rule 18 of the Rules of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him or her in good faith in the execution and discharge of his or her duties on behalf of the Society or in relation thereto including (without limitation) any liability incurred by him or her in defending any proceedings which relate to anything done or omitted by him or her in pursuance or purported pursuance of such duties or Disciplinary Procedures.

The Society may purchase and maintain insurance for any and every officer and member of such body or committee (howsoever described) against any liability which by virtue of any rule of law would otherwise attach to him or her in respect of any act or omission on behalf of the Society, including any such act or omission under or relating to such Disciplinary Procedures.

**21. TRANSITIONAL RULE ARISING FROM CERTAIN RULE AMENDMENTS PROMOTED IN 2019**

In the event that both the President and the Vice-President cease to hold office in 2020, Rule 6e) shall extend, with any necessary modifications, to the election of the President at the 2020 Annual General Meeting (as well as to the election of the other office holders referred to therein).

November 2019