

THE CONSTITUTION OF THE TAURANGA MOANA BIOSECURITY CAPITAL INCORPORATED

1. Name

- 1.1. The name of the Society shall be the Tauranga Moana Biosecurity Capital Incorporated (referred to in this Constitution as 'TMBC').

2. Purpose: Vision, Goal and Objectives

- 2.1. The vision of TMBC is: leading and taking collaborative action towards biosecurity excellence.
- 2.2. The goal of TMBC is: with the biosecurity champions in the local community, industry, tangata/mana whenua, and individuals improving the biosecurity situation in Tauranga Moana, the wider Bay of Plenty and as a consequence in New Zealand, by engaging with and empowering action to quickly identify new risks or manage existing risks and protecting our taiao, businesses and taonga from the impacts of damaging pests and all biosecurity risks.
- 2.3. The primary objectives of TMBC are:
 - (a) to provide support, funding or grants to advance education among persons who are or were engaged in activities and/or employment associated with biosecurity and to inform and educate the general public of New Zealand;
 - (b) to provide support to anyone who has suffered loss from biosecurity incursions and events;
 - (c) to promote, encourage, foster and/or undertake programmes, activities and projects that are related to biosecurity excellence and beneficial to the New Zealand public, or any group, community or sector in New Zealand and charitable in nature;
 - (d) to build a biosecurity team of New Zealanders in collaboration with the Ministry for Primary Industries, and regional and local government entities;
 - (e) to shift how we, as New Zealanders, think about biosecurity, how it connects to our everyday lives, and establish how people can get involved;
 - (f) to promote and encourage in the national interest research into biosecurity excellence, readiness and response;
 - (g) to bring together a "coalition of the willing" and establish a Tauranga Moana Māori Caucus at the centre of our regional biosecurity team, in a broad collaboration between tangata/mana whenua, community groups, industry, businesses, agencies, educators, scientists and others striving to achieve biosecurity excellence;
 - (h) to communicate with the members, to share experiences and learnings of biosecurity, and to run events for the members and the public and foster camaraderie between members;
 - (i) to collaborate and engage with all the participants in the biosecurity pathways into New Zealand and, particularly the pathways into Tauranga, focusing on biosecurity excellence programmes raising the awareness levels about biosecurity for all people and businesses involved in the community;
 - (j) to promote good biosecurity Governance and practice with the businesses and communities within Tauranga Moana and the wider Bay of Plenty;
 - (k) to support national and regional pest incursion responses;
 - (l) to promote and enhance kaitiakitanga and collaboration between kaitiaki and other organisations involved in biosecurity;
 - (m) to make regulations, bylaws and policies to advance the attainment of any of the above objects; and
 - (n) to do any act or thing ancillary to the attainment of any of the above objects.
- 2.4. TMBC is not currently registered as a charitable entity under the Charities Act 2005.

3. Powers

- 3.1. In addition to its statutory powers, TMBC:
 - (a) may use such of its funds to pay the costs and expenses of furthering or carrying out its

- objects, and for that purpose may employ such people, consultants, researchers and companies as may be appropriate; and
- (b) may purchase, lease, borrow, hire or otherwise acquire, may exchange, and may sell, lease, lend or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient.

3.2. TMBC:

- (a) may invest in any investment in which a trustee might invest; and
- (b) shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security;

but such powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least seven clear days written notice was given by circulation to all Members.

3.3. TMBC must not operate for the purpose of, or with the effect of:

- (a) any Member of TMBC deriving any personal financial gain from membership of TMBC, other than as may be permitted by law, or
- (b) returning all or part of the surplus generated by TMBC's operations to Members, in money or in kind; or
- (c) conferring any kind of ownership in TMBC's assets on Members;
- but TMBC will not operate for the financial gain of Members simply if TMBC:
- (d) engages in trade;
- (e) for matters that are incidental to the purposes of TMBC, pays a Member of TMBC that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private financial gain or profit of any individual;
- (f) reimburses a Member for reasonable expenses legitimately incurred on behalf of TMBC or while pursuing the TMBC's purposes;
- (g) provides benefits to members of the public or of a class of the public and those persons include Members or their families;
- (h) pays a Member a salary or wages or other payments for services to TMBC on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms);
- (i) pays any Member interest at no more than current commercial rates on loans made by that Member to TMBC; or
- (j) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of TMBC.

3.4. No Interested Member is allowed to take part in, or influence any decision made by TMBC in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.

3.5. Any payments made to an Interested Member must be for goods and services that advance the charitable purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

4. **Membership**

4.1. TMBC shall maintain a minimum number of ten members as required by the Incorporated Societies Act.

The following are eligible for membership of TMBC:

Tauranga Moana Māori Members

4.2. Tauranga Moana Māori Members may make up the Māori Biosecurity Caucus.

Partner Members

4.3. Partner Members are any person, company, trust, partnership or other legal entity who are actively engaged or have an interest in biosecurity and are committed to leading and taking collaborative action towards biosecurity excellence accepted for membership by the Executive Committee in the following categories: Platinum, Gold, Silver and Bronze.

General Members

4.4. General Members are any person, company, trust, partnership or other legal entity who are actively engaged or have with an interest in biosecurity and are committed to leading and taking collaborative action towards biosecurity excellence accepted for membership by the Executive Committee.

Life Members

4.5. Life Membership may be granted at the Annual General Meeting to such persons honoured by TMBC for outstanding services rendered to TMBC in accordance with the following minimum criteria:

- Long-standing membership of TMBC; and
- Distinguished services and outstanding a contribution to biosecurity.

4.6. Life Members have no special voting rights or other rights in their capacity as Life Members apart from not being liable to pay a subscription. Life members are eligible to vote and be a member of the Executive Committee. The secretary shall keep a record of all Life Members.

5. Membership Obligations

5.1. All Members shall promote the interests and the objects of TMBC and shall do nothing to bring TMBC into disrepute.

5.2. All Members shall be committed to TMBC's vision and goal to lead and take collaborative action towards biosecurity excellence.

5.3. All Members are to affirm their agreement to the TMBC Accord at Schedule One.

5.4. Membership of TMBC does not confer on any Member any right, title or interest (legal or equitable) in the property of TMBC.

5.5. Every Member shall advise the Secretary of their contact details and any change to their contact details.

6. Admission of Members

6.1. All applicants for membership including the Tauranga Moana tangata/mana whenua Members shall make and sign the pledge at Schedule One: The TMBC Accord consenting to membership of TMBC.

6.2. Applicants for membership, except for the Tauranga Moana tangata/mana whenua Members, shall in addition complete an application form provided by the Executive Committee and supply such information as may be required by the Executive Committee. This membership application shall be considered as set out in Rules 6.3 and 6.4 and 6.5.

- 6.3. These membership applications shall be considered by the Executive Committee who may interview a membership applicant.
- 6.4. The Executive Committee shall have sole discretion whether or not to admit a membership applicant and shall advise the applicant of its decision.
- 6.5. The Executive Committee shall advise the applicant of its decision (but is not required to provide reasons for that decision).
- 6.6. The Secretary shall keep an up to date membership Register of all Members recording their names and contact details and the date each member became a member and any other information required by this Constitution or prescribed by Regulations under the Incorporated Societies Act.

7. Cessation of Membership

- 7.1. Any Member may resign from membership by written notice to the Secretary, and each resignation shall take effect from the end of TMBC's then current financial year, but the Member resigning shall remain liable to pay all subscriptions to the end of the financial year. Upon the resignation taking effect, the Member shall then cease to hold himself or herself out as a member of TMBC and shall return to TMBC all material produced, owned or held by TMBC.
- 7.2. After due inquiry following the procedure set out in Schedule Two and having given a Member the right to be heard, the Executive Committee may by letter invite any member within a specified period of time to resign for failure to comply with this Constitution or any of TMBC's Regulations or By-laws, bringing TMBC into disrepute or failure to comply with any other duties of a member. If the Member does not so resign, the Executive Committee may recommend to the General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by two-thirds majority of those present and voting. Any such former member shall remain liable to pay all subscriptions to the end of TMBC's then financial year, and the Member shall then cease to hold himself or herself out as a member of TMBC and shall return to TMBC all material produced, owned or held by TMBC.
- 7.3. A Member will cease to be a member on their death, or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership.
- 7.4. Membership shall cease:
 - (a) On the date the Secretary receives the Member's notice of resignation;
 - (b) The date of General Meeting terminating the Member's membership;
 - (c) The date specified in a resolution of the Executive Committee; or
 - (d) On the date of death, liquidation, deregistration or dissolution.

8. Disputes

- 8.1. Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint.
- 8.2. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 8.3. The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, arbitration or by following the procedures set out at Schedule Two.
- 8.4. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

8.5. The resolution of all disputes must be conducted in a manner that is consistent with natural justice as set out in Schedule Two.

9. Re-Admission of Former Members

9.1. Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive Committee.

10. Member Access to Information Held by TMBC

10.1. A member at any time may make a written request for information held by TMBC in sufficient detail to enable the information to be identified by TMBC.

10.2. TMBC shall provide within a reasonable time the requested information unless for privacy, commercial, confidentiality or other valid reasons in the sole discretion of the Executive Committee should be withheld.

11. Subscriptions

11.1. The annual subscription for General Members (if any) shall be set by resolution of a General Meeting.

11.2. The annual subscription for Partner Members shall be:

- Platinum: annually contributes \$20,000 or more.
- Gold: annually contributes between \$10,000 and \$20,000.
- Silver: annually contributes between \$5,000 and \$10,000.
- Bronze: annually contributes up to \$5,000.

11.3. Any member failing to pay the annual subscription within one calendar month of the date the same was set shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any TMBC activity until all the arrears are paid. If such arrears are not paid within six months, or such later date as the Executive Committee may determine, the Member's membership shall be deemed to have been terminated and the Member shall cease to hold himself or herself out as a member of TMBC and shall return to TMBC all material produced, owned or held by TMBC.

12. Annual General Meetings

12.1. An Annual General Meeting shall be held once in each financial year at a time and place to be determined by the Executive Committee but not later than 30 September.

12.2. The business of the Annual General Meeting shall be:

- (a) to give notice of Proxies;
- (b) to approve the minutes of the previous Annual General Meeting and any Special Meeting;
- (c) to receive and adopt the annual report of the Executive Committee for the most recently completed accounting period;
- (d) to receive and adopt the financial report and annual financial statements for the most recently completed accounting period;
- (e) to approve the criteria (as recommended by the Executive Committee) for application of TMBC's funds for its charitable objectives;
- (f) to approve any honorarium for the Executive Committee and Sub-Committee Members;
- (g) to approve a budget for the following year and set the subscriptions (if any) for the following year;
- (h) to receive any disclosures of conflict of interest made by the Executive Committee members for the most recently completed accounting period;
- (i) to hold the Executive Committee elections; and
- (j) to consider motions and other business of which notice has been given or is accepted by the majority of Members entitled to vote who are present.

13. Special General Meetings

- 13.1. Special General Meetings may be called by the Executive Committee, or by written requisition to the Executive Committee signed by not less than a quarter of the Members.
- 13.2. Any requisition shall specify the objects or purpose of the meeting and the Executive Committee shall within one month after receipt of the requisition convene a Special General Meeting for a date not later than two months after the date on which the requisition was received.
- 13.3. At least seven clear days before any Special Meeting, the Secretary shall give all Members written notice of the business to be conducted at the Special General Meeting and a copy of the written requisition (if applicable). The failure by any Member to receive such notice shall not invalidate the meeting or its proceedings.

14. Meeting Procedure

- 14.1. Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 14 clear days before the date of the meeting. The Executive Committee may consider all such notices of motion and provide recommendation to the Members in respect of them.
- 14.2. At least seven clear days before any General Meeting the Secretary shall give all Members written notice of the business to be conducted at the General Meeting, including for the Annual General Meeting the annual statement of accounts and including motions to be put to the meeting. The failure by any member to receive such notice shall not invalidate the meeting or its proceedings.
- 14.3. Any Member including any co-opted member and the authorised representative of a body corporate may attend, speak and vote at a General Meeting.
- 14.4. A Member shall be entitled to vote by written proxy if received by the Secretary at the start of the General Meeting and given in favour of another Member present at the General Meeting, but no other proxy voting shall be permitted.
- 14.5. Voting at a General Meeting shall be by a show of hands or poll if so, directed by the chair, or if so demanded by not less than a quarter of Members present at that meeting.
- 14.6. At all General Meetings the quorum shall be 20 Members of TMBC.
- 14.7. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members the meeting shall be dissolved – in any other case, it shall stand adjourned to a day, time and place determined by a Co-Chair of TMBC, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. In all other cases any decisions made when a quorum is not present are not valid.
- 14.8. At any General Meeting one of the Co-Chairs shall serve as chair of the meeting and in their absence the meeting shall elect a chair for that meeting.
- 14.9. Any person chairing a General Meeting may:
 - (a) With the consent of the Members attending a General Meeting adjourn that General Meeting to a new time and place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chair be removed from the Meeting, and
 - (c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

14.10. Any General Meeting may be convened by electronic means or a combination of electronic and in person attendance.

14.11. The Secretary shall keep Minutes of all General Meetings.

15. Postal Ballot

15.1. The Executive Committee may direct that a postal or electronic ballot (a "Ballot") of Members be held to determine the following issues:

- (a) Any issue which a General Meeting of TMBC has determined shall be referred to a Ballot; and
- (b) Such other matters as the Executive Committee may determine.

15.2. Ballot papers shall be sent to Members together with such background information, whether supplied by the Executive Committee or otherwise, as will enable members to be fully and fairly informed on the issue to be resolved by Ballot.

15.3. The form of ballot paper shall be as determined by the Executive Committee for each such vote.

15.4. The date for return of Ballots shall be not less than ten or more than thirty days after the date upon which the ballot paper is sent to Members.

15.5. Any matter determined by ballot is deemed to be passed if at least 75 percent of the members entitled to vote, and who cast a valid vote on the matter, vote in favour of it.

15.6. Ballot voting must be scrutinised by an independent person who is not and was not a member of TMBC.

16. Election of the Executive Committee

16.1. The two Co-Chairs, the Secretary/Treasurer and not less than four other Executive Committee members shall be TMBC's Executive Committee, shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting a term of one year.

16.2. The Māori Biosecurity Caucus shall nominate the Māori Co-Chair to the Executive Committee.

16.3. Both the Co-Chairs, the Secretary / Treasurer and the other Executive Committee Members shall be elected by Members at the Annual General Meeting as follows:

- (a) Written nominations for election shall be received by the Secretary not less than 14 working days before the date of the Annual General Meeting at which the elections are to be held. Candidates must be nominated and seconded by a Member and be accompanied by the written consent of the nominee and a certificate from the nominated member that they are not disqualified from being appointed or holding office under this Constitution and the Incorporated Societies Act.
- (b) The valid nominations shall be sent by the Secretary to the Members seven days before the General Meeting at which the nominations are to be considered. The failure for any reason of any Member to receive such Notice shall not invalidate the election.
- (c) If there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) Voting shall be by show of hand or poll if so, directed by the Chairperson, or if so demanded by not less than a quarter of the Members present at that meeting.
- (e) Every Member including co-opted members (appointed under Rule 17.5) and members of the Māori Biosecurity Caucus shall have one vote for each position on the Executive Committee. The candidate or candidates who receive the greatest number of votes shall be elected. In the event of any vote being tied, the tie shall be resolved by the incoming Executive Committee.
- (f) Two Members (who are not nominees) or non-Members appointed by the Chair shall act as scrutineers for the counting of the votes and destruction of any voting papers.

- 16.4. Candidates for Executive Membership must be natural persons and not be disqualified by the Incorporated Societies Act from being appointed or holding office as a member of the Executive Committee.
- 16.5. Candidates for Executive Membership must consent in writing and certify that they are not disqualified from being an Executive Committee member and in addition the candidate cannot be:
- (a) an undischarged bankrupt;
 - (b) prohibited from being a director or promoter of a company;
 - (c) disqualified from being an officer of a charitable entity;
 - (d) convicted and sentenced for certain offending (for example, a crime involving dishonesty);
 - (e) subject to particular orders (for example, a banning order);
 - (f) unable to comply with any qualifications for officers contained in the TMBC's constitution; or
 - (g) does not comply with any qualifications prescribed from time to time by resolution of the Executive Committee.
- 16.6. A casual vacancy or vacancies on the Executive Committee may be filled by the remaining members of the Executive Committee appointing a Member who certifies that they meet the requirements of Rule 16.6 and who shall hold office only until the next Annual General Meeting.

17. Executive Committee

- 17.1. The administration management and control of TMBC its funds and property is vested in the Executive Committee. Subject to this Constitution and the resolution of any General Meeting, the Executive Committee has the power to exercise all the powers and authorities of TMBC for the purpose of carrying out TMBC's Purposes.
- 17.2. The Executive Committee is accountable to the Members of TMBC for the implementation of the policies and decisions of TMBC as approved by any General Meeting and at all times each Committee Member shall:
- (a) Act in good faith and in the best interests of TMBC;
 - (b) Exercise all powers for a proper purpose and in accordance with this constitution and applicable law;
 - (c) Exercise reasonable care and diligence;
 - (d) Not create a substantial risk of serious loss to creditors; and
 - (e) Not incur an obligation the officer doesn't reasonably believe TMBC can perform.
- 17.3. The Executive Committee shall meet four times a year at such times and places and in such manner (including by electronic means) as it may determine and otherwise where and as convened by the Chairperson or the Secretary.
- 17.4. All Executive Committee meetings shall be chaired by one of Co-Chairs or in their absence by some other Executive Committee member elected for that purpose by the meeting. The meeting chair shall have a deliberative and casting vote. The Co- Chairs shall decide between themselves who shall chair each meeting and, if they cannot agree, the meeting by majority vote shall decide who shall chair the meeting.
- 17.5. The Executive Committee may co-opt any person to the Executive Committee for a specific purpose, or for a limited period, or generally until the next Annual General meeting. The co-opted member may attend Executive and General Meetings, speak and vote at these meetings.
- 17.6. The quorum for Executive Committee meetings is four of its members including any co-opted member.
- 17.7. Only Executive Committee members and co-opted members who are present in person or by electronic means shall be counted in the quorum and entitled to vote. Each member and each co-opted member shall have one vote.

- 17.8. The Executive Committee may act by resolution approved by not less than 50% of Executive Committee members and co-opted members through a written ballot conducted by mail, email or other electronic means.
- 17.9. Other than as prescribed by statute or by this Constitution, the Executive Committee may regulate its proceedings as it thinks fit.
- 17.10. The Executive Committee may receive such honoraria as may be set by resolution of a General Meeting.
- 17.11. TMBC may reimburse Executive Committee members for expenses properly incurred by them in performing their duties as members of the Executive Committee, including air travel, accommodation and conference fees.
- 17.12. Executive Members are expected to attend 50% of the meetings of the Executive Committee.
- 17.13. Each Executive Committee member shall within one month of submitting a resignation or ceasing to hold office deliver to the Executive Committee all books, papers and other property of TMBC.
- 17.14. At any meeting of the Executive Committee there may be present by invitation of the Executive Committee any other person.
- 17.15. The Executive Committee shall be accountable to the Members for the advancement of TMBC's purposes and the implementation of resolutions approved by any General Meeting, and at all times each Executive Committee member: (a) Shall act in good faith and in what he or she believes to be the best interests of TMBC, (b) Must exercise all powers for a proper purpose.
- 17.16. The Executive Committee may call other meetings (not being General or Committee meetings) of the members to further the business of TMBC and the Executive Committee may permit the attendance at those meetings of non-members as observers with speaking rights.

18. Urgent Decisions

- 18.1. Both of the Co-Chairs, including any Executive Committee member they ask to assist, may make an urgent decision on behalf of the Executive Committee. This urgent decision is to be tabled for noting at the next Executive Committee meeting and has the status of a decision made by the full Executive Committee. Urgent decision means a decision that due to time constraints needs to be made before the holding of the next Executive Committee meeting where it is not practical to call a meeting of the Executive Committee.

19. Functions of the Co-Chair

- 19.1. The Co-Chairs shall generally oversee and direct the affairs and business of TMBC. The Co-Chairs shall decide between themselves any matter or issue that is for them to determine and, if they cannot agree, the Executive Committee by majority vote shall make the decision on the matter or issue.

20. Functions of the Secretary / Treasurer

- 20.1. The Secretary/Treasurer shall record the minutes of all General Meetings, Special Meetings and Executive Committee Meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that the meeting was duly called and prima facie be a true and correct record of what occurred at the meeting.
- 20.2. The Secretary/Treasurer shall deal with and answer correspondence and perform such other duties as may be required by the Executive Committee.
- 20.3. The Secretary/Treasurer shall keep such books of account as may be necessary to provide a true record of TMBC's financial position, report on TMBC's financial position to each Executive

Committee Meeting, and present annual financial statements to the Annual General Meeting together with a budget for the next financial year. TMBC shall comply with all relevant financial reporting obligations applicable to it under law.

- 20.4. The Executive Committee shall maintain a bank account in the name of Tauranga Moana Biosecurity Capital Incorporated, and all withdrawal forms shall be signed by, and all electronic transactions authorised by, the Treasurer and one other member of the Executive Committee.
- 20.5. The Secretary/Treasurer shall ensure that all money received on account of TMBC is banked within seven days of receipt.
- 20.6. The Secretary/Treasurer shall submit all accounts paid or for payment to the Executive Committee for approval of payment.
- 20.7. TMBC may, by resolution of General Meeting, appoint an auditor or a reviewer, who is a member of Chartered Accountants Australia and New Zealand and not a Member of TMBC, to audit or conduct a review of the annual accounts of TMBC.
- 20.8. The financial year of TMBC shall commence on 1 April of each year and end on 31 March in each year.

21. Subcommittees

- 21.1. The Executive Committee may appoint subcommittees consisting of such persons (whether or not members of TMBC) and for such purposes as it thinks fit and no subcommittee shall act outside its purposes as set by the Executive Committee.
- 21.2. Unless otherwise resolved by the Executive Committee:
 - (a) The quorum of every subcommittee is half the members of the subcommittee.
 - (b) No subcommittee shall have power to co-opt additional members.
 - (c) No subcommittee may commit TMBC to any financial expenditure without express authority
 - (d) No subcommittee may delegate any of its powers.
- 21.3. Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee through a written ballot conducted by mail, facsimile or email.

22. Delegation of Function and Powers

- 22.1. The Executive Committee may from time to time, either generally or specifically, delegate any of the Executive Committee's functions and powers to any of its subcommittees, officers, members, or employees.
- 22.2. The Executive Committee shall not delegate the power of delegation conferred by Rule 22.1.
- 22.3. Every delegation must be in writing.
- 22.4. Any delegation may be made to:
 - (a) a specified person; or
 - (b) a person belonging to a specified class of persons; or
 - (c) the holder for the time being of a specified office or appointment; or
 - (d) the holder for the time being of an office or appointment of a specified class.
- 22.5. The committee or person to whom any such delegation is made may exercise or perform the delegated functions or powers in the same manner and with the same effect as if they were the Executive Committee.
- 22.6. Exercise of the delegation is subject to any general or special directions given or conditions

imposed by the Executive Committee.

- 22.7. Every delegation under Rule 22.1 is revocable at will, but the revocation does not take effect until it is communicated to the delegate by the Executive Committee.
- 22.8. A delegation continues in force according to its terms until it is revoked, notwithstanding any change in the membership of the Executive Committee or of any subcommittee.
- 22.9. No delegation under Rule 22.1 prevents the performance or exercise of any function or power by the Executive Committee.

23. Managing Conflicts of Interest and Duty to Disclose Conflict of Interest

- 23.1. All members of the Executive Committee and sub-committees are required to disclose a conflict of interest as soon as practicable after the member becomes aware that they are interested in the matter as set out in Schedule 3.
- 23.2. Conflicts of interest are to be managed as set out in Schedule 3.
- 23.3. The Secretary must maintain an up to date conflicts of interests register for members of the Executive Committee and any employees of TMBC

24. Execution of Documents

- 24.1. Documents and contracts shall be executed for TMBC pursuant to a resolution of the Executive Committee:
 - (a) By being countersigned by a Co-Chair and one other member of the Executive Committee.

25. Indemnity for Officers and Executive Committee

- 25.1. No officer or employee of TMBC or member of the Executive Committee shall be liable for the acts or defaults of any other officer or employee of TMBC or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 25.2. The officers, employees, Executive Committee and each of its members shall be indemnified by TMBC for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

26. General Meeting and Executive Committee Decisions Binding on Members

- 26.1. Subject to the Incorporate Societies Act, this Constitution and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

27. Registered Office

- 27.1. The registered office of TMBC will be at such place as the Executive Committee from time to time determines and changes to the Registered Office will be advised to the Registrar of Incorporated Societies.

28. Alteration of The Constitution

- 28.1. This Constitution may be amended or replaced by resolution of any General Meeting passed by two-thirds majority of those Members present (including by electronic means) and voting,

provided that no amendment may be made which would alter:

- (a) the Rules precluding Members from obtaining any personal benefit from their membership; and
- (b) the Rule as to winding up and disposal of surplus funds.

28.2. Any proposed motion to amend or replace this Constitution shall, if proposed by Members, be signed by at least 10 Members and given in writing to the Secretary at least 14 clear days before the General Meeting at which the motion is to be considered and accompanied by a written explanation for the reason for the proposal.

28.3. At least seven clear days before the General Meeting at which any proposal to amend the Constitution (whether proposed by Members in accordance with Rule 28.2 or otherwise by the Executive Committee) is to be considered the Secretary shall give written notice to all Members of the proposed motion, the reason for the proposal, and of any recommendations from the Executive Committee in respect thereof.

28.4. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Incorporated Societies Act for registration and shall take effect from the date of registration.

29. **Regulation, Bylaws and Policy Making Power**

29.1. The General Meeting from time to time may make and amend regulations, bylaws and policies for the conduct and control of TMBC activities and codes of conduct applicable to Members, but no such regulations, bylaws, policies and codes of conduct shall be inconsistent with this Constitution or the Incorporated Societies Act. This Constitution, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request. Bylaws are a set of rules for the conduct of the TMBC made by the members at a General Meeting.

30. **Winding Up and Disposal of Surplus Funds**

30.1. TMBC may be wound up, liquidated or removed from the Register of Incorporated Societies in accordance with the Incorporated Societies Act.

30.2. The Secretary shall give Notice to all Members of:

- (a) the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and
- (b) the General Meeting at which any such proposal is to be considered,
- (c) the reasons for the proposal, and
- (d) any recommendations from the Committee in respect to such notice of motion.

30.3. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

30.4. If on the winding up or dissolution of TMBC there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed among the Members of TMBC but shall be given or distributed to similar organisations in New Zealand as determined by the Executive Committee.

31. **Notices**

31.1. Any notice required to be given in writing under this Constitution may be delivered personally or sent by post, courier, facsimile or email.

31.2. **Deemed service:** Notices are deemed served at the following times:

- (a) when served personally, upon delivery;
- (b) when sent by post, 5 Business Days after posting (or where sent by post outside New Zealand, on the 7th Business Day following the day on which it was posted);

- (c) when sent by facsimile, upon receipt of the facsimile transmission confirming that the facsimile has been validly sent; and
 - (d) in the case of email, when acknowledged by the addressee orally or by return email or otherwise in writing except that return emails generated automatically shall not constitute an acknowledgement,
- provided that any notice, in relation to paragraphs (a), (c) and (d), which has been served on a Saturday, Sunday or public holiday is deemed to be served on the first Business Day after that day.

32. **Contact Person**

32.1. TMBC's Contact Person is the Secretary.

32.2. Any change in that Contact Person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or TMBC becoming aware of the change.

33. **Definitions**

33.1. In this Constitution, words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022.

33.2. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'Incorporated Societies Act' means the Incorporated Societies Act 1908 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.

'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.

'Co-Chair' means the **Committee Members** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'Committee' means the **Society's** governing body.

'Committee Member' means a member of the **Committee**, including the **Co-Chairs, Secretary** and **Treasurer**.

'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

'Interested Member' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

'Interests Register' means the register of interests of Officers, including

'Committee Members', kept under this Constitution.

'Matter' means—

1. the **Society's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Register of Members' means the register of **Members** kept under this Constitution.

‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

‘TMBC’ is the abbreviation for the Tauranga Moana Biosecurity Capital Incorporated and means the **‘Society’**

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Schedule One: The TMBC Accord

I/We are committed to 'leading and taking collaborative action towards biosecurity excellence' as members of Tauranga Moana Biosecurity Capital (TMBC). Biosecurity is important to everything I/we love about Tauranga Moana - our people, our culture, our local industries, economy, businesses and jobs, our forests, our waterways, our moana. Biosecurity is fundamental to the financial economy of local businesses, the Māori cultural economy and who we are – our whakapapa, our whanaungatanga, and mana taiao (our connection to, and role as kaitiaki and stewards for, our environment).

I/We recognise pests and diseases can devastate our region and that it takes a community to successfully tackle biosecurity threats – that we all need to be vigilant and play our part, whether that's in our ngahere, at the Port, in our orchards and farms, in our back yard, or out on the water.

As members of TMBC I/we are committed to working together to achieve biosecurity excellence.

I/We are joining forces to:

- Grow biosecurity awareness and social license, including running joint campaigns
 - Build visibility of great things happening and promoting initiatives/events
 - Advocate for better biosecurity for our region
 - Catalyse action – people getting involved
 - Collaborate to achieve better results, sharing information and lessons
 - Seize opportunities that will grow the regional team committed to biosecurity excellence
- *Ko Tātou This Is Us.*

This is our Tauranga Moana so let's protect it together.

Schedule Two: Dispute Resolution Procedure – copied from Schedule 2 of the Incorporated Societies Act 2022

How a complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
 - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with TMBC's constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by TMBC.
2. TMBC may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
 - (a) states that TMBC is starting a procedure for resolving a dispute in accordance with TMBC's constitution; and
 - (b) sets out the allegation to which the dispute relates.
3. The information given under Schedule Two Rule (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Person who makes a complaint has right to be heard

4. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
5. If TMBC makes a complaint,—
 - (a) TMBC has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of TMBC.
6. Without limiting the manner in which the member, officer, or TMBC may be given the right to be heard, they must be taken to have been given the right if—
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the member's, officer's, or TMBC's written statement or submissions (if any) are considered by the decision maker.

Person who is subject of a complaint has right to be heard

7. This Rule applies if a complaint involves an allegation that a member, an officer, or TMBC (the respondent):
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under TMBC's constitution or bylaws or this Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
8. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
9. If the respondent is TMBC, an officer may exercise the right on behalf of TMBC.
10. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining a dispute

11. TMBC must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
12. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

TMBC may decide not to proceed further with a complaint

13. Despite the preceding Rules, TMBC may decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct;
 - (ii) that a member, an officer, or TMBC has materially breached, or is likely to materially breach, a duty under TMBC's constitution or bylaws or this Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

TMBC may refer a complaint

14. TMBC may refer a complaint to—

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

15. TMBC may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

16. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

Schedule Three: Managing Conflicts of Interest and Duty to Disclosure Conflict

When there is a conflict of interest

1. A member is interested in a matter if the member ('Interested Member'):
 - (a) may obtain a financial benefit from the matter; or
 - (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (c) may have a financial interest in a person to whom the matter relates; or
 - (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
 - (e) is interested in the matter because TMBC's constitution so provides.
2. However, a member is not interested in a matter:
 - (a) merely because the member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
 - (b) if the member's interest is the same or substantially the same as the benefit or interest of all or most other members of TMBC due to the membership of those members; or
 - (c) if the member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member in carrying out the member's responsibilities under this Act or TMBC's constitution; or
 - (d) if the member's interest is of a kind that is specified in TMBC's constitution for the purposes of this subsection.
3. In this schedule, matter means:
 - (e) TMBC's performance of its activities or exercise of its powers; or
 - (f) an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by TMBC.

Duty to Disclose

4. A member who is interested in a matter relating to TMBC must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (a) to the committee; and
 - (b) in an interests register kept by the committee.
5. Disclosure must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

Consequences of being interested in a matter – management of conflicts of interest

6. A member who is interested in a matter relating to TMBC:
 - (a) must not vote or take part in a decision of the committee or meeting relating to the matter; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - (c) may take part in any discussion of the committee relating to the matter and be present at the time of the decision of the committee (unless the committee decides otherwise).
7. However:
 - (a) a 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 meeting at which the matter is considered; and
 - (b) where all members of the committee or meeting who are not interested in the matter consent to the conflicted member participating in the matter, then the conflicted member may vote, take part in the decision and sign documents.

8. Where 50% or more of the members of the committee or group are prevented from voting on the matter, a Special General Meeting of TMBC must be called to consider and determine the matter.

Dated: **2026**

SIGNED by a Member of TMBC

by its authorised signatory:

Signatory full name (printed):

Position:

SIGNED by a Member of TMBC

by its authorised signatory:

Signatory full name (printed):

Position: