

## **RULES OF THE BIOSECURITY BUSINESS PLEDGE INCORPORATED**

### **1. Name**

- 1.1. The name of the Society shall be The Biosecurity Business Pledge Incorporated (referred to in these Rules as 'BBP').

### **2. Purpose**

- 2.1. The principle objective of the BBP is (on a not for profit basis) to support and encourage businesses to play a proactive role in a biosecurity system that successfully protects New Zealand's unique national environment, economy and way of life.

To achieve the principle objective in Rule 2.1 the goals of BBP are as follows.

- 2.2. To foster a culture of proactive biosecurity management within the business community by growing the number of businesses that have Pledged to:
- (a) Actively seek to understand and manage biosecurity considerations associated with their business activity;
  - (b) Promote a culture of proactive management within their businesses;
  - (c) Incorporate biosecurity into procurement policies; and
  - (d) Take opportunities to support customers, staff, suppliers and stakeholders to understand the importance of biosecurity and what good biosecurity practice looks like.
- 2.3. To build business competence to proactively adopt good biosecurity measures by:
- (a) Serving as a dynamic forum for:
    - (i) Engaging with business leaders to raise their awareness and cultivate their leadership capabilities in the realm of biosecurity;
    - (ii) Enabling business access to renowned experts and exemplary instances of successful biosecurity initiatives;
    - (iii) Enabling peer discussions for businesses to share biosecurity experiences and knowledge;
    - (iv) Organising events that strengthen biosecurity related camaraderie within the business community;
    - (v) Enabling collaboration between businesses to better manage biosecurity risks;
    - (vi) Enabling enhanced dialogue between the business community and government to ensure efficacy of the overall biosecurity system.
  - (b) Developing a practical, open source, business biosecurity toolkit based on evidence and real-world insights;
  - (c) Forging strong partnerships with allied organisations that share a commitment to biosecurity.
- 2.4. In addition:
- (a) To make bylaws and policies to advance the attainment of any of the above objectives; and

- (b) To do any act or thing ancillary to the attainment of any of the above objective and goals.

### 3. **Powers**

#### 3.1. In addition to its statutory powers, BBP:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objectives, 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 objectives as may seem expedient.

#### 3.2. BBP:

- (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. BBP must not operate for the purpose of, or with the effect of:

- (a) Any Member of BBP deriving any personal financial gain from membership of BBP, other than as may be permitted by law, or
- (b) Returning all or part of the surplus generated by BBP's operations to Members, in money or in kind; or
- (c) Conferring any kind of ownership in BBP's assets on Members.

But BBP will not operate for the financial gain of Members simply if BBP:

- (d) Engages in trade;
- (e) For matters that are incidental to the purposes of BBP, pays a Member of BBP that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual;
- (f) Reimburses a Member for reasonable expenses legitimately incurred on behalf of BBP or while pursuing the BBP'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 BBP 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 BBP; or
- (j) Provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of BBP.

- 3.4. No Interested Member is allowed to take part in, or influence any decision made by BBP 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. BBP shall maintain a minimum number of ten members as required by the Incorporated Societies Act. The following are eligible for membership of BBP:

##### **Members**

- 4.2. Members are any company, trust, partnership or other legal entity who are actively engaged with 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.

##### **Representation of Members**

- 4.3. Members are to nominate a natural person with an interest in the member's organisation to represent the Member in all BBP matters and in all BBP meetings. The Member may change their nominated representative by notice to the Executive Committee at any time. For the purpose of this Rule, a person shall have an interest in an organisation if they are an employee, director, shareholder, partner or trustee or beneficiary of the organisation. The determination of the Executive Committee whether a natural person has the required interest in an organisation under this Rule shall be final.

#### **5. Membership Obligations**

- 5.1. All Members are to commit to the pledge at Schedule 1.
- 5.2. All Members shall promote the interests and the objective of BBP and shall do nothing to bring BBP into disrepute.
- 5.3. All Members shall be committed to BBP's objective and goals to lead and take collaborative action towards proactive good biosecurity practice.
- 5.4. Membership of BBP does not confer on any Member any right, title or interest (legal or equitable) in the property of BBP.
- 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. Every applicant for membership must consent in writing to becoming a Member.
- 6.2. Applicants for membership complete an application form provided by the Executive Committee and supply such information as may be reasonably required by the Executive Committee. This membership application shall be considered as set out in Rules 6.3 and 6.4.
- 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 (but is not required to provide reasons for that decision).
- 6.5. The Secretary shall keep a Register of Members recording their names and contact details and the date each member became a member and any other information required by these Rules 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 on the date the Secretary receives the Member's notice of resignation, 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 BBP and shall return to BBP all material produced, owned or held by BBP.
- 7.2. After due inquiry following the procedure set out in Schedule 2 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 these Rules or any of BBP's bylaws, policies and codes of conduct, bringing BBP 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 BBP's then financial year, and the Member shall then cease to hold himself or herself out as a member of BBP and shall return to BBP all material produced, owned or held by BBP.
- 7.3. A Member will cease to be a member 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 2.
- 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 2.

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 BBP**

- 10.1. A member at any time may make a written request for information held by BBP in sufficient detail to enable the information to be identified by BBP.
- 10.2. BBP 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 Members (if any) shall be set by the Executive Committee before the commencement of the financial year to which the subscription relates.

- 11.2. Any member failing to pay the annual subscription within two calendar months 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 BBP 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 BBP and shall return to BBP all material produced, owned or held by BBP.

## **12. Funding Partners**

- 12.1. Any organisation wanting to support BBP achieve its vision and goals may submit an application to the Executive Committee to become a funding partner.
- 12.2. The Executive Committee reserves the right to request any necessary information from the applicant for the application in order to make an informed decision whether to accept the applicant.
- 12.3. The Executive Committee has complete discretion in determining whether or not to approve an application for funding partnership. The Committee will inform the applicant of its decision, but it is not obligated to provide detailed reasons for that decision.
- 12.4. The Executive Committee will establish the duration of the funding partnership. Periodically, the Committee may review this decision.
- 12.5. Funding partners do not hold BBP membership.
- 12.6. Funding partners have the right to attend and speak at General Meetings and may be appointed to the Reference Group; however, they do not possess voting or any other privileges at these meetings.

## **13. Annual General Meetings**

- 13.1. 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 December.
- 13.2. 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 BBP's funds for its objectives;
- (f) To approve any honorarium for the Executive Committee and Subcommittee Members;
- (g) To approve a budget 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.

#### **14. Special General Meetings**

- 14.1. 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.
- 14.2. Any requisition shall specify the objectives 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.
- 14.3. 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.

#### **15. Meeting Procedure**

- 15.1. 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.
- 15.2. 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 an agenda 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.
- 15.3. Any Member including any co-opted member may attend, speak and vote at a General Meeting.
- 15.4. 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.

- 15.5. 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.
- 15.6. At all General Meetings the quorum shall be 10 eligible Members of BBP.
- 15.7. 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 the meeting Chair, 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.
- 15.8. At any General Meeting one of the Executive Committee shall serve as Chair of the meeting and in their absence the meeting shall elect a Chair for that meeting.
- 15.9. 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.
- 15.10. Any General Meeting may be convened by electronic means or a combination of electronic and in person attendance.
- 15.11. The Secretary shall keep Minutes of all General Meetings.

**16. Postal Ballot**

- 16.1. 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 BBP has determined shall be referred to a Ballot; and
  - (b) Such other matters as the Executive Committee may determine.
- 16.2. 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.
- 16.3. The form of ballot paper shall be as determined by the Executive Committee for each such vote.



- 16.4. 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.
- 16.5. Any issue determined by Ballot shall be deemed to be passed if it is approved by no less than 75% of members who are entitled to vote.
- 16.6. Ballot voting must be scrutinised by an independent person who is not and was not a member of BBP.

**17. Composition and Election of the Executive Committee**

- 17.1. The BBP's Executive Committee shall have as its members:
  - (a) A Chair who shall be elected by the Executive Committee from amongst its members who have been elected at the most recent Annual General Meeting. The Chair shall have a one year term and shall hold office until the Executive Committee is assembled at the following year's Annual General Meeting..
  - (b) A Secretary / Treasurer who shall be appointed by the Executive Committee and may be a member of the Executive Committee or the Executive Director or a member of BBP's staff. The Secretary / Treasurer shall hold office until the Executive Committee is assembled at the following year's Annual General Meeting..
  - (c) Not less than six persons elected in accordance with Rule 17.2 at the Annual General Meeting who shall hold office for a two year term: except for the inaugural committee where half the elected officers are to have one year terms to provide for continuity, as agreed by the members, by mutual consent, but failing that the Chair shall determine the terms for each Executive Committee member and the Chair's decision shall be final.
  - (d) Any other person co-opted to the Executive under Rule 18.5.
- 17.2. The Executive Committee Members shall be elected by the following process of Members at the Annual General Meeting:
  - (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 by a Member and seconded by another Member and the nomination must 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 these Rules and the Incorporated Societies Act and they are to declare that they are the appointed representative of the organisation that is a Member of BBP.
  - (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 Chair, or if so demanded by not less than a quarter of the Members present at that meeting.
  - (e) Every Member 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.
- 17.3. 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.
- 17.4. Candidates for Executive Committee 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 BBP's constitution; or
  - (g) Does not comply with any qualifications prescribed from time to time by resolution of the Executive Committee.
- 17.5. 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 17.4 and who shall hold office only until the next Annual General Meeting.

## **18. Executive Committee**

- 18.1. The administration management and control of BBP its funds and property is vested in the Executive Committee. Subject to these Rules and the resolution of any General Meeting, the Executive Committee has the power to exercise all the powers and authorities of BBP for the purpose of carrying out BBP's Purposes.
- 18.2. The Executive Committee is accountable to the Members of BBP for the implementation of the policies and decisions of BBP 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 BBP;
- (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 BBP can perform.

- 18.3. The Executive Committee shall meet two 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 Chair or the Secretary.
- 18.4. All Executive Committee meetings shall be chaired by the Chair or in the Chair's absence by some other Executive Committee member elected for that purpose by the meeting. The meeting Chair shall have a deliberative and casting vote.
- 18.5. The Executive Committee may co-opt any person or the nominated representative of any organisation, by invitation, to the Executive Committee for a specific purpose, or for a limited period, or generally until the next Annual General meeting. This co-opted Committee member is entitled to all the privileges of Executive Committee membership and may attend these Executive Committee Meetings, speak and vote at the same but not vote at the AGM. Co-opted members are to complete the certificate required by Rule 17.4.
- 18.6. The quorum for Executive Committee meetings is the majority of its members including any co-opted member.
- 18.7. 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.
- 18.8. 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, facsimile or email.
- 18.9. Other than as prescribed by statute or by these Rules the Executive Committee may regulate its proceedings as it thinks fit.
- 18.10. The Executive Committee may receive such honoraria as may be set by resolution of a General Meeting.
- 18.11. Executive Members are expected to attend 50% of the meetings of the Executive Committee.
- 18.12. 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 BBP.

- 18.13. At any meeting of the Executive Committee there may be present by invitation of the Executive Committee any other person.
- 18.14. The Executive Committee shall be accountable to the Members for the advancement of BBP'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 BBP; and
  - (b) Must exercise all powers for a proper purpose.
- 18.15. The Executive Committee may call other meetings (not being General or Committee meetings) of the members to further the business of BBP and the Executive Committee may permit the attendance at those meetings of non-members as observers with speaking rights.

**19. Functions of the Chair**

- 19.1. The Chair shall generally oversee and direct the affairs and business of BBP.

**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 Chair 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 BBP's financial position, report on BBP'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. BBP 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 The Biosecurity Business Pledge 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 BBP 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. BBP 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 BBP, to audit or conduct a review of the annual accounts of BBP.
- 20.8. The financial year of BBP shall commence on 1 July of each year and end on 30 June in each year.

**21. Subcommittees**

- 21.1. The Executive Committee may appoint subcommittees consisting of such persons (whether or not members of BBP) 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 BBP to any financial expenditure without express authority; and
  - (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. BBP Members' Reference Group**

- 22.1. The Executive Committee is to establish a BBP Members' Reference Group as a subcommittee of BBP in accordance with Rule 21 and create its terms of reference.

**23. Executive Director and Staff**

- 23.1. The Executive Committee may appoint an Executive Director, who shall hold office for such period and upon such terms as to salary or otherwise as the Executive Committee shall from time to time determine.
- 23.2. The Executive Committee will determine and agree the responsibilities, duties and delegations of the Executive Director. This may include the appointment of other staff.

**24. Delegation of Function and Powers**

- 24.1. 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.

- 24.2. The Executive Committee shall not delegate the power of delegation conferred by Rule 24.1.
- 24.3. Every delegation must be in writing.
- 24.4. 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.
- 24.5. 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.
- 24.6. Exercise of the delegation is subject to any general or special directions given or conditions imposed by the Executive Committee.
- 24.7. Every delegation under Rule 24.1 is revocable at will, but the revocation does not take effect until it is communicated to the delegate by the Executive Committee.
- 24.8. 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.
- 24.9. No delegation under Rule 24.1 prevents the performance or exercise of any function or power by the Executive Committee.

25. **Managing Conflicts of Interest and Duty to Disclose Conflict of Interest**

- 25.1. All members of the Executive Committee and subcommittees 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.
- 25.2. Conflicts of interest are to be managed as set out in Schedule 3.
- 25.3. The Secretary must maintain an up to date conflicts of interests register for members of the Executive Committee and any employees of BBP.

26. **Execution of Documents**

- 26.1. The Common Seal of BBP shall be kept in the custody of the Secretary.
- 26.2. Documents and contracts shall be executed for BBP pursuant to a resolution of the Executive Committee:
- (a) By affixing the Common Seal and countersigned by the Chair and one other member of the Executive Committee; or

- (b) Where the document or contract is not required by law to be executed under common seal, by the Chair and one other member of the Executive Committee signing on behalf of BBP.

**27. Indemnity for Officers and Executive Committee**

27.1. No officer or employee of BBP or member of the Executive Committee shall be liable for the acts or defaults of any other officer or employee of BBP or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

27.2. The officers, employees, Executive Committee and each of its members shall be indemnified by BBP 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.

**28. General Meeting and Executive Committee Decisions Binding on Members**

28.1. Subject to the Incorporated Societies Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

**29. Registered Office**

29.1. The registered office of BBP 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.

**30. Alteration of Constitution**

30.1. These Rules 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 exclusively charitable nature of BBP;
- (b) The Rules precluding Members from obtaining any personal benefit from their membership; and
- (c) The Rule as to winding up and disposal of surplus funds.

30.2. Any proposed motion to amend or replace these Rules 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.

30.3. At least seven clear days before the General Meeting at which any proposal to amend the Rules (whether proposed by Members in accordance with Rule 30.2 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.

- 30.4. 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.

**31. Bylaws and Policy Making Power**

- 31.1. The General Meeting from time to time may make and amend bylaws and policies for the conduct and control of BBP activities and codes of conduct applicable to Members, but no such bylaws, policies and codes of conduct shall be inconsistent with these Rules or the Incorporated Societies Act. These Rules, and such bylaws, policies and codes of conduct 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 BBP made by the members at a General Meeting.

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

- 32.1. BBP may be wound up, liquidated or removed from the Register of Incorporated Societies in accordance with the Incorporated Societies Act.
- 32.2. 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, and
  - (c) The reasons for the proposal, and
  - (d) Any recommendations from the Committee in respect to such notice of motion.
- 32.3. 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.
- 32.4. If on the winding up or dissolution of BBP there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed among the Members of BBP but shall be given or distributed to such organisation or organisations in New Zealand as determined by the Executive Committee.

**33. Notices**

- 33.1. Any notice required to be given in writing under these Rules may be delivered personally or sent by post, courier, facsimile or email.
- 33.2. Deemed service: Notices are deemed served at the following times:
- (a) When served personally, upon delivery;



- (b) When sent by post, five 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.

#### 34. **Contact Person**

34.1. BBP's Contact Person is the Secretary.

34.2. 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 BBP becoming aware of the change.

#### 35. **Charitable status**

35.1. The BBP is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

#### 36. **Definitions**

36.1. In these Rules, 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.

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

**'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.

**'Chair'** means the **Committee Member** 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 **Chair**, **Secretary** and **Treasurer** when a **Committee Member** is appointed to this role.

**'Funding Partner'** means an organisation appointed under Rule 12.

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

**‘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.

**‘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 these **Rules**.

**‘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 an organisation properly admitted to the Society who has not ceased to be a member of the **Society**.

**‘Person’** includes any organisation, legal entity or Government Ministry, Department or Agency

**‘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 these **Rules**.

**‘Rules’** means the rules in this document.

**‘Secretary’** means the person appointed by the Executive Committee who is 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.

**‘BBP’** is the abbreviation for the Biosecurity Business Pledge Incorporated and means the **‘Society’**

**‘Treasurer’** means the person appointed by the Executive Committee who is 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: BBP Pledge**

On behalf of the member organisation and with that member organisation's authority I pledge and commit that organisation to:

1. Being an active part of New Zealand's biosecurity team of all New Zealanders by integrating proactive biosecurity practices into our operations and supply chains.
2. Actively seeking to understand and manage the biosecurity considerations associated with our business activities.
3. Promoting a culture of proactive biosecurity management within our operations, across our business, around our board table and across all our teams.
4. Incorporating biosecurity into our procurement policies that guide the selection of goods, travel, logistics, and service providers.
5. Taking opportunities to support our customers, staff, suppliers and stakeholders to understand the importance of biosecurity and what good biosecurity practice looks like.
6. Approaching biosecurity with the view that it is everyone's responsibility, that risk is best managed offshore, and we will actively engage with the Ministry for Primary Industries to support better biosecurity outcomes for New Zealand.

## **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 BBP'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 BBP.
2. BBP 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 BBP is starting a procedure for resolving a dispute in accordance with BBP'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 BBP makes a complaint,—
  - (a) BBP 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 BBP.
6. Without limiting the manner in which the member, officer, or BBP 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 BBP'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 BBP (the respondent):
  - (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under BBP'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 BBP, an officer may exercise the right on behalf of BBP.
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. BBP 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.

### **BBP may decide not to proceed further with a complaint**

13. Despite the preceding Rules, BBP 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 BBP has materially breached, or is likely to materially breach, a duty under BBP'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.

### **BBP may refer a complaint**

14. BBP 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. BBP 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 BBP'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 BBP 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 BBP's constitution; or
  - (d) If the member's interest is of a kind that is specified in BBP's constitution for the purposes of this subsection.
3. In this schedule, matter means:
  - (e) BBP'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 BBP.

### **Duty to Disclose**

4. A member who is interested in a matter relating to BBP must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - (d) To the committee; and
  - (e) 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 BBP:
  - (d) Must not vote or take part in a decision of the committee or meeting relating to the matter; and
  - (e) Must not sign any document relating to the entry into a transaction or the initiation of the matter; but

- (f) 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 BBP must be called to consider and determine the matter.