

Rules of The Competition Law and Policy
Institute of New Zealand Incorporated

1. Name

The name of the incorporated society is The Competition Law and Policy Institute of New Zealand Incorporated (herein called "CLPINZ").

2. Objects of CLPINZ

2.1 The charitable objects of CLPINZ shall be as follows:

- 2.1.1 to advance education by initiating, organising and publicising workshops, lectures, seminars, conferences, courses and other meetings for the dissemination of knowledge in the fields of competition law and policy and fair trading law and to study the interrelationship of these areas with other branches of law and, in particular, to that end organising and hosting an Annual Workshop;
- 2.1.2 to publish or facilitate the publication of monographs, research papers, journals, articles, audio and video tapes, circulars and any other material for the dissemination of knowledge in the fields of competition law and policy, fair trading law and related areas;
- 2.1.3 to provide scholarships or prizes for students undertaking Masters or PhD thesis study at a New Zealand University, in the general area of competition, regulation or fair trading law, or policy;
- 2.1.4 to liaise and collaborate with other similar organisations, relevant enforcement and decision-making bodies, universities, research bodies and other places of learning; and
- 2.1.5 to do all such acts or things and make such arrangements whatsoever which are incidental or conducive to the charitable objects of CLPINZ and which in the opinion of the Board can advantageously be carried out, performed, done or executed for the benefit of CLPINZ or the furtherance of its objects but that CLPINZ's activities be limited to New Zealand.

3. Policy Position

CLPINZ shall not formulate any policy position and CLPINZ and each of its members shall not express any policy statement on behalf of its members.

4. Powers

4.1 The powers of CLPINZ shall include the following:

- 4.1.1 to use the funds of CLPINZ as the Board thinks necessary or proper in payment of the costs and expenses of CLPINZ;
- 4.1.2 to invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Board sees fit; and
- 4.1.3 to do all things as may from time to time appear necessary or desirable to the Board to give effect to and to attain the charitable objects of CLPINZ.

5. Membership

- 5.1 Any person (including a body corporate) who agrees with the charitable objects of CLPINZ shall be eligible to apply to the Board for admission to CLPINZ as a member. Initial and ongoing membership shall be at the Board's absolute discretion. The rights, privileges and rules for admission in respect of members shall be stipulated from time to time by the Board.
- 5.2 Persons will become members of CLPINZ upon paying such subscriptions as may be prescribed by the Board from time to time.

6. Resignation of Members

- 6.1 Any member may resign from CLPINZ at any time by giving to the Secretary-Treasurer notice in writing to that effect. Unless otherwise expressed, such notice shall take effect immediately.
- 6.2 Any member who fails to pay the annual subscription on or before the expiration of six months after it has become due shall be deemed to have resigned from CLPINZ.

7. Administration

The administration and management of CLPINZ shall be conducted by the Board, and a Secretary-Treasurer.

8. Board

- 8.1 The Board shall consist of:
- 8.1.1 a Chairperson;
 - 8.1.2 a Deputy Chairperson;
 - 8.1.3 the immediate past Chairperson, if that person agrees to hold office; and
 - 8.1.4 up to seven other members of CLPINZ.
- 8.2 The persons comprising the Board shall be the officers of CLPINZ.
- 8.3 CLPINZ shall also have a Secretary-Treasurer, who need not be a member of CLPINZ and shall be appointed by the Board from time to time on a paid basis and upon such terms and conditions and with such duties as the Board shall decide upon.
- 8.4 The Secretary-Treasurer shall have the right to receive notice of and to attend meetings of the Board and they may take part in its discussions and decisions but shall not be an actual member of the Board or have the right to vote at its meetings.
- 8.5 The Board may at any time co-opt person to act as associate members of it, to attend its meetings and to take part in its discussions and decisions but without power to vote.

9. Proceedings of the Board

- 9.1 A member of the Board or, if requested by a member of the Board to do so, the Secretary-Treasurer, may convene a meeting of the Board by giving notice in accordance with clause 9.2.
- 9.2 Not less than 2 days' notice of a meeting of the Board must be sent to every Board member, and the notice must include the date, time, and place of the meeting and the matters to be discussed.

- 9.3 An irregularity in the notice of a meeting is waived if all Board members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or put in their apologies, or if all directors entitled to receive notice of the meeting agree to the waiver.
- 9.4 A meeting of the Board may be held either:
- 9.4.1 by a number of members of the Board who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
 - 9.4.2 by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 9.5 A quorum at a meeting of the Board shall comprise five members of the Board.
- 9.6 In respect of voting at a meeting of the Board:
- 9.6.1 Every member of the Board has 1 vote.
 - 9.6.2 The Chairperson has a casting vote.
 - 9.6.3 A resolution of the Board is passed if it is agreed to by all members of the Board present without dissent or if a majority of the votes cast on it are in favour of it.
 - 9.6.4 A member of the Board present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the meeting.
- 9.7 The Board must ensure that minutes are kept of all proceedings at meetings of the Board.
- 9.8 A resolution in writing, signed or assented to by all members of the Board then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents (including email or other similar means of communication) in like form each signed or assented to by 1 or more members of the Board. A copy of any such resolution must be entered in the minute book of board proceedings.

10. Appointment of Board

- 10.1 The first Chairperson, Deputy Chairperson and other officers comprising the first Board (other than the immediate past Chairperson) shall be elected at the Annual General Meeting of CLPINZ at which these revised Rules are adopted. The term of such appointments shall be until the next Annual General Meeting of CLPINZ, which will be held in 2019.
- 10.2 At the Annual General Meeting of CLPINZ which will be held in 2019, an election shall be held to appoint the Chairperson, Deputy Chairperson and other the Board members (other than the immediate past Chairperson) who will hold office until subsequent elections for these positions take place at every second Annual General Meeting held thereafter.
- 10.3 Positions that fall vacant between Annual General Meetings due to the death or resignation of any officer of CLPINZ can be filled by the Board by ordinary resolution.

11. Liability and Indemnity

Board members shall be personally responsible and liable only for the consequences of their own dishonesty or wilful default or neglect. Such members shall not be responsible or liable for the default or neglect of any other person. Such members shall otherwise be indemnified by CLPINZ against all liabilities incurred by them in the course of their duties as such members.

12. Annual General Meeting

- 12.1 The Annual General Meeting of CLPINZ shall be held each year at the conclusion of that year's Annual Workshop, or at such place, date and time as the Board shall otherwise determine.
- 12.2 The Annual General Meeting shall carry out the following business:
- 12.2.1 receive the minutes of the previous Annual General Meeting and of any Special General Meetings held since the last Annual General Meeting;
 - 12.2.2 receive the reports of the Chairperson, the Secretary-Treasurer and the Board (if any);
 - 12.2.3 receive the statement of receipts and expenditure;
 - 12.2.4 elect the Chairperson, Deputy Chairperson, and the Board every second year, as outlined in Rule 10;
 - 12.2.5 appoint an auditor for the ensuing year, unless the majority of members in attendance at the Annual General Meeting and represented by proxy resolve that no auditor be appointed; and
 - 12.2.6 conduct any other business which may properly be brought before the meeting.

13. Special General Meeting

- 13.1 Special General Meeting of CLPINZ may be called by the Board of its own motion and shall be called by the Board on receipt of a request in writing for such a meeting stating the reason for having the meeting and signed by not less than five members.
- 13.2 The prescribed notice calling a Special General Meeting shall state in general terms the nature of the business for which the meeting is called and at that meeting only the business so stated shall be discussed.

14. Procedure for Annual General Meetings and Special Meetings

- 14.1 Fourteen days written notice of each Annual General Meeting or Special General Meeting will be given to all members. This notice shall state that the meeting is the Annual General Meeting or a Special General Meeting as the case may be and shall specify the place, date and time at which it is to be held.
- 14.2 A member that is a body of persons may be represented at a general meeting by a nominee duly appointed by notice in writing to the Board. Any such member shall have the right at any time to withdraw or revoke the appointment of its nominee by notice thereof in writing to the Board.
- 14.3 Six members personally present shall constitute a quorum for an Annual General Meeting or a Special General Meeting. A member that is a body of persons shall be deemed to be personally present if it is represented at the meeting by its duly appointed nominee.
- 14.4 The Chairperson or his or her nominee shall chair each Annual General Meeting and Special General Meeting.
- 14.5 Each member shall have only one vote. If voting is tied, the Chairperson of the meeting shall have a second or casting vote.
- 14.6 The mode of voting shall be by voices or, if called for by any member, by a show of hands.

Finance

- 14.7 The Secretary-Treasurer shall ensure that proper accounts are kept and, if an auditor is appointed, that accounts for each financial year are duly audited and presented to the Board within three months after the end of the financial year.
- 14.8 All funds received by or on behalf of CLPINZ shall be paid into CLPINZ's bank account.
- 14.9 All payments drawn on CLPINZ's account shall be signed or authorised by two officers of CLPINZ who are appointed in accordance with Rule 10.
- 14.10 The financial year of CLPINZ shall end on the 31st day of March each year.
- 14.5 Notwithstanding anything to the contrary in these Rules, no remuneration or benefit or advantage (regardless of whether it is convertible into money) or income of any of the kinds referred to in section CW42(8) of the Income Tax Act 2007 shall be paid or afforded to or received or gained or achieved or derived by any person (the "Determining Person") if the limitation in section CW42(1)(c) of the Income Tax Act 2007 denies CLPINZ an exemption from tax on income derived by CLPINZ from the carrying on of any business by or on behalf of or for the benefit of CLPINZ in the circumstances set out in clause 14.6.
- 14.6 The Determining Person is a member or officer (or a person associated with a member or officer) and the Determining Person can, by virtue of being such a member or officer or associated person, in any way (whether directly or indirectly) determine, or materially influence in any way the determination of, the nature or the amount of the remuneration or benefit or advantage or income referred to in clause 14.5 or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by the Determining Person.

15. Common Seal

- 15.1 The common seal of CLPINZ shall be that approved by the Board. The Secretary-Treasurer shall be responsible for the safe custody and control of the common seal.
- 15.2 Whenever the common seal of CLPINZ is required to be affixed to any deed, document, writing or other instrument, the seal shall be fixed thereto pursuant to a resolution of the Board and in the presence of two officers of CLPINZ (who are appointed in accordance with Rule 10) who shall sign the document or instrument to which the seal is so affixed.

16. Alteration of the Rules

These Rules may be repealed, amended or added to by a resolution passed by a two-thirds majority at an Annual General Meeting or a Special General Meeting, provided that no such repeal, amendment or addition shall be made which would in any way detract or alter the exclusively charitable nature of the objects of CLPINZ or result in the distribution of the assets of CLPINZ on winding up or dissolution that is not exclusively charitable.

17. Winding Up and Dissolution

- 17.1 CLPINZ may be wound up or dissolved in any way provided by the Incorporated Societies Act 1908.
- 17.2 Upon the dissolution of CLPINZ any property remaining after the satisfaction of all debts and liabilities shall be used for any charitable purpose within New Zealand as the members of CLPINZ may in an Annual General Meeting or a Special General Meeting determine.
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