

Changes to CBIP's Constitution

Background

The Incorporated Societies Act 2022 (the 2022 Act) came into force on 5 October 2023. The 2022 Act modernises the laws and the way societies need to operate. Changes to the 2022 Act led to a rewrite of CBIP Constitution to ensure compliance with the new legislation.

CBIP's Board used the Constitution Builder tool provided by the New Zealand Companies Office to prepare the revised Constitution, Revision 06. The draft Constitution 2022 Revision 6.0 was reviewed by CBIP's lawyer for compliance with the 2022 Act.

CBIP members are now invited to provide input into CBIP's proposed Constitution 2022 Revision 6 prior to submission to the Registrar. Please send your feedback to **Operations Manager cbip@cbip.co.nz by Friday 8th November 2024.**

CBIP's Constitution 2021, Revision 5 is located here: [CBIP Constitution 2021 Revision 5](#)

The Incorporated Societies Act 2022 is located here: [Incorporated Societies Act 2022](#)

Summary of changes

The nature of changes and rationale for changes are summarized as follows:

Revision 5, approved 1 December 2021	Revision 6, draft 27.09.24
Background	
Pages 2 - 3 Deleted. Not required by the 2022 Act. Content covered within other CBIP documents and Website.	-
1. Legal name Unchanged.	1.1 Name
2. Registered Office Revised. Recommended wording from Constitution Builder tool.	1.6 Registered office.
3. Definitions Revised. Definitions as per the 2022 Act and recommended wording from Constitution Builder tool. Most definitions in revision 5 are not required. Corporate member deleted. Member and Associate Member transferred to revision 06 section 2.2.	1.3. Definitions 2.2 Classes of membership

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Life Member and Honorary Member added to revision 06 section 2.2.	
<p>4. Objectives</p> <p>Revised. Simplified to reflect the basis for CBIP's establishment.</p>	1.4 Purposes.
5. Powers	
<p>Listed authorities (a) – (o)</p> <p>Deleted. Replaced by recommended wording from Constitution Builder tool.</p> <p>Specific certification activities carried out by the Society through its Governance Board are covered within policy as determined by ISO 17024.</p>	<p>4.3 Functions of the Governance Board.</p> <p>4.4 Powers of the Governance Board.</p>
6. Society membership	
<p>Membership classes: 6.1, 6.2, 6.3.</p> <p>Revised. Recommended wording from Constitution Builder tool.</p>	2.2 Classes of membership
<p>Criteria for membership: 6.4, 6.5</p> <p>Application for membership: 6.6, 6.7</p> <p>Revised. Recommended wording from Constitution Builder tool.</p>	<p>2.3 Becoming a member</p> <p>2.3.1 Consent</p> <p>2.3.2 Process</p>
<p>General conditions of membership: 6.8, 6.9, 6.10</p> <p>Deleted. Content not required.</p>	-
<p>Termination of membership: 6.11, 6.12, 6.13</p> <p>Revised. Recommended wording from Constitution Builder tool.</p>	2.6 Ceasing to be a member
<p>Membership register: 6.14, 6.15, 6.16, 6.17</p> <p>Revised. Recommended wording from Constitution Builder tool.</p> <p>Deleted 6.15, 6.16, 6.17. Content not required in Constitution. Covered by CBIP policies.</p>	6.1 Register of members
7. Governance Board	

Revision 5, approved 1 December 2021	Revision 6, draft 27.09.24
Overview: 7.1 Unchanged.	2.1 Minimum number of members 4.1 Governance Board composition
Powers and functions: 7.2 – 7.4 Deleted.	4.3 Functions of the Governance Board. 4.4 Powers of the Governance Board.
Governance Board Member Nomination: 7.5 – 7.6 Governance Board Member Nomination and Screening: 7.7 Governance Board Member Election Process: 7.8 Revised. Recommended wording from constitution builder. Process defined in CBIP's policy and procedure, Election of Board Members.	5.3 Election or appointment of officers, procedure steps 1 - 8
Governance Board Member Term of Office: 7.9 Revised. Recommended wording from constitution builder.	5.4 Term of office
Governance Board Co-option of Members: 7.10, 7.11 Unchanged.	4.2 Co-opted Governance Board members
Governance Board Vacancies during Term of Office: 7.12 Unchanged.	5.4 Term of office
Delegation of Attendance: 7.13 Deleted. Not required.	-
Observers: 7.14 Deleted. Not required.	-
Office Bearers and Treasurer: 7.15 – 7.18 Revised. Recommended wording from Constitution Builder tool.	5. Officers 5.1 Qualifications of officers 5.2 Officers' duties

Revision 5, approved 1 December 2021	Revision 6, draft 27.09.24
Governance Board Meeting Location and Frequency: 7.19 Revised. Amended to reflect current practice.	4. Governance Board, 4.7 Frequency of meetings
Quorum: 7.20 Revised. Changed from 4 members to 3 members to increase the likelihood that monthly meetings can take place if two officers are unavailable.	4. Governance Board, 4.6 Meeting procedure
Governance Board Decision Making: 7.21 Revised. Recommended wording from Constitution Builder tool.	4. Governance Board, 4.5 General matters
Disqualification through Non-Performance: 7.22 – 7.23 Revised. Recommended wording from Constitution Builder tool.	5. Officers, 5.5 Removal of officers
Indemnity: 7.24 – 7.26 Deleted. Not required. Intent covered by the 2022 Act and new section 5 Officers.	5. Officers, 5.2 Officers' duties
8. General Meetings	
Annual General Meeting: 8.1 – 8.5. Revised. Recommended wording from Constitution Builder tool.	3.8 Annual General Meetings
Special General Meetings: 8.6 – 8.9 Revised. Recommended wording from Constitution Builder tool.	3.9 Special General Meetings
Quorum – General Meetings: 8.10 – 8.11 Unchanged.	3.3 General meeting quorum and voting
Minutes: 8.12 – 8.13 Unchanged.	3.10 Minutes
9. Professional Conduct and Ethics	
9.1 – 9.6	-

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Deleted. Not a requirement of the 2022 Act. Covered by CBIP policy and ISO 17024 requirements.	
10. Breaches of the Code of Professional Conduct and Ethics	
10.1 – 10.2 Deleted. Not a requirement of the 2022 Act. Covered by CBIP’s policies and procedures.	-
11. Finance	
11.1 – 11.6 Revised. Content updated to align with the 2022 Act. Recommended wording from Constitution Builder tool.	7. Finances 7.1 Control and management 7.2 Balance date
12. Subscriptions and Fees	
12.1-12.2 Revised. Recommended wording from Constitution Builder tool.	2.5 Subscriptions and fees
13. Common Seal	
13.1 Revised. Recommended wording from Constitution Builder tool.	11.1 Common seal
14. Document Management System	
14.1 – 14.4 Deleted. Content not a requirement of the 2022 Act. Covered within CBIP’s policies and procedures.	-
15. Alterations to Constitution	
15.1 – 15.3 Revised. Recommended wording from Constitution Builder tool.	10. Alterations to the Constitution 10.1 Amending this Constitution 10.2 Notification to Registrar
16. Liquidation	

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16.1 – 16.2 Revised. Recommended wording from Constitution Builder tool.	9. Liquidation and Removal from the Register 9.1 Resolving to put Society into liquidation 9.2 Resolving to apply for removal from the register 9.3 Surplus assets
17. Dispute Resolution (non-disciplinary)	
17.1 – 17.2 Revised. Content aligned to requirements of the 2022 Act. Recommended wording from Constitution Builder tool.	8. Dispute Resolution 8.1 Meanings of dispute and complaint 8.2 Making a complaint 8.3 Complaint procedure
18. Legal Proceedings	
18.1 – 18.2 Deleted. The 2022 Act does not require the elected Governance Board to act with sole authority to initiate legal proceedings against individuals for organisations.	-
19. Intellectual Property	
19.1 – 19.2 Deleted. Not a requirement of the 2022 Act. Covered within CBIP policies.	-
20. Assets	
20.1 – 20.2 Deleted. Intent of 20.1 covered by new wording in Finance section. Clause 20.2 not required by the 2022 Act and is covered by CBIP policy.	7 Finances 7.1 Control and management
21. Matters Not Provided For	
21.1 Deleted. Not required. Managed by ISO 17024 accreditation.	-
22. Transitional Provisions.	
22.1 – 22.2	-

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Deleted. Not required by the 2022 Act.	

New additions to Revision 06 to meet the requirements of the 2022 Act and/or as recommended within the Constitution Builder tool.

Section 1. Introductory Rules

- 1.2 Charitable status
- 1.5 Act and regulations
- 1.7 Contact person

Section 2. Members

- 2.4 Member's obligations and rights
- 2.6.1 Obligations once membership has ceased
- 2.6.2 Becoming a member again

Section 5. Officers

- 5.6 Ceasing to hold office
- 5.7 Conflicts of interest

Section 11. Other

- 11.2 Bylaws