Constitution

Management Consultants Association NZ Incorporated

1. Name

The name of the Society is the "Management Consultants Association New Zealand Incorporated"

2. Purposes

2.1 The purposes of the Society are:

2.1.1 to promote the standard of management consulting in Aotearoa New Zealand, so that organisations receive ethical advice, lasting capability and measurable results, including through education, assessment and certification

2.1.2 to define, promote and uphold ethical standards and a Code of Professional Conduct for management consultants

2.1.3 to build the capability of management consultants and, through them, help improve productivity in New Zealand organisations

2.1.4 to deliver real value and benefits to Members, including professional development, certification, connection and recognition

2.1.5 to advocate for, and comment publicly on, the standard of management consulting in the public interest

2.1.6 to work with other professional bodies, industry organisations and government in support of these purposes

2.1.7 to provide relevant information and guidance to clients of certified Members and the wider public

2.1.8 to carry out any other lawful activity that advances these purposes

3. Membership

3.1 Becoming a Member

3.1.1 A person may apply to become a Member by completing the membership application provided by the Society

3.1.2 Completing and submitting the application implies consent to be a Member

3.1.3 The Committee must assess all applications for membership and determine the appropriate class of membership (if any) to offer to the person applying

3.1.4 A person only becomes a Member when the offer is accepted and the membership fee (if any) is paid

3.2 Being a Member

3.2.1 Members must adhere to the Society's Code of Professional Conduct

3.2.2 Members are considered to be in good standing unless – if in a membership class where payment is required – they are not fully paid up

3.2.3 Members in good standing may participate equally in all Society events

3.2.4 Members in good standing may participate equally in any vote, except Members in any membership class specifically excluded from holding voting rights

3.2.5 Members must provide the Society with the information required to keep the Membership Register up to date

3.3 Ceasing to be a Member

3.3.1 Members may cease to be a Member by giving written notice of resignation to the Committee

3.3.2 The Committee may terminate membership where it considers that there is due cause. This includes, but is not limited to, failure to pay membership fees or failure to adhere to the Code of Professional Conduct

3.3.3 Determination of failure to adhere to the Code of Professional Conduct requires a formal investigation under the Society's Complaints process

3.3.4 Members are liable for all fees payable up to the date of resignation or termination

3.3.5 Upon resignation or termination of membership, any certification issued by the Society becomes invalid and the former Member may no longer use any postnominals previously approved by the Society

3.4 Membership classes

3.4.1 The Society's classes of membership are set out in the Membership Bylaw which may be amended from time to time

3.4.2 Voting rights may only be removed from any membership class by majority vote at a General Meeting or by Resolution in lieu

3.5 Membership Register

3.5.1 The Society must keep an up-to-date Membership Register showing each Member's name, last known contact details, date at which the person became a Member, membership status and any certifications issued by the Society

3.5.2 Annual archive copies of the Membership Register must be kept for at least 7 years.

3.5.3 Any Member may request a copy of the information held about them in the Membership Register

3.5.4 The Society must provide public online access to information from the Membership Register to allow verification of the names of Members who hold the certifications issued by the Society

4. Committee

4.1 Purpose of Committee

4.1.1 The Society's operations and affairs are governed and managed by a Committee

4.1.2 The Committee must act in accordance with the Incorporated Societies Act and other applicable legislation, this Constitution and any additional limitations determined by the Members

4.2 Functions and powers of the Committee

4.2.1 The Committee has all the powers necessary for directing, managing and supervising the operation and affairs of the Society

4.2.2 The powers of the Committee may be limited by a majority decision at a General Meeting of the Society or by Resolution in lieu

4.2.3 The role of the Committee is to:

- direct, manage, administer and control the affairs of the Society to achieve the purposes of the Society
- develop and recommend regulations, bylaws, policies and procedures as necessary for the effective governance and operation of the Society. Any such instruments, and any amendments to them, must be approved by a General Meeting of the Society or by a written resolution validly passed in place of a General Meeting, before they come into effect
- delegate responsibility and co-opt Members where necessary
- ensure that all Members follow the rules set out in this Constitution
- set fees for Society events
- recommend membership fees, including subscriptions and levies. The fees, subscriptions and levies must be approved at a General Meeting of the Society or by a Resolution in lieu
- manage the Society's financial affairs, including preparing the annual financial statements for presentation to the Members
- set accounting policies in line with generally accepted accounting practice
- decide the times and dates for Annual General Meetings of the Society, and organise the agenda for these meetings

4.2.4 The Committee is responsible for organising the investigations and resolution of any complaint or dispute, providing that any Officer who is a party to the complaint or dispute must not be part of the process. If all Officers are a party to the dispute or complaint, the process must be delegated to other Members of the Society

4.3 Rules for Committee meetings

4.3.1 The President chairs Committee meetings. In their absence, the Vice-President or other Officer as determined by the meeting may chair the meeting

4.3.2 Attendance at Committee meetings may be by either physical presence at a meeting place or through the use of any technology that enables effective communication between all attendees. The meeting Chair is responsible for identifying the attendees and whether the communications technology being used is effective

4.3.3 Proxies may be provided for Committee votes where the resolution has been distributed in writing at least 5 working days in advance of the vote

4.3.4 A quorum for Committee meetings is a simple majority of Officers. Proxies or apologies may not be used to establish a quorum

4.3.5 Voting at Committee meetings may be by any format determined by Committee

4.3.6 All decisions of the Committee are by majority vote. In the event of votes being equal, the President or chair of the meeting may exercise a second casting vote

4.3.7 The Committee may make decisions outside of Committee meetings if at least 75% of Officers support the resolution in writing

4.3.8 All decisions made by the Committee must be formally recorded in the minutes of the meeting or (if the decision is taken outside a meeting) in the minutes of the next meeting

4.4 Transparency of Committee meetings and decisions

4.4.1 Officers must declare any actual or perceived conflicts of interest, which must also be recorded in the Conflicts of Interest Register, along with the Committee's determination of the action required to address the any actual conflict.

4.4.2 All committee meeting records, including records of discussion or decisions made must be available to any voting Member on request

4.4.3 Any voting Member of the Society, or otherwise invited persons, can attend committee meetings as a non-voting observer

4.4.4 Members attending can speak or otherwise contribute to a meeting as if they are a part of the Committee, but have no voting rights in the meeting

4.5 Committee composition

4.5.1 All members of the Committee are Officers of the Society

4.5.2 The Committee has designated roles of:

- President
- Vice-President

- Secretary
- Treasurer

4.5.3 No person may hold more than one designated role at a time

4.5.4 Additionally the Committee may have a number of general members

4.5.5 There must be a minimum of four people on the Committee and there may be up to nine

4.5.6 The Committee decides the allocation of roles to the elected or co-opted Officers

4.5.7 If at any time the number of Officers on the Committee falls below the minimum number, the Committee must:

- advise all voting Members of the situation
- advise what steps will be taken to restore the Committee to its required minimum composition (co-option or election)
- not make any significant decisions until the Committee has been restored to its required minimum composition

4.6 Election or appointment of Officers

4.6.1 Committee elections must be held at least annually (no later than 28 May) in time to allow the new Committee to take office from 1 June

4.6.2 Members must be in good standing with voting rights to be eligible for stand for election or to be co-opted. They must also certify that they are not disqualified from holding office in accordance with the provisions of the Act

4.6.3 Election notices must state for every position on Committee which are:

- continuing, along with the name of the current position holder, their date of election and the remaining portion of their term
- vacant, along with the proposed term

4.6.4 Committee election results must be ratified by vote at a General Meeting (normally as part of the Annual General Meeting)

4.7 Terms of office of the Officers

4.7.1 Committee terms run from 1 June each year

4.7.2 Officers are generally elected for individual terms of up to two years. No person may serve more than two consecutive terms in any combination of roles. No person may be President for more than two consecutive years

4.7.3 Where a vacancy arises before the end of an Officer's term, the Committee may co-opt a replacement until the next annual election. Co-opted Officer's positions automatically become vacant at the end of the election cycle

4.7.4 The Committee must seek to maintain an even balance of Officers renewing or retiring each year and accordingly may determine that positions available at each election are for one or two year terms

4.8 Ceasing to be an Officer

4.8.1 Officers cease to be Officers when:

- their term expires
- they resign from the Committee
- they are no longer a Member in good standing
- they cease to be a Member of the Society
- they are absent from three consecutive meetings of the Committee without leave of absence granted by the Committee or without just cause being shown and accepted by the Committee for the absence
- they are removed from office by an SGM held for that purpose. The Officer subject to removal must be given at least 14 days' notice in writing before the SGM

4.8.2 Persons ceasing to be an Officer must within one month return all Society property and provide the Committee with a copy of all Society documents not already held by the Society

4.9 Responsibilities of Officers

4.9.1 The President is responsible for:

- overseeing the operation of the Society
- ensuring that the Society's rules set out in this Constitution are followed
- convening and chairing Committee and General Meetings of the Society and establishing whether or not a quorum is established
- approving the record of Committee meetings and General Meetings
- providing a report on the operations of the Society at each Annual General Meeting (AGM)
- representing the Society to media and other external parties

4.9.2 The Vice-President is responsible for deputising for the President as required

4.9.3 The Secretary is responsible for:

- ensuring an accurate record is kept of Committee and General Meetings
- ensuring the Membership Register is kept up-to-date
- ensuring the Conflicts of Interest Register is kept up-to-date and is presented to Members at each AGM

- ensuring all correspondence (physical and electronic) is received, recorded and replied to as the Committee requires
- holding the Society's records, documents, and books except those required for the Treasurer's function
- forwarding the annual financial statements for the Society – after approval by the Members at an AGM – to the Registrar of Incorporated Societies
- advising the Registrar of Incorporated Societies of any changes to the Constitution

4.9.4 The Treasurer is responsible for:

- keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
- preparing financial accounts and related commentary for presentation at each Committee meeting
- preparing annual financial statements and a financial report for presentation at each AGM

4.9.5 The other Officers are responsible for providing input, support and guidance to enable the Society to manage its affairs effectively

5. Finances

5.1 The Society must only apply its income and property towards the promotion of the objectives of the Society

5.2 The Society must pay all monies received into the banking accounts of the Society

5.3 Payments from the Society's funds must only be made by people authorised to do so by the Committee and for purposes agreed by the Committee

5.4 The Committee may authorise the funds of the Society to be invested in bank deposits, securities or investments and in any land and buildings required for the objectives of the Society

5.5 Any significant expenditure that may be proposed, but is outside normal and ongoing Society expenses, and amounts to $NZD2,000 excluding GST or more, must be approved at a General Meeting or by Resolution in lieu

6. Administration

6.1 The Registered Office of the Society will be located in New Zealand as the Committee determines from time to time

6.2 The contact people for the Society are the Secretary, the President and the Vice-President

6.3 The Society must keep records in such a way that they can and will be made available promptly if a Member requests information

7. Amending the constitution

7.1 The Society may alter this Constitution by majority vote at a General Meeting, or by a Resolution in lieu

7.2 The proposed changes must be provided in writing to all Members at least 10 working days in advance along with an explanation of the reason for the proposed changes

8. Bylaws and other regulations

8.1 The Committee may develop and recommend regulations, bylaws, policies and procedures as necessary for the effective governance and operation of the Society. Any such instruments, and any amendments to them, must be approved by a General Meeting of the Society or by a Resolution in lieu, before they come into effect

9. Disputes and complaints

9.1 Members of the Society or members of the public who wish the Society to formally investigate a Complaint must provide details in writing to the Secretary or, if the Complaint relates to the Secretary, to the President. If the President is conflicted, or appears to be conflicted, the Complaint may be forwarded to any other Officer

9.2 The Committee is responsible for organising the investigation and resolution of any complaint or dispute, providing that no Officer who is a party to the complaint or dispute may be part of the process. If all people on the Committee are a party to the dispute or complaint, the process must be delegated to other Members of the Society

9.3 Any Complaint must be acknowledged within 5 working days and a process to commence investigation started within 10 working days

9.4 The Committee does not determine whether the Complaint is valid and requires investigation. It must appoint an independent Member (or group of Members), or (if required) an external Investigator to facilitate, manage and assess the complaint independently of the Committee. The Committee must then notify all parties involved in the Complaint of the approach to be taken to investigate the Complaint and the names and qualifications of the facilitating person and investigating panel

9.5 The results of any investigation, along with recommendations, must be provided in writing to the Committee. The Committee must consider the findings and recommendations and decide what, if any, actions are appropriate

9.6 The Society's detailed guidance for handling disputes, grievances and complaints are set out in the Complaints Management Bylaw which may be amended by the Society from time to time

10. General Meetings

10.1 Annual General Meeting

10.1.1 The Committee must organise an Annual General Meeting (AGM) each year. The business of the AGM is to:

- receive and consider the report of the Committee on the Society's activities for the preceding year

- receive and consider the financial report and any review of this report
- receive and consider the Conflict of Interests Register
- consider the election of an Auditor (if any)
- ratify (by vote) the results of the election of Officers
- consider any other business put forward by the Committee or requested by any voting Member

10.1.2 The AGM is a meeting of and for Members. Officers are in attendance as ordinary Members and to provide administrative and secretariat support to the meeting

10.1.3 Members wishing to bring before the AGM any motion or business not relating to the ordinary annual business of the Society must generally give notice in writing to the Secretary at least 10 working days before the day of the meeting.

10.1.4 Voting Members may introduce new motions at the AGM on notice to the chair at the start of the meeting, and with the support of at least 5 other voting Members also in attendance at the meeting

10.1.5 Voting Members attending an AGM may, by majority vote, override or change the agenda

10.2 Special General Meetings

10.2.1 General Meetings of the Society other than the AGM are called Special General Meetings (SGM)

10.2.2 Either the Committee or Members may request an SGM. A Member-initiated SGM must be supported by at least 5 other voting Members. The request must state the purpose of the SGM. Once requested, the Committee must issue notice of the SGM within 10 working days. The purpose must remain only as stated in the SGM request. If the Committee fails to hold the SGM within 30 working days, then the Members requesting the SGM may convene the SGM

10.2.3 If the President, Vice-President or any other Officer is, or is perceived as being, conflicted in relation to the business of an SGM, then a Member-led subcommittee may be formed to manage the SGM

10.3 Procedures for General Meetings

10.3.1 The Secretary must give at least 15 working days' notice of every General Meeting to each Member at their last given address specifying the date, time and place of the meeting and the general nature of the business to be dealt with at the meeting

10.3.2 The President is normally expected to chair any General Meeting. Alternatively, the Vice-President, other Officer or other voting Member as determined by the meeting may chair the meeting

10.3.3 Attendance at General Meetings may be by either physical presence at a meeting place or through the use of any technology that enables effective

communication between all attendees. The meeting Chair is responsible for identifying the attendees and whether the communications technology being used is effective

10.3.4 A quorum for a General Meeting is eight voting Members in attendance, at least two of whom must not be Members of the Committee. Proxies may not be used to establish a quorum. Members must be in good standing to attend, to be counted as part of a quorum or to vote at any General Meeting

10.3.5 If a quorum cannot be established within 30 minutes of the time appointed, the meeting must be abandoned

10.3.6 Voting at a General Meeting may be by any format decided by Committee or Member direction. Unless otherwise decided:

- each motion submitted in a General Meeting will be decided in the first instance by vote through voices or a show of hands
- unless a poll is demanded by at least two voting Members in attendance, a declaration by the meeting Chair that a resolution has been carried or lost and an entry to that effect made in the records the Society will be conclusive evidence of the fact
- if a poll is demanded it must be taken promptly and the result of the poll will be deemed to be the resolution of the meeting. The demand for a poll will not prevent the continuation of a meeting for the transaction of any other business. The demand for a poll may be withdrawn. Any poll duly demanded concerning the election of a Chair of a meeting or on any question of adjournment must be taken at the meeting without adjournment

10.3.7 The General Meeting at which the poll is demanded must appoint one or more scrutineers, who must report the result of the voting to the Chair. The Chair must communicate the report to the meeting, and this report will be conclusive evidence of the result of the poll

10.3.8 Members may provide proxies for votes where the resolution has been distributed in writing at least 5 working days in advance of the meeting. Members must provide the Secretary with their proxy voting instructions in writing not less than 48 hours before the time fixed for the meeting. The Secretary must confirm that the Member is eligible to vote before providing a summary of proxy votes to the Chair of the meeting. Members may withdraw their proxy by notification in writing or by attendance at the meeting in person

10.3.9 All decisions at a General Meeting are by majority vote. In the event of votes being equal, the Chair of the meeting may exercise a casting (second) vote

10.3.10 The Chair may, with the consent of the meeting, adjourn the meeting. No business may be transacted at any resumption of an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place

10.3.11 Minutes of all resolutions and proceedings of any General Meeting must be properly recorded. Draft minutes of all General Meetings must be made available to Members within 10 working days of the meeting.

10.3.12 Minutes signed by the Chair of the meeting or by the Chair of a subsequent meeting will be sufficient evidence of the facts set out in the minutes

11. Resolution in lieu of General Meeting

11.1 The Society may allow a resolution to be passed in lieu of a General Meeting

11.2 A written resolution in lieu of a General Meeting requires approval by at least 75% of voting Members

11.3 If a Resolution in lieu is passed, then the Society must send a copy of the passed resolution to all Members who did not approve the resolution

12. Referendum

12.1 Either the Society in General Meeting, or the Committee at any time, may refer any question to the voting Members of the Society by way of referendum. The General Meeting or Committee (as appropriate) must also appoint two scrutineers to record the votes and report the result to the Secretary

12.2 The Committee must develop and present a fair statement of the matter in question. The statement, together with voting instructions, must be sent to every voting Member within 15 working days of the meeting that decided to hold the referendum

12.3 The Committee may determine the period within which the voting record must be returned. This period must be no more than 20 working days

12.4 The scrutineers must advise the Secretary of the result. This advice will be conclusive evidence of the result of the referendum. The Secretary must communicate the result to the Committee. The Committee must advise Members of the result and any actions to be taken

13. Winding up

13.1 If the Society is liquidated, removed from the Register of Incorporated Societies or otherwise wound up, then the Committee must:

- ensure that the Society's debts, costs and liabilities are fully paid
- nominate another New Zealand-based institution or institutions having objectives similar to the Society to which the residual assets of the Society will be distributed. The residual assets must not be distributed among the Members of the Society

14. Definitions

14.1 In this Constitution and related Bylaws:

- Act means the Incorporated Societies Act 2022 and any legislation that supersedes or replaces this Act
- AGM means Annual General Meeting
- Bylaw means rules determined by Committee for the operation of the Society. Bylaws are subsidiary to the Constitution

- Code of Professional Conduct refers to the Society's statement of professional standards
- Complaint means an expression of dissatisfaction about:
    - the actions of any Member related to the requirements of the Society's Code of Professional Conduct
    - the actions of the Society involving the rights or interests of any Member or group of Members
- Committee means the committee of the Society
- Constitution means the formal rules of the Society as set out in this document
- Fellow is an honorary status that may be awarded to Members
- General Meeting means any General Meeting of the Society
- Officer means a person elected or appointed to the Committee
- President means the Officer of the Society responsible for chairing Committee meetings and any General Meeting of the Society
- Secretary means the Officer responsible for overseeing the administrative affairs of the Society
- Society means the Management Consultants Association New Zealand Incorporated
- SGM means Special General Meeting
- Treasurer means the Officer responsible for overseeing the financial affairs of the Society

28 October 2026