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1997, No. 2—*Private***An Act—**

- (a) To continue the Royal Society of New Zealand by way of private Act; and**
 - (b) To modernise and reorganise the structure of the Royal Society of New Zealand; and**
 - (c) To repeal the Royal Society of New Zealand Act 1965**
- [14 July 1997]*

WHEREAS:

- A. With the gracious approval of His late Majesty King George the Fifth there is a body called the Royal Society of New Zealand:
- B. The Royal Society of New Zealand, constituted under the Royal Society of New Zealand Act 1965, is the same body as the body of that name existing immediately before the commencement of that Act under the Royal Society of New Zealand Act 1933, which body was originally established under the name of the New Zealand Institute by the New Zealand Institute Act 1867:
- C. The members of the Royal Society of New Zealand desire—
 - (a) That the Royal Society of New Zealand continue under the existing name of the “Royal Society of New Zealand”; and
 - (b) That the structure of the Royal Society of New Zealand be modernised and reorganised; and
 - (c) That the Royal Society of New Zealand Act 1965 be repealed:
- D. Legislation is necessary to repeal the Royal Society of New Zealand Act 1965 and the object of this Act cannot be efficiently or conveniently attained without legislation:

BE IT THEREFORE ENACTED by the Parliament of New Zealand as follows:

1. Short Title and commencement—(1) This Act may be cited as the Royal Society of New Zealand Act 1997.

(2) This Act comes into force on the 28th day after the date on which it receives the Royal assent.

Interpretation

2. Interpretation—In this Act, unless the context otherwise requires,—

- “Academy bylaws” means the bylaws of the Academy Council made under section 39 and for the time being in force:
- “Academy Council” means the Academy Council constituted under section 37:
- “Affiliate Organisation” means an organisation that holds affiliate status under section 15:
- “Code of professional standards and ethics” means the code of professional standards and ethics issued under section 34:
- “Companion” means a Companion of the Society elected in accordance with section 12:
- “Constituent Organisation” means an organisation that is a Constituent Organisation pursuant to a declaration made under section 13:
- “Council” means the Council of the Society constituted under section 20:
- “Councillor” means a person holding office as a member of the Council in accordance with section 20 (2) (b):
- “Electoral College” means an Electoral College established in accordance with section 21:
- “Fellow” means a Fellow of the Society elected in accordance with section 10:
- “Honorary Fellow” means a person admitted as an Honorary Fellow in accordance with section 17:
- “Honorary Member” means a person granted honorary membership of the Society in accordance with section 16:
- “Member” means a member of the Society as defined in section 9:
- “Ordinary Member” means a person admitted as an Ordinary Member of the Society in accordance with section 11:
- “Regional Constituent Organisation” means an organisation that is a Regional Constituent Organisation pursuant to a declaration made under section 14:
- “Rules” means the rules of the Society made under section 32 and for the time being in force:
- “Science and technology” includes the applied, biological, earth, engineering, information, mathematical, medical, physical, social, and technological sciences:
- “Society” means the Royal Society of New Zealand continued by section 3.

The Royal Society of New Zealand

3. Constitution of Society—(1) There continues to be a Society called the Royal Society of New Zealand.

(2) The Society continues to be a body corporate with perpetual succession and a common seal.

(3) The Society is declared to be the same body as the body of that name existing immediately before the commencement of this Act under the Royal Society of New Zealand Act 1965.

4. Honorary Patron—The Governor-General is, during his or her pleasure, the Honorary Patron of the Society.

Cf. 1965, No. 38, s. 4

5. Object—The object of the Society is the advancement and promotion of science and technology in New Zealand.

Cf. 1965, No. 38, s. 8

6. Functions—For the purpose of advancing and promoting science and technology in New Zealand, the functions of the Society are—

(a) To foster in the New Zealand community a culture that supports science and technology, including (without limitation)—

(i) The promotion of public awareness, knowledge, and understanding of science and technology; and

(ii) The advancement of science and technology education:

(b) To encourage, promote, and recognise excellence in science and technology:

(c) To provide an infrastructure and other support for the professional needs and development of scientists and technologists:

(d) To establish and administer for members a code of professional standards and ethics in science and technology:

(e) To provide expert advice on important public issues to the Government and the community:

(f) To do all other lawful things which the Council considers conducive to the advancement and promotion of science and technology in New Zealand.

Cf. 1965, No. 38, s. 8

7. Powers of Society—For the purposes of pursuing its object and carrying out its functions, the Society has full rights, powers, and privileges.

8. No dividend or profit to members—(1) The income and property of the Society must be applied solely towards the object of the Society, and (except as otherwise provided in this Act) no portion of the income and property of the Society may be paid directly or indirectly by way of dividend, bonus, or otherwise to members.

(2) This section does not prevent—

- (a) The payment of remuneration to employees of the Society or members in return for services rendered or goods supplied; or
- (b) The repayment of money borrowed or the payment of interest on money borrowed; or
- (c) The payment of expenses incurred in the performance of office; or
- (d) The grant of awards or prizes for—
 - (i) Achievement in scientific or technological research; or
 - (ii) The advancement or promotion of science and technology in New Zealand.

Cf. 1965, No. 38, s. 10

Membership of Society

9. Membership of Society—The membership of the Society consists of the following:

- (a) Fellows:
- (b) Ordinary Members:
- (c) Companions:
- (d) Constituent Organisations:
- (e) Regional Constituent Organisations:
- (f) Affiliate Organisations that are members in accordance with section 15 (2):
- (g) Honorary Members:
- (h) Honorary Fellows.

Cf. 1965, No. 38, s. 5

10. Fellows—(1) The Academy Council may from time to time, in accordance with the Academy bylaws, elect as a Fellow any person who in the opinion of the Academy Council has achieved distinction in research or the advancement of science or technology.

(2) The number of Fellows is limited to such number as is agreed from time to time between the Academy Council and the Council.

(3) A Fellow is entitled to use, in connection with his or her name, either—

- (a) The letters “FRSNZ”, which stand for Fellow of the Royal Society of New Zealand; or
- (b) Such other letters or title as is agreed from time to time between the Academy Council and the Council.

Cf. 1965, No. 38, s. 6

11. Ordinary Members—(1) The Council may from time to time, in accordance with the rules, admit as an Ordinary Member any person who is able and willing to subscribe to the object of the Society.

(2) Subject to subsection (3), an Ordinary Member is entitled to use, in connection with his or her name, either—

- (a) The letters “MRSNZ”, which stand for Member of the Royal Society of New Zealand; or
- (b) Such other letters or title as is decided from time to time by the Council.

(3) An Ordinary Member is entitled to use the letters “MRSNZ” if—

- (a) The professional qualifications and the experience of that member are recognised by the Council; and
- (b) Where the Council requires the payment of any fee as a prerequisite to the use or continued use of those letters, the member has paid any such fee.

12. Companions—(1) The Council may from time to time elect, as a Companion, any person who, in the opinion of the Council, has achieved a high level of eminence in the promotion or encouragement of science or technology.

(2) A Companion is entitled to use, in connection with his or her name, either—

- (a) The letters “CRSNZ”, which stand for Companion of the Royal Society of New Zealand; or
- (b) Such other letters or title as is decided from time to time by the Council.

13. Constituent Organisations—The Council may from time to time, in accordance with the rules, declare any organisation to be a Constituent Organisation if—

- (a) That organisation declares itself to be able and willing to subscribe to the object of the Society; and
- (b) The object or objects of the organisation are consistent with the object of the Society.

14. Regional Constituent Organisations—(1) The Council may from time to time, in accordance with the rules, declare any organisation to be a Regional Constituent Organisation if—

- (a) That organisation declares itself to be able and willing to subscribe to the object of the Society; and
- (b) That organisation agrees to represent the Society on a regional basis; and
- (c) The object or objects of that organisation are consistent with the object of the Society.

(2) If any committee is appointed under section 28 (3) and is deemed to be a Regional Constituent Organisation, that organisation must comply with the requirements of subsection (1).

15. Affiliate Organisations—(1) The Council may from time to time, in its absolute discretion, grant the status of Affiliate Organisation to any organisation that is able and willing to subscribe to the object of the Society.

(2) The Council may from time to time, in its absolute discretion, admit any Affiliate Organisation as a member of the Society.

(3) The Council may from time to time, in its absolute discretion,—

- (a) Revoke any organisation's status as an Affiliate Organisation:
- (b) Revoke any Affiliate Organisation's membership of the Society.

16. Honorary Members—(1) The Council may, from time to time, grant Honorary Membership of the Society to any Ordinary Member who, in the opinion of the Council, has rendered eminent service to science or technology, or to the Society.

(2) Honorary Members are not required to pay any levies to the Society.

Cf. 1965, No. 38, s. 16

17. Honorary Fellows—(1) The Academy Council may, from time to time, in accordance with the Academy bylaws, admit as an Honorary Fellow any person who—

- (a) Is not normally resident in New Zealand; and
 - (b) Has, in the opinion of the Academy Council, rendered eminent service to science or technology.
- (2) A person who is admitted as an Honorary Fellow—

- (a) Is not required to pay any levies to the Society; and
- (b) Is not entitled to vote in respect of any matters before the Academy Council or the Society or to hold office in the Academy Council or the Society.

18. Revocation of membership or fellowship—(1) The Council may, at any time, in accordance with the rules, revoke a person's or an organisation's membership of the Society if—

- (a) That person or organisation has not adhered to the code of professional standards and ethics; or
- (b) That person or organisation has acted in a manner that is inconsistent with the Society's object or functions as set out in sections 5 and 6.

(2) The Council may at any time, in accordance with the Academy bylaws and on the recommendation of the Academy Council, revoke the fellowship or honorary fellowship of a person.

19. Register of members—(1) The Council must maintain, at the office of the Royal Society of New Zealand, a register of the names of all members and of those members who are entitled to use, in connection with their name, the letters "MRSNZ", "CRSNZ", or "FRSNZ".

(2) The Council must from time to time cause the register to be published in such form as it thinks fit.

(3) Without limiting the generality of subsection (2),—

- (a) Any register published pursuant to that subsection may be in a printed or an electronic form; and
- (b) Any information included in such a register may be abbreviated.

(4) All members are entitled, free of charge, to inspect the register during the Society's normal office hours.

(5) The Council may charge any member who wishes to purchase a copy of the register (or any part of the register) such fee (if any) as is set by the Council in respect of the matter.

Council of Society

20. Council of Society—(1) There is a Council of the Society, called the Council of the Royal Society of New Zealand.

(2) The Council consists of—

- (a) The President; and
- (b) The Councillors elected or appointed or co-opted in accordance with this Act and the rules.

21. Electoral Colleges—(1) The Council may from time to time establish 1 or more Electoral Colleges to enable the election of Councillors.

(2) The Council may alter the number, names, and composition of Electoral Colleges.

22. Elected Councillors—(1) Each Electoral College is entitled to elect 1 Councillor.

(2) An Electoral College may elect more than 1 Councillor if the Council so determines.

(3) Every election of a Councillor or Councillors by an Electoral College must be conducted by the Council in accordance with the rules.

(4) Every election must be held not earlier than 9 months and not later than 2 years and 3 months after the previous election.

(5) No person may hold office as an elected Councillor for more than 4 consecutive years.

23. Appointed Councillors—(1) The Academy Council is entitled to appoint 3 Fellows to be Councillors.

(2) Subject to subsection (3), the Regional Constituent Organisations are, between them, entitled to appoint no fewer than 1 and no more than 2 Councillors.

(3) The Council must determine how many Councillors may be appointed under subsection (2).

(4) In determining who should be appointed under subsection (2), each Regional Constituent Organisation has 1 vote and the matter is determined by a majority of votes cast by postal ballot.

(5) A person who holds office as an appointed Councillor holds office for such period as is specified in the rules.

24. Co-opted Councillors—(1) Subject to subsection (2), the Council may, from time to time, co-opt up to 3 members to be Councillors to the Council.

(2) The Council may co-opt members under subsection (1) if, in the opinion of the Council, it is necessary to do so having regard to the desirability of—

(a) Giving effect to the principles of the Treaty of Waitangi:

(b) Giving effect to the principle of equal opportunity for Maori, ethnic or minority groups, women, and people with disabilities:

(c) Providing representation for different geographic areas of New Zealand:

(d) Providing representation for different areas of science and technology not otherwise represented on the Council.

(3) A person who holds office as a co-opted Councillor holds office until the elected Councillors next vacate office following elections to the Council.

25. President—(1) As soon as practicable after each election of Councillors, the Council must choose a person to be the President of the Society.

(2) The Council must choose the President by—

(a) Electing 1 of the Councillors; or

(b) Appointing a suitable person (whether a member or not).

(3) No person may hold office as the President for more than 3 consecutive years.

26. Powers of Council—(1) The Council has the control and management of the Society, and of all property for the time being vested in the Society, and generally must act for and on behalf of the Society.

(2) Without limiting the generality of subsection (1), the Council may,—

(a) Subject to the provisions of this Act and to the terms of any trust or endowment, dispose in such manner as the Council thinks fit of any grants, devises, bequests, or any gifts of books, specimens, equipment, or real property, made to the Society:

(b) For the purpose of providing funds to advance the object of the Society, levy members in accordance with the rules:

(c) Spend any funds of the Society, not appropriated or held in trust for any special purpose, to advance the object of the Society:

(d) In the name and on behalf of the Society,—

(i) Enter into contracts for the provision of services relevant to the object of the Society:

(ii) Borrow, raise, or secure the payment or repayment of money in such manner as the Council thinks fit.

Cf. 1965, No. 38, s. 14

27. Council to regulate own procedure—Subject to the rules, the Council must regulate its own procedure.

28. Council may appoint committees—(1) The Council may from time to time appoint 1 or more committees

comprising such persons as the Council thinks fit, whether or not they are members.

(2) The Council may at any time discharge, alter, or reconstitute any committee.

(3) The Council may from time to time appoint 1 or more committees to represent the Society within a regional area and may deem any such committee to be a Regional Constituent Organisation for the purpose of appointing Councillors under section 23 or for any other purpose under this Act relating to Regional Constituent Organisations.

Cf. 1965, No. 38, s. 14 (6)

29. Delegations to committees—(1) The Council may, from time to time, refer to any committee of the Council any matter for consideration or inquiry or management or regulation.

(2) The Council may, from time to time, by written notice, delegate to any such committee any function, power, or duty of the Council, except this power of delegation.

(3) Any committee may exercise or perform any function, power, or duty of the Council delegated to it under this section in the same manner as if the committee were the Council.

(4) Every delegation under this section is revocable by the Council at will, and no such delegation prevents the exercise or performance of the function, power, or duty by the Council.

(5) Every committee purporting to act under any delegation under this section is, until the contrary is proved, presumed to be acting in accordance with the terms of the delegation.

30. Vacation of office of Councillors—(1) Any Councillor may at any time resign his or her office by giving notice to that effect to the Society.

(2) A Councillor is to be treated as having vacated his or her office if the Councillor dies.

(3) Any Councillor may be removed from office by written notice, on the grounds of a mental or physical condition affecting the performance of duty, or for neglect of duty or misconduct, proved to the satisfaction of the Council.

(4) If a person ceases to be a Councillor in accordance with any of subsections (1) to (3) then,—

(a) Subject to any rules, the vacancy so created may be filled by appointment or election to the vacant office in the sole discretion of the Council; and

(b) The person so appointed or elected to fill the vacancy holds office for the residue of the term for which the person's predecessor was appointed or elected.

(5) The Council, in its sole discretion, may defer the election or appointment of a Councillor to fill a vacancy if an election of a Councillor or Councillors is to occur within 6 months after the vacancy occurs.

(6) The powers of the Council are not affected by any vacancy in its membership.

31. Vacation of office of President—(1) The President may at any time resign his or her office by giving notice to that effect to the Society.

(2) The President is to be treated as having vacated his or her office if the President dies.

(3) The President may be removed from office by written notice, on the grounds of a mental or physical condition affecting the performance of duty, or for neglect of duty or misconduct, proved to the satisfaction of the Council.

(4) If a person ceases to be the President in accordance with any of subsections (1) to (3) then,—

(a) Subject to any rules, the vacancy so created must be filled by the Council in accordance with section 25; and

(b) The person chosen to fill the vacancy holds office as President for the residue of the term for which the person's predecessor held office as President.

(5) The powers of the Council are not affected by any vacancy in the presidency.

Rules of Society

32. Rules of Society—(1) Subject to this Act, the Council may from time to time, by resolution passed in accordance with this section, make rules for—

(a) The regulation, management, and advantage of the Society and its property, and for furthering the object of the Society:

(b) Governing the admission and expulsion of members of the Society:

(c) Governing the procedure for the nomination, election, and appointment of Councillors:

(d) Such other purposes as may be necessary or expedient for duly carrying out the work of the Council or of any committee of the Council.

(2) Any such rules may from time to time be amended or revoked by resolution passed in accordance with this section.

(3) Notice of any motion which proposes the making, amending, or revoking of any rules must be forwarded to every Councillor and the President at least 30 clear days before the meeting at which the motion is to be considered.

Cf. 1965, No. 38, s. 17 (1)-(3)

33. Further provisions relating to rules—(1) All members are entitled to request a copy of the rules from the Society.

(2) The rules of the Society must also be available for inspection by any member at the offices of the Royal Society of New Zealand during normal office hours.

Cf. 1965, No. 38, s. 17 (4)-(6)

Professional Standards and Ethics

34. Code of professional standards and ethics—(1) The Council must issue for members a code of professional standards and ethics in science and technology.

(2) The Council may from time to time issue amendments to a code of professional standards and ethics issued under subsection (1).

(3) The Council must make the code of professional standards and ethics, and any amendments to it, publicly available.

Further Provisions Relating to Society and Council

35. Protection of officers and members—(1) Neither the President nor the Councillors are personally liable for any act or default done or made by the Society, the Council, or any officer or employee of the Society, in good faith in the course of the operations of the Society.

(2) Except when otherwise expressly provided in this Act, membership of the Society does not of itself impose on the members any liability in respect of any contract, debt, or other obligation made or incurred by the Society.

36. Further provisions relating to management of Society—The provisions set out in the Schedule apply to the Society and the Council.

Academy Council

37. Academy Council—(1) There is a council of the Society called the Academy Council.

(2) The object of the Academy Council is to contribute to the achievement of the object of the Society.

(3) Without limiting the generality of subsection (2), the Academy Council shall—

- (a) Recognise and encourage excellence and outstanding achievements in science and technology; and
- (b) Contribute to the intellectual leadership role of the Society.

(4) Subject to this Act, to the rules, and any Academy bylaws, the Academy Council may regulate its procedure in such manner as it thinks fit.

38. Membership of Academy Council—The Academy Council consists of those Fellows who are, for the time being, elected to the Academy Council in accordance with the Academy bylaws, or if there are no such Academy bylaws in such manner as the Council thinks fit.

39. Bylaws of Academy Council—(1) The Academy Council may from time to time, in accordance with this section, make bylaws for—

- (a) The regulation, management, and advantage of the Academy Council, and for furthering the object of the Academy Council;
- (b) Governing the procedure for the nomination, election, admission, and expulsion of Fellows;
- (c) Governing the procedure for the election of the Academy Council and Academy Council officers;
- (d) Such other purposes as may be necessary or expedient for duly carrying out the work of the Academy Council—

and may, from time to time, amend or revoke such bylaws.

(2) Without limiting the generality of subsection (1), the Academy bylaws may—

- (a) Impose, or provide for the imposition of, a levy on Fellows, for the purpose of providing funds to advance the objects of the Academy Council, which levy may be in addition to any levy imposed under section 26 (2) (b);
- (b) Provide for the appointment of Honorary Fellows;
- (c) Provide for the grant of awards, medals, and prizes to persons who, in the opinion of the Academy Council, are worthy of them by reason of any research, investigation, or other work in the area of science or technology.

(3) An Academy bylaw does not come into force until it has been approved,—

- (a) At a postal ballot of the Fellows held in accordance with the Academy bylaws; or
 - (b) If there are no relevant Academy bylaws, in such manner as the Council thinks fit.
- (4) An Academy bylaw is approved under subsection (3) (a) if, and only if, a majority of not less than two-thirds of the valid votes cast in the ballot favour the bylaw.
- (5) Subsections (3) and (4) apply in relation to any amendment or revocation of any Academy bylaw.
- (6) In the event that there is any conflict between the rules and the Academy bylaws, the rules prevail.

Miscellaneous Provisions

40. Repeal of Royal Society of New Zealand Act 1965—The Royal Society of New Zealand Act 1965 is repealed.

41. Private Act—This Act is a private Act.

Transitional Provisions

42. Membership and staff—(1) Every person who, immediately before the commencement of this Act, is a Fellow or an Honorary Member of the Society pursuant to the Royal Society of New Zealand Act 1965 is, on the commencement of this Act, deemed to be a Fellow or an Honorary Fellow, as the case may be, of the Society.

(2) Every person or organisation, other than a Fellow or Honorary Member of the Society, who, immediately before the commencement of this Act, was a member of the Society pursuant to the Royal Society of New Zealand Act 1965 is, upon payment of the appropriate levy, eligible to retain membership of the Society for 1 year after the commencement of this Act.

(3) Every person who, immediately before the commencement of this Act, was an officer or employee of the Society pursuant to the Royal Society of New Zealand Act 1965 is, on the commencement of this Act, deemed to be an officer or employee of the Society and is not entitled to any payment or other benefit for redundancy or otherwise.

43. Interim Council—(1) An Interim Council must be in office on the day this Act comes into force, whose primary responsibility is to hold elections with the object of forming a Council pursuant to section 20.

(2) The Interim Council for the purposes of this section is that body which, under delegated power from the Council of

the Society, is governing the Society, immediately before the commencement of this Act, as the Interim Board.

(3) The elections must be held by the Interim Council no later than 6 months after this Act comes into force in accordance with the relevant provisions of this Act and any interim rules that the Interim Council may make for the purpose of holding the elections.

(4) All acts of the Interim Council are as valid as if they were acts of the Council constituted under this Act.

(5) When the first Councillors have been elected pursuant to section 22, the Interim Council ceases to exist.

Section 36

SCHEDULE

PROVISIONS RELATING TO MANAGEMENT OF SOCIETY

1. Appointment of Chief Executive Officer—(1) The Council may from time to time appoint a Chief Executive Officer, who is responsible to the Council for the management of the Society.

(2) The Chief Executive Officer appointed under this clause is appointed on such terms and conditions as the Council agrees with the Chief Executive Officer.

2. Appointment of other employees—(1) The Chief Executive Officer may from time to time appoint, as employees of the Society, such persons as he or she thinks necessary for the efficient performance of the Society's functions.

(2) An employee is appointed on such terms and conditions as the Chief Executive Officer agrees with the employee.

(3) The Chief Executive Officer may at any time terminate or suspend the employment of any of the Society's employees in accordance with that employee's terms and conditions of employment.

3. Personnel policy—(1) The Society must be a good employer.

(2) For the purposes of this clause, a good employer is an employer who operates a personnel policy containing provisions generally accepted as necessary for the fair and proper treatment of employees in all aspects of their employment, including provisions requiring—

- (a) Good and safe working conditions; and
- (b) An equal opportunities employment programme; and
- (c) The impartial selection of suitably qualified persons for appointment; and
- (d) Opportunities for the enhancement of the abilities of individual employees; and
- (e) Recognition of—
 - (i) The aims and aspirations of Maori; and
 - (ii) The employment requirements of Maori; and
 - (iii) Recognition of the aims and aspirations, and the cultural differences, of ethnic or minority groups; and
 - (iv) Recognition of the employment requirements of women; and
 - (v) Recognition of the employment requirements of persons with disabilities.

4. Equal employment opportunities—For the purposes of clause 3, an equal employment opportunities programme must be implemented by the Chief Executive Officer and must be aimed at the identification and elimination of all aspects of policies, procedures, and other institutional barriers that cause or perpetuate, or tend to cause or perpetuate, inequality in respect of the employment of any persons or groups of persons.

5. Society deemed to be local authority for purposes of National Provident Fund Act 1950—The Society is deemed to be a local authority for the purposes of the National Provident Fund Act 1950 (as continued by the National Provident Fund Restructuring Act 1990) and section 6 of the Finance Act (No. 2) 1941.

SCHEDULE—*continued*PROVISIONS RELATING TO MANAGEMENT OF SOCIETY—*continued*

6. Superannuation for staff—(1) For the purpose of providing superannuation or retiring allowances for any of the employees of the Society, the Council may, out of the funds of the Society, make payments to or subsidise any superannuation scheme that is registered under the Superannuation Schemes Act 1989.

(2) Any person who, immediately before becoming an officer or employee of the Society, is a contributor to the Government Superannuation Fund under Part II or Part IIA of the Government Superannuation Fund Act 1956 is deemed to be, for the purposes of the Government Superannuation Fund Act 1956, employed in the Government service so long as that person continues to be an officer or employee of the Society; and that Act applies to that person in all respects as if that person's service as such an officer or employee were Government service.

(3) Subject to the Government Superannuation Fund Act 1956, nothing in subclause (2) entitles any such person to become a contributor to the Government Superannuation Fund after that person has once ceased to be a contributor.

(4) For the purposes of applying the Government Superannuation Fund Act 1956, in accordance with subclause (2), to a person who is in the service of the Society as an officer or employee and is a contributor to the Government Superannuation Fund, the term "controlling authority", in relation to any such person who is in the service of the Society, means the Society.

7. Meetings—At any meeting of the Council, Academy Council, or any committee appointed under section 28, the quorum necessary for the transaction of business is,—

(a) If the relevant body has an even number of members, half the number of members; or

(b) If the relevant body has an odd number of members, a majority of the number of members,—

but in no case may the quorum be fewer than 3 members.

8. Delegation of powers of Council—(1) The Council may delegate to the Chief Executive Officer all powers and authorities that the Council considers necessary for that officer to manage the affairs of the Society.

(2) All such delegations must be in writing and may be made subject to such restrictions and conditions as the Council thinks fit.

(3) All such delegations must include a direction regarding the regular reporting to the Council on the use of each delegation.

(4) Every delegation under this clause is revocable in writing, and no delegation affects or prevents the exercise of any function or power by the Council.

(5) The Chief Executive Officer purporting to act under any delegation under this clause is, until the contrary is proved, presumed to be acting in accordance with the terms of the delegation.

9. Annual report—The Council must in each year furnish to the members a report, which must include the annual audited accounts prepared in accordance with clause 10 (3), with respect to the operation of the Society and the activities in the previous year.

SCHEDULE—*continued*PROVISIONS RELATING TO MANAGEMENT OF SOCIETY—*continued*

10. Accounts—(1) The Council must keep full and correct accounts of all money received and expended by it, and all other financial transactions that the Society or the Council engages in.

(2) The financial year of the Society is—

(a) The period of 12 consecutive months commencing on 1 January every year; or

(b) Such other period as the Society determines in accordance with the rules.

(3) The Council must, as soon as practicable after the end of each financial year, cause full and true statements and accounts of all its income and expenditure in that year and of its assets and liabilities at the end of that year to be prepared.

(4) The Council must appoint an auditor in accordance with section 199 of the Companies Act 1993 to audit the accounts of the Society as soon as practicable after the end of each financial year.

11. Exemption from taxes—The Society is declared to be exempt from the payment of income tax.

Cf. 1965, No. 38, s. 19

12. Investment of money—Subject to the terms of any deed of trust or endowment, any money belonging to or vested in the Society and available for investment may be invested in any such manner as the Council may, subject to the rules, determine from time to time.

Cf. 1965, No. 38, s. 22

13. Application of income and capital of Society—Subject to the provisions of this Act and to the terms of any deed of trust or endowment, the income and capital of the Society must be applied in doing whatever the Council thinks expedient in order that the Society may accomplish its object.

14. Bank accounts—(1) The Council must open at any bank or banks such accounts as are necessary for the performance of its functions.

(2) All money received by the Society or by any member, officer, or employee of the Society for the purposes of the Society, must, as soon as practicable after it has been received, be paid into such bank accounts of the Society as the Council from time to time determines.

(3) The withdrawal or payment of money from any such accounts must be authorised in such manner as the Council thinks fit.

(4) Any bank account of the Society must be operated only by cheque or other instrument signed by a member, officer, or employee of the Society authorised by the Society to do so, and must be countersigned by another member, officer, or employee of the Society authorised to do so.

15. Contracts—(1) Any contract which, if made by private persons, must be by deed shall, if made by the Council, be in writing under the common seal of the Society.

(2) Any contract which, if made by private persons, must be signed by the parties to be charged with it shall, if made by the Council, be either under the common seal of the Society or signed by the President or a Councillor or

SCHEDULE—*continued*PROVISIONS RELATING TO MANAGEMENT OF SOCIETY—*continued*

an officer or employee of the Society on behalf of and by authority of the Council.

(3) Any contract which, if made by private persons, may be made orally may be made in the manner specified in subclause (1) as in the case of a deed, or in the manner specified in subclause (2) as in the case of a contract required to be in writing, or may be made orally by or on behalf of the Council or by the President or a Councillor or an officer or employee of the Society acting by authority of the Council, but no oral contract may be made for any sum exceeding \$2,000.

(4) The Council may by writing under the common seal of the Society empower any person, either generally or in respect of any specified matters, to execute instruments on its behalf in any place in or beyond New Zealand. Any instrument executed by such an attorney on behalf of the Society binds the Society, and if executed as a deed has the same effect as if it were under the common seal of the Society.

(5) Notwithstanding anything to the contrary in subclauses (1) to (4), no contract made by or on behalf of the Society is invalid by reason only that it was not made in a manner provided by those subclauses, if it was made pursuant to a resolution of the Council or to give effect to a resolution of the Council in relation to contracts generally or in relation to that particular contract.

16. Seal—The common seal of the Society is to be judicially noticed in all courts and for all purposes.
