



RULES OF NEW ZEALAND BREASTFEEDING
ALLIANCE INCORPORATED

September 2023

Dated the x day of xx xxxx

RULES OF NEW ZEALAND BREASTFEEDING ALLIANCE INCORPORATED (NZBN. 9429042974086)

BACKGROUND

- A. The name of the society is New Zealand Breastfeeding Alliance Incorporated.
- B. New Zealand Breastfeeding Alliance Incorporated was incorporated on 18 June 1999.
- C. These rules were adopted by way of amendment on 17 November 2022.

1. DEFINITIONS

When used in this document, the following expressions have the following meanings:

- 1.1 “Act” means the Incorporated Societies Act 2022;
- 1.2 “AGM” means the annual general meeting of the Society held in accordance with rule 9.1;
- 1.3 “BFI” means the Baby Friendly Initiative which is an international programme launched by the World Health Organisation and UNICEF to promote optimal care of mothers and babies by practicing the ‘Ten Steps to Successful Breastfeeding’ and which complies with the World Health Organisation International Code of Marketing of Breastmilk Substitutes and subsequent World Health Assembly resolutions.
- 1.4 “Board” means the Board of the New Zealand Breastfeeding Alliance elected in accordance with rule 5;
- 1.5 “Board Member” means a member of the Board;
- 1.6 “Co-Chairpersons” means the two (2) individuals elected as set out in rule 8.4;
- 1.7 “Executive Officer” means the Executive Officer appointed by the Board in accordance with rule 7;
- 1.8 “Financial Year” means the period from 1 July in any given year and ending on 30 June of the following year;
- 1.9 “Kaumātua” means kaumātua appointed in accordance with rule 5.4.1;
- 1.10 “Member” means a member of NZBA being a Member Organisation;

- 1.11 “Member Organisation” means a group or organisation that supports the Objects of NZBA admitted to the Society in accordance with rule 4;
- 1.12 “Membership” means membership of NZBA;
- 1.13 “NZBA” means the New Zealand Breastfeeding Alliance Incorporated (NZBN. 9429042974086);
- 1.14 “Objects” means the objects of the Society as set out in rule 2;
- 1.15 “Society” means NZBA;
- 1.16 “SGM” has the meaning as set out in rule 9.2;
- 1.17 “Tangata Tiriti” means the ‘People of the Treaty’, or New Zealanders of non-Māori origin; and
- 1.18 “Tangata Whenua” means the ‘People of the Land’, the indigenous Māori people of a particular area of New Zealand or of New Zealand as a whole.

2. **OBJECTS**

- 2.1 The objects of the Society are those charitable objects and purposes which are recognised by New Zealand law as being charitable, including:
 - 2.1.1 to support the principles of Te Tiriti o Waitangi by maintaining Māori participation at all levels of decision-making and implementation within NZBA;
 - 2.1.2 to protect, support and promote breastfeeding-related policies in Aotearoa New Zealand and establish equitable breastfeeding rates for all communities;
 - 2.1.3 to maintain a collaborative of individuals and organisations that have the objective of protecting, supporting, and promoting breastfeeding in Aotearoa New Zealand;
 - 2.1.4 to actively promote the BFI in Aotearoa New Zealand;
 - 2.1.5 to disseminate information throughout the [NZBA] network on matters related to breastfeeding and the BFI;
 - 2.1.6 to support the aim of the World Health Organisation International Code of Marketing of Breastmilk Substitutes;
 - 2.1.7 to make regulations or bylaws to advance the attainment of any of the above objects; and

- 2.1.8 to do any act or thing incidental or conducive to the attainment of any of the above objects.
- 2.2 Regardless of rule 2.1 above:
 - 2.2.1 the Society must limit the furtherance or attainment of its Objects to the advancement of charitable purposes in Aotearoa New Zealand; and
 - 2.2.2 no Member of the Society may derive any personal pecuniary gain from Membership of the Society.

3. **POWERS**

- 3.1 In addition to its statutory powers, the Society may:
 - 3.1.1 make any decisions at its meetings that are intended to further the Objects;
 - 3.1.2 take in gifts, grants or donations, whether or not subject to any special trust, for one or more of the Objects. No such gift, grant or donation will be received if it represents an actual or perceived conflict of interest with the Objects; and
 - 3.1.3 do all things that are incidental or conducive to the attainment of the Objects and exercise of these powers.
- 3.2 For the avoidance of doubt, the Executive Officer has the power to accredit facilities or services as 'Baby Friendly' provided that the facility, services or facilities meet the Board approved criteria and policies.
- 3.3 Any transactions between the Society and any Member, Board Member, or any associated persons must be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society. Any payments made in respect of a transaction covered by rule 3.3 must be limited to:
 - 3.3.1 a fair and reasonable reward for services performed;
 - 3.3.2 reimbursement of expenses properly incurred;
 - 3.3.3 usual professional, business or trade charges; and
 - 3.3.4 interest at no more than current commercial rates.
- 3.4 The Co-Chairpersons and/or Executive Officer have the discretion and authority to decide and release public statements in the name of the NZBA provided that such statements are consistent with the Objects. The Co-Chairpersons and/or Executive Officer (as the case may be) will be required to keep the other informed of such action as taken by them in accordance with this rule.

3.5 The Executive Officer may delegate any of its functions under these rules to an officer duly appointed by him/her.

3.6 Regardless of any other provision in these rules, the Society must not act or expend any money:

3.6.1 other than to further charitable purposes recognised by law; or

3.6.2 for the sole personal or individual benefit of any Member or Board Member.

4. **MEMBERSHIP**

4.1 The Society will have a minimum number of ten (10) Members.

4.2 Members will consist of Member Organisations which are incorporated, or unincorporated bodies admitted to Membership under rule 4.7.

4.3 The Executive Officer must keep a Membership register of the Members recording their names and addresses (physical and electronic) and the dates each Member became a Member. Every Member must advise the Executive Officer of any change to their contact details or address.

4.4 The Executive Officer must take steps as necessary to ensure that the Membership register is kept up to date, which may include:

4.4.1 Arranging for communications to be made annually with all Members requesting that the Members notify the Society by return email or via post should they no longer wish to be a Member of the Society.

4.4.2 Treating any two (2) year or more period of non-communication from a Member as notice of cessation of Membership.

4.4.3 Treating any non-payment of any funds owing to the Society as notice of cessation of Membership.

4.5 All Members and Board Members must promote the interests of the Society and the Objects and must not do anything to bring the Society into disrepute.

4.6 Applicants for Membership as Member Organisations must complete any application form provided by the Board (which includes written consent to become a Member) and supply such information as may be required by the Board.

4.7 The Board has sole and absolute discretion whether or not to admit a Membership applicant and must advise the applicant of its decision.

- 4.8 Any Member will cease to be a Member if the Member gives notice in writing to the Society. The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or if that Member is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 4.9 After due enquiry and having given a representative of the Member (elected by the Member in its sole discretion) the right to be heard, the Board may by letter suspend a Member and/or invite the Member within a specified time to retire, for failure to comply with these rules or for acting in a manner inconsistent with the Objects or any of the other duties of a Member. If the Member does not so retire, the Board may recommend to the general meeting that the Member be expelled, and after the Member's elected representative 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 a two-thirds majority of those present and voting provided that a quorum of the Members is present as set out in rule 9.6.
- 4.10 A Member whose Membership is terminated under these rules must immediately from the date of the termination of their Membership cease to hold itself out as a Member of the Society.
- 4.11 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 Board.
- 4.12 However, if a former Member's Membership was terminated under rule 4.9 the applicant must not be re-admitted by the Board without the prior approval of a general meeting.

5. **ELECTION OF THE BOARD**

- 5.1 Board Members must be elected three (3) yearly prior to the AGM in accordance with this rule 5, who together will be the Society's Board.
- 5.2 The Board Members will elect two (2) of their members as Co-Chairpersons of the Board to jointly act as Co-Chairpersons. One (1) Co-Chairperson will be Tangata Whenua and one (1) Co-Chairperson will be Tangata Tiriti. The Board Members elected to act as Co-Chairpersons will hold office until he or she ceases to be a Board Member or the Board elects another Co-Chairperson(s) in his or her place.
- 5.3 The Executive Officer will be appointed by the Board in accordance with rule 7 and is not a Board Member.
- 5.4 The Board will consist of no less than six (6) and no more than ten (10) Board Members which must include:

- 5.4.1 Two (2) Board Members who are Kaumātua and Taua respectively appointed in writing by the Tangata Whenua;
 - 5.4.2 Six (6) elected Board members
- 5.5 Each Board Member will hold office for a term of three (3) years, with the right of re-election for a maximum of six (6) consecutive years (i.e. two (2) terms).
- 5.6 Written nominations for nominees under rule 5.2 signed by a Member organisation and accompanied by the written consent of the nominee must be received by the Executive Officer not less than 14 working days before the date of the relevant AGM. Each Member organisation will have:
 - 5.6.1 one (1) vote to nominate a Tangata Tiriti Board Member; and
 - 5.6.2 one (1) vote to nominate a Tangata Whenua Board Member.
- 5.7 The Executive Officer must circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Executive Officer by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the AGM) nominations may be made from the floor at the AGM.
- 5.8 If the position of a Board Member becomes vacant between AGMs, that vacancy must be filled by the Board.
- 5.9 Any Board Member may be removed on any grounds by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting. In addition, a Board Member may be removed by unanimous decision of the remaining Board Members on the grounds that they reasonably believe that the Board Member is in breach of any eligibility requirements under section 168 of the Act.
- 5.10 Any Board Member who may be in breach of the eligibility requirements under section 168 of the Act must immediately effect their own resignation.
- 5.11 The Executive Officer will notify the Registrar of:
 - 5.11.1 an election or appointment of a Board Member;
 - 5.11.2 a person ceasing to hold office as a Board Member; and
 - 5.11.3 a change in information relating to a Board Member that is prescribed by the regulations made under the Act.

- 5.12 The notice in rule 5.11 must be given to the Registrar within 20 working days after the Society first becomes aware of the matter.
- 5.13 The two (2) Kaumātua /Taua Board Members will:
- 5.13.1 Participate in Board meetings but will not have voting rights.
 - 5.13.2 Provide advice to the Board in relation to:
 - 5.13.2.1 Te Tiriti o Waitangi commitments; and
 - 5.13.2.2 to all things Māori.
 - 5.13.3 Help ensure that Māori voices are heard, that Māori interests are understood and skilfully negotiated, that due respect is observed in the performance of Māori protocols, and that Māori strategies are properly informed so as to ensure equity for Māori.

6. **ROLE OF THE BOARD**

- 6.1 The governance of NZBA will be vested in the Board.
- 6.2 From the end of each AGM until the end of the next, the Society must be administered, managed and controlled by the Board, which is accountable to the Members for the implementation of the policies of the Society as approved by any general meeting.
- 6.3 Subject to these rules and the resolution of any general meeting, the Board may freely exercise all the Society's powers, other than those required by statute or by these rules to be exercised by the Society in a general meeting.
- 6.4 The Board may in its sole and absolute discretion:
- 6.4.1 Co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next general meeting. Such co-opted person will be entitled to vote.
 - 6.4.2 Employ any person or company to administer or manage the affairs of the Society.
 - 6.4.3 Make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies can be inconsistent with these rules. These rules, and such regulations, bylaws and policies must be available at all reasonable times for inspection by Members, and copies must be provided (at cost) to any Member on request.

- 6.4.4 Appoint sub-committees consisting of such persons (whether or not such sub-committees are made up of Members of the Society) to assist the Society in furthering its Objects. Unless otherwise resolved by the Board:
 - 6.4.4.1 the quorum of every sub-committee is half the Members of the sub-committee;
 - 6.4.4.2 no sub-committee may co-opt additional Members;
 - 6.4.4.3 no sub-committee may commit the Society to any financial expenditure without express authority from the Board; and
 - 6.4.4.4 no sub-committee may delegate any of its powers.
- 6.5 Board Members and sub-committees:
 - 6.5.1 may receive such fees/remuneration as may be set by the Board annually; and
 - 6.5.2 are entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by the Co-Chairpersons acting jointly.
- 6.6 Subject to statute, these rules and the resolutions of general meetings, the decisions of the Board 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 will be final and binding on all Members.
- 6.7 Each Board Member must within one (1) calendar month of submitting a resignation or ceasing to hold office deliver to that Board Member's successor (if any) all books, papers and other property of the Society possessed by such former Board Member.
- 6.8 No Board Member will be liable for the acts or defaults of any other Board Member, or any loss occasioned by those acts or defaults, unless occasioned by their wilful default or by their wilful acquiescence.
- 6.9 The Board and each Board Member must be indemnified by the Society 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.
- 6.10 A conflict of interest exists for a Board Member if the Board Member's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the Society.
- 6.11 When a conflict of interest exists for a Board Member, that Board Member must declare the nature of the conflict, or the potential conflict and it must be recorded in the conflicts of interest register. The Board Member must not take part in deliberations or proceedings

including decision-making in relation to the conflict of interest. The Board Member must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.

7. EXECUTIVE OFFICER

- 7.1 The Executive Officer is not a Board Member and will be appointed by the Board and may be paid such remuneration as the Board determines from time to time.
- 7.2 The Executive Officer or its delegated authority must record the minutes of all AGMs, SGMs and Board meetings, and all such minutes, when confirmed by the next such meeting and signed by the Co- Chairpersons of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 7.3 The Executive Officer must hold the Society's records, documents, and books including minutes of meetings.
- 7.4 The Executive Officer will maintain the conflict of interest register and present it at Board Meetings and the AGM.
- 7.5 The Executive Officer must deal with and answer correspondence and perform such other duties as directed by the Board.
- 7.6 The Executive Officer must take steps as necessary to ensure that the Membership register is kept up to date, which may include:
 - 7.6.1 arranging for communications with all Members requesting that the Members notify the Society by return email or via post should they no longer wish to be a Member of the Society;
 - 7.6.2 treating any prolonged period of non-communication from a Member as notice of cessation of Membership; and
 - 7.6.3 treating any non-payment of a subscription, levy, rent charge or other payment as notice of cessation of Membership.
- 7.7 The contact person of the Society will be the Executive Officer. Any changes to the holder of the Executive Officer position will accordingly invoke a change to the Society's contact person, such change to be notified to the Registrar as soon as reasonably practicable.

8. **BOARD MEETINGS**

- 8.1 The Board must meet at least quarterly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Co-Chairpersons or Executive Officer.
- 8.2 The quorum for Board meetings is at least half the number of the Board Members plus one (1) plus one (1) Co- Chair. Only Board Members who are present in person or by telephone or video link may be counted in the quorum and entitled to vote (if these rules permit).
- 8.3 The Board and any sub-committee may act by resolution approved by not less than two-thirds of the Board Members or sub-committee (as the case may be) in the course of a meeting, telephone conference call or video conference or through a written ballot conducted by mail, delivery, or email.
- 8.4 All Board meetings must be chaired by the Co-Chairpersons (jointly acting) elected by the Board. In the event of only one Co-Chair being present there must be a quorum as per 8.2
- 8.5 Where a casting vote is required, the Co- Chairpersons will seek guidance on the topic from the Kaumātua and the Co- Chairpersons will jointly have one (1) deliberative and casting vote.

9. **GENERAL MEETINGS**

- 9.1 The Annual General Meeting (AGM) must be held as soon as practicable after the end of the Financial Year and no later than fifteen (15) calendar months after the last AGM at a time and place fixed by the Board.
- 9.2 Special General Meetings (SGM) may be called by the Board or by written requisition to the Executive Officer signed by not less than three (3) Members and will be held within three (3) calendar months of receipt of written notice. Such call sent to the Board will specify the issues to be discussed.
- 9.3 At least twenty eight (28) days before any general meeting, the Executive Officer must post to Member Organisations written notice of the business to be conducted at the general meeting (including in the case of AGMs copies of the annual report, statement of accounts, a list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof). The failure for any reason of any Member to receive such notice will not invalidate the meeting or its proceedings.
- 9.4 General meetings may be attended by all Members and all Members will be entitled to vote. For the avoidance of doubt, a Member Organisation gets one (1) vote.
- 9.5 A Member is entitled to vote by written proxy in favour of another Member present at the meeting, but no other proxy voting must be permitted.

- 9.6 The quorum for AGMs and SGMs is at least eight (8) Members. Only Members who are present in person or by telephone or video link may be counted in the quorum and entitled to vote (if these rules permit).
- 9.7 Proxy forms provided by the Executive Officer must be approved by the Board before any AGM or SGM.
- 9.8 All general meetings must be chaired by the Co-Chairpersons of the Board, and any such Co-Chairpersons will jointly have one (1) deliberative and casting vote. The Co-Chairpersons will determine ahead of general meetings how they will conduct the meeting.
- 9.9 Votes must be exercised as follows:
- 9.9.1 at general meetings voting must be by voices, by show of hands or, on demand of the Co-Chairpersons or of any Member present, by secret ballot, and on any secret ballot each Member entitled to vote is entitled to one (1) vote;
 - 9.9.2 unless otherwise required by these rules, all questions must be determined by a simple majority of those present and voting at the general meeting;
 - 9.9.3 to determine any issue already lawfully before a general meeting (including any election or amendment to these rules) the meeting may resolve to hold an electronic ballot in accordance with the procedures set out in paragraph 9.9.5 of this rule;
 - 9.9.4 to determine any issue (including any amendment to these rules) the Board may resolve to hold a postal ballot in accordance with the procedures set out in paragraph 9.9.5 of this rule; and
 - 9.9.5 in respect of postal or electronic ballots held under this rule:
 - 9.9.5.1 only Members with voting rights may vote in any postal or electronic ballot;
 - 9.9.5.2 the resolution to hold a postal or electronic ballot must set a closing date and time for ballots to be received by the Executive Officer, but the closing date must be no earlier than a fortnight after the date ballot papers are sent out to Members (excluding, in the case of a postal ballot, the date of posting);
 - 9.9.5.3 in respect of any motion to amend these rules by postal or electronic ballot, the motion must be accompanied by reasons and recommendations from the Board, and such motion must be passed by a two-thirds majority of those voting;

- 9.9.5.4 voting in a postal or electronic ballot may be by ballots returned to the Executive Officer by mail, delivery, or email;
 - 9.9.5.5 the Executive Officer must declare the result of the postal or electronic ballot; and
 - 9.9.5.6 the result of any postal or electronic ballot will be as effective and binding on Members as a resolution passed at a general meeting.
- 9.10 A resolution passed by the required majority at any general meeting or by postal or electronic ballot binds all Members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.
- 9.11 The business of the AGM is:
- 9.11.1 approving the minutes of the previous general meeting(s);
 - 9.11.2 approving the annual report of the Board;
 - 9.11.3 approving the statement of accounts;
 - 9.11.4 announcement of the elected Board Members;
 - 9.11.5 voting on any motions of which notice has been given;
 - 9.11.6 general business.
- 9.12 Any Member wishing to give notice of any motion for consideration at a general meeting must forward written notice of the same to the Executive Officer not less than ten (10) working days before the date of the meeting. The Board must consider all such notices of motion and provide recommendations to Members in respect of those notices.
10. **CONFLICT OF INTEREST**
- 10.1 Board Members will not have undeclared conflicts of interest that preclude them from participating fully in the affairs of NZBA.
- 10.2 All conflicts of interest must be declared at the AGM and recorded in the conflicts register to be maintained by the Executive Officer.
- 10.3 Any Board Member or Member of NZBA who has a direct or indirect interest of any business or undertaking of the NZBA will disclose to the Board the nature of the interest and will not take part in any deliberations of the NZBA or the Board concerning the conflict of interest.
- 10.4 All appointments of employees or engagements of contractors where a Board Member is an applicant will be fully contestable, and the Board Member will be appointed where no suitable

alternative candidate is available. Election to the Board precludes such Board Member from participating in Baby Friendly audits.

11. ALTERATION OF THE RULES

11.1 These rules may be amended or replaced by resolution of any AGM or SGM passed by a two-thirds majority of those Members present and voting, provided that no amendment may be made which would alter:

11.1.1 the exclusively charitable nature or tax-exempt status of the Society;

11.1.2 the rules precluding Members from obtaining any personal benefit from their membership; or

11.1.3 the rules as to winding up.

11.2 Any proposed motion to amend or replace these rules must be signed by at least three (3) Members and given in writing to the Executive Officer at least ten (10) working days before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

11.3 At least ten (10) working days before the AGM or SGM at which any such proposal is to be considered, the Executive Officer must post written notice to Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect of that notice.

12. CASES NOT COVERED BY THE RULES

12.1 If any matter arises which in the sole opinion of the Board is not provided for in these rules, it will be determined by the Board in such manner as the Board deems appropriate, provided that no such determination will have the effect of altering the exclusive charitable nature or tax-exempt status of the Society.

13. EXECUTION OF DOCUMENTS

13.1 The common seal of the Society must be retained by the Executive Officer.

13.2 Documents must be executed for the Society under a resolution of the Board:

13.2.1 by affixing the common seal witnessed by the Co-Chairpersons (jointly acting) and countersigned by another Board Member; or

13.2.2 where the document is not required by statute to be executed under common seal, by the Co-Chairpersons and another Board Member authorised to sign on behalf of the Society.

14. **FINANCE**

- 14.1 The Executive Officer must keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting and present an annual statement of accounts (income and expenditure account and balance sheet) to the AGM.
- 14.2 The Board must maintain bank accounts in the name of the Society, and all electronic transactions must be approved by the Executive Officer or their delegate.
- 14.3 All money received on account of the Society must be banked within two (2) working days of receipt.
- 14.4 All accounts paid or for payment must be submitted to the Executive Officer for approval of payment.
- 14.5 Provided the Society meets the definition of 'small society' under section 103 of the Act for the purposes of the relevant financial year, the Society will not need to prepare financial statements in accordance with the standards issued by the External Reporting Board division of the Ministry of Business Innovation and Employment (XRB) and the Executive Officer will procure the preparation of and file the financial statements of the Society in accordance with one of the options set out in section 102(2)(b) of the Act.
- 14.6 If the Society does not meet the definition of a 'small society' pursuant to section 103 of the Act for the relevant Financial Year, the Executive Officer will procure the preparation of financial statements and file the financial statements of the Society in accordance with the standards issued by the External Reporting Board division of the Ministry of Business Innovation and Employment (XRB). The Executive Officer will also appoint an auditor (who is a Member of the New Zealand Institute of Chartered Accountants and not a Member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board must appoint a replacement auditor.
- 14.7 Annual accounts will be prepared and submitted for review at the AGM, following a review by the suitability qualified person appointed in accordance with paragraph 14.6 above.

15. **PROVISION OF INFORMATION**

- 15.1 A Member may at any time make a written request to the Society for information held by the Society. Such request must specify the information sought in sufficient detail to enable it to be identified.

- 15.2 The Society will within a reasonable time after receiving a request as set out in paragraph 15.1 agree to provide the information for a reasonable charge to the Society (which will be specified and explained) to meet the cost of providing the information.
- 15.3 Notwithstanding paragraph 15.2, the Society may refuse to provide the information if:
- 15.3.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - 15.3.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members; or
 - 15.3.3 the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the Society; or
 - 15.3.4 the information is not relevant to the operation or affairs of the Society; or
 - 15.3.5 the request for the information is frivolous or vexatious.

16. **DISPUTE RESOLUTION**

- 16.1 A Member or a Board Member may make a complaint by giving to the Society notice in writing that:
- 16.1.1 states that the Member or Board Member is starting a procedure for resolving a dispute in accordance with this rule 16; and
 - 16.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and
 - 16.1.3 sets out any other information reasonably required by the Society.
- 16.2 The Society may make a complaint involving an allegation against a Member or Board Member by giving to the Member or Board Member a notice in writing that:
- 16.2.1 states that the Society is starting a procedure for resolving a dispute in accordance with this rule 16; and
 - 16.2.2 sets out the allegation to which the dispute relates.
- 16.3 The information given under paragraphs 16.1 and 16.2 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.

- 16.4 A Member or Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined. If the Society makes a complaint:
- 16.4.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 16.4.2 the Co-Chairpersons may exercise that right on behalf of the Society.
- 16.5 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, the Co-Chairpersons may exercise the right on behalf of the Society.
- 16.6 The Society will, as soon as is reasonably practicable after receiving or becoming aware of a complaint, ensure that the dispute is investigated and determined as follows:
- 16.6.1 The Society will notify the other party to the dispute in writing of the nature of the dispute in accordance paragraph 16.1 – 16.3 (both inclusive) (as the case may be).
 - 16.6.2 If the dispute is not resolved by agreement within ten (10) working days of the respondent receiving the notice referred to in paragraph 16.6.1 above, the parties will agree on either:
 - 16.6.2.1 a subcommittee or an external person to investigate and report; or
 - 16.6.2.2 a subcommittee, an arbitral tribunal, or an external person, to investigate and make a decision.
 - 16.6.3 If the parties have not agreed on a decision maker in accordance with paragraph 16.6.2 above within a further ten (10) working days either party may request that a decision maker be appointed by the Chair of the New Zealand Law Society.
 - 16.6.4 The costs of the decision maker must be borne equally between the disputing parties. The chosen decision maker must determine the procedures for the decision making. The chosen decision maker will not have the power or authority to make any other determination in relation to the dispute and the decision maker's determination will be final and binding.
- 16.7 A person may not act as a decision maker in relation to a complaint if two (2) or more Board Members or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- 16.7.1 impartial; or
 - 16.7.2 able to consider the matter without a predetermined view.

16.8 Despite paragraph 16.6 above, the Society may decide not to proceed further with a complaint if:

16.8.1 the complaint is trivial; or

16.8.2 the complaint does not appear to disclose or involve any allegation of the following kind:

16.8.2.1 that a Member or Board Member has engaged in material misconduct; or

16.8.2.2 that a Member or Board Member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's rules or bylaws or the Act; or

16.8.2.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged; or

16.8.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or

16.8.4 the person who makes the complaint has an insignificant interest in the matter; or

16.8.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under these rules; or

16.8.6 there has been an undue delay in making the complaint.

17. **REGISTERED OFFICE**

17.1 The registered office of the Society must be at such place as the Board from time to time determines.

18. **WINDING UP**

18.1 The Society may be wound up under the provisions of the Charitable Trusts Act 1957 and Incorporated Societies Act 2022.

18.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities must be distributed or disposed of for charitable purposes, in support of breastfeeding in Aotearoa New Zealand in such a manner as the Board will decide, provided that no portion of such assets or surplus funds will be distributed to any Board Member.