



# **RULES OF THE**

# **NEW ZEALAND PACIFIC ECONOMIC**

# **COOPERATION COUNCIL**

# **INCORPORATED**

As adopted at the Special General Meeting held 12 December 2025

A handwritten signature in black ink that reads 'Alan Bollard'.

Alan Bollard  
NZ Pacific Economic Cooperation Council Inc

A handwritten signature in black ink that reads 'Rory McLeod'.

Rory McLeod  
NZ Pacific Economic Cooperation Council Inc

A handwritten signature in black ink that reads 'Yvonne Lucas'.

Yvonne Lucas  
NZ Pacific Economic Cooperation Council Inc

**New Zealand Committee of the  
Pacific Economic Cooperation Council Inc**

**CONSTITUTION**

**1. Name**

- 1.1 The name of the Society is the New Zealand Committee of the Pacific Economic Co-operation Council Inc (herein referred to as NZPECC).
- 1.2 The name of the Society may be changed by resolution passed at a General Meeting and in accordance with the obligation set out in Sections 117-120 of the Incorporated Societies Act 2022.

**2. Definitions**

- 2.1 In this Constitution the following terms will have the following meanings unless the context requires otherwise:

**PECC** means the Pacific Economic Cooperation Council made up of member committees from selected Asia Pacific jurisdictions. The Secretariat of PECC is located in Singapore.

**Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Constitution** means the rules in this document.

**Board** means the Society's governing body.

**Board** and Board Members means the Board of NZPECC established in accordance with clause 6 of these rules and members of the board.

**Board Sub Committee** means a sub-committee of the Board established by the Board for any particular purpose.

**Members** mean those persons involved in NZPECC activities, who have consented to become a member of NZPECC, and as more particularly described in Clause 4.

**Chairperson** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

**Deputy Chairperson** means the Officer elected or appointed to deputise in the absence of the Chairperson.

**Executive Director** means Executive Director appointed pursuant to clause 6.1.4 and who is the Officer responsible for the matters specifically noted in this Constitution.

**Financial Year** means a year commencing 1 January and ending 31 December following or such dates as the Board may from time to time determine.

**Annual General Meeting** means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances as mentioned in Clause 7.1.

**General Meeting** means either an Annual General Meeting or a Special General Meeting of the Members of the Society as mentioned in Clause 7.2 who is interested in a matter for any of the reasons set out in section 62 of the Act.

**Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**Matter** means—

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

**Member** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

**Register of Members** means the register of Members kept under this Constitution as required by section 79 of the Act.

**Notice to Members** includes any notice given by email, post, or courier.

**Officer** means a natural person who is:

- a member of the Committee, or
- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society.

2.2 In the interpretation of this Constitution, unless the context otherwise requires:

2.2.1 References to the parties include their respective executors, administrators, successors and permitted assignees.

2.2.2 References to persons (including Members) include individuals, partnerships, firms, associations, corporations and unincorporated bodies of persons, government or semi-government or local body or municipal bodies, agencies or political subdivisions of them in any case whether having separate legal personality, or not.

2.2.3 Words in the singular will include the plural and vice versa. Word implying one gender will include the other gender.

2.2.4 Any obligation not to do anything includes an obligation not to suffer, permit, cause that thing to be done.

2.2.5 Headings have been inserted for convenience only and do not affect the construct of this Constitution.

2.2.6 Reference to a statute includes all statutes amending, consolidation or replacing the statute referred to.

- 2.2.7 Reference to clauses and schedule are to be construed as references to the same in this Constitution; and
- 2.2.8 Including and similar terms do not imply limitation.

### **3. NZPECC's Object**

- 3.1 The object of NZPECC is to work in cooperation with other PECC members to support free and open trade in the Asia Pacific region in a way that advances New Zealand's economic and social interest. It will do this in the spirit of partnership, fairness and mutual respect. To this end NZPECC will reflect a tripartite composition representing academia, business and officials (engaging in a private capacity). It will engage in collective PECC projects and seek to contribute through NZPECC specific initiatives.
- 3.2 The Society must not operate for the purpose or with the effect of:
- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
  - having capital that is divided into shares or stock held by its Members; or
  - holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the Society will not operate for the financial gain of Members simply if the Society:

- engages in trade;
- pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;
- distributes funds to a Member to further the purposes of the Society, and the Member:
  - is a not-for-profit entity; and
  - is affiliated or closely related to the Society; and
  - has the same, or substantially the same, purposes as those of the Society.
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- pays a Member for services to the Society on arm's length terms mutually agreed to be reasonable in the circumstances; and
- on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

#### **4. Membership of NZPECC**

- 4.1 Admission to membership of NZPECC of any person or entity will be through invitation by the Board. The Board will consider nominations for membership by members of NZPECC and by people or entities that are involved or likely to be involved in work connected with or is related to NZPECC's principal objective.

#### **5. Finances and Budget**

- 5.1 In consultation with the Board and relevant subcommittees the Executive Director shall prepare a work programme and budget for the forthcoming financial year for consideration and approval by the Board.

#### **6. The Board**

##### **6.1 Management**

The management of the affairs of NZPECC shall be undertaken by the Board constituted as set out in this Clause. The Board is responsible for:

- 6.1.1 Establishing NZPECC's policy regarding PECC issues;
- 6.1.2 Determining NZPECC's strategies and activities and representing them at the PECC Standing Committee;
- 6.1.3 All of NZPECC's business, financial governance and legal activities;
- 6.1.4 Appointment of the Executive Director and staff;
- 6.1.5 Appointment of sub-committees; and
- 6.1.6 Admission of members.

##### **6.2 Membership of the Board**

The Board shall consist of up to ten (10) members elected by NZPECC in General Meeting, such members to be representative of PECC's tripartite character representing academia, business, and government officials in their private capacity.

###### **6.2.1 Term of Office**

The term of office of a Board Member shall be three-year renewable by agreement. Prior to the Annual General Meeting the Board shall seek nomination for the Board from members. At each Annual General Meeting the longest serving Board members by rotation must stand for re-election.

###### **6.2.2 Chair and Deputy Chair**

The Board shall have a Chair and Deputy Chair who shall be appointed by the Board Members either at its first meeting following the Annual General Meeting or at an appropriate time as circumstances dictate.

### 6.2.3 Casual vacancies

Any casual vacancies on the Board may be filled by appointment by the Board and endorsement sought by the AGM.

## 6.3 Board Meetings Resolutions and Procedure

- 6.3.1 The business of the Board shall be conducted as follows:
- 6.3.2 The Board shall meet at such time and place and on such written notice to Board Members (not being less than forty-eight (48) hours) as it may from time to time determine.
- 6.3.3 A meeting of the Board may be called by written notice to the Executive Director at the request of the Chair or Deputy Chair or by written notice to other Board members then in New Zealand either by
- (a) The Chair, or in his/her absence from New Zealand or incapacity, the Deputy Chair; or
  - (b) Any three members of the Board.
- 6.3.4 Any meeting called pursuant to clause 6.3.3(b) shall take place at the time and place set out in the notice calling the meeting.
- 6.3.5 The notice of any Board meeting shall state the nature of the business (other than formal business) to be dealt with at the meeting.
- 6.3.6 After due notice as above has been given the meeting may be held by the Board members meeting in person or by the contemporaneous linking together by electronic or telecommunications means a number of the Board Members being not less than the quorum provided for in clause 6.3.8. Such meeting shall be deemed to constitute a Board Meeting so long as the following conditions are met:
- (a) All the Board Members have had notice of the meeting and are linked by telephone or electronic means for the purposes of such meeting.
  - (b) Each of the Board Members taking part in the meeting must be able to hear and communicate with each of the other Board Members taking part at the commencement of the meeting.
  - (c) Sufficient Board Members, to constitute a quorum of five (5) are present either in person or as provided for 6.3.8
- 6.3.7 The Chair if present, or in the Chair's absence the Deputy Chair, and, in the absence of them both, then a Board Member chosen by those present shall preside as chair of the Board meeting.
- 6.3.8 No business shall be transacted at any Board meeting unless there be at least five (5) Board Members present.
- 6.3.9 Subject to the provisions of clause 6.3.8 above the Board may exercise any of its powers notwithstanding any vacancy in the number of Board Members.

- 6.3.10 Issues at any Board meeting shall be decided by a majority of votes. Every member of the Board shall be entitled to one vote and in the event of the votes being equally divided the person presiding shall be entitled to exercise a casting vote in addition to his or her deliberative vote.
- 6.3.11 A resolution in writing signed by a majority of the Board entitled to vote at Board meetings shall be as valid and effectual as if it had been passed at a duly constituted Board meeting provided that 48 hours' notice of the terms of such resolution shall first have been given to all Board members.
- 6.3.12 Subject to these Rules the Board may regulate its procedures as it thinks fit, appoint Board Sub-Committees for specific purposes, and pass by laws or resolutions to better enable it to carry out its functions and achieve its objects.
- 6.3.13 The Board may establish Sub-Committees to perform work in association with groups established by the PECC. The term of a member of a Sub-Committee will be for up to three years (renewable at the discretion of the Board). Any member so appointed need not be an existing member of NZPECC unless otherwise decided by the Board but shall automatically become a member of the Sub-Committee (and of NZPECC) on appointment. The meetings and proceedings of every such Sub-Committee shall be governed by the provisions contained in these Rules for regulating meetings and proceedings of the Board as far as the same are applicable to that Sub-Committee.
- 6.3.14 Where the work programmes for the work of any Sub-Committee is set by any organisation other than NZPECC then any report prepared by such Sub-Committee will not necessarily represent the views of the NZPECC Board or NZPECC, but such reports should take cognisance of general Board policy as established under 6.1.1. Such reports should be distributed to the Board as soon as possible after completion.

#### 6.4 Power of the Board

In furthering the achievement of the NZPECC's principal object the Board may exercise all or any of the following powers:

- 6.4.1 Sell, lease or otherwise turn to account and whether for valuable consideration or gratuitously any real or personal property and to grant any estate, right, licence or interest therein or in respect thereof.
- 6.4.2 Accept and hold property, both real and personal, upon trust or absolutely for any purpose general or special within the scope of the purposes herein set out;
- 6.4.3 Engage, direct and review an Executive Director, and other persons and agents on such terms as it thinks fit including either as employed staff or as independent contractors.
- 6.4.4 Use the funds of NZPECC as the Board may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of NZPECC or any of them including the payment of officers and meeting the costs of agents as shall appear necessary or expedient.

- 6.4.5 Enter into contracts (including contracts of service) in furtherance of the objects of the NZPECC.
- 6.4.6 Do all things deemed by the Board to be necessary, convenient or incidental to the carrying out of the principal objects of NZPECC; and
- 6.4.7 Vary the Financial Year from time to time.
- 6.4.8 Officers duties are:
  - (a) To act in good faith and the best interests of the Society.
  - (b) To use powers for a proper purpose.
  - (c) To comply with the 2022Act and Societies Constitution/Rules.
  - (d) To exercise the care and diligence that a reasonable person would in the circumstances.
  - (e) Not to carry out the activities of the Society in a way that creates substantial risk of serious loss to the Society's creditors; and
  - (d) Not to incur an obligation if the officer believes the Society will not be able to meet the obligations.

## **7. NZPECC Meetings**

- 7.1 Once in each Financial Year, but no more than six months after the end of the last Financial Year, at a time and place to be decided by the Board there shall be held an Annual General Meeting of members of NZPECC to consider.
  - 7.1.1 Minutes of previous General meetings not previously confirmed.
  - 7.1.2 Report by the Board on the activities of NZPECC for the Financial Year last ended.
  - 7.1.3 The income and expenditure accounts and balance sheet for the Financial Year last ended.
  - 7.1.4 Election of Board members.
  - 7.1.5 Other business of which due notice has been given.
- 7.2 A General Meeting of NZPECC shall be held whenever the Board so decides and shall be held at a time and place to be fixed by the Board. The Board shall also call a Special General meeting on receipt of a written requisition stating the business to be transacted thereat and signed by at least fifteen (15) members. In these circumstances the General meeting shall be held within twenty-one (21) days of the requisition being received at the registered office of NZPECC.
- 7.3 The Board shall cause at least fourteen (14) days previous written notice of the time and place of every General meeting and of the business to be transacted thereat to be given to every member by post or other means available, including electronic means such as email and posting on the Society's web site, but the accidental omission to give notice of a meeting to or

the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

- 7.4 At any General Meeting the only business to be transacted shall be that specified in the Notice of Meeting.
- 7.5 The Chair or in his/her absence the Deputy Chair shall preside at every General Meeting. If both the Chair and Deputy Chair are absent a member selected by the meeting shall preside.
- 7.6 The quorum for a General Meeting shall be ten (10) current Members.
- 7.7 Voting at any General meeting shall be by show of hands and except for a resolution pursuant to clause 11 any resolution shall be carried if more than fifty (50) per cent of current Members at the meeting vote in favour of a resolution. The Chair of the meeting shall have a casting as well as a deliberate vote.

### **8. Control and Investment of Funds**

- 8.1 The control and investment of funds of NZPECC shall be in the hands of the Board which shall have the power as it thinks fit to invest and reinvest any funds not required for immediate use in any investment deemed appropriate by the Board which shall act in that regard as if it was a trustee investing pursuant to Part II of the Trustee Act 1956.
- 8.2 The Board may from time to time open such accounts in such banks as it may think fit in the name of NZPECC.
- 8.3 All moneys coming into the hands of the Board or any employee or agent of NZPECC shall forthwith be paid to the credit of such bank account or accounts of NZPECC as determined by the Board from time to time.
- 8.4 All disbursements shall be made from a bank account and all cheques and other negotiable instruments and instruments of withdrawal shall be signed by such person or persons as the Board from time to time appoints for that purpose.

### **9. Accounts**

- 9.1 The Board shall cause to be kept proper books of account.
- 9.2 As soon as may be practicable after the close of every Financial Year the Board shall cause annual accounts to be prepared containing the income and expenditure of NZPECC during that year then ended.

### **10. Alteration of Rules**

- 10.1 Subject to the requirements the Incorporated Societies Act 2022 these Rules may be added to, altered or rescinded by resolution passed with a two thirds majority of current Members present at a General Meeting for which at least 14 days' notice has been given in writing stating the intention to propose such resolution.

## **11. Dispute Settlement**

- 11.1 The Society incorporates Sections 38 to 44 and Schedule 2 of the Act on dispute settlement including the provisions of the right to be heard, how a complaint is made, progress an investigation and determining a dispute.

## **12. Registered Office**

- 12.1 The registered office of NZPECC shall be at such place as may be determined from time to time by the Board.

## **13. Winding Up**

- 13.1 If NZPECC is wound up the surplus assets after payment of the NZPECC's liabilities and the expenses of winding up shall vest in bodies sharing NZPECC's objectives as directed by the Board provided always that no such disposal shall result in personal pecuniary benefit to any individual member of NZPECC.