



FINANCIAL SERVICES FEDERATION

Rules

1. Name

The name of the society is Financial Services Federation Incorporated (in these **Rules** referred to as the '**Federation**').

2. Interpretation

2.1. In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means, to the extent, and for so long as it applies to the Federation, the Incorporated Societies Act 1908 or 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.

"Affiliate Member" means a person who becomes an affiliate member in accordance with rule 7.6, and has not ceased to be an affiliate member of the Federation.

"Allowable Votes" means the number of votes allocated to each Full Member for a poll at a Meeting pursuant to rule 11.10.1.

"Authorised Representative" means, in relation to a Full Member who is a body corporate, an employee of that Full Member who has been, and continues to be, authorised by that Full Member to represent it for the purposes of these Rules.

'Annual General Meeting' means a meeting of the Members of the Federation held once per year which, among other things, will receive and consider reports on the Federation's activities and finances (held pursuant to rule 11.1).

'Balance date' means the 31st day of July or such other date that has been determined (which must be approved as an amendment to these Rules in accordance with the Act where required by the Act).

'Chair' means the Executive Committee Member responsible for, among other things, overseeing the governance and operations of the Federation and chairing General Meetings.

'Clear Days' means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Code of Conduct' means the Code of Conduct for Members as approved from time to time at a Meeting of the Federation.

'Committee Member' means a member of the Executive Committee, including the Chair, and Deputy Chair.

'Deputy Chair' means the Executive Committee Member elected or appointed to deputise in the absence of the Chair.

"Disciplinary Committee" means the Disciplinary Committee of the Federation constituted in accordance with Rule **Error! Reference source not found.**9.15.

'Director' means the Director of the Federation appointed pursuant to Rule 10.1 and, where the context requires, includes all persons appointed to that position.

'Executive Committee' means the executive committee appointed by the Full Members of the Federation at the Annual General Meeting as the Federation's governing body.

'Federation' has the meaning given to it in rule 1.

'Financial Year' means a period commencing on the day after a Balance Date and ending on the next succeeding Balance Date, and unless the context requires otherwise a reference to a 'year' means a financial year.

"Full Member" means a person who becomes a full member in accordance with rule 7.4, and has not ceased to be a full member of the Federation.

'General Meeting' means a meeting of the Members called pursuant to Rule 11.3.

'Interested Party' means a person (or any director, officer, trustee, partner or similar of that person) who may obtain a financial benefit from, or may have a financial interest in, any matter being dealt with by any Member.

'Matter' means (a) the **Federation'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 **Federation**.

'Meeting' means either an Annual General Meeting, a Special General Meeting, or a General Meeting.

'Member' means a person properly admitted to the Federation, as a **Full Member** and/or as an Affiliate Member, who has not ceased to be a Member of the Federation.

'Notice' to Members includes any notice given by post, courier, or email or other electronic means.

'Person' includes a body of persons, whether corporate or otherwise.

'Register of Interests' means the register of interests of Executive Committee Members kept under these Rules.

'Register of Members' means the register of Full Members kept under these Rules.

'Rules' means the rules in this document.

'Special Committee' means a Special Committee of the Federation constituted in accordance with Rule 9.14.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting or a General Meeting, called for a specific purpose or purposes (held pursuant to rule 11.4).

2.2. In these Rules, unless the context otherwise requires:

- a) Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and neuter genders.
- b) A reference to an Act of Parliament or Regulations means that Act or those Regulations, or any re-enactment, replacement, or amendment of them.
- c) A reference to these Rules includes any amendment of them.
- d) Headings of Rules have been inserted for the sake of convenience only and shall not be taken to form any part of the context or to assist in the interpretation of the Rules.
- e) Including and similar words do not imply any limitation.

3. Purposes

3.1. The primary purposes of the Federation are:

- a) To provide a forum for Members to work together on non-competitive industry issues.
- b) Through consultation and effective advocacy to ensure the Government is aware of Members' views on current issues.
- c) To promote and maintain a Code of Conduct for Members to encourage acceptable standards.

- d) To promote the interests of Members and the Federation within the financial services industry.
- e) To provide a forum for discussion and exchange of industry best practice.
- f) To do anything which is or shall be calculated to advance or be in the interests of the industry to which Members of the Federation belong.

3.2. The Federation must not operate for the purpose of, or with the effect of:

- a) Allowing or encouraging any form of anti-competitive, cartel-like behaviour amongst the membership.
- b) Any Member of the Federation deriving any personal financial gain from membership of the Federation, other than as may be permitted by law, or
- c) Returning all or part of the surplus generated by the Federation's operations to Members, in money or in kind, or
- d) Conferring any kind of ownership in the Federation's assets on Members.

3.3. But the Federation will not operate for the financial gain of Members simply if the Federation:

- a) Engages in trade.
- b) Pays a Member for matters that are incidental to the purposes of the Federation, and the Member is a not-for-profit entity.
- c) Reimburses a Member for reasonable expenses legitimately incurred on behalf of the Federation or while pursuing the Federation's purposes.
- d) Provides benefits to members of the public or of a class of the public and those persons include Members or their families.
- e) Pays a Member a salary or wages or other payments for services to the Federation on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms).
- f) Pays any Member interest at no more than current commercial rates on loans made by that Member to the Federation.
- g) Provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Federation.

3.4. No Member, or Interested Party is allowed to take part in, or influence any decision made by the Federation in respect of payments to, or on behalf of, the Member or Interested Party of any income, benefit, or advantage.

3.5. Any payments made to a Member, or Interested Party, must be for goods and services that advance the Federation's purpose and must be reasonable and relative to payments that would be made between unrelated parties.

4. Powers

4.1. The Federation has its powers restricted, except as expressly provided in rule 4.2.

4.2. The Federation may exercise any one or more of the following powers:

a) Make representations to hold discussion with, provide information and advice to, and negotiate with:

i. The government of New Zealand and any of its departments or agencies;
or

ii. Any authority (whether governmental, municipal, or otherwise), a commission of inquiry, association, organisation, and person.

On any matters that in the opinion of the Federation, may affect the interests of the Federation, its Members, or others.

b) Make submissions to parliament and/or any Government Committee or agency on any bills, petitions, or other matters before it that, in the opinion of the Federation, may affect the interests of the Federation, its Members or others; and promote bills, petitions, regulations, by-laws, or other measures, that, in the opinion of the Federation, advance the interests of the Federations or its Members.

c) Adopt such means as may seem expedient to make known any of the objects of the Federation, and to promote the interests of the Federation and its Members and, in particular, by advertising in any media, or by circulars, and by publication of pamphlets and periodicals, and by any other means.

d) Appoint and employ officers and employees in accordance with rule 9.

e) Raise subscriptions and levies from Members in accordance with rule 11.

f) Use the funds of the Federation in payment of the costs and expenses of furthering or carrying out the purposes of the Federation or any of them, including the employment of officers and employees, professional advisers, counsel, solicitors, accountants, and agents, as may appear necessary or expedient.

g) Establish, subsidise, promote, co-operate with, or become a member of, or act as or appoint agents or delegates for managing and co-operating with any other organisations whether incorporated or not with objectives altogether, or in part, similar to those of the Federation or of benefit to the Federation.

- h) Establish and administer sub-groups within the Federation which will promote and advance certain specialised services.
- i) Purchase, take on lease or otherwise acquire any real or personal property of any kind necessary or convenient for the purposes of the Federation.
- j) To sell, let, exchange, or otherwise dispose of all or any part of the property of the Federation upon such terms and conditions and for such consideration as is deemed fit.
- k) To invest or lend the funds of the Federation not required for immediate use in or on such investments as the Executive deems fit, with the power to vary investments in accordance with the Federation's purposes.
- l) To borrow or raise any sums of money for the purposes of the Federation upon such terms as to interest or otherwise as is deemed fit and to secure the same together with interest thereon in such manner as is deemed fit and approved by a resolution of the Federation.
- m) To arrange the form of any conference or meeting of Members held to promote the purposes or interests of the Federation and to engage such person or persons as may be determined for the presentation and discussion of papers at such conference or meeting and to pay out of the funds of the Federation any fees or expenses of such person or persons so engaged or in connection with arranging such conference or meeting.
- n) Amalgamate or enter into any arrangement for union of interests, co-operation, or otherwise with any association, company, society, institution, or other person; and transfer all or any part of the property, assets, liabilities, or engagements of the Federation to any such person.
- o) Establish and support or aid in the establishment and support of associations, societies, companies, institutions, funds, or trusts calculated to benefit present or past officers or employees of the Federation, or the dependents or connections of any such persons; and grant pensions and allowances; and make payments towards insurance; and subscribe money for charitable or benevolent objects, or for any exhibition or any public, general, or useful object.

4.3. Nothing in Rules 3 and 4 hereof shall empower the Federation to be carried on for the financial gain of any its members, and it shall not:

- a) Make any distribution whether by way of money, property, or otherwise, to any Member; or
- b) Carry on any operation whereby any Member makes any pecuniary gain contrary to the provisions of the Act; or

- c) Do any other thing which it is prohibited from doing by virtue of the Act or any other enactment.

5. Act and Regulations

- 5.1.** Nothing in the Rules authorises the Federation to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

6. Registered office

- 6.1.** The Registered Office of the Federation shall be at such place in New Zealand as the Executive Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

7. Members

7.1. Minimum number of Members

- 7.1.1.** The Federation shall maintain the minimum number of Members required by the Act.

7.2. Members of the Federation

- 7.2.1.** The Members of the Federation shall consist of those corporations and other persons that are, upon the adoption of these Rules, Members of the Federation, together with such corporations and other persons as may hereafter be elected to memberships and who's membership has not ceased.

7.3. Types of Members

- 7.3.1.** The classes of membership and the method by which Members are admitted to different classes of membership are as follows in rule 7.4.

7.4. Criteria for Membership

- 7.4.1.** Membership of the Federation as a Full Member shall be limited to those corporations and other persons:
 - a) Who carry on business in New Zealand; and
 - b) Who, in the opinion of the Federation's Executive Committee, conform with any criteria for admission and continuance of membership set by policies of the Federation, as determined by the Executive Committee from time to time; and
 - c) Whose prime business is the provision of non-bank financial services; and
 - d) Who are financially solvent; and
 - e) Who are, if required, able to provide audited annual accounts or such other financial information as the Federation may require to demonstrate their solvency; and

- f) Who will adhere to these Rules and the Federation's Code of Conduct for Members; and
- g) Who will abide by any Federation Guidelines approved by the Federation's Members from time to time,
- h) Who are not mobile traders or high-cost lenders.

7.5. A Full Member is a person or body corporate admitted to full membership under these Rules and who or which has not ceased to be a Full Member.

7.6. Affiliate Membership

7.6.1. Membership of the Federation as an Affiliate Member shall be available to those persons who in the opinion of the Executive Committee, whilst not complying with the criteria for membership as a Full Member, and not being any person or related company of a person that complies with the criteria for membership as a Full Member, has an interest in furthering the objectives for which the Federation has been established, and whose membership could assist the Federation in achieving those objectives.

7.6.2. An Affiliate Member is entitled:

- a) To be represented at, and to attend Meetings of the Federation;
- b) To receive and use in the course of its business, all publications, newsletters, and other information produced by the Federation for its Members.

7.6.3. An Affiliate Member shall not be entitled:

- a) To representation on the Executive Committee, unless otherwise agreed by all Members of the Federation other than Affiliate Members.
- b) To vote on any resolution of the Federation.

7.6.4. An Affiliate Member is bound by the Federation's Rules and any Code of Conduct from time to time in force pursuant to Rule 3.1(c)).

7.6.5. Once the Executive Committee has approved an application for Affiliate Membership that Affiliate Membership shall commence upon payment of the appropriate subscription.

7.7. Becoming a member: consent

7.7.1. Every applicant for membership must consent in writing to becoming a Member.

7.8. Becoming a member: process

7.8.1. An applicant for membership, whether as a Full Member or an Affiliate Member, must complete and sign any application form, supply any information, or attend an interview, as required by the Executive Committee.

7.9. Applications for membership

7.9.1. An application to be admitted as a Member of the Federation shall be in the form or to the effect of the following:

“ _____ (“the Applicant”) hereby applies to be admitted as a/an [Full / Affiliate] Member of the Financial Services Federation (Incorporated) and, if approved as a Member in accordance with the Rules, agrees to be bound by the Rules of the Federation and any rules and regulations made thereunder in force from time to time. Signed by the Authorised Representative of the Applicant,”

7.9.2. A corporation or other person shall become a Member if its application for membership is approved by the Federation’s Executive Committee. The Federation (acting through its Executive Committee) may refuse to approve an application for membership for any reason and shall not be obliged to give reasons for any such refusal.

7.9.3. Any corporation or other person whose application for membership of the Federation is approved by the Federation’s Executive Committee shall become a Member of the Federation at the end of the Executive Committee’s meeting at which its application is approved.

7.10. Obligations and rights

7.10.1. Every Member shall provide the Federation with their name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Federation of any changes to those details.

7.10.2. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Federation.

7.11. Other obligations and rights

7.11.1. All Members (including Committee Members) shall [comply with and] promote the Code of Conduct and interests and purposes of the Federation and shall do nothing to bring the Federation into disrepute.

7.11.2. A Member is only entitled to exercise their rights of membership (including, as applicable, attending and voting at General Meetings, accessing, or using the Federation’s premises, facilities, equipment, and other property) if all subscriptions and any other fees have been paid to the Federation by due date, but no Member is liable for an obligation of the Federation by reason only of being a Member.

7.11.3. Any Member that is a body corporate shall provide the Director with the name and contact details of the person who is the organisation’s authorised representative, and in the case of a Member that person shall be deemed to be the organisation’s proxy for the purposes of voting at General Meetings.

7.11.4. The Executive Committee may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the Federation, including any conditions of and fees for such access or use.

7.12. Ceasing to be a Member

7.12.1. A Member ceases to be a Member:

- a) immediately on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- b) if they do not comply with the criteria for membership set out in rule 7.4.1 or 7.6 (as applicable), as determined by the Disciplinary Committee, or
- c) if they have contravened or failed to comply with any of the Rules or the Code of Conduct, as determined by the Executive Committee, or
- d) immediately if they have not paid any amount payable by it to the Federation under these Rules within three months from the date the payment was due, or
- e) by resignation from that Member by notice to the Director, or
- f) on termination of a Member's membership following a dispute resolution process under these Rules.

7.12.2. Where the membership of a corporation or other person is terminated pursuant to Rule 7.12.1:

- a) It shall cease to be a Member of the Federation:
 - i. at the end of the meeting of the Disciplinary Committee at which its membership is terminated; or
 - ii. immediately in accordance with clause 7.12.1(a) or (d), or the date stated in a notice of resignation which complies with rule 7.13.1(a), (the *Termination Date*); and
- b) In the case of 7.12.2(a), the Director shall send to that person written notice of the termination and the reasons therefore as soon as reasonably practicable.

7.13. Obligations on resignation

7.13.1. A Member who resigns or whose membership is terminated under these Rules:

- a) Must, where resigning, provide 12 months' notice in writing to the Federation of their intention to resign membership, such notice to comprise the remainder of the Financial Year plus portion of the next Financial Year that equals 12 months from the date of notice.
- b) Remains liable to pay all subscriptions and other fees to the Federation's next balance date and for the notice period, unless the Executive Committee (in its sole discretion) resolves to reduce the amount payable.

- c) Shall, from the Termination Date:
 - a. cease to hold themselves out as a Member.
 - b. return to the Federation all material provided to Members by the Federation (including any membership certificate, badges, resources, and manuals).
 - c. cease to be entitled to any of the rights of a Member.

7.14. Becoming a member again

7.14.1. Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Executive Committee.

7.14.2. However, if a former Member's membership was terminated following a decision of the Disciplinary Committee and/or the Executive Committee, the applicant may be re-admitted only by a General Meeting on the recommendation of the Disciplinary Committee and/or the Executive Committee (as relevant).

8. Subscriptions and fees

8.1. Annual Subscription

8.1.1. The Members shall each pay to the Federation in respect of each Financial Year an annual subscription which is determined by resolution of the Federation at the Annual Meeting held during that year. Subscriptions will be set for the following categories of membership:

- a) Full Members
- b) Affiliate Members

8.1.2. Once determined, subscription levels resolved at the Annual Meeting must be entered into the minute book of the Federation and published on the Federation's website and elsewhere as may be decided from time to time by the Executive Committee.

8.1.3. Any other fees for membership for the then current Financial Year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

8.1.4. For those persons who become a Member of the Federation after the Annual Meeting in a year, their annual subscription for the relevant part year shall be determined at the time they become a Member. In determining the final amount of such annual subscription, a pro-rata adjustment to the annual subscription shall be made.

8.1.5. Members' annual subscriptions for a Financial Year shall be due and payable to the Federation within one month of the date of the Annual Meeting held during that year, or within one month of the date they became a Member where 8.1.4 applies.

8.1.6. If Member's annual subscriptions for a Financial Year are not paid for, within three (3) months of the due date, then any and all membership rights will be negated, and the Member will have its membership terminated, as per Rule 7.12 .

8.2. Levies

8.2.1. If at any time or times any funds are required for the purposes of the Federation in addition to the amount of annual subscriptions payable pursuant to rule 8.1, the funds shall be raised by a levy on Full Members.

8.2.2. No levy shall be made on Full Members except by resolution of the Federation in a Meeting.

8.2.3. The amount of a levy payable by each Full Member may vary as between the Full Members.

8.2.4. Unless the Full Member otherwise agrees, the total levies over and above the subscription payable by any Member in any Financial Year shall not exceed an amount equivalent to the annual subscription payable by that Member for the Financial Year.

8.3. Miscellaneous

8.3.1. Annual subscriptions and levies paid to the Federation shall not be refundable or rebateable in any circumstances, including where a Member resigns or is removed during any Financial Year.

Any amount of such subscription or levy not paid by a Member shall constitute a debt to the Federation and can be recovered by legal process in any Court of New Zealand.

9. Committee

9.1. Executive Committee

9.2. Election or appointment

9.2.1. The election of Executive Committee Members shall be conducted as follows:

- a) At each Annual General Meeting, the Full Members shall elect at least three and no more than six persons to be members of the Executive Committee.
- b) At every second Annual General Meeting, and otherwise as required from time to time, the Full Members shall elect the Chair and Deputy Chair in addition to the Executive Committee Members elected under Rule 9.2.1(a).
- c) Only Authorised Representatives of Full Members who are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act may stand for election and exercise the vote of the relevant Full Member in elections.

- d) If there are insufficient valid nominations received under this Rule to [reach the minimum number of Executive Committee Members / fill all vacancies in the Executive Committee], but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- e) Votes shall be cast in such a manner as the Chair of the Annual General Meeting shall determine.
- f) In the event of any vote being tied the tie shall be resolved by the incoming Executive Committee (excluding those in respect of whom the votes are tied).
- g) If at any time there are less than five elected members of the Executive, the Federation in a meeting may (and where there are less than three elected members, must) elect one or more persons to hold office as elected members of the Executive until the finish of the next succeeding Annual meeting of the Federation.

9.3. Term

- 9.3.1.** The term of office for the Chair and Deputy Chair shall be two (2) years, and the term for all other Committee Members shall be two (2) years, each expiring at the end of the Annual General Meeting in the year corresponding with the last year of that term of office.
- 9.3.2.** No Committee Member shall serve for more than six (6) consecutive years.
- 9.3.3.** No Chair or Deputy Chair shall serve for more than six (6) consecutive years as Chair or Deputy Chair.

9.4. Qualifications

- 9.4.1.** Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- 9.4.2.** No person who is disqualified under the Act or these Rules may be appointed or hold office as a Committee Member.
- 9.4.3.** As far as possible, the members of the Executive Committee should be representative of the breadth of Members of the Federation, for example, if possible, nominees should represent different sectors of financial services in which the Full Members operate.

9.5. Ceasing to be an elected member of the Executive Committee

- 9.5.1.** A person shall cease to be an elected member of the Executive Committee if they:
 - a) Become bankrupt or make any arrangement or composition with their creditors generally, or

- b) Become incapable of performing the relevant office, due to an illness; or
- c) Die or resign from their office by notice in writing to the Director; or
- d) Cease to be the Authorised Representative of a Full Member; or
- e) The Full Member of which the Chair, the deputy Chair or a Committee Member is the Authorised Representative ceases to be a Full Member of the Federation;
or
- f) Is removed from office by the Federation in a meeting for any reason.

9.6. Functions

9.6.1. From the end of each Annual General Meeting until the end of the next, the Federation shall be governed by the Executive Committee, which shall be accountable to the Full Members for the advancement of the Federation's purposes and the implementation of motions approved by any General Meeting.

9.7. Executive Committee Authority

9.7.1. The Executive shall have authority to manage and control the property and affairs, and to exercise the functions and powers, of the Federation, except that it shall not have any function or power that is required by the Act or by these Rules to be exercised by the Federation in a Meeting.

9.7.2. The Chair of the Federation shall be Chair of the Executive Committee.

9.7.3. Unless otherwise determined by the Executive Committee, the Executive Committee shall meet at least quarterly or more frequently as required.

9.8. Powers of the Executive Committee

9.8.1. Subject to these Rules the Executive Committee may:

- a) exercise all the Federation's powers, other than those required by the Act or by these Rules to be exercised by the Federation in General Meeting, and
- b) enter into contracts on behalf of the Federation or delegate such power to a Committee Member, Special Committee, employee, or other person.

9.9. Removal

9.9.1. Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a Member) the following steps shall be taken:

- a) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- b) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.

- c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Executive Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- d) Any oral hearing shall be held by the Executive Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive Committee (excluding the Committee Member who is the subject of the complaint).
- e) If the complaint is upheld the Committee Member may be removed from the Executive Committee by a resolution of the Executive Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

9.10. Cessation of Committee membership

9.10.1. A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be an Authorised Representative of a Full Member organisation or if the Full Member organisation of which that person is the Authorised Representative ceases to be a Full Member.

9.10.2. Each Committee Member shall within 7 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Director all books, papers and other property of the Federation held by such former Committee Member.

9.11. Officers' duties Mandatory

9.11.1. At all times each Committee Member:

- a) shall act in good faith and in what they believe to be the best interests of the Federation,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the Federation acting, in a manner that contravenes relevant legislation or these Rules,
- d) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, the nature of the Federation, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by them,
- e) must not agree to the activities of the Federation being carried on in a manner likely to create a substantial risk of serious loss [to the Federation or] to the Federation's creditors, or cause or allow the activities of the Federation to be

carried on in a manner likely to create a substantial risk of serious loss [to the Federation or] to the Federation's creditors, and

- f) must not agree to the Federation incurring an obligation unless they believe at that time on reasonable grounds that the Federation will be able to perform the obligation when it is required to do so.

9.12. Indemnity and Insurance

9.12.1. The Federation may indemnify and/or effect insurance for an officer to the extent permitted by law, including for:

- a) liability (other than criminal liability) for a failure to comply with:
 - i. any officers' duties; and
 - ii. any other duty imposed on the officer in their capacity as an officer; and

b) costs incurred by the officer for any claim or proceeding relating to that liability.

9.13. Finance and Audit committee

9.13.1. There shall be a Special Committee of the Executive Committee called the Finance and Audit Committee comprising of:

- a) The Chair as Chair of the Finance and Audit Committee
- b) One other member of the Executive Committee as appointed to the Finance and Audit Committee by the Executive Committee from time to time.

9.13.2. The Finance and Audit Committee will oversee the finances of the Federation on behalf of, and subject to any directions from, the Executive Committee and provide support to the Director as required to prepare financial reports for Executive Committee meetings and Meetings of the Federation.

9.14. Special Committees

9.14.1. Either the Federation in a Meeting or the Executive Committee may at any time or times establish, on such terms and conditions as it may determine from time to time, a Special Committee in respect of any matter. A Special Committee may comprise one or more persons who need not be the Authorised Representative of a Full Member but may be someone nominated by a Full Member because they hold specialist expertise relevant to the scope of the Special Committee.

9.14.2. Unless the Federation in a Meeting otherwise determines at any time or times, a Special Committee established by the Executive Committee shall be an advisory committee only and shall not have any authority or power, or any function other than that of advising the Executive Committee.

9.14.3. A Special Committee shall have such powers as are given to it from time to time by the Executive Committee and, unless otherwise determined by the Executive Committee, shall be responsible and report to the Executive Committee.

9.14.4. Unless otherwise determined by the Federation in a Meeting or by the Executive Committee (as relevant):

- a) the quorum of every Special Committee is half the members of the Special Committee,
- b) no Special Committee shall have power to co-opt additional members,
- c) a Special Committee must not commit the Federation to any financial expenditure without express authority, and
- d) a Special Committee must not further delegate any of its powers.

9.14.5. A Special Committee may be dissolved at any time:

- a) By the Federation in a Meeting, where the committee was established by the Federation; or
- b) In any other case, by either the Federation in a Meeting or by the Executive Committee.

9.15. Disciplinary Committee

9.15.1. There shall be a Disciplinary Committee of the Federation comprising:

- a) The current Chair and Deputy Chair; and
- b) Such other persons who meet the qualifications under Rules 9.15.1 and 9.15.5, (in these Rules called the “elected members of the Disciplinary Committee”) not being less than three or more than six who:
 - i. Were elected as members of the first Disciplinary Committee at the Annual Meeting of the Federation at which these Rules were adopted; or
 - ii. Are elected to the Disciplinary in accordance with this Rule 9.15.

9.15.2. The Director shall be the secretary of the Disciplinary Committee, but the Director will not have voting powers on the Disciplinary Committee.

9.15.3. A person shall cease to be an elected member of the Disciplinary Committee if they:

- a) Become bankrupt or make any arrangement or composition with their creditors generally; or
- b) Become incapable of performing the relevant office, due to being medically or mentally unfit to do so; or
- c) Die or resign from their office by notice in writing to the Director;

- d) Cease to be the Authorised Representative of a Full Member; or
- e) The Full Member of which the Chair, Deputy Chair or member of the Disciplinary Committee is the Authorised Representative ceases to be a Full Member; or
- f) Is removed from office by the Federation in a Meeting for any reason.

9.15.4. If at any time there is less than three elected member of the Disciplinary Committee, the Federation shall, at its next Meeting, elect one or more persons to hold office as elected members of the Disciplinary Committee until the finish of the next succeeding Annual Meeting of the Federation.

9.15.5. A person:

- a) May only be elected as a member of the Disciplinary Committee, provided they are an Authorised Representative of a Full Member at the time of election; and
- b) May be re-elected as a member of the Disciplinary Committee from time to time without limit; but
- c) May not be elected as or be a member of the Disciplinary Committee while they are a Director, or an employee, of the Federation.

9.15.6. The functions of the Disciplinary Committee shall be to investigate, hold hearings and make decisions to be advised to the Federation in a Meeting concerning allegations of breach by a Member of the Federation of these Rules or of the Code of Conduct of the Federation.

9.15.7. The Disciplinary Committee, if called upon, shall be involved in the process outlined in the paragraphs of rule 17.

9.16. Conflicts of interest

9.16.1. Where an officer is interested in a matter in accordance with the Act, they must disclose details of the nature and extent of the interest to the Executive Committee and in the Register of Interests in accordance with the Act and the Rules.

9.16.2. Where an individual is interested in a matter, they must not take any action in relation to that matter except as permitted under the Act.

9.16.3. Where 50 per cent or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise. Where 50 per cent or more of the members of a Special

Committee are prevented from voting on a matter because they are interested in that matter, the Executive Committee shall consider and determine the matter.

10. Director and Employees

10.1. Director

- 10.1.1.** The Executive Committee shall from time to time appoint a Director of the Federation for such period and on such terms (including remuneration) as the Executive Committee thinks fit and may revoke or vary any such appointment at any time.
- 10.1.2.** The Director shall have such functions, duties, and powers as are conferred on them by these Rules or delegated to them by the Executive Committee, provided these are not beyond the powers of the Executive Committee.
- 10.1.3.** The Director will open and operate one or more Bank Accounts in the name of the Federation in New Zealand or elsewhere as the Director considers necessary for the conduct of the business of the Federation. All money received or paid as a result of the operations of the Federation shall be paid into these accounts as the Director so directs.
- 10.1.4.** The Director shall be responsible for the management, operation and performance of the Federation under the supervision of the Executive Committee and shall regularly report to the Chair of the Executive Committee.
- 10.1.5.** The performance of the Director and their remuneration will be reviewed annually within three months of the end of each Financial Year by the Executive Committee.

10.2. Other Employees

- 10.2.1.** The Federation shall employ such other persons and, on such terms, (including remuneration) as the Director from time to time thinks fit, subject to the approval of the Executive Committee. Any such person shall have such functions, duties, and powers as are delegated to them by the Director (provided they are not beyond those delegated to the Director under Rule 10.1.2).

11. General meetings

11.1. Annual General Meetings

- 11.1.1.** An Annual General Meeting shall be held within three months after the end of each Financial Year and be consistent with any requirements in the Act.
- 11.1.2.** Rules 11.8 to 11.12 will govern the procedure of any Annual General Meetings, subject to Rule 11.2.

11.2. Annual General Meetings: business

- 11.2.1.** The business of an Annual General Meeting shall be to:
- a) confirm the minutes of previous Federation Meeting(s),
 - b) adopt the annual report on Federation business,

- c) adopt the report on the finances of the Federation, and the annual financial statements,
- d) set any subscriptions for the current Financial Year,
- e) consider any motions and any general business,
- f) consider any other matter contained in the notice of the Annual General Meeting.

11.2.2. The Executive Committee must, at each Annual General Meeting:

- a) present an annual report on the operations and affairs of the Federation during the most recently completed accounting period,
- b) present the annual financial statements for that period,
- c) present notice of any disclosures of conflicts of interest made in accordance with these Rules and the Act during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate), and
- d) appoint an Auditor (who is a member of the New Zealand Institute of Chartered Accountants) subject to rule 20.4.1 of these Rules.

11.3. General Meetings

11.3.1. General Meetings may be called at any time by the Director or at the direction of the Executive Committee.

11.3.2. Rules 11.8 to 11.12 will govern the procedure of any such Meeting.

11.3.3. Meetings of the Federation shall be held at intervals of not more than six (6) months, or such longer period as the Federation approves from time to time.

11.4. Special General Meetings

11.4.1. Special General Meetings may be called at any time by the Director at the direction of the Executive Committee, or where the Director receives a written request signed by at least 10% per cent of Full Members' aggregate votes. Any direction or written request must state the business that the Special General Meeting is to deal with.

11.4.2. Rules 11.8 to 11.12 will govern the procedure of any Special General Meeting, provided that a Special General Meeting shall only consider and deal with the business specified in the Executive Committee's direction or the written request by Full Members for the Meeting.

11.5. Convening of Meetings

11.5.1. The Director shall convene every Meeting of the Federation by ensuring that notice of the Meeting is given to every Member in accordance with rule 11.6.1.

11.6. Notice of Meetings

11.6.1. Notice of a Meeting shall be given to a Member in writing or electronically (where the Member has consented to that) or by hand, or sending by post or electronic means, the notice to the Member at least fourteen (14 days) prior to the date of the meeting. Any notice sent by post shall be deemed to be received three (3) days after the day on which it was posted. Any notice sent by electronic means shall be deemed to be received on the day on which it leaves the telecommunication devices of the sender.

11.6.2. Every notice of Meeting shall state the place, day and hour of the Meeting and the nature of the business to be conducted at the Meeting provided that a notice calling a Meeting need not state the exact words of any resolution proposed to be moved or passed at the Meeting, so long as the notice includes a reasonable description of the matter to be determined.

11.6.3. A Meeting of the Federation shall notwithstanding that it is called by shorter notice than that specified in rule 11.6.1, be deemed to have been duly called if it is so agreed by all the Full Members entitled to attend that Meeting and duly ratified at the Meeting.

11.6.4. The accidental omission to give notice of Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at that Meeting.

11.7. Representative of Members at meetings

11.7.1. Subject to rule 11.7.2, the Authorised Representative for the time being of each Full Member shall be the Full Member's representative at any Meeting of the Federation.

11.7.2. If the Authorised Representative of a Full Member is unable to attend a Meeting of the Federation, the Full Member may appoint another senior executive of the Full Member to act as the Full Member's representative for that Meeting.

11.7.3. At a Meeting of the Federation, the representative of a Member shall have all the powers that the Member has in respect of that Meeting (and a vote by the Authorised Representative of a Full Member shall bind the Full Member).

11.8. Procedure and quorum

11.8.1. All Full Members may attend, speak, and vote at Meetings:

- a) in person, or
- b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Federation before the commencement of the Meeting, or

c) through the Authorised Representative of a body corporate as notified to the Federation, and

d) no other proxy voting shall be permitted.

11.8.2. In addition to rule 11.8.1, all Full Members may vote at Meetings by electronic means and/or postal vote where permitted by the Executive Committee.

11.8.3. No Meeting may be held unless at least forty percent (40%) of aggregate votes from eligible Full Members attend whether in person, by Authorised Representative, proxy, and (where approved by the Executive Committee) by casting postal or electronic votes. This will constitute a quorum.

11.8.4. If, within 15 minutes after the time appointed for a Meeting a quorum is not present, the meeting – if convened upon request of Full Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Federation, and if at such adjourned meeting a quorum is not present those present shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

11.8.5. Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

11.8.6. All Meetings shall be chaired by the Chair. If the Chair is absent, the meeting shall be chaired by the Deputy Chair. If the Deputy Chair is absent, then the meeting shall elect another Executive Committee Member to chair that meeting.

11.8.7. Any person chairing a Meeting has a deliberative and, in the event of a tied vote, a casting vote.

11.8.8. Any person chairing a Meeting may:

a) With the consent of any that Meeting adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

b) Direct that any person not entitled to be present at the Meeting because they are obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the person chairing be removed from the Meeting, and

c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

- 11.8.9.** The Executive Committee may put forward motions for the Federation to vote on ('Committee Motions'), which shall be notified to Members with the notice of the Meeting.
- 11.8.10.** Any Full Member may request that a motion be voted on ('Member's Motion') at a Meeting, by giving notice to the Director at least 7 Clear Days before that meeting. The Full Member may also provide information in support of the motion ('Member's Information'). The Executive Committee must notify the Members of any Member's Motion as soon as reasonably practicable.
- 11.8.11.** Any Member's Motion put to the vote of the meeting shall be decided on by a show of hands, unless a poll is (before or after the declaration of the result of the show of hands) demanded by any Full Member and requires that more than 50% of total votes of Full Members are cast are in favour. The demand for a poll may be withdrawn at any time.
- 11.8.12.** Unless a poll is so demanded, a declaration by the person chairing that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or of the result of an election, and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded.
- 11.8.13.** Except as provided below, if a poll is demanded it shall be taken at such time as the chair of the Meeting directs, it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the Meeting or the result of the election for which the poll was demanded. A poll demanded on the election of a chair of a Meeting or on a question of adjournment shall be taken forthwith. If a poll is demanded on any other question the Meeting may proceed pending the taking of the poll.

11.9. One half majority required to pass motion

- 11.9.1.** No motion put to the vote of a Meeting shall be carried or deemed to be carried as a motion unless more than fifty percent (50%) of the total votes cast by those present and entitled to vote, vote in favour thereof, subject to any higher threshold, or additional processes, required under these Rules or the Act.

11.10. Voting rights

- 11.10.1.** Subject to Rules 11.10.2 to 11.10.6, on any vote or poll at a Meeting every Full Member whose total assets are, as at the date determined under Rule 11.10.3:
- a) \$100 million or more shall have eight (8) votes;
 - b) between \$75 million and \$100 million shall have five (5) votes;
 - c) between \$30 and \$75 million shall have four (4) votes;
 - d) between \$10 million and \$30 million shall have two (2) votes; and

e) less than \$10 million shall have one (1) vote,

and an Affiliate Member shall not be entitled to vote.

11.10.2. Having regard to the particular nature of the business of a Full Member and the inappropriateness of the measurement of voting rights by reference to its total assets, the Executive Committee may, at its own discretion, classify any Full Member so that it falls within any of categories a) - e) of rule 11.10.1 above and such Full Member shall have the number of votes determined by the relevant category.

11.10.3. The total assets and, thus, the number of votes to which they are entitled, in terms of rule 11.10.1 and 11.10.2 above, of each Full Member may be determined at an Annual General Meeting, and where such determination does not occur at an Annual General Meeting, the determination for the previous year will continue to apply.

11.10.4. For those persons who join the Federation as a Full Member after the Annual Meeting for a year, their total assets, and thus, the number of votes to which they are entitled in terms of rule 11.10.1 above, shall be determined at the time they become a Full Member and shall be applicable until the convening of the next Annual General Meeting.

11.10.5. If a Full Member joins after the end of the Financial Year but before the Annual General Meeting, they will not be entitled to any votes at the Annual General Meeting immediately following their admission.

11.10.6. No Full Member shall be entitled to vote unless it has paid to the Federation all amounts then due by it to the Federation.

11.10.7. In this clause:

a) "Assets" in relation to a person, means all or any part of the property and assets of the person and, in the case of a corporation includes its uncalled or called but unpaid capital.

b) "Total assets" means the aggregate of the assets of any Full Member which is a corporation as disclosed by its most recent audited statement of financial position or, if the Full Member has wholly-owned subsidiaries, the aggregate of the assets of the Full Member and such subsidiaries as disclosed by the most recent audited consolidated statement of financial position of the Full Member and those subsidiaries.

11.11. Written resolutions

11.11.1. Anything that may be done by resolution of the Federation in Meeting may be done, without a Meeting, by means of written resolution signed or assented to in accordance with the Act (where applicable) and by at least seventy five (75%) percent of the allowable votes, and seventy five (75%) percent of the number of

Full Members who are entitled to vote on a resolution or poll at a Meeting at that time, provided that notice of the written resolution has been given to all Full Members in accordance with rule 11.6. Any such entry:

- a) May consist of several documents in like form each signed or assented to by one or more Full Members; and
- b) May be signed on behalf of a Full Member by the Authorised Representative of that Full Member; and
- c) May be assented to by a letter, or e-mail signed or sent by the Authorised Representative of the Full Member, including a letter that is sent by electronic transmission.

11.12. Minutes

11.12.1. Minutes must be kept by the Director of all Meetings.

12. Committee meetings and decision making

12.1. Frequency

12.1.1. The Executive Committee shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair or Director.

12.2. Quorum and Procedure

12.2.1. The quorum for Executive Committee meetings is at least half the number of Committee Members.

12.2.2. Other than as prescribed by the Act or these Rules, the Executive Committee or any Special Committee may regulate its proceedings as it thinks fit.

12.3. Decision making

12.3.1. The Executive Committee and any Special Committee may act by resolution approved in the course of a telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next committee meeting. Where there is an equality of votes, the chair of the Executive Committee or any Special Committee will have a casting vote.

12.3.2. Subject to the Act, these Rules and the motions of General Meetings, the decisions of the Executive Committee 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 shall be final and binding on all Members.

13. Records

13.1. Register of Members

13.1.1. The Federation shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

13.2. Contents of Register of members

13.2.1. The information contained in the Register of Members shall include each Member's:

- a) postal address
- b) phone number (landline and/or mobile)
- c) email address (if any)
- d) the date the Member became a Member
- e) anything else required by the Act.

13.2.2. Every Member shall promptly advise the Director of any change of their contact details.

13.3. Members to supply accounts

13.3.1. Every Full Member shall if required send to the Director a copy of each of its annual audited accounts and any interim published accounts as soon as practicable after the publication thereof.

13.4. Access to Register of Members

13.4.1. With reasonable notice and at reasonable times, the Director shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

13.5. Access to other information

13.5.1. A Full Member may at any time make a written request to the Federation for information held by the Federation.

13.5.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

13.5.3. The Federation must, within a reasonable time after receiving a request:

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the Full Member pays a reasonable charge to the Federation (which must be specified and

explained) to meet the cost of providing the information, or

d) refuse to provide the information, specifying the reasons for the refusal.

13.5.4. Without limiting the reasons for which the Federation may refuse to provide the information, the Federation may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Federation or of any of its Members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Federation, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to the Federation in responding to the request is substantially disproportionate to any benefit that the Full Member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.

13.5.5. If the Federation requires the Full Member to pay a charge for the information, the Full Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Full Member informs the Federation:

- a) that the Full Member will pay the charge; or
- b) that the Full Member considers the charge to be unreasonable.

13.5.6. Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

13.6. Maintaining records

13.6.1. The Executive Committee must cause accounting records to be kept, for the current accounting period and for the last 7 completed accounting periods of the Society, that:

13.6.2. correctly record the transactions of the Federation; and

13.6.3. allow the Federation to produce financial statements that comply with the requirements of the Act; and

13.6.4. would enable the financial statements to be readily and properly audited (if required under any legislation or the Rules).

14. Use of Federation Logo by Members

14.1. The Federation endorses the use of its logo on Members' stationery and advertising material as a sign to the public that Members stand for responsible behaviour in the financial services sector.

14.2. Use of the Federation logo is to be in accordance with any guidelines for use of the Federation's logo that are made by the executive from time to time.

14.3. Use of the Federation's logo is limited to its reproduction consistent with the Federation's approved design. The Director will provide electronic files to Members for this purpose.

14.4. Use of the Federation's logo is always subject on the Member continuing to fulfil subscription payments and comply with the Federation's Rules and the Code of Conduct for Members and operating its business in compliance with all regulatory requirements and, in the view of the Executive Committee, in a socially responsible manner.

14.5. Should the Executive Committee become aware of inappropriate use of the Federation's logo or if the Member breaches the Rules or the code of conduct, the Disciplinary Committee may withdraw the Member's right to continue to use the Federation logo in accordance with Rule 9.15.

15. Finances

15.1. Control and management

15.1.1. The funds and property of the Federation shall be:

- a) Controlled, managed, invested, and disposed of by the Executive Committee, subject to these Rules and any Financial Management Policy in place from time to time, and
- b) Devoted solely to the promotion of the purposes of the Federation.

16. Balance date

16.1. The Federation's Financial Year shall commence on 1 August of each year and end on 31 July (the latter date being the Federation's balance date).

17. Dispute resolution

17.1. Where a procedure for resolving disputes is required by law, the dispute resolution procedure of the Federation, including how a complaint may be made, will be the procedures as set out in Schedule 2 of the Incorporated Societies Act 2022.

17.2. The decision-maker under the dispute resolution procedure may:

- a) dismiss a grievance or complaint, or

- b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Federation and Members shall comply),
- c) uphold a complaint and:
- d) reprimand or admonish the Member, and/or
- e) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- f) order the complainant (if a Member) or the Member complained against, to meet any of the Federation reasonable costs in dealing with a complaint.

18. Winding up

18.1. Process

- 18.1.1.** The Federation may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act, including where notified by the Executive Committee in accordance with the Act.
- 18.1.2.** The Director shall give Notice to all Members of the proposed motion to wind up the Federation or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Executive Committee in respect to such notice of motion.
- 18.1.3.** Any resolution to wind up the Federation or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Full Members present and voting.

18.2. Surplus assets

- 18.2.1.** If the Federation is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 18.2.2.** On the winding up or liquidation or removal from the Register of Incorporated Societies of the Federation, its surplus assets after payment of all debts, costs and liabilities shall be vested in a not-for-profit entity which has a focus in promoting financial capability.
- 18.2.3.** However, on winding up by resolution under this rule, the Federation may approve a different distribution to a different entity from that specified above, so long as the Federation complies with these Rules in all other respects.

19. Alterations to the Rules

19.1. Amending these Rules

- 19.1.1.** Other than where any minor or technical amendment may be made in accordance with the Act, the Federation may amend or replace these Rules at a General

Meeting by a resolution passed by a two-thirds majority of those Full Members present and voting.

19.1.2. At least 2 Days before the General Meeting at which any amendment is to be considered the Director shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Committee has.

19.1.3. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

20. Other

20.1. Common seal

20.1.1. The common seal of the Federation must be kept in the custody of the Chair.

20.1.2. The common seal may be affixed to any document:

- a) by resolution of the Executive Committee and must be countersigned by the Chair and Deputy Chair by one Executive Committee Member and either the Chair or Deputy Chair.
- b) by such other means as the Executive Committee may resolve from time to time.

20.2. Contact person

20.2.1. Any Federation Contact Officer must be:

- a) At least 18 years of age, and
- b) At all times be resident in New Zealand, and
- c) Not disqualified under the Act from holding that office.

20.2.2. Where a contact person is required by law, the Director will be the Federation Contact Person.

20.2.3. Any change in the Federation Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Federation becoming aware of the change.

20.3. Bylaws

20.3.1. The Executive Committee from time to time may make and amend bylaws, and policies for the conduct and control of Federation activities and codes of conduct applicable to Members, but no such bylaws, policies, or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

20.4. Audit

20.4.1. An Auditor (who is a member of the New Zealand Institute of Chartered Accountants) shall be appointed at each Annual Meeting of the Federation. Each Auditor so appointed shall hold office until the next Annual Meeting of the Federation and shall be eligible for re-election.

20.4.2. It shall be the duty of the Auditor to report to Members of the Federation as to whether the accounts and balance sheet present a true and fair picture of the Federation's affairs and comply with any applicable financial reporting standards.

20.4.3. A copy of the latest accounts, together with the Auditor's report thereon, shall be sent to the Members with the notice of each Annual Meeting.

20.5. Transition

20.5.1. These Rules will apply with immediate effect as from the close of business on the date of the Meeting at which they are adopted, but the validity of anything done, or of any appointment to a position made, prior to then will continue to be governed by the previous Rules of the Federation.

This version of the Rules of the Financial Services Federation was adopted by the Full Members at a General Meeting held on 16 September 2022.