

The Constitution of  
**The Artificial Intelligence Researchers Association Incorporated**  
as "The Association"

**1. Name**

- 1.1. The name of the Association is The Artificial Intelligence Researchers Association Incorporated ("the Association").
- 1.2. The Association is constituted by resolution dated 25 February 2022.

**2. Registered Office**

- 2.1. The Registered Office of the Association is 1A Muritai Road, Milford, Auckland 0620.

**3. Purposes of Association**

- 3.1. The purposes of the Association are to:
  - 3.1.1. Promote Artificial Intelligence (AI) research for the advancement of the field in a manner that is both ethical and beneficial to society.
  - 3.1.2. Connect AI researchers to support the development of AI research and education in Aotearoa New Zealand.
  - 3.1.3. Encourage collaboration between researchers, industry and government in AI-related fields.
  - 3.1.4. Raise public awareness of AI and help inform government policies concerning AI, based on sound and independent research.
- 3.2. Pecuniary gain is not a purpose of the Association.
- 3.3. On winding up, the assets of the Association will be dealt with in accordance with section 33.
- 3.4. The Association may only use its resources to advance its charitable purposes, in accordance with section 34.

**GOVERNANCE OF THE ASSOCIATION**

**4. Commitment to Te Tiriti o Waitangi/The Treaty of Waitangi**

- 4.1. The Association expresses its commitment to Te Tiriti o Waitangi / The Treaty of Waitangi. The Association acknowledges that Te Tiriti / The Treaty is a foundational document for Aotearoa New Zealand and, as an Association based in Aotearoa New Zealand, the Association commits to being guided by these principles to inform the Association's practice.
- 4.2. The Association acknowledges the unique position of Māori as Tangata Whenua and the need to enhance Māori contribution and participation in the governance and operations of the Association. The Association commits to Te Tiriti / The Treaty as the foundation for the Association's relationship with Māori and iwi in the way that the Association will engage and partner.

**5. Board**

- 5.1. The Association shall have a governance board ("the Board", with each member a "Board Member"), consisting of:

- 5.1.1. Constituency Representative Board Members, elected by Association members of each Constituency in accordance with section 12, each a “Constituency Representative Board Member”.
  - 5.1.2. General Board Members, elected directly by the membership in accordance with section 13, each a “General Board Member”.
  - 5.1.3. The Tangata Whenua representative(s), elected in accordance with section 14, each a “Tangata Whenua representative”.
- 5.2. Board Members may belong to only one of the Board Member categories set out in sub-section 5.1.
- 5.3. Only Members of the Association may be Board Members.
- 5.4. There shall be an equal number of Constituency Representative Board Members and General Board Members.

## **6. Appointment of Board Members**

- 6.1. Subsequent to an election, the Board may decide by Majority Vote:
- 6.1.1. Who shall hold specific roles (if any) within the Board;
  - 6.1.2. Whether any Board members may hold more than one position.

## **7. Cessation of Board Membership**

- 7.1. Persons cease to be Board members when:
- 7.1.1. They resign by giving Written Notice to the Board; or
  - 7.1.2. An election is held; or
  - 7.1.3. A two-thirds majority of the Board vote to remove that person as a Board Member.

If a person ceases to be a Board Member, that person must within one month give to the Board any Association documents and property in their possession. Access to the Association online storage repository will also be immediately removed.

## **8. Executive Committee**

- 8.1. The Association shall have an Executive Committee ("the Executive Committee"), appointed by the Board.
- 8.2. Only members of the Association may be Executive Committee members.
- 8.3. There shall be a minimum of 7 Executive Committee members.

## **9. Appointment of Executive Committee Members**

- 9.1. The Board may decide by Majority Vote:
- 9.1.1. How large the Executive Committee will be.
  - 9.1.2. Executive Committee roles and responsibilities;
  - 9.1.3. Who shall hold Executive Committee roles.

## **10. Cessation of Executive Committee Membership**

10.1. Persons cease to be Executive Committee members when:

- 10.1.1. They resign by giving Written Notice to the Board; or
- 10.1.2. They are removed by Majority Vote of the Board; or
- 10.1.3. The next Board election takes place.

10.2. If a person ceases to be an Executive Committee Member, that person must within one month give to the Board any Association documents and property in their possession. Access to the Association online storage repository will also be immediately removed.

## **11. Selection and Appointment of Board Constituency Representatives**

11.1. Nominations for Constituency Representative Board Members for the Board shall be called for within each Constituency at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing (including via email to the Secretary) by Members of the Association from that Constituency and the completed nomination delivered to the Secretary. Nominations shall close at 6pm on the fifth day before the Annual General Meeting. In the case that a single person is nominated as the Constituency Representative Board Member for a particular Constituency, that person will automatically become the Constituency Representative Board Member for Members of that Constituency. In the case that more than one person is nominated as a Constituency Representative Board Member, the Constituency Representative Board Member will be determined via election by Association Members of that Constituency. Constituency elections will be coordinated by the Secretary of the Association. All retiring members of the Board and Executive Committee shall be eligible for re-election.

11.2. If the position of any Constituency Representative Board Member becomes vacant between Annual General Meetings, the Board, by Majority Vote, may appoint another Association Member from that same Constituency to fill that vacancy until the next Annual General Meeting.

11.3. If any Constituency Representative Board Member is unable to attend a meeting they may appoint a Proxy, either from amongst existing Board Members or another Member of the Association that has been a Member of the Association for at least six (6) months.

11.4. If any Constituency Representative Board Member is absent from three consecutive meetings without leave of absence or the appointment of a proxy the Chair(s) may declare that person's position to be vacant.

## **12. Constituency**

12.1. There are presently eleven (11) Aotearoa New Zealand Constituencies (each a "Constituency"), as follows -

- 12.1.1. University of Auckland
- 12.1.2. Auckland University of Technology
- 12.1.3. University of Waikato
- 12.1.4. Massey University
- 12.1.5. Victoria University of Wellington
- 12.1.6. University of Canterbury
- 12.1.7. Lincoln University
- 12.1.8. University of Otago

- 12.1.9. Crown Research Institutes
  - 12.1.10. Post-Doc researchers
  - 12.1.11. Tertiary students
- 12.2. The purpose of establishing Constituencies is to ensure the Board is representative of the membership, facilitate engagement with members from the Constituency through the Constituency Representative Board Member, and encourage greater communication within the Constituency on the topic of AI and AI related research.
- 12.3. To be eligible to form a Constituency, the Members of the Association belonging to a proposed Constituency must make up at least 10% of the Association membership, or the proposed Constituency should be a New Zealand University.
- 12.4. Where an existing Constituency that is not a University no longer has at least 10% of Members of the Association belonging to that Constituency the Executive Committee shall propose disestablishing the Constituency at the next Annual General Meeting through a formal communication to the Constituency Representative Board Member and Constituency based Members of the Association.
- 12.5. The Constituency Representative Board Member and existing Association Members belonging to that Constituency will then have at least 30 days to recruit additional Association Members belonging to that Constituency to attain the required 10% of Association Membership required to form a Constituency.
- 12.6. A new Constituency can only be formalised or an existing Constituency disestablished through a Majority Vote of the Board.

### **13. Nomination of General Board Members**

- 13.1. Nominations for General Board Members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing (including via email) by Members and the completed nomination delivered to the Secretary. Nominations shall close at 6pm on the fifth day before the Annual General Meeting. All retiring members of the Board and Executive Committee shall be eligible for re-election. General Board Member elections will be coordinated by the Secretary of the Association.
- 13.2. The available General Board Member seats (as contemplated in section 5) will be allocated to those Members that received the highest number of votes in the election for General Board membership.
- 13.3. If the position of any General Board Member becomes vacant between Annual General Meetings, the Board may appoint another Association Member to fill that vacancy until the next Annual General Meeting.
- 13.4. If a General Board Member is unable to attend a meeting they may appoint a Proxy, either from amongst existing Board members or another Member of the Association that has been a Member of the Association for at least six (6) months.
- 13.5. If any General Board Member is absent from three consecutive meetings without leave of absence or the appointment of a Proxy the Chair(s) may declare that person's position to be vacant.

### **14. Tangata Whenua representative(s)**

- 14.1. The Tangata Whenua representative(s) will be elected at a Special Meeting of all Māori members of the Association.

- 14.2. Only Māori members of the Association are eligible to be elected as the Tangata Whenua representative.
- 14.3. Māori members of the Association will decide whether there is one or more Tangata Whenua representatives.
- 14.4. Māori members of the Association will decide whether the Tangata Whenua representative sits on either the Board or Executive Committee, or both, and if both whether that will be the same member.
- 14.5. For avoidance of doubt, each of the Board and the Executive Committee will be limited to a single Tangata Whenua representative at any time.

## **15. Role of the Board**

- 15.1. Subject to the constitution of the Association, the role of the Board is to:
  - 15.1.1. Set the strategic direction and priorities;
  - 15.1.2. Set Board policies and Executive Committee performance expectations;
  - 15.1.3. Identify and manage risk;
  - 15.1.4. Monitor and evaluate the Association activities in order to exercise its accountability to the Association and its stakeholders;
  - 15.1.5. Decide how a person becomes a member, and how a person stops being a member;
  - 15.1.6. Support the Executive Committee in fulfilling their role, including to co-opt and appoint Executive Committee members as required.
- 15.2. The Board has all of the powers of the Association, unless the Board's power is limited by the Constitution, or by a majority decision of the Association.
- 15.3. All decisions of the Board shall be by a Majority Vote. In the event of an equal vote, the current Chair of that meeting shall have a casting vote, that is, a second vote.
- 15.4. Decisions of the Board bind the Association, unless the Board's power is limited by the Constitution or by a majority decision of the Association.

## **16. Role of the Executive Committee**

- 16.1. Subject to the Constitution of the Association, the role of the Executive Committee is to support the Board in fulfilling their role, including to:
  - 16.1.1. Administer the Association;
  - 16.1.2. Carry out the purposes of the Association, and Use Money or Other Assets to do that;
  - 16.1.3. Manage the Association's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
  - 16.1.4. Set accounting policies in line with generally accepted accounting practice;
  - 16.1.5. Delegate responsibility and co-opt members, with approval of the Board, where necessary;
  - 16.1.6. Ensure that all members follow the Constitution;
  - 16.1.7. Decide the times and dates for meetings, and set the agenda for meetings;
  - 16.1.8. Decide the procedures for dealing with complaints;
  - 16.1.9. Set membership fees, including subscriptions and levies (if any);

16.1.10. Set policies and make rules and regulations.

## **17. Executive Committee positions**

17.1. The Chair(s) is (are) responsible for:

- 17.1.1. Ensuring that the Constitution is followed;
- 17.1.2. Convening Meetings and establishing whether or not a quorum (half of the Executive Committee) is present;
- 17.1.3. Chairing Meetings, deciding who may speak and when;
- 17.1.4. Overseeing the operation of the Association;
- 17.1.5. Providing a report on the operations of the Association at each Annual General Meeting.

17.2. The Deputy Chair(s) is(are) responsible for:

- 17.2.1. Such duties as delegated by the Chair from time to time.

17.3. The Secretary is responsible for:

- 17.3.1. Being the Contact Person for the Association;
- 17.3.2. Recording the minutes of Meetings;
- 17.3.3. Keeping the Register of Members;
- 17.3.4. Holding the Association's records, documents, and books;
- 17.3.5. Receiving, disseminating, and replying to correspondence as required by the Board;
- 17.3.6. Managing and maintaining the Association's website, social media channels, member management software, and other platforms (if any);
- 17.3.7. Upholding the Association's legal requirements of governing documents, and other relevant legislative or related requirements.

17.4. The Treasurer is responsible for:

- 17.4.1. Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- 17.4.2. Preparation of annual financial statements. These statements should be prepared in accordance with the Association's accounting policies (see 15.1.4);
- 17.4.3. Presentation of annual financial statements at each Annual General Meeting;
- 17.4.4. Providing financial information to the Board as the Board determines;
- 17.4.5. Coordinating fundraising activities, as agreed with the Board;
- 17.4.6. Control of fixed assets and stock (if any).

17.5. The Tangata Whenua representative is responsible for:

- 17.5.1. Raising issues and providing advice to Board and the Executive Committee on issues that impact Māori;
- 17.5.2. Coordinating regular hui with other Māori members of the Association;

- 17.5.3. Coordinating the appointment of new Tangata Whenua representatives, as required.

## **18. Board meetings**

- 18.1. Meetings may be held via video or telephone conference, or other formats as the Board may decide.
- 18.2. Executive Committee members may be invited to attend Board meetings.
- 18.3. If a Board Member is unable to attend a meeting they may appoint a Proxy, either from amongst existing Board members or another Member of the Association that has been a Member of the Association for at least six (6) months.
- 18.4. No Meeting may be held unless more than half of the Board, taking into account any appointed Proxies, is in attendance.
- 18.5. A Chair shall chair Meetings, or if the Chair is absent, the Board shall elect a representative to chair that meeting.
- 18.6. Decisions of the Board shall be by Majority Vote.
- 18.7. The Chair or person acting as Chair has a casting vote, that is, a second vote.
- 18.8. Only Board Members present, or an appointed Proxy, at a Meeting may vote at that Meeting.
- 18.9. Subject to this Constitution, the Board may regulate its practices.
- 18.10. The Chair or nominee shall adjourn the meeting if necessary.
- 18.11. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the meeting, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Board members in attendance adjourn the same 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.

## **19. Executive Committee meetings**

- 19.1. Meetings may be held via video or telephone conference, or other formats as the Executive Committee may decide.
- 19.2. Board members may be invited to attend Executive Committee meetings.
- 19.3. If an Executive Committee Member is unable to attend a meeting they may appoint a Proxy, either from amongst existing Executive Committee members or another Member of the Association that has been a Member of the Association for at least six (6) months.
- 19.4. No Meeting may be held unless more than half of the Executive Committee, taking into account any appointed Proxies, is in attendance.
- 19.5. A Chair shall chair Meetings, or if the Chair is absent, the Executive Committee shall elect a representative to chair that meeting.
- 19.6. Decisions of the Executive Committee shall be by Majority vote.
- 19.7. The Chair or person acting as Chair has a casting vote, that is, a second vote.
- 19.8. Only Executive Committee Members present, or an appointed Proxy, at a Meeting may vote at that Meeting.
- 19.9. Subject to this Constitution, the Executive Committee may regulate its practices.
- 19.10. The Chair or nominee shall adjourn the meeting if necessary.

- 19.11. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the meeting, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Executive Committee members in attendance adjourn the same 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.
- 19.12. Audio/Visual channels will be made available where appropriate to support running and/or attendance at Meetings.

## **ASSOCIATION MEMBERSHIP**

### **20. Types of Members**

- 20.1. Membership may comprise different classes of membership as decided by the Association.
- 20.2. Members have the rights and responsibilities set out in this Constitution.

### **21. Admission of Members**

- 21.1. To become a Member, a person ("the Applicant") must:
- 21.1.1. Complete an application form, if the Board requires this; and
  - 21.1.2. Supply any other information the Board requires.
- 21.2. The Board and/or Executive Committee may interview the Applicant when it considers Membership applications.
- 21.3. The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board, or an appointed Board representative, shall advise the Applicant of its decision, and that decision shall be final.

### **22. The Register of Members**

- 22.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names, affiliated organisations and contact information of all Members, and the dates at which they became Members. This may be managed through a software platform.
- 22.2. If a Member's contact details change, that Member shall give the details to the Secretary or update their information in the membership management software (if any).
- 22.3. Each Member shall provide such other details as the Board requires.
- 22.4. Members shall have reasonable access to the Register of Members.
- 22.5. The Secretary shall ensure compliance with relevant legislation, in particular the Privacy Act of 2020.

### **23. Cessation of Membership**

- 23.1. Any Member may resign by giving Written Notice (including via email or online portal) to the Secretary.
- 23.2. Membership may be terminated in the following way:



23.2.1. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Association, the Board may give Written Notice of this to the Member ("the Board's Notice"). The Board's Notice must:

23.2.1.1. Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Association;

23.2.1.2. State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership;

23.2.1.3. State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.

## **24. Obligations of Members**

24.1. All Members (and Board and Executive Committee Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

## **MONEY AND OTHER ASSETS OF THE ASSOCIATION**

### **25. Use of Money and Other Assets**

25.1. The Association may only use Money and Other Assets if:

25.1.1. It is for a purpose of the Association;

25.1.2. It is not for the sole personal or individual benefit of any Member; and

25.1.3. That use has been approved by either the Board or by Majority Vote of the Association.

### **26. Joining Fees, Subscriptions and Levies**

26.1. If any Member does not pay a Subscription or levy by the date set by the Board or the Association, the Secretary/Treasurer will give Written Notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no Membership rights and shall not be entitled to participate in any Association activity.

### **27. Financial Year**

27.1. The financial year of the Association begins on 1 January of every year and ends on 31 December of the same year.

### **28. Assurance on the Financial Statements**

28.1. No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Association Meeting, provided that the requesting Members cover the cost of such review or audit.

## CONDUCT OF MEETINGS

### 29. Association Meetings

- 29.1. An Association Meeting is either an Annual General Meeting or a Special General Meeting, held either in person, online, or a combination of online and in person.
- 29.2. The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Board shall determine when and where the Association shall meet within those dates.
- 29.3. Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 29.4. The Secretary shall:
  - 29.4.1. Give all Members at least 14 days Written Notice (including email) of the business to be conducted at any Association Meeting.
  - 29.4.2. Additionally, the Secretary will provide, as appropriate:
    - 29.4.2.1. A copy of the Chair's Report on the Association's operations and of the Annual Financial Statements as approved by the Board;
    - 29.4.2.2. A list of Nominees for General Board membership, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
    - 29.4.2.3. Notice of any motions and the Board's recommendations about those motions;
    - 29.4.2.4. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 29.5. All Members may attend and vote at Association Meetings.
- 29.6. No Association Meeting may be held unless at least 25% of eligible Members or 25 eligible members (whichever is the smaller) attend. (This will constitute a quorum.)
- 29.7. If a Member is unable to attend a meeting they may appoint a Proxy. The Proxy must be a Member of the Association and have been a Member of the Association for at least six (6) months.
- 29.8. All Association Meetings shall be chaired by the Board Chair(s). If the Chair(s) is (are) absent, the Association shall elect another Board Member to Chair that meeting. Any person chairing an Association Meeting has a casting vote.
- 29.9. On any given motion at an Association Meeting, the Chair shall in good faith determine whether to vote by:
  - 29.9.1. Voices;
  - 29.9.2. Show of hands; or
  - 29.9.3. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair(s) will have a casting, that is, second vote.

29.10. The business of an Annual General Meeting shall be:

- 29.10.1. Receiving any minutes of the previous Association's Meeting(s);
- 29.10.2. The Chair's report on the business of the Association;
- 29.10.3. The Secretary/Treasurer's report on the finances of the Association, and the Annual Financial Statements;
- 29.10.4. The election of Board Members;
- 29.10.5. Motions to be considered;
- 29.10.6. General business.

29.11. The Chair or nominee shall adjourn the meeting if necessary.

29.12. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair(s) of the Board, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Association Meeting adjourn the same 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.

29.13. Audio/Visual channels will be made available where appropriate to support running and/or attendance at Meetings.

### **30. Motions at Association Meetings**

30.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving Written Notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 25% of eligible Members or 8 eligible members (whichever is largest):

- 30.1.1. It must be voted on at the Association Meeting chosen by the Member; and
- 30.1.2. The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; and
- 30.1.3. If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

30.2. The Board and/or Executive Committee may also decide to put forward motions for the Association to vote on, which shall be suitably notified.

## **DISPUTES AND GRIEVANCES**

31. Disputes and Grievances will be notified to the Chair of the Executive Committee who will mediate the matter. If mediation is not successful, either party may refer the matter to the Board, and the decision of the Board in the matter is final.

## **ALTERING THE CONSTITUTION**

### **32. Altering the Constitution**

- 32.1. The Association may alter or replace this Constitution at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 32.2. Any proposed motion to amend or replace this Constitution shall be signed by at least 25% of eligible Members or 8 eligible members (whichever is largest) and given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 32.3. At least 14 days before the General Meeting at which any Constitution change is to be considered the Secretary shall give to all Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 32.4. When a change is approved by a General Meeting, the timing of when the change takes effect will be determined at the meeting.

## **WINDING UP**

### **33. Winding up**

- 33.1. If the Association is wound up:
  - 33.1.1. The Association's debts, costs and liabilities shall be paid;
  - 33.1.2. No distribution may be made to any Member;
  - 33.1.3. The surplus Money and Other Assets shall be distributed to a New Zealand charitable organisation with similar objectives to the Association as decided in a Board meeting, or if no such organisation can be agreed to, then a charitable organisation chosen by the Chair(s).

## **RESOURCES TO ADVANCE CHARITABLE PURPOSES**

### **34. Resources to advance charitable purposes**

- 34.1. All income, benefit, or advantage ("Resources") must be used to advance the charitable purposes of the Association.
- 34.2. No member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 34.3. Any payments made to a member of the Association, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

- 34.4. A conflict of interest exists for an officer if the officer's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the Association. When a conflict of interest exists for an officer, that officer must declare the nature of the conflict or the potential conflict. The officer must not take in deliberations or proceedings including decision-making in relation to the conflict of interest. The officer must not be counted in the quorum for decision-making on the matter for which they have a conflict of interest.

## **OTHER**

### **35. Common seal**

- 35.1. The common seal of the Association must be kept in the custody of the Secretary. The common seal may be affixed to any document:
- 35.1.1. By resolution of the Executive Committee; or
  - 35.1.2. By resolution of the Board; or
  - 35.1.3. By such other means as the Executive Committee or the Board may resolve from time to time.

## **DEFINITIONS**

### **36. Definitions and Miscellaneous matters**

- 36.1. In this Constitution:
- 36.1.1. "The Constitution" is a set of rules and principles that define the nature and extent of governance;
  - 36.1.2. "The Board" a representative group of members of the Association made up of Constituency Representative Board Members, General Board Members and the Tangata Whenua representative(s);
  - 36.1.3. "The Executive Committee" is a group of members of the Association appointed by the Board;
  - 36.1.4. "Proxy" is an Association Member, who has been a Member of the Association for at least six(6) months prior, that is appointed by a Board Member, Executive Committee Member, or other Member to attend a Meeting on their behalf, including in a Voting capacity;
  - 36.1.5. "Constituency" is an individual or group of organisations with shared interests who elect a representative to the Board;
  - 36.1.6. "Majority Vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting;
  - 36.1.7. "The Applicant" is someone seeking membership of the Association;
  - 36.1.8. "The Register" is a register of Members of the Association kept by the Secretary;
  - 36.1.9. "the Board's Notice" refers to Written Notice given by the Board and/or Executive Committee to the Member;
  - 36.1.10. "Member's Motion" is a motion requested to be voted on by a Member.

- 36.1.11. "Member's Information" is information put forward by a Member in support of the motion;
- 36.1.12. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association;
- 36.1.13. "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting;
- 36.1.14. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets;
- 36.1.15. "Written Notice" means communication by post, electronic means (including email, and website posting), or a combination of these methods;
- 36.1.16. It is assumed that:
  - 36.1.16.1. Where the singular is used, plural forms of the noun are also inferred;
  - 36.1.16.2. Headings are a matter of reference and not a part of the Constitution;
- 36.1.17. Matters not covered in this Constitution shall be decided upon by the Board.

## **DECLARATION**

The Artificial Intelligence Researchers Association hereby adopts and accepts this constitution as a current operating guide regulating the actions of its members.

Dated: **25 February 2022**