

Chapter one

Text¹

¹ Qualifications of officers

Every Officer must be a natural person who—

- has consented in writing to be an officer of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely—

- a person who is under 16 years of age
- a person who is an undischarged bankrupt
- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - an offence under subpart 6 of Part 4 of the Act
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- a person subject to:
 - a banning order under subpart 7 of Part 4 of the Act, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- Prior to election or appointment as an Officer a person must—
 - consent in writing to be an Officer, and
 - certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

Officers' duties

At all times each Officer:

- shall act in good faith and in what he or she believes to be the best interests of the Society,
- must exercise all powers for a proper purpose,
- must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the Society,
 - the nature of the decision, and
 - the position of the Officer and the nature of the responsibilities undertaken by him or her
- must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
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Chapter two

Some more text² Requesting to flush pending notes before going to another outline level could be difficult to implement. First there should be a means to specify which level is the “boundary”. This

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² Second footnote

IMHO, this is not a bug but a shortcoming in the specification (the case was not anticipated). Notes and outline are independent from each other. If a note overflow available space, it will continue on following pages regardless of main text. This is aggravated by the fact that note area is limited to some percentage of page size

level is not necessarily 1 because users or layout design may set other constraints (speaking only of “chapters”, chapter can be on another level: level 1 for “volume”, level 2 for “part”, chapter perhaps at level 3).

(~85% according to my experiments). This means there is always ~15% space available for main text which increases the “lag” between text and notes. It can even create huge confusion in note numbering because the “by page” numbering only considers main text, restarting at 1 at top of page without taking into account pending notes. In the extreme case of a very long spanning note with one note request on its overflow pages, all short footnotes are listed together after it sharing the same number 1, making reference to a specific note uneasy.