

CONSTITUTION AND RULES OF NEW CONSERVATIVE

1. INTERPRETATION

Unless the context requires otherwise:

“Annual Conference” means and includes the annual general meeting of the Party which shall elect persons to hold office in the Party.

“Appointments Committee” means a committee constituted in accordance with rule 5 of this constitution.

“Balance Date” means the end of the Party’s financial year determined by the Board.

“Board” means the Board of Management of the Party and shall consist of no less than five and not more than ten elected members, in addition to the leader and deputy or co-leader in accordance with Rule 5.

“Board Member” means any person or persons elected to the board in accordance with Rule 5 or co-opted as may be required from time to time.

“Candidate” means any Member selected as the Party’s representative to stand on behalf of the Party, whether in a Constituency or on the List, in accordance with these Rules as a candidate for a seat in the New Zealand House of Representatives.

“Committee” means one or more Members appointed by the Board to carry out any function or functions concerning the affairs of the Party.

“Convener” means a member approved by the Board and given access to contact details of members and supporters in their electorate or region, for the purpose of building a core working group to raise the party profile in their area.

“Caucus” means one or more Members who are for the time being Members of the New Zealand House of Representatives whether as electorate or as list members.

“Candidates Register” means a list compiled by the Board of all potential candidates together with such information about the prospective candidates the Board sees fit to include.

“Candidate Selection Committee” means a committee constituted in accordance with rule 7 or 8 hereof.

“Co-Leader” means a person who, together with another person or persons, has been selected to lead the Party in accordance with Rule 6.

“Deputy Leader” means a person appointed to hold the office of Deputy Leader of the Party in accordance with Rule 6.

“Election” means a general election or by-election as the case may require.

“Electoral Act” means the Electoral Act 1993 and any Act of the House of Representatives amending or replacing that Act.

“Electorate Candidate” means a Member chosen in accordance with this constitution and Rules to stand as the Party’s candidate in an electorate either at a general election or a by-election.

“Electorate Committee” means one or more Members responsible for the Party’s affairs in an electorate.

“Electorate Convener/Chair” means a Member appointed by the Board or through its agent as the person responsible for building a working team in the electorate.

“Leader” means the leader of the Party appointed by a vote of the majority of the Caucus or of the Board as the case may require in accordance with Rule 6.

“List” or **“Party List”** means the List of Candidates compiled by the Party for the purposes of section 127 of the Electoral Act as the Party’s list of candidates for election to the House of Representatives under the list seats provisions of the mixed member proportional system of representation.

“Member” or **“Party Member”** means any person who is a financial member of the Party in accordance with these Rules.

“Party” means New Conservative (also to be known in abbreviated form as “Conservative”) of which this document is the constitution and Rules for the purposes of the Electoral Act.

“Party President/Chair” and **“Party Vice President/Chair”** means a Member holding office for the time being in accordance with Rule 6.

“Board Chair” or **“Chair”** means a Member holding office for the time being in accordance with Rule 6.

“Regional Committee” means a committee of Party Members constituted in accordance with rule 9 which is responsible for the affairs of the Party in a geographic region determined by the Board which may be the same as or different from the boundaries of electorates as set by the Electoral Commission.

“Regional Chair/Convener” is the chair or convener of the Regional Committee in accordance with Rule 9.

“Rules” means the rules set out in this document as amended in accordance with its terms.

“Secretary” means any person appointed by the Board to perform the duties of the Secretary of the Party or any person authorized to act in that person’s place.

“Special Conference” means a conference called by the Board inter alia for the purpose of considering a resolution to wind up the Party or for any other purpose the Board sees fit.

“Subscription” means the levy or membership fee determined by the Board.

“Treasurer” or **“Party Treasurer”** means a Member appointed or elected by the Board who shall perform such duties as the Board shall determine from time to time.

In this document words importing the plural include the singular and vice versa, and words importing the masculine include the feminine and vice versa.

2. ESTABLISHMENT AND NAME

- 2.1. The name of the party shall be New Conservative. By these Rules it is hereby confirmed that the Party shall be a political party; that it shall put up candidates for election to the New Zealand House of Representatives and shall register and maintain registration as a political party under Part IV of the Electoral Act 1993 or any legislation repealing and replacing the same.

3. FOUNDING PRINCIPLES

The Founding Principles of the Party shall be those determined at the first Annual Conference, and shall be consistent with the content of the promotional booklet entitled “What do you really want” published by the Conservative Party of New Zealand in the month of October 2011.

4. MEMBERSHIP

- 4.1. Any person who is entitled to be an “elector” as defined in the Electoral Act may become a member of the Party by;
 - (a) Applying in writing or online to become a member; and
 - (b) Paying such sum by way of Subscription as may be determined from time to time by the Board.
- 4.2. The Board shall have the absolute discretion to refuse membership to any person, or to cancel such membership in accordance with these Rules, and shall not be required or obliged to give any reason for doing so.

5. PROCEDURES FOR CONDUCTING ELECTIONS TO THE BOARD

The procedure to be followed for the election of members of the Board where, pursuant to the Constitution, the Board is required to hold elections is:

- 5.1. The Board shall appoint an Appointments Committee which shall be chaired by the President or Chair, or in his or her absence another member appointed by the Board and shall comprise at least three other persons who need not be members of the Board.
- 5.2. The Appointments Committee shall formally notify all Party Members of the number of vacancies or new positions to be filled by election to the Board and shall invite them to forward written nominations to the Appointments Committee. The closing date for the receipt of written nominations shall be specified in the notice and sufficient time shall be allowed for nominations to be considered, obtained, and forwarded.
- 5.3. Nominations shall be accompanied by:
 - 5.3.1. A letter of confirmation from the prospective nominee confirming their willingness to be elected to the Board; and
 - 5.3.2. A statement providing details of the nominee’s personal background and experience.
- 5.4. The Appointments Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.
- 5.5. The Appointments Committee shall then prepare a list of persons for whom assessments have been completed and whose nominations it is prepared to endorse for the purposes of the remaining stages of the election process.

- 5.6. The Appointments Committee shall then submit the final list of names to the Board with a full resume of each candidate's background and the results of the assessment, interviews responses, and other investigations.
- 5.7. The Board shall then determine the candidates for the election to the Board and shall then ask the Party Secretary to conduct the election in accordance with these Rules.
- 5.8. There shall be no right of appeal against any decision of the Appointments Committee or the Board.
- 5.9. No error in the appointment procedure shall invalidate the process of election and/or any decision at the Appointments Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it, including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the Board shall take such action as it considers necessary or desirable to remedy the error.
- 5.10. Elections for positions available will take place by postal voting prior to the Annual General Meeting of the Party.
- 5.11. If there are the same number of nominations as there are vacancies on the board then the Board can determine an election will not be required and ratify the nominations as appointed at the AGM.
- 5.12. The Leader and Deputy Leader or Co-Leaders shall be Members of the Board until their respective tenures of office expire or are terminated.
- 5.13. Each other Member of the Board shall hold appointment until the Annual General Meeting of the Party held in the third year after their appointment, unless one of the following events occurs, namely;
 - 5.13.1. he/she resigns as a Member of the Board and/or the Party by delivering a duly signed notice to that effect either in person to the President or by email, facsimile transmission, courier or registered post addressed to the National Office of the Party,
 - 5.13.2. he/she dies,
 - 5.13.3. he/she ceases to agree with the Party Principles or refuses or neglects (within one month of being requested in writing by the Party President/Chair authorised by a resolution passed by a majority of the Members of the Board) to reactnowledge in writing his/her agreement with the Party Principles as set out in clause 3.1.
 - 5.13.4. he/she is removed by the resolution of more than 75% of those Members of the Board of Management present at the meeting at which such resolution is moved, at least 7 days notice of intention to propose such resolution having been given to all Members of the Board.
- 5.14. In the event of a vacancy arising under clauses 5.13.1 to 5.13.4 the remainder of the Board has the power to co-opt replacements as it sees fit to provide for effective Board function. Such co-opted members maybe confirmed by election at the next AGM.
- 5.15. Members of the Board who have completed one term in accordance with clause 5.13 can be re-elected for a further term or terms.

- 5.16. Voting papers accompanied by photographs and information concerning each candidate for election shall be sent to all Party Members no less than 4 weeks prior to the date of the Annual General Meeting.
- 5.17. All eligible voting papers must be received by post no later than the day prior to the day set for the Annual General Meeting, or in the alternative, may be presented personally by Members attending the Annual General Meeting. All other voting papers shall be deemed invalid.
- 5.18. The Party Secretary plus two Board members appointed by the Board as scrutineers shall count the voting papers and the Party Secretary shall announce the results at the Annual General Meeting at the time set by the Party President or Chair.
- 5.19. From the date of registration of the Party until the first Appointments Committee is appointed in accordance with these Rules the members of the Board of the Party shall be appointed by the Leader.

6. PROCEDURES FOR THE ELECTION OF OFFICERS AND LEADER

The procedure to be followed for the appointment of Officers of the Board, Leader and/or Co-Leaders and Deputy Leader of the Party and where, pursuant to the Constitution, an election is required to be held, or where the Board or a committee thereof wishes to make any other appointment and is unable to do so by consensus is:

- 6.1. When there are six or more Caucus members the positions of Leader, Deputy Leaders, Party Whip, Caucus Secretary and any other Caucus officers or offices or positions that the Caucus may wish to be filled shall be decided by the members of the Caucus by majority vote. In the event that there is more than one candidate for a position and voting is tied then, in the case of the Party Leader, the Party President or Chair shall cast a vote on behalf of the Board expressing their preference. In any other case the Party Leader shall have the casting vote.
- 6.2. Candidates for the position shall be nominated by a member of the relevant Board, Caucus, or Committee and seconded by another such member.
- 6.3. The Board, Caucus, or Committee shall then appoint two scrutineers to count the votes.
- 6.4. Each member of the Board, Caucus, or Committee present and desiring to vote shall by secret ballot vote for one of the candidates, and the candidate securing the most votes shall be deemed to be appointed.
- 6.5. Except in the case of the vote for Party Leader and President/Chair, the President or Chair shall have a casting vote.

7. APPOINTMENT OF ELECTORATE CANDIDATES

The procedure to be followed for the appointment of persons as Electorate Candidates for the purposes of a general election or By-election is:

- 7.1. There shall be a Candidate Selection Committee for each Region or Electorate comprising-

- 7.1.1. A regional committee representative for the relevant region or board member in the absence of a Regional representative (who shall chair the Candidate Selection Committee),
 - 7.1.2. Two persons appointed by the Electorate Committee (or, if there is no such committee, then two persons appointed by the Board who are actively involved in the promotion of the Party in the electorate or region) and who are unavailable for nomination as the Candidate for that electorate.
- 7.2. The Candidate Selection Committee shall formally notify all Members who reside in the relevant electorate of the intention to appoint an Electorate Candidate and shall invite such Members to forward to the Candidate Selection Committee written nominations for appointment as the Electorate Candidate. The closing date for the receipt of written nominations shall be specified in the notice and sufficient time shall be allowed for nominations to be considered and forwarded.
- 7.3. Any Member (whether resident in the electorate or not) may make a nomination. Such nominations shall be accompanied by:
 - 7.3.1. A letter of confirmation from the nominee confirming their willingness to be appointed as the Electorate Candidate, and
 - 7.3.2. A statement providing details of the nominee's personal background and experience together with any other information or statement that the nominee wishes the Candidate Selection Committee to take into consideration.
- 7.4. The Candidate Selection Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.
- 7.5. The Candidate Selection Committee shall then prepare a list of persons for whom assessments have been completed and whose nominations they are prepared to endorse for further consideration.
- 7.6. The Candidate Selection Committee shall circulate the names and biographical details of the endorsed nominees to the relevant Electorate Committee if there is a committee in place, all members of the Board, and such other persons as the Candidate Selection Committee may desire to provide an opportunity for further comment on the endorsed nominees and shall specify a further date by which such further comments are to be received.
- 7.7. After the close-off date for further comments, the Candidate Selection Committee shall consider all responses received and information held about nominees, carry out any other investigations it considers desirable (including further interviews), and prepare a list of persons for whom assessments have been completed and whose nominations it is prepared to finally endorse for the purposes of the remaining stages of the election process.
- 7.8. Once the final list of endorsed nominees has been determined, the Board or the relevant electorate organisation shall send a copy of the list together with extracts from the biographical details of such nominees to all Members within the electorate for the purpose of selection of an Electorate Candidate by members resident in the electorate, in accordance with Rules 7.9.1 – 7.9.6;

provided, however, that if less than 100 (one hundred) members are then resident in that electorate, the Board may, after consulting with such members, itself select the candidate for that electorate from the names on the list of endorsed nominees.

- 7.9. The process for the election of Electorate Candidates by electorate members will be as follows:
 - 7.9.1. Not sooner than one month (or such shorter time as the Board may fix) after the list of endorsed nominees has been sent to the Members in an electorate in accordance with Rule 7.8, members shall be given notice of the date, time and place of a meeting of those Members to be held to select the candidate for that electorate.
 - 7.9.2. The meeting shall be chaired by the Board member who represents that region in which that electorate exists, or by another Board member nominated by that Board member.
 - 7.9.3. All Members resident in the electorate shall be free to attend the meeting, but only those who are current financial Members, AND who have been financial Members for more than three months as at the date of the meeting will be entitled to vote.
 - 7.9.4. If there are more than 75 (seventy five) Members eligible to vote in terms of Rule 7.9.3 present at the meeting, then the candidate selected by the selection process will be the candidate for that electorate at the next scheduled Election. If the specified minimum number of voting members is not reached, then the Board may either confirm the selection of the candidate selected by that meeting, or, after consultation with those Members who attended that selection meeting, name another candidate on the list of endorsed nominees as the Candidate for that electorate in that election.
 - 7.9.5. At the selection meeting, each nominee will be given no more than 10 minutes to speak, and shall answer 2 questions from the Board. Speaking order will be determined by lot, and each candidate will answer the same questions, of which they have had no prior knowledge. While any one candidate is speaking, other candidates will be removed from the room and out of earshot.
 - 7.9.6. Following the completion of this process, a secret ballot will be held to determine the Electorate Candidate. Should the ballot result in a tie, and if, after a recount, is confirmed as a tie, the chairperson shall have the casting vote on behalf of the Board.
- 7.10. The Candidate Selection Committee shall then promptly advise each nominee and the member nominating such nominee of the results of the appointment process.
- 7.11. The Board shall, on a date or dates determined by it, advise the media, Members, regional and electorate groups of the name of the Electorate Candidate.
- 7.12. There shall be no right of appeal against any decision of the Candidate Selection Committee or the Board.

- 7.13. No error in the candidate selection procedure shall invalidate the process of selection and/or any decision of the Candidate Selection Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the selection at issue shall be suspended and the Board shall take such action as it considers necessary or desirable to remedy the error or, if necessary, to recommence the selection process in respect of one or more of the endorsed nominees affected by the error.

8. APPOINTMENT OF LIST CANDIDATES

The procedure to be followed for the appointment of persons to the Party List for the purposes of a General Election is:

- 8.1. The Board shall appoint a Candidate Selection Committee which shall comprise the Leader and/or Co-Leaders, the President or Chair and at least three other persons who need not be members of the Board but who are all unavailable for appointment to the Party List. The Candidate Selection Committee shall usually be chaired by the President/Chair or, in his/her absence, the Leader and/or Co-Leaders,
- 8.2. Any Member may make a recommendation. Such recommendation shall be accompanied by:
 - 8.2.1. A letter of confirmation from the "nominee" confirming their willingness to be appointed to the Party List, and
 - 8.2.2. A statement providing details of the nominee's personal background and experience together with any information or statement that the nominee wishes the Candidate Selection Committee to take into consideration.
- 8.3. The Candidate Selection Committee shall, either directly or by delegation, carry out an assessment of each nominee including, in particular, interviewing each nominee at such place/s and time/s as the Committee may determine.
- 8.4. The Candidate Selection Committee shall then submit a report to the Board, containing a list of persons for whom assessments have been completed and whose recommendations they are prepared to endorse for the purposes of the remaining stages of the selection process. This list will include electorate candidates who have been successfully elected through the electorate candidate process in rule 7 and who wish to be included as a list candidate.
- 8.5. The Board shall then estimate the number of potential successful candidates that may realistically be successful in the next general election with a reasonable margin to allow for the best possible result.
- 8.6. The Board shall then select by consensus, or in the case that consensus cannot be reached by election amongst the Board members, candidates to meet the number required as per Rule 8.5. Where the members of the Board are equally divided regarding any nominee the Party President or Chair shall have a casting vote.

- 8.7. The Board shall then consider the Candidate Selection Committee's report and shall either approve the list ranking of the candidates in accordance with the election results or, make such adjustments as it deems necessary. The Board shall present the results of the ranking process with explanations for any adjustments to the Candidate Selection Committee in a special combined meeting.
- 8.8. The Board shall then promptly advise each nominee and the member recommending such nominee of the results of the appointment process and the position at which they appear. The Board shall also notify each nominee included on the Party List of their right to withdraw their name from the Party List and, if they wish to do so, a date by which they must notify the Candidate Selection Committee accordingly. Should any nominee notify the Candidate Selection Committee of the withdrawal of his/her name within the time provided then such name shall be deleted from the Party List and all successive names shall be moved upwards to fill the vacancy.
- 8.9. The Candidate Selection Committee shall then add the names of any remaining electorate candidates or party members to the Party list as requested by the Board to fill the list to the number determined for each General Election by the Board.
- 8.10. Following the date by which any withdrawals must be notified and after any consequential adjustments to the Party List the Board shall, on a date or dates determined by it, advise the media, members, regional and electorate groups of the candidates on the Party List and their ranking.
- 8.11. There shall be no right of appeal against any decision of the Candidate Selection Committee or the Board.
- 8.12. No error in the candidate selection procedure shall invalidate the process of selection and/or any decision at the Candidates Selection Committee and/or the Board unless the Board considers (taking into account all the circumstances known to it including the time that has passed since the error occurred) that the error was sufficiently serious to warrant the decision being invalidated. In that event the selection at issue shall be suspended and the Board shall take such action as it considers necessary or desirable to remedy the error or, if necessary, to recommence the selection process in respect of one or more of the selected candidates affected by the error.

9. REGIONAL AND ELECTORATE COMMITTEES

- 9.1. Each region may have a Regional Committee made up of the chair/convener, the secretary, the fundraising co-ordinator and such other members as it or the Board sees fit. A Board member will be assigned to each Region and will be responsible for the formation of any committee, in liaison with the Board and any Electorate Conveners in the region.
- 9.2. The Committee shall promote the Party in that region, raise funds for election campaigns and conduct election campaigns for the Party in that region.
- 9.3. During election years (or earlier if the members in that electorate so decide) each electorate may have a Committee or team with a similar makeup and purpose to the Regional Committee.

- 9.4. Electorate Conveners/Chairs shall be appointed by the relevant Regional Committee after consulting active members of the party in that electorate and the Board. The Electorate Convener/Chair may also be part of the Regional Committee.
- 9.5. In the absence of a Regional Committee, the Board shall appoint Conveners for the electorate as it sees fit.

10. DISCIPLINE

- 10.1. The Board may suspend or cancel the membership of any Party Member who by words and/or conduct brings the Party or the Party Principles into disrepute or whose words and/or conduct otherwise prejudice the interests of the Party but shall not be obliged or required to give any more detailed reason for any such suspension or cancellation.
- 10.2. Prior to suspending or canceling a person's membership the Board shall provide such person with a full and fair opportunity to be heard in respect of the alleged words and/or conduct and shall investigate any such allegations as fully as it considers to be appropriate in all the circumstances.
- 10.3. Unless the Board specifically determines otherwise, notice of suspension or cancellation of membership shall be given to the membership of the Party as soon as conveniently possible.

11. DISPUTE RESOLUTION GUIDELINES

- 11.1. Any dispute between Members of the Party (other than concerning decisions of the Board) shall be settled in the first instance by negotiation between the parties with the assistance of the Board. The Board may appoint a Disputes Committee to act on its behalf in this process and it is the responsibility of the Committee (or the Board if there is no committee) to ensure they have heard all sides of the dispute and are fully informed before negotiating a settlement.
- 11.2. If a disciplinary decision of the Board is disputed, notice must be given to the Board through the Party Secretary within 5 (five) working days of the decision, and an opportunity for the Board to hear the dispute and attempt to resolve it must be arranged within 15 (fifteen) working days of that notice. If no settlement can be found by meaningful interaction between the Board and the member/s, it is to be dealt with by arbitration in accordance with Rule 10.3.
- 11.3. An arbitration may be initiated by any Member disputing a decision of the Board and which was unable to be resolved under Rule 10.2. Notice must be given to the Party Secretary within 5 (five) working days of the failure to resolve under Rule 10.2 that arbitration is required. The arbitration shall be conducted by a single arbitrator who is a mutually respected person of high standing and repute in New Zealand, or a Justice of the Peace agreed upon by the member and the Board, or a barrister or solicitor agreed upon by the member and the Board, or if the parties are unable to agree on the arbitrator, that arbitrator shall be appointed, upon request of a party, by the High Court in accordance with the Arbitration Act 1996.

- 11.4. The arbitrator shall meet with the parties to determine the issue or issues for resolution and the appropriate procedure or procedures by which the parties may present their arguments to the arbitrator. The decision of the arbitrator as to what issue or issues are to be the subject of arbitration and what procedure or procedures are to be adopted shall be final and binding. The arbitrator shall, if requested, provide to the Board and each party a written summary of the issue or issues for resolution and the procedure or procedures to be followed.
- 11.5. The arbitrator's fee and all other costs of and incidental to the arbitration may be fixed by the arbitrator who may direct by which party and in which proportions they should be paid.
- 11.6. The decision of the arbitrator shall be final and binding.
- 11.7. A copy of the decision of the arbitrator shall be made available to the Board and each other party. Unless otherwise directed by both the Board and the arbitrator, the subject matter of the dispute and the findings of the arbitrator shall be confidential to the parties and their respective professional advisors.

12. AMENDMENT OF CONSTITUTION AND RULES

- 12.1. This constitution may be amended at any meeting of the Board called for the purpose of amending the constitution and these Rules.
- 12.2. Notice of any meeting called for the purpose of amending this constitution and these Rules shall be given by the Secretary to all Board members not less than fourteen (14) days prior to the date of the meeting. Any such notice shall be accompanied by the proposed amendment(s) in written form.
- 12.3. Members of the Board shall be considered to be present at the meeting if they are physically present or they and all others attending the meeting can hear and contribute to proceedings by way of conference call or similar electronic medium.
- 12.4. Any proposed amendment shall be voted on by all members present, and no amendment shall be made to this constitution unless 75% of the members present at the meeting vote in favour of such amendment(s).
- 12.5. During the course of the meeting any member of the Board may propose a further or alternative amendment which shall be put to the meeting for a vote thereon if not less than 25% of the members present vote in favour of that course of action.
- 12.6. Where any amendment(s) to the constitution is or are made the Board shall notify all Party Members of such change(s) forthwith.

13. WINDING UP

- 13.1. The Members may by a resolution passed with the affirmative vote of at least two thirds (2/3) of the votes cast by Members voting at a Special Conference convened for that purpose resolve that the Party shall be wound up.

- 13.2. A notice of any resolution passed under rule 13.1 shall be sent to the Electoral Commission.
- 13.3. Surplus assets after payment of liabilities upon the winding up of the Party shall be disposed of by the Board for the benefit of any organization or organizations whose objects are the same or similar to that of the Party or otherwise at the absolute discretion of the Board.
- 13.4. Notwithstanding anything in this rule such of the said surplus assets referred to herein which are subject to any trust shall be disposed of in accordance with a ruling of the High Court.

14. EXCLUSION OF LIABILITY

- 14.1. No action or proceeding at law or otherwise shall be open to Members or their executors or administrators against any Board member or against any officer of the Party for or in respect of any act matter or thing done or omitted in good faith in pursuance of these Rules notwithstanding that there may have been an irregularity or informality occurring in or about the doing or omitting of any act matter or thing.
- 14.2. No Board member or officer shall be liable for the actions or omissions of any other Board member or officer or for joining in any receipt or document or for any act of concurrence in any action or for any loss or expense suffered by the Party unless the same resulted from his willful default or misfeasance.

15. INDEMNITY

- 15.1. Every Board member and any officer of the Party for the time being shall be indemnified out of the assets of the Party against any liability arising out of the proper execution of his or her duties for or on behalf of the Party.

Adopted: 03 October 2019