

**Rules  
of  
International Network  
for Government Science  
Advice Incorporated**

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# Rules of

## International Network for Government Science Advice Incorporated

### 1. Name of the Society

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- 1.1 The Society shall be called the International Network for Government Science Advice Incorporated.

### 2. Definitions and interpretation

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- 2.1 **Definitions:** In these rules, unless the context otherwise requires:

**Executive Director** means the person appointed from time to time under rule 11.

**Executive Officer** means one of the Officers referred to in rule 7.4.

**Ex Officio Officer** means each of the ISC and Global Young Academy representatives appointed under rule 7.3.

**Governing Board** means the Board of Management of the Society.

**Headquarters** means where the central offices of INGSA's secretariat are located.

**INGSA** means the International Network for Government Science Advice.

**ISC** means the International Science Council.

**Member** means a person who is a Member of the Society, and has not ceased being a Member, under rule 6, and **Membership** shall have a corresponding meaning.

**Nominating Committee** means the committee established under rule 8.

**Non-Executive Officer** means an Officer who is not an Executive Officer.

**Officer** means a person who holds office on the Governing Board in accordance with the Rules.

**Rules** means these rules of the Society as amended from time to time.

**Society** means the International Network for Government Science Advice Incorporated.

**Trust** means the INGSA Trust established by deed dated 9 December 2020 and governed by deed dated [\_\_\_\_\_].

**Trustees** means the trustees for the time being of the Trust, whether original, additional or substituted.

- 2.2 **Interpretation:** In respect of these Rules, unless the context otherwise requires:

- (a) In case of a conflict between the English and any translated version of these Rules, the English version shall prevail.

- (b) Unless the context otherwise requires:
  - (i) words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number;
  - (ii) words importing one gender include the other gender;
  - (iii) references to a statute shall be deemed to be references to that statute as from time to time amended or re-enacted or substituted;
  - (iv) reference to a rule is, unless otherwise specified, a reference to a rule of this deed;
- (c) headings have been inserted for guidance only and shall not be deemed to form part of the context of these Rules.

### **3. Objects of the Society**

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3.1 The objects of the Society are:

- (a) to assist social, economic and environmental development through enhancing the use of evidence in policy formation and implementation at all levels of governmental policy making from local to global and to help develop individual and institutional capacities to achieve this.
- (b) to promote the role that science can play in the advancement of society internationally.
- (c) to assist the ISC in its role to promote science as a global public good.

### **4. Relationship with the ISC**

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4.1 The Society is an affiliated body of the ISC and:

- (a) the Society shall undertake activities to support ISC by mutual agreement;
- (b) ISC shall be invited to periodically review INGSAs activities;
- (c) the Society's branding shall reflect that it operates under the auspices of ISC; and
- (d) the Society's activities relating to:
  - (i) policy implication such as in-depth thematic reports, or
  - (ii) substantive engagement with international agencies, or
  - (iii) the ISC Action Plan,

will be approved by the Governing Board and operationalised by mutual agreement between the ISC Chief Executive Officer and the Executive Director. In the event of them being unable to reach agreement, the Governing Board will draft a resolution, which will be submitted to the ISC Governing Board for review.

## **5. Funds**

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- 5.1 In order to carry out its objects and in addition to all other powers vested in the Governing Board, the Society shall be empowered to raise funds by any lawful means, including by way of subscriptions, donations, bequests and levies.
- 5.2 All funds and other assets not required for the purposes of the Society in the foreseeable future may be transferred to the Trustees to be held by the Trustees upon the trusts and with the powers set out in the trust deed governing the Trust.
- 5.3 If the Governing Board determines that it requires funds for the objects of the Society it shall be entitled to call for those funds from the Trustees.

## **6. Membership**

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- 6.1 The Society is an open access network. The Governing Board shall set specifications around the general membership criteria subsequent to the initial election of the Governing Board. The intent is that the network is open to all those with bona fide interests or experience in the evidence-policy and science diplomacy fields. The Governing Board shall define these criteria and processes for applying and becoming a Member within one year of the initial election,
- 6.2 The Governing Board may decide at any stage to review membership eligibility and membership structure.
- 6.3 As at the date of these Rules, all persons who were registered on the INGSA database as at 1<sup>st</sup> July 2020 will be Members who shall be deemed to be eligible electors in the initial election of the Governing Board.
- 6.4 In subsequent Governing Board elections, all Members will be eligible to vote.
- 6.5 A Member shall cease to be a Member if he or she:
- (a) gives notice to the Board in writing that he or she wishes to cease Membership;
  - (b) the Board decides in its absolute discretion that that Member has brought the Society into disrepute and shall cease Membership and provides notice in writing to that effect to the Member,

and Membership shall cease on the date referred to for that purpose in the notice or, where there is no such date, the date the notice is received (or deemed to be received) by the intended recipient.

## **7. Governing Board**

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- 7.1 The overall function of the Governing Board is to provide leadership at the evidence to policy interface, to enable delivery of the Society's objects, and to ensure the financial and management robustness of the Society.
- 7.2 Prior to the initial election held under clause 9, the Officers as at 1 November 2020, as approved by the ISC Governing Board, shall continue as the interim Governing Board.
- 7.3 From the initial election under clause 9, the Governing Board shall consist of:
- (a) The Executive Officers specified under rule 7.4;

- (b) One geographic regional representative from each of Africa, Asia, Europe, Latin America, North America and Small Island Developing States;
- (c) One Officer representing each of any other interest divisions established from time to time;
- (d) One Global Young Academy representative, ex officio;
- (e) The ISC Chief Executive Officer or such other representative as he or she nominates, ex officio; and
- (f) Up to three additional Officers.

7.4 The Executive Officers of the Society are:

- (a) The President, who shall have been the President-Elect in the immediately prior term;
- (b) The President-Elect (to be chosen one year after establishment of the initial Board);
- (c) Vice-President Evidence;
- (d) Vice-President Policy; and
- (e) Vice-President Capacity.

7.5 At the initial election under rule 9, half of all Non-Executive Officers shall be balloted for a two-year term and half for a three-year term (or if not an even number, with one more for a two year term) with the opportunity to be re-elected for one further term of the same length.

7.6 The Executive Officers (except for the President-Elect) shall hold office, in that capacity, for one non-renewable term of three years but may then be appointed as a Non-Executive Officer. No person may serve on the Governing Board for more than six consecutive years, with the exception of a person who is elected as President-Elect after serving a first term on the Board, in which case the maximum term shall be nine consecutive years.

7.7 In the event of a vacancy among the Non-Executive Officers of the Governing Board, the Executive Officers shall have the power to fill the vacancy for the unexpired term. In the event that any Executive Officer is unable or unwilling to fulfil his or her duties, the Governing Board shall decide who shall undertake such duties including co-opting a Member to fill the remainder of the term.

7.8 Among its duties, the Governing Board shall:

- (a) provide strategic leadership;
- (b) examine and approve the priority agendas and the associated implementation plan of the Society;
- (c) review the activities of the Society and performance measures;
- (d) establish committees and bodies it may deem necessary for the brokerage, capacity building and administrative work of the Society;
- (e) review the activities of any committee and body created by the Society, discharge them of their responsibilities when their activities are no longer required, and approve their dissolution;

- (f) agree on regional chapters of the Society based on recommendations from the Executive Director;
  - (g) examine and approve the audited financial statements of the Society, annually by electronic means; and
  - (h) identify and facilitate fundraising opportunities.
- 7.9 Decisions on all matters not covered by the Rules or any by-laws shall be made as required by the Governing Board.
- 7.10 The Executive Officers are responsible for overseeing the day-to-day affairs of the Society between meetings of the Governing Board.
- 7.11 In the event that the President is unable to fulfil his or her duties, the Governing Board shall appoint one of the three Vice-Presidents to fulfil the duties of the President.
- 7.12 The Governing Board shall meet at least twice a year in person if possible, to coincide with other INGSAs events, but otherwise by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system, with a quorum of 70% of its Officers and:
- (a) not less than seven days' notice of a meeting shall be sent to every Officer, stating the business to be discussed;
  - (b) the President shall serve as Chairperson and in his or her absence, rule 7.11 shall apply;
  - (c) decisions of the Governing Board shall be by majority vote unless provided otherwise in these Rules. Every Officer present and voting has one vote. The Chairperson has a casting vote. There is no proxy voting;
  - (d) a resolution in writing, signed or assented to by all persons entitled to receive notice of a Governing Board meeting, is as valid and effective as if it had been passed at a Governing Board meeting duly convened and held. Any such resolution may consist of several documents (including documents distributed electronically) in like form, each signed or assented to. A copy of any such resolution must be minuted as part of Governing Board proceedings;
  - (e) on the advice of the Governing Board, the President may invite any individual to a Governing Board session.
- 7.13 An Officer shall cease to hold office if:
- (a) his or her maximum term of office, as specified under rule 7.5 or rule 7.6, expires;
  - (b) he or she is not re-elected for office under rule 9;
  - (c) he or she ceases to be eligible to hold office under the Charities Act 2005;
  - (d) he or she resigns;
  - (e) he or she loses mental capacity as certified by an appropriately qualified medical practitioner, selected by the other Officers or declines to be certified on the request of a majority of the other Officers;
  - (f) he or she dies;

- (g) he or she ceases to be a Member;
- (h) in the case of an Ex Officio Officer, he or she is removed from office by the organisation he or she has been representing or otherwise ceases to hold that office.

7.14 At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Society,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Society acting, in a manner that contravenes any law or these Rules,
- (d) 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,
- (e) 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
- (f) 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.

## **8. Nominating Committee**

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- 8.1 A Nominating Committee shall be established from time to time by the Trustees for recruiting for positions on the Governing Board.
- 8.2 In considering applications for the Governing Board, the Nominating Committee will pay particular attention to ensuring effective representation of different expertise, both in the field of policymaking and evidence curation and reflecting regional, age and gender diversity and the multi-disciplinarity of the Society's Membership base.
- 8.3 The Nominating Committee will:
  - (a) advertise for expressions of interest (with support from the secretariat) for the positions on the Governing Board across Members and ISC Members and co-sponsored programmes;
  - (b) examine nominations received; and
  - (c) make recommendations of no more than two candidates per vacancy to the Members.

## **9. Election of the Officers**

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- 9.1 Only Members shall be eligible to become Officers.
- 9.2 Nominations for Officers can be by recommendation or self-appointed. Any nomination must have the support of more than five Members coming from at least three countries.
- 9.3 Prior to the election, every nominee must consent in writing to be an Officer and certify that he or she is not disqualified from being appointed or holding office as an Officer by these Rules or any legislation governing incorporated societies.
- 9.4 The Secretariat will run an electronic ballot for Members to vote on the two recommended candidates per vacancy at the Annual General Meeting. The Governing Board will appoint as an Officer the candidate who receives the highest number of votes for that vacancy.
- 9.5 The election process does not apply to Ex Officio Officers or to the President (who shall have been the President-Elect in the immediately prior term), unless a vacancy occurred in the position of President-Elect during that term.

## **10. Powers of the Society**

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- 10.1 In addition to its powers under the law, the Governing Board may:
  - (a) employ such people as the Board thinks fit;
  - (b) invest funds in accordance with the provisions of the Trustee Act 1956 or the Trusts Act 2019, as the case may be;
  - (c) borrow money by way of mortgage or any other form of security;
  - (d) make and amend by-laws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such by-laws, policies or codes of conduct applicable to Members shall be inconsistent with any applicable law or these Rules.

## **11. Executive Director**

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- 11.1 The Governing Board shall appoint an Executive Director from time to time.
- 11.2 The Governing Board delegates management of the Headquarters and the implementation of decisions of the Governing Board to the Executive Director.
- 11.3 The Executive Director or his or her delegated representative will attend Governing Board meetings without voting rights and will serve the duties of a secretary.
- 11.4 The Executive Director shall be accountable to the Governing Board:
  - (a) for the day-to-day management of the Headquarters including the appointment of staff, the management of personnel and resources and the payment of accounts;
  - (b) for financial and auditing matters; and
  - (c) through the President, for general performance and implementation of the Society's activity and business plans.

11.5 The Executive Director shall:

- (a) prepare agendas for the Governing Board meetings;
- (b) oversee reporting and monitoring of the agreed actions of the Governing Board;
- (c) oversee the administration of the finances of the Society, including annual budgets, audits and accounts;
- (d) assist with fundraising for the Society's activities;
- (e) advise on investments; and
- (f) undertake any other duties assigned by the Governing Board.

11.6 The Executive Director shall fulfil the function and role of Treasurer, unless, notwithstanding anything to the contrary in the Rules, another person is appointed by the Governing Board to do so.

## **12. Operating structure**

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12.1 The Society is operationalised by:

- (a) The Secretariat whose responsibilities shall include maintaining the register of Members.
- (b) Regional chapters
- (c) Interest divisions

Regional chapters and interest divisions shall be established and operated on the recommendation of the Secretariat to the Governing Board, in accordance with any by-laws the Governing Board may from time to time promulgate.

## **13. Special Committees**

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13.1 The Governing Board can establish various special committees.

13.2 The special committees will be chaired by an Executive Officer and co-chaired by another Officer. The President shall recommend to the Governing Board who should co-chair these committees.

13.3 The special committees can include Members who are not Officers.

13.4 Such special committees will include:

- (a) Committee for Evidence Informed Policy Making, which will undertake evidence informed policy making strategic planning and reviews and address major thematic issues concerned evidence for policy.
- (b) Committee for Outreach and Engagement, which will engage with INGSA partners, membership matters, consider training and skills development, outreach to external stakeholders, partnerships, and strategic communications.
- (c) Committee for Finance and Fundraising, of which the Executive Director will be a member, which will address issues of finance, auditing, resource mobilisation and risk management.

- 13.5 Special committee members shall meet at least twice per year by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system, and shall be responsible for establishing rules to regulate their own conduct, to the extent they do not conflict with these Rules or any by-laws promulgated by the Governing Board.
- 13.6 Each special committee is responsible for advising the Governing Board.

## 14. Governance

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- 14.1 The President-Elect, whose role is to prepare for the next term as President, will undertake duties as delegated by the President and stand in for the President when required subject to these Rules.
- 14.2 The Vice-President Evidence is responsible for overseeing outreach to evidence providers and those who are studying the evidence informed policy-making interface.
- 14.3 The Vice-President Policy is responsible for overseeing outreach to the policy community.
- 14.4 The Vice-President Capacity is responsible for overseeing capacity-building activities within the Society including workshops and knowledge resources.

## 15. General Meetings

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- 15.1 An Annual General Meeting shall be held on not less than one calendar month's written notice to all Members as determined by the Executive Officers, in or about the months of September/October each year, with the purpose of receiving the annual financial statements, receiving the President's annual report, holding elections, and other business.
- 15.2 Unless provided otherwise by these Rules, all decisions shall be by majority vote. Every Member present and voting has one vote. The Chairperson has a casting vote. There is no proxy voting.
- 15.3 A special meeting of Members may be held at any time by the Governing Board or 25% of the Members requisitioning such a meeting and advising the reason.
- 15.4 General Meetings shall be by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system, with a quorum of 50% of the Members.
- 15.5 The President shall serve as Chairperson and in his or her absence, rule 7.11 shall apply.
- 15.6 Minutes must be kept of all General Meetings by the Executive Director.

## 16. Conflicts of interest

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- 16.1 Where an Officer has a direct or indirect material interest or a direct or indirect personal involvement in a matter upon which the Governing Board is to vote or is the trustee, member, director, officer, beneficiary, parent, grandparent, child, grandchild, sibling, spouse, civil union partner, or de facto partner of a person or organisation with such an interest or involvement, he or she must disclose that fact and abstain from voting on the matter unless in the case of an Ex Officio Officer, the interest or involvement arises directly as a result of the office which entitled him or her to be appointed to the Governing Board.

- 16.2 An Officer who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Governing Board; and
  - (b) in an interests register to be kept by the Governing Board.

## **17. No private pecuniary profit**

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- 17.1 No private pecuniary profit may be made by any person from the Society, except that:
- (a) any Officer may be reimbursed for expenses properly incurred by that Officer in connection with an approved activity in accordance with the agreed policies set by the Governing Board;
  - (b) the Society will not pay remuneration to any officer or servant of the Society (whether an Officer or not) for services actually rendered to the Society except for commission services approved by the Governing Board.

The Governing Board, in determining all reimbursements and commission services payable in terms of this rule 17.1, shall ensure that the restrictions imposed by rule 17.2 are strictly observed.

- 17.2 Notwithstanding anything contained or implied in these rules, any person who is:
- (a) an Officer or
  - (b) a shareholder or director of any company carrying on any business of the Society; or
  - (c) a settlor or trustee of any trust which is a shareholder of any company carrying on business of the Society; or
  - (d) an associated person (as defined by the Income Tax Act 2004) of any such Officer, shareholder or director,

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

## **18. Indemnity**

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- 18.1 All Officers, the Executive Director, the Treasurer, and all other employees of the Society shall from time to time, and at all times, be saved harmless and kept indemnified from and against all costs, charges, losses, damages and expenses which such person or persons or any of them may sustain, incur or be put to, in or about the execution or discharge of their respective offices, or in or about any action, suit or proceedings at law or equity in which they or any of them shall or may in such capacity as aforesaid be plaintiffs or defendants, provided that such person or persons shall have acted by direction or under the authority of the Governing Board for the time being and in good faith. The amount of such costs, charges, damages and expenses for which an indemnity is intended to be hereby provided, shall immediately after the same shall have been sustained or incurred, be paid by the Treasurer from the funds of the Society, and, if insufficient, called to be paid over by the Trustees; none of the Executive Officers of the Society shall be answerable or

accountable for the other, or any of them or any person or persons whatsoever, but for his or her own acts, deeds and defaults only.

## **19. Dispute Resolution**

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- 19.1 Where a Member or Officer or any other person has a dispute (“**Dispute**”) concerning the interpretation of these Rules or any other matter arising under or in connection with the Rules or the Society, he or she may not commence any court proceedings relating to the Dispute unless he or she has complied with the following paragraphs of this rule except where the party seeks urgent interlocutory relief.
- 19.2 The person claiming the Dispute has arisen must notify the Governing Board as to the nature of the Dispute. On receipt of that notice by the Governing Board, the Governing Board must endeavour in good faith to promptly resolve the Dispute.
- 19.3 If the Governing Board does not resolve the Dispute within 14 days of receiving notice of the Dispute, the parties must mediate the Dispute in accordance with the procedures of LEADR New Zealand, and the Chair of the New Zealand Chapter of LEADR (or the Chair’s nominee) will select the mediator and determine the mediator’s remuneration, such remuneration and other costs to be shared equally by the parties unless otherwise determined by the mediator.
- 19.4 If a binding agreement has not been reached as a result of that mediation process, then the Dispute shall be referred to a single arbitrator in the case the parties can agree upon one within 7 days of the completion of the foregoing mediation. Failing that agreement, the arbitrator shall be a person appointed on application of any party by the then present Auckland District Law Society President or his or her nominee. Such arbitration shall be completed in accordance with and subject to the provisions of the Arbitration Act 1996. The decision of the arbitrator (including any decision as to which party shall bear the costs of the arbitration) shall be final and binding on the parties.

## **20. Legal representation**

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- 20.1 The President, or if he or she is not available, one of the other Executive Officers, is the legal representative of the Council. The President or his or her legal representative may authorise the Executive Director to represent the Society.
- 20.2 The Governing Board may authorise the Executive Director, in particular, to negotiate and conclude agreements with other organisations on behalf of the Society. Any delegation of authority and responsibility outside the Headquarters shall be subject to approval by the Governing Board.

## **21. Winding-up and merger**

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- 21.1 The Governing Board may recommend to merge the Society with any other organisation with consent from the ISC Governing Board.
- 21.2 The Governing Board may by unanimous resolution recommend to wind-up the Society, with the consent of the ISC Governing Board.
- 21.3 The Executive Director shall give notice to all Members of the proposed motion to wind up the Society, or a motion to 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 Governing Board in respect to such notice of motion.

- 21.4 A recommendation to wind-up or merge shall require the approval of two-thirds of all Active Members present and voting at a General Meeting.
- 21.5 If the Society is wound-up, the Trustees shall supervise concluding the Society's affairs. The Trustees shall determine the allocation of any assets then held by the Society after satisfaction of all its debts and liabilities.
- 21.6 On winding up, surplus property or assets will be used to advance charitable purposes which in accordance with the law of New Zealand for the time being is charitable.
- 21.7 If the Society is wound up, liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

## **22. Modification of the Rules**

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- 22.1 A Special Meeting may be called at any time under rule 15.3 to consider any change to the Rules and shall require a vote of two-thirds of all Members present and voting, and consent of the Trustees.

## **23. Common seal**

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- 23.1 The Common Seal of the Society shall be kept in the custody and control of the President at the Registered Office of the Society.
- 23.2 Documents required to be executed under seal shall be authorised prior to execution by a resolution of the Governing Board and shall be witnessed by at least one Executive Officer together with one other Officer.

## **24. Registered office and domicile**

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- 24.1 The Registered Office and present domicile of the Society is Auckland, New Zealand, where the Headquarters are located.
- 24.2 Any change in the location of the Headquarters and domicile of the Society will be decided by the Governing Board.
- 24.3 The Society will operate under the laws of the country in which the Society is domiciled which shall govern the effect and construction of these Rules and over which the courts of that country shall have exclusive jurisdiction.

## **25. Records**

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- 25.1 The Secretariat shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, category of Membership and any other information required by these Rules or prescribed by Regulations under the Act. Every Member shall promptly advise the Secretariat of any change of their contact details and the Secretariat must update the Register as soon as practicable. With reasonable notice and at reasonable times, the Secretariat shall make the Register of Members available for inspection by Members and Officers on the following basis:
- (a) Members can access the Register to the extent that Members have consented to access being granted to information about themselves on the Register.
  - (b) Officers may access the Register, if access to the Register is necessary for the performance of their functions, or the exercise of their powers.

- 25.2 The Executive Director shall at all times maintain an up-to-date register of the interests disclosed by Officers.
- 25.3 The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date), while the Society is domiciled in New Zealand. The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position and will lodge the annual financial statements with the Registrar of Incorporated Societies.
- 25.4 Copies of the financial statements and minutes of the General Meetings shall be made available to all Members on request.

## 26. **Access to other information**

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- 26.1 A Member may at any time make a written request to the Governing Board for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 26.2 The Governing Board 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 Member pays a reasonable charge to the Society (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.
- 26.3 Without limiting the reasons for which the Governing Board may refuse to provide the information, the Governing Board 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 Society 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 Society, 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 any law, or
  - (f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the 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.
- 26.4 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.