

Rules of Incorporation

New Zealand Utilities Advisory Group (NZUAG) Incorporated

1. Name

- 1.1. The name of the Society is the New Zealand Utilities Advisory Group Incorporated ("the Society").

2. Definitions

- 2.1. In these Rules:

“AGM” means an Annual General Meeting of the Members held in accordance with Rule 10.2

“Cheque” means a personal cheque or a bank cheque.

“Committee” means the Management Committee of the Society elected or appointed in accordance with Rules 9.5 and 9.6.

“Committee Member” means any person who is on the Interim Committee or Management Committee.

“Consensus” has the same meaning as in the Oxford Dictionary.

“Corridor Manager” has the meaning defined in the Utilities Access Act 2010.

“Interim Committee” means that Committee appointed in accordance with Rule 9.4 until 1 July 2013.

“Joining Fee” means the fee that the Management Committee may require to be paid by an applicant for membership pursuant to Rule 7.

“Member” means any company or organisation admitted to the Society in accordance with Rule 6.

“Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

“Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

“Special General Meeting” means any General Meeting held in accordance with Rule 10.3 that is not an Annual General Meeting of the Society.

“Transport Corridor” has the meaning defined in the Utilities Access Act 2010.

“Utility Operator” has the meaning defined in the Utilities Access Act 2010.

“Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.

3. Registered Office

3.1. The Registered Office of the Society shall be at such place as may be determined by the Committee from time to time.

4. Objects of the Society

4.1. The Objects of the Society shall be:

- (a) To provide a co-operative forum for infrastructure stakeholders to raise, discuss and promote solutions on managing the multi-use of Transport Corridors and the delivery of all utilities in those corridors in an efficient and well-managed manner;
- (b) To be the organisation representing the industry in the provision of guidance and leadership on management, review and changes to the National Code of Practice for Utility Operators’ Access to Transport Corridors;
- (c) To provide assistance to resolve disputes among the parties involved with moving and placing assets in Transport Corridors;
- (d) To develop and support such tools as a code or codes of practice, and educational tools and forums as appropriate, to help deliver the above objects and to encourage the adoption of best practice standards in all aspects of Transport Corridor management;
- (e) To provide an advisory body to engage with Government and other interested parties by agreement; and
- (f) To do such other things incidental or conducive to carrying out the objects of the society listed in this section as the Members may from time to time agree would be necessary or helpful.

4.2. The Objects of the Society are underpinned by the values of responsiveness, integrity, partnering, efficiency and excellence.

5. Powers of the Society

5.1. In addition to its statutory powers, the Society:

- (a) May use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as the Management Committee considers fit.
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects.
- (c) May invest monies and assets of the Society not required for immediate use in such forms of investment as the Management Committee considers fit.
- (d) May borrow or raise money for the purpose of carrying out the objects of the Society.
- (e) May enter into all negotiations, contracts or agreements and do all such acts necessary or desirable to achieve the objects of the Society.
- (f) May establish, promote or otherwise assist any committees or subcommittees of the Society.
- (g) May receive money or property by way of gift, subscriptions and otherwise in order to assist the Society carry out its objects.
- (h) May employ the profits of the operations of the Society in furthering the objects of the Society in accordance with these Rules.

6. Membership

6.1. Any company or organisation that is a stakeholder in New Zealand's Transport Corridors including Government organisations, territorial authorities, rail organisations, Utility Operators and organisations which represent groupings of such stakeholders may make an application to the Society to become a Member of the Society.

6.2. A Member is a company, organisation or person so admitted by the Management Committee and recorded in the Register.

6.3. All Members shall promote the objects of the Society and shall do nothing to bring the Society into disrepute.

6.4. Application for membership

- 6.4.1. Each company or organisation entitled to make an application to become a Member in terms of 6.1 may make such application in the form prescribed from time to time by the Interim Committee or Management Committee.
- 6.4.2. The application form shall be delivered to the Registered Office together with the appropriate Joining Fee, if demanded, and the first year's membership subscription.
- 6.4.3. Each member must specify as part of their membership application affiliation to either the Transport Corridor Managers' Sector or the Utility Operators' Sector.

6.5. Admission of members

- 6.5.1. The Committee shall consider each application for membership at the first Committee meeting following receipt of the application and shall either accept or reject such application.
- 6.5.2. The Committee shall act reasonably in deciding on admission of Members. The Committee must agree unanimously if an application is to be accepted.
- 6.5.3. The Secretary shall advise the applicant of the Committee's decision in writing within 10 working days of making that decision.

6.6. The Register of Members

- 6.6.1. The Committee shall cause a Register of Members to be kept at the Registered Office in which shall be entered:
 - (a) The name, address and contact details of every Member of the Society and their nominated representative;
 - (b) The name, address and contact details of all Committee Members and Deputies and the dates at which they became Committee Members or Deputies;
 - (c) Terminations and reinstatements of membership; and
 - (d) Any further particulars that the Committee may be required to be entered into the Register.
- 6.6.2. Each Member shall notify the Society of any change in that Member's address or telephone number.

6.6.3. The Register shall be made available for inspection at all reasonable times by any Member that applies to the Committee for such inspection.

7. Joining Fees, Subscriptions and Levies payable by Members

- 7.1. The Committee shall determine by a date not later than 31 March each year, the Subscriptions payable by Members for the ensuing financial year and advise financial Members accordingly. Subscriptions shall be set in any equitable way determined by the Committee taking into account the budget of the Society and the size, nature and financial resources of the Member. All Subscriptions shall become due and payable at the registered office of the Society on the first day of the next financial year.
- 7.2. The Committee may direct that those companies or organisations which apply to become Members of the Society after the expiry of the first financial year shall pay a Joining Fee, such amount not to exceed half of the Subscription that the applicant would have paid had it become a full Member in the previous financial year.
- 7.3. The Committee may impose a levy or levies on Members in any one financial year.
- 7.4. Cessation of membership does not relieve a Member from liability for any unpaid Joining Fee, Subscription or other levies due to be paid by that Member.

8. Cessation of Membership

- 8.1. A membership of the Society shall cease if:
- (a) The Member resigns that membership by written notice delivered to the Secretary;
 - (b) At least three-quarters of the Members of the Society present and voting at a duly constituted meeting of the Society vote in favour of terminating the membership of any Member, the conduct of which or of whom in their opinion justifies that course and such company or organisation shall cease to be a Member at that time, provided that before any such vote is taken the member shall have not less than 21 days notice thereof and shall have the right to be heard at the meeting at which it is proposed;

- (c) Any Member that does not pay a Subscription or levy by the date set by the Committee, shall have a further period of one month to pay the Subscription or levy. After the one-month period, the Member shall be considered as un-financial and shall have no membership rights and shall not be entitled to participate in any Society activities until all the arrears are paid. If such arrears are not paid within 6 months of the date of the Subscription or levy becoming due, the Member's membership to the Society shall be deemed to have been terminated and the Member shall return to the Society all material produced by the Society.
 - (d) The Member becomes insolvent or makes an assignment of a substantial part of its property for the benefit of its creditor;
 - (e) A receiver or manager is appointed in respect of any of the property of the Member;
 - (f) The Member is otherwise wound up or placed in liquidation;
 - (g) The Member is dissolved by any means (except that the admission of a partner to or a retirement of a partner from a partnership shall not of itself constitute a dissolution of a partnership); or
 - (h) The Member ceases to qualify for membership to the Society.
- 8.2. Any former Member shall not be entitled to any refund of its Subscription, Joining Fee or any other sum of money paid to the Society or any part thereof.
- 8.3. Any former Member shall remain liable to pay all subscriptions and levies to the end of the Society's then financial year and shall cease to hold itself out as a Member of the Society.
- 8.4. Any former Member shall return to the Society all material produced by the Society.
- 8.5. Any Member that has resigned its membership in accordance with this Rule may apply for readmission in the manner prescribed for new applicants and may only be admitted by decision of the Committee.
- 8.6. Any Member, the membership of which ceases or is terminated pursuant to this Rule, shall not be readmitted by the Committee without the approval of a two-thirds majority of the Society at its next General Meeting.

9. Management of the Society

9.1. The Society shall have an elected or appointed Management Committee (“the Committee”) of eleven persons, comprising a Chairperson and ten representatives of Members of the Society (“Committee Members”).

9.2. Role of the Committee

9.2.1. Subject to the Rules of the Society (“The Rules”), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Elect or appoint a Chairperson for the Committee;
- (c) Appoint the Secretary and Treasurer of the Committee
- (d) Carry out the Objects of the Society;
- (e) Manage the Society’s bank accounts;
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Committee Member, and how a person stops being a Committee Member;
- (h) Decide the times and dates for all Committee Meetings, and set the agenda for those meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Prepare an annual business plan and budget;
- (k) Set Membership Fees, including subscriptions and levies;
- (l) Provide a link for industry consultation in respect of such matters as changes to legislation, national codes, structure of the Society and development of industry policy.
- (m) Establish work groups to further the Objects of the Society.

9.3. Committee Powers

9.3.1. The Committee has all of the Powers of the Society set out in Rule 5, unless the Committee’s power is limited by these Rules, or by consensus decision of the Society.

9.3.2. Decisions of the Committee bind the Society, unless the Committee’s power is limited by these Rules or by a consensus decision of the Society.

9.3.3. In addition to the exercise of all Powers of the Society set out in Rule 5, the Committee may:

- (a) Employ people for the objects of the Society;

- (b) Exercise any power a trustee might exercise;
- (c) Borrow money and provide security for that if authorised by consensus at any Committee Meeting. Any proposals to do so must be circulated at least 10 working days before the meeting.

9.4. Interim Committee

- 9.4.1. An Interim Committee shall be appointed by the existing NZUAG Committee after consultation with the signatories of the NZUAG Charter.
- 9.4.2. The Interim Committee shall consist of:
 - (a) Five representatives from the Transport Corridor Managers' sector including a representative of Central Government road Corridor Managers ; a representative of the manager of the national rail corridor; and three representatives from Local Government New Zealand Inc, (one of which is a representative from a major New Zealand territorial authority); and
 - (b) Five representatives from the Utility Operators' sector (including at least one representative from each of the following utilities: electricity; gas; telecommunication; and water).
- 9.4.3. All appointees to the Interim Committee shall have full voting rights on that Committee.
- 9.4.4. The Interim Committee shall be appointed until 30 June 2013 and shall organise and complete an election of a new Committee to take over the running of the Society from no later than 1 July 2013.
- 9.4.5. The Interim Committee shall appoint a Chairperson from the Committee Members. For the avoidance of doubt, the Chairperson shall not have a casting vote.
- 9.4.6. In the event of a vacancy arising within the membership of the Interim Committee prior to 1 July 2013, the Interim Committee must consult with the relevant sector and unless the sector representatives unanimously agree otherwise must appoint another representative from the same sector to fill the vacancy.

9.4.7. The quorum for any meeting of the Interim Committee shall be six of the ten Committee Members, three each from the Transport Corridor Manager and Utility Operator sectors.

9.4.8. The Interim Committee shall be entitled prior to the election of the new Committee or 1 July 2013 (whichever is earlier) to exercise all powers of the Society as set out in the Rules except as expressly reserved in these Rules to be exercised by the Society at its AGM or a special general meeting.

9.4.9. The election of a new Committee to replace the Interim Committee shall be completed by no later than 1 July 2013.

9.5. Election of Committee

9.5.1. The Committee shall consist of Committee Members elected by Members of the Society and shall comprise:

- (a) A Chairperson elected by all Members.
- (b) Five representatives from the Transport Corridor Managers' sector (including a representative of Central Government road Corridor Managers; a representative of the manager of the national rail corridor; and three representatives from Local Government New Zealand Inc, one of which is a representative from a major New Zealand territorial authority); and
- (c) Five representatives from the Utility Operator sectors (including at least one representative from each of the following utilities: electricity; gas; telecommunication; and water).

9.6. Nomination and Election of Committee Members

9.6.1. Committee Members shall be elected every two years at the Society's AGM.

9.6.2. Nominations for Committee Members shall be requested of the Members of the Society by the Secretary at least 25 working days before an AGM.

9.6.3. A nominee for election to the Committee must:

- a) (i) Be a Member or

(ii) Represent a Member organisation that is a fully paid up member of the society;

and

(b) Be nominated in writing by a Member from within that Member's sector .

- 9.6.4. Nominations for election to the Committee shall close at 5pm on the fifteenth working day before the AGM.
- 9.6.5. The Secretary shall post all nominations for new Committee Members on the Society website at least five working days before the AGM.
- 9.6.6. A Member may vote in an election for Committee Members by casting votes in accordance with Rules 9.6.8 - 9.6.10
- 9.6.7. Voting shall be by way of electronic or postal ballot and must be completed no later than two working days prior to the date set for the AGM.
- 9.6.8. All Members who have paid their Joining Fees, Subscriptions or Levies in full no later than 10 working days before the AGM shall be entitled to vote.
- 9.6.9. Each Member shall be entitled to vote for as many nominees as there are vacant positions to be filled in the sector to which it belongs. Each Member shall be entitled, in respect of each nominee it wishes to vote for, to cast one vote for every dollar of its current membership subscription.
- 9.6.10. Special conditions relating to the representative of the manager of the national rail corridor: the nominee from the manager of the national rail corridor shall be deemed to be elected and voting for that representative shall not be required. The manager of the national rail corridor has no voting rights in the Transport Corridor Managers' sector.
- 9.6.11. The results of the election shall be declared by the Secretary no later than the date of the AGM.
- 9.6.12. Election to the Committee shall be for a term of two years.

- 9.6.13. Committee Members may be re-elected for any number of terms without limitation.
- 9.6.14. Any former Committee Member who has resigned remains eligible for re-election as a Committee Member in the same way as a new nominee may be elected.
- 9.6.15. In the event that the former Committee Member's position is terminated pursuant to Rule 9.11, that person shall not be eligible for re-election to the Committee without the approval of the Committee by consensus.
- 9.6.16. In the event of a vacancy arising within the membership of the Committee, the Committee must consult with the relevant sector and may co-opt or appoint another representative from the same sector to fill the vacancy until an election can be held at an appropriate time.

9.7. Committee Meetings

- 9.7.1. The Committee shall meet at least two times in each financial year and, in addition, whenever the Committee determines.
- 9.7.2. A meeting of the Committee may be called upon receipt by the Secretary of a written request signed by at least a half of the Committee Members stating the general business of the meeting.
- 9.7.3. Written notice of all Committee meetings indicating the business to be transacted shall be sent to all Committee Members at least 10 working days before the meeting is to take place, unless all Committee Members agree to shorter notice.
- 9.7.4. Copies of the minutes of each Committee Meeting shall be circulated to Committee Members by the Secretary within 10 working days of the date of such meeting.
- 9.7.5. Unless otherwise determined by the Society in a General Meeting, a quorum of the Committee shall be eight Committee Members. No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a Committee meeting a quorum is not present, the meeting shall stand adjourned to the

same place and time of the following week and the Committee Members present at that time shall constitute a quorum.

- 9.7.6. Committee meetings shall be presided over by the Chairperson or in the Chairperson's absence by a Committee Member present at the meeting and elected by a majority of the Committee Members then present as the Acting Chairperson.
- 9.7.7. Generally the Committee will operate by Consensus. In the event that Consensus on a resolution cannot be achieved it shall be put to a vote and determined by a three-quarters majority via a show of hands. Each Committee Member including the Chairperson, is entitled to one vote. For the avoidance of doubt, the Chairperson shall not have a casting vote.
- 9.7.8. The Society shall pay such reasonable travel, accommodation and other expenses approved by the Committee as are necessary for the attendance of any Committee Member at a Committee meeting.
- 9.7.9. Committee meetings may be by way of the Committee meeting personally or by telephone, electronic or other linked form of joint communication.
- 9.7.10. A resolution in writing signed or assented to by letter, cable, telex, facsimile, or other written message, by all of the Committee Members entitled to receive notice of Committee meetings shall be valid and effectual as if it had been passed at a Committee meeting duly called and constituted.

9.8. Chairperson

- 9.8.1. The Chairperson's role is to:
 - (a) Ensure that the Rules are followed;
 - (b) Convene Meetings;
 - (c) Chair meetings, deciding who may speak and when;
 - (d) Oversee the operation of the Society;
 - (e) Give a report on the operation of the Society at each AGM;
 - (f) Advise the Registrar of Incorporated Societies of any Rule changes;
 - (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.9. Secretary and Treasurer

9.9.1. The Secretary and Treasurer shall be appointed by the Committee every two years at the Society's AGM.

9.9.2. Where appropriate, one person may be appointed to carry out the roles of Secretary and Treasurer.

9.9.3. The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee.

9.9.4. The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society. These payments must be banked within five working days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (c) Ensure that the Society's payment liabilities are met in a timely fashion when confirmed by the Committee;
- (d) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if either the Committee or a majority of the Society decides this in a Meeting.
- (e) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting;
- (f) Hold the Society's cheque and bank deposit books, bank account records and other financial records and materials.

9.10. Subcommittees

9.10.1. The Committee may appoint subcommittees from time to time to consider particular projects and/or on a longer term basis to provide advice to the Society.

9.10.2. In establishing any such subcommittees, the Committee shall ensure an appropriate balance of Member sector representation.

9.10.3 No subcommittee may commit the Society to any financial expenditure without express authority from the Committee;

9.11. Cessation of Committee Membership

9.11.1. A Committee membership shall cease if:

- (a) The Committee Member resigns his or her Committee membership by written notice delivered to the Secretary;
- (b) The Committee Member has not attended three consecutive Committee meetings; or has failed or neglected to carry out his/her duties in a satisfactory manner and at least three quarters of the Members of the Society present and voting at a duly constituted meeting of the Society vote in favour of the removal of any Committee Member. Before any vote as to the removal of a Committee Member is taken, the Committee Member shall have not less than 20 working days' notice thereof and shall have the right to be heard at the meeting at which it is proposed;
- (c) The Committee Member ceases to represent any Member of the Society.

9.12. Deputy Committee Members

9.12.1. A Deputy Committee Member ("Deputy") is a person appointed by a Member organisation to fulfill the role of an elected Committee Member appointed by that organisation should that Member be unable to attend a Committee meeting.

9.12.2. To become a Deputy, a person must be appointed by the Member they are to represent.

9.12.3. A Deputy has all of the rights and responsibilities of a Committee Member for the duration of that Committee meeting for which the Deputy is appointed; excepting that when a Member will be absent for an extended period the Deputy may act in his/her stead until the Member is again available.

9.12.4. A Deputy may become a Committee Member if:

- (a) The position of the Committee Member becomes vacant and the nominating Member organisation advises the Committee of its nomination of the Deputy as the new Committee Member; and
- (b) The Committee accepts that the Member organisation should appoint the Deputy as a Full Member.

9.12.5. Each Member or Deputy shall provide such other details as the Committee requires.

9.13. Indemnity for Committee

9.13.1. No Committee Member shall be liable for the act or defaults of any other Committee Member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

9.13.2. Committee Members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

10. General Meetings of Members of Society

10.1. Notice of General Meeting

10.1.1. The Secretary shall, at least 10 working days before the date fixed for holding a General Meeting, send each Member at the Member's address appearing on the Register, a written notice stating:

- (a) The place, date and time of the meeting;
- (b) The business to be conducted at the meeting;
- (c) A copy of the Annual Report and Statement of Accounts, if the Committee Meeting is an Annual General Meeting;
- (d) A list of nominees for election to the Committee at the meeting if any, and information about those nominees if it has been provided.
- (e) Notice of any motions and any supporting documentation about those motions. If the Secretary has sent 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.

- (f) A proxy form enabling a Member who is unable to attend to appoint a Deputy for an Annual or Special Meeting.

10.1.2. A Member wishing to bring any notice of motion before any General Meeting, may give notice of that in writing to the Secretary, who shall include that business in the notice calling the next General Meeting. Notices of motion must be received by the Secretary no later than 20 working days before the date of the General Meeting at which the business is to be raised.

10.2. Annual General Meetings

10.2.1. The Annual General Meeting (“AGM”) shall be held once every year between 1 July and 30 November in addition to any Special General Meetings and on such date as the Committee determines.

10.2.2. The business of an AGM shall be:

- (a) To approve any minutes of the previous AGM and any Special General Meeting held since that time;
- (b) To receive and consider the Chairperson’s report on the business of the Society;
- (c) To receive and consider the Treasurer’s report on the finances of the Society, and the Statement of Accounts;
- (d) To elect new Committee Members;
- (e) Motions to be considered;
- (f) Any general business of which notice has been given in accordance with Rule 10.1; and
- (g) Approval of business plans and the budget for the balance of the period to the next Annual General Meeting.

10.2.3. Copies of the relevant papers for each AGM shall be circulated to all Members by the Secretary at least 10 working days prior to the date of such meeting. The minutes shall be made available by the Secretary at reasonable times for inspection by any Member of the Society at the Office of the Society.

10.3. Special General Meetings

10.3.1. All General meetings other than the AGM shall be called Special General Meetings.

- 10.3.2. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- 10.3.3. A Special General Meeting shall be convened by the Committee, upon receipt in writing of a written request signed by at least a quarter of the Society's Members. A written request for a Special General Meeting shall state the objects of the Meeting, signed by the Members making the request and be sent to the Secretary.
- 10.3.4. If the Committee does not convene a Special General Meeting within one month after the date on which the request was sent to the Secretary, the Members who made the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 10.3.5. A Special General Meeting convened by Members in accordance with Rule 10.3.4 shall be convened in the same manner as that in which those meetings are convened by the Society and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses on the presentation of reasonable proof of the expense being incurred.
- 10.3.6. Copies of the minutes of each Special General Meeting shall be circulated to all Members by the Secretary within 20 working days of the date of such meeting. The minutes shall be made available by the Secretary at reasonable times for inspection by any Member of the Society at the Registered Office of the Society.
- 10.3.7. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect a chairperson for that meeting.
- 10.3.8. If the Secretary is absent, the Committee shall appoint another person to act as Secretary for that meeting.

10.4. Special Business

- 10.4.1. All business that is transacted at a Special General Meeting and all business that is transacted at an AGM, with the exception of that specified in Rule 10.2.2 as being the ordinary business of the AGM, shall be deemed to be special business.

10.5. Quorum

- 10.5.1. No General Meeting shall be held unless a quorum of Members entitled under these Rules to vote is present.
- 10.5.2. The quorum for a General Meeting shall be at least a quarter of the total number of Members entitled under these Rules to vote at a General Meeting.
- 10.5.3. The Chairperson shall accept proxy appointments made prior to the commencement of any General Meeting (in accordance with Rule 10.8). Where a Member has appointed a proxy, that Member shall be included in the calculation of numbers present for the purposes of determining whether there is a quorum.
- 10.5.4. If at the commencement of a general meeting a quorum is not present, the meeting if convened at the request of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, unless another place is specified by the Chairperson at the time of the adjournment or by written notice given to Members five days before the day to which the meeting is adjourned.
- 10.5.5. If at the commencement of the adjourned meeting the quorum is not present, the Members present shall constitute a quorum and the meeting may continue.
- 10.5.6. Members may attend General Meetings by having representatives attend personally or by telephone, electronic or other linked form of joint communication where these facilities are available.

10.6. Voting

- 10.6.1. All Members who have paid their Joining Fees, Subscriptions or Levies in full no later than 10 working days before the AGM shall be entitled to vote. No representative or proxy of a Member shall be entitled to vote unless all Subscriptions, levies or other fees due and payable by the Member have been paid.
- 10.6.2. A question arising at a General Meeting of the Society shall be determined by a show of hands of the representatives of those Members entitled to vote.

- 10.6.3. Each Member shall be entitled, to cast one vote for every dollar of its current membership subscription.
- 10.6.4. A motion of the Society shall be carried by a two thirds majority of votes in its favour. This does not apply to the alteration to the Rules as set out in Section 18.
- 10.6.5. A declaration by the Chairperson of the meeting that a motion has been carried or lost and an entry to that effect in the minutes of the meeting shall be evidence of the fact.
- 10.6.6. All votes shall be given personally by representatives of Members entitled to vote, or by proxies appointed by Members entitled to vote.

10.7. Representatives

- 10.7.1. Any Member may from time to time appoint or remove (by written notice signed by a properly authorised person and delivered to the Secretary) a representative to exercise its membership rights, including speaking and voting, at General Meetings.
- 10.7.2. A representative of a Member so appointed shall be eligible to be elected and serve on the Committee. In those circumstances, the Member must appoint a new representative under Rule 10.7.1.
- 10.7.3. Any Member entitled to appoint a representative may from time to time in like manner appoint an alternative representative to represent it in the absence of its representative.

10.8. Proxies and Methods of Voting

- 10.8.1. Each Member, other than a Member eligible to appoint a representative pursuant to Rule 10.7, shall be entitled to appoint a representative as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in such form as may be prescribed by the Committee.
- 10.8.2. Any Member entitled to vote at a General Meeting may forward to the Secretary a postal, facsimiled or electronic vote on any matter included in the notice of meeting, such vote to be in the hands of the Secretary prior to the meeting.

11. Auditor

- 11.1. At an AGM, the Committee may by consensus appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that they are correct.
- 11.2. The Auditor must be a Member of the New Zealand Society of Accountants, and must not be a Member of the Society.
- 11.3. If the Committee appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

12. Personal Benefit

- 12.1. No Member of the Society or any person associated with a Member of the Society shall participate in or materially influence any decision made by the Society, the Committee or any officer or employee in respect of any matter in which that Member is materially interested.
- 12.2. Any income, benefit or advantage received by any Member of the Society or any persons associated with a Member of the Society in the course of activities relating to the operation of the Society must be used to advance the charitable purposes of the Society.
- 12.3. Any payments made to a Member of the Society, or a person associated with a Member of the Society, in the course of activities relating to the operation of the Society, must be for goods and services or to reimburse the Member for expenses properly incurred that advance the charitable purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

13. Money and Other Assets of the Society

- 13.1. The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.
- 13.2. The Committee shall arrange for the Treasurer to operate an imprest account on a monthly basis for which the Treasurer shall be one of two signatories appointed by the Committee. The level of the imprest account shall be fixed by the Committee and the uses to which it is put shall be in accordance with such instructions as shall be given from time to time by the Committee to the Treasurer.

- 13.3. All Money and Other Assets set aside for special purposes, or trust funds vested in the Society, shall be held, invested and disposed of in accordance with the terms and conditions laid down by the instrument creating the trust or if none then by a decision of the Committee.
- 13.4. Subject to the foregoing requirements of this Rule, all surplus funds of the Society and special funds may be invested from time to time in any of the following forms of investment:
- (a) Upon deposit on current account or otherwise with any registered bank in New Zealand;
 - (b) In or upon stocks, funds or other securities of the Government of New Zealand or of any local authority in New Zealand;
 - (c) On the purchases of any freehold or leasehold estate or interest in any land or any personal property;
 - (d) On first mortgage of any estate or interest in any land;
 - (e) In or upon shares, stocks, debentures or other securities of any corporation rated at not less than the following ratings:
 - Standard and Poors: A1 or A1+
 - Moodys: P1
 - Australian Rating Agency: A- or higher
 - (f) In or upon any securities the payment of which is guaranteed by the Government of New Zealand or of the Commonwealth of Australia.
- 13.5. The foregoing provisions in this Rule shall not preclude the Committee from employing any part of the Society's ordinary funds in accordance with its objects.

14. Payments

- 14.1. Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.
- 14.2. All payments or electronic deposits must be approved by at least two Committee Members appointed by the Committee for that purpose.
- 14.3. All Cheques must be signed by at least two of the appointed Committee Members.
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14.4 Submissions, Correspondence and representation of Society views

14.3. Unless otherwise agreed by the Committee at a Committee meeting, all submissions, formal representations or correspondence professing a Society view will follow the process determined by the Committee.

15. Common Seal

15.1. The common seal of the Society shall be under the control of the Committee and shall be assigned to the custody of the Secretary. It shall not be affixed to any document except by resolution of a General Meeting of the Society or of the Committee and shall be affixed in the presence of any two of the Chairperson and Secretary and such other Committee Members as may be appointed by the Committee for that purpose.

16. Interpretation of Rules and Procedural Matters Not Provided For

16.1. If at any time doubt arises as to the interpretation of these Rules or any procedural matter arises that is not provided for in these Rules, the same shall be determined finally by a decision of the Committee.

17. Altering the Rules of the Society

17.1. These Rules may be altered or replaced by resolution of a General Meeting passed by a three-quarters majority of those Members present and voting.

17.2. Any proposed motion to amend or replace these Rules shall be signed

17.3. The Committee may alter or replace these Rules at a Special General Meeting or an Annual General Meeting.

17.4. The Chairperson shall seek consensus on a resolution to change a Rule but may call for a vote on the resolution if consensus is not apparent. If such a vote is called for a three-quarters majority of those present and voting, including those represented by proxy, shall be required to change a Rule.

17.5. Any proposed motion to amend or replace these Rules shall be signed by at least five Members and given in writing to the Secretary at least 20 working days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

17.6. At least 14 days before the Special General Meeting at which any Rule 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 Committee has.

17.7. When a Rule change is approved at a General Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

18. Winding Up The Society

18.1. The Society may be wound up under the provisions of the Incorporated Societies Act 1908.

18.2. If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid; and
- (g) Surplus assets after payment of all debts costs and liabilities of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) In accordance with the provisions in the Incorporated Societies Act 1908, but no distribution may be made to any Member.