

## **New Zealand Utilities Advisory Group (NZUAG) Incorporated Rules**

### **1. Name**

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

### **2. Definitions**

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- 2.1. In these Rules:

"AGM" means an annual general meeting of the Members held in accordance with Rule 10.2.

"Associate Member" means any individual or organisation admitted as a member of the Society in accordance with Rule 6.3.

"Board" means the Board of the Society appointed in accordance with Rule 9.5.

"Board Member" means any person who is on the Board and includes the independent chairperson.

"Category" means the Corridor Manager or Utility Operator category of membership (see Rule 6.2).

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

"Deputy" means a deputy Board Member appointed in accordance with Rule 9.11.1.

"Full Member" means any company or organisation admitted to the Society as a Full Member in accordance with Rule 6.2.

"General Meeting" means an AGM or Special General Meeting.

"Member" means any company, organisation or person admitted by the Board under Rule 6.8 as a Full or Associate Member.

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

"Objects" means the objects of the Society set out in Rule 4.1.

"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.

"Rules" means these rules for the Society, as amended from time to time in accordance with Rule 18.

"Secretary" means the secretary for the Society appointed under Rule 9.8.

"Sector" means the sector in which a Corridor Manager or Utility Operator works, such as central government road corridors, the national rail corridor, or the local government road corridors, and the utility sectors of electricity, gas, telecommunications and water.

"Special General Meeting" means any General Meeting held in accordance with Rule 10.3 that is not an AGM.

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

“Treasurer” means the treasurer of the Society appointed under Rule 9.8.

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

In these Rules, unless the context requires otherwise:

- (a) The singular number includes the plural and vice versa and words importing one gender include the other genders.
- (b) Reference to any Act extends to and includes any statutory or other modification or re-enactment of it and any other like provision for the time being in force in New Zealand.
- (c) The headings of Rules will not affect the interpretation given to these Rules.

### **3. Registered Office**

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- 3.1. The registered office of the Society shall be at such place as may be determined by the Board from time to time.

### **4. Objects of the Society**

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- 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 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.
- 4.3. Pecuniary gain is not an Object of the Society.

## **5. Powers of the Society**

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- 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 Board 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 set out in Rule 13.3 as the Board considers fit;
  - (d) May borrow or raise money in accordance with the requirements of Rule 9.4.3(c) 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 pursue the Objects of the Society;
  - (f) May establish, promote or otherwise assist the Board or any committees 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; and
  - (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**

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- 6.1. There shall be two types of membership: Full and Associate.
- 6.2. Full membership is available to incorporated or statutory organisations only, and is divided into two categories: Transport Corridor Managers and Utility Operators.
- (a) The Transport Corridor Managers Category includes: KiwiRail, road controlling authorities such as the New Zealand Transport Agency, city or district councils, Auckland Transport, the Minister of Transport, the Department of Conservation, and industry associations, for example, Local Government New Zealand and the Road Controlling Authorities' Forum.
  - (b) The Utility Operators Category includes: individual utility operators of the: electricity, gas, telecommunications and water services Sectors, and also includes Transpower, and the industry associations for these four Sectors, for example, the Electricity Networks Association, the Electricity Engineers' Association, the Gas Association of New Zealand, the Telecommunications Carriers' Forum and Water New Zealand.
- 6.3 Associate membership is available to individuals and organisations representing any party with an interest in utility access to, and work in, the Transport Corridors as well as organisations within the Sectors, including:
- Civil Contractors New Zealand and individual contractors;
  - NZ Post and other postal operators;
  - Adshell and other advertising operators;
  - Engineering consultancies;

- Federation of Rail Organisations of NZ and any individual rail operator to whom the Code applies whether heritage, tourist or industry;
- Road user representatives such as AA, Road Transport Forum or its constituent Road Transport Associations, and motor cycle associations;
- Organisations eligible to be a Full Member, in either Category, which choose not to be a Full Member; and
- Related industry associations such as, the Institute of Professional Engineers of New Zealand, Ingenium, and the Society of Local Government Managers.

**6.4** All Members shall promote the Objects of the Society and shall do nothing to bring the Society into disrepute.

**6.5** Full membership entitles the Member to call a Special General Meeting (in conjunction with other Full Members as set out in Rule 10.3.3), vote at a General Meeting, nominate people for appointment to the Board within their own Category and Sector in accordance with Rule 9.6, and nominate representatives for committees.

**6.6** Associate Membership entitles the member to nominate representatives for potential appointment to committees.

## **6.7 Application for membership**

6.7.1 Each company or organisation entitled to make an application to become a Member in terms of Rules 6.2 or 6.3 may make such application in the form prescribed from time to time by the Board.

6.7.2 The application form shall be delivered to the registered office of the Society together with the appropriate Joining Fee, if demanded, and the first year's membership subscription.

6.7.3 Each applicant to become a Full Member must specify as part of their membership application affiliation to either the Transport Corridor Managers' Category or the Utility Operators' Category.

## **6.8 Admission of members**

6.8.1 The Board shall consider and decide whether to accept each application for membership within one month following receipt of the application. Decisions on such applications may be at a Board meeting or by use of electronic communication.

6.8.2 The Board shall act reasonably in deciding on admission of Members. Seventy percent of those members of the Board voting must agree if an application is to be accepted.

6.8.3 The Secretary shall advise the applicant in writing of the Board's decision within 10 working days of that decision.

## **6.9 The Register of Members**

- 6.9.1 The Board shall cause a Register of Members to be kept at the registered office of the Society in which shall be entered:
- (a) The name, address, contact details and date of admission to membership of every Member of the Society and their nominated representative, whether is a Full Member (including the Category of each Full Member) or Associate Member;
  - (b) The name, address and contact details of all Board Members and Deputies and the dates at which they became Board Members or Deputies;
  - (c) Terminations and reinstatements of membership; and
  - (d) Any further particulars that the Board may require to be entered into the Register.
- 6.9.2 Each Member shall notify the Society of any change in that Member's address or contact details.
- 6.9.3 The Register shall be made available for inspection at all reasonable times by any Member that applies to the Secretary for such inspection.

## **7. Subscriptions and Levies payable by Members**

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- 7.1. The Board shall determine by a date not later than 1 March each year, the subscriptions payable by Members for the ensuing financial year and advise Members accordingly. All Subscriptions shall become due and payable at the registered office of the Society on the first day of the next financial year (1 April).
- 7.2. The annual subscription shall be a fixed fee, set at a level to cover the Society's annual operating activities, including projects planned for the forthcoming year such as the biennial review of the Code. The fee for Associate Member organisations shall be significantly less than that set for Full Members. The Board may, in addition, impose a levy or levies on Members in any one financial year, and in setting any levy shall bear in mind the principles for the setting of subscriptions.
- 7.3. Cessation of membership does not relieve a Member from liability for any unpaid subscription or other levies already due to be paid by that Member.

## **8. Cessation of Membership**

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- 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 seventy percent of the Members present and voting at a duly constituted General Meeting vote in favour of terminating the membership of any Member due to a breach of the Rules by that Member 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 twenty working days written notice of the notice of motion to

terminate the membership and of brief reasons for the motion, and shall have the right to be heard at the General Meeting at which it is proposed;

- (c) The Member has a subscription 6 months in arrears.
  - (d) The Member becomes insolvent or makes an assignment of a substantial part of its property for the benefit of its creditor(s);
  - (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. No former Member shall be entitled to any refund of its subscription, Joining Fee, levy or any other sum of money paid to the Society or any part thereof.
- 8.3. A former Member shall promptly on termination of its membership return to the Society all material produced by the Society that the Member holds and cease to hold itself out as a Member of the Society.
- 8.4. Any former Member that has resigned its membership in accordance with Rule 8.1(a) may apply for readmission in the manner prescribed for new applicants.
- 8.5. Any former Member, the membership of which is terminated pursuant to Rule 8.1(b), shall not be readmitted by the Board without the approval of a seventy percent majority of those voting at a General Meeting.

## **9. Management of the Society**

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- 9.1. The Society shall have a Board of eleven persons, comprising an independent Chairperson and ten appointed representatives of Full Members of the Society.

### **9.2. Role of the Board**

Subject to these Rules, the role of the Board is to:

- (a) Administer, manage, and control the Society;
- (b) Appoint the independent Chairperson for the Board;
- (c) Appoint the Secretary and Treasurer of the Board
- (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 the procedures for dealing with complaints;
- (h) Prepare an annual business plan and budget;
- (i) Provide a link for industry consultation in respect of such matters as changes to legislation, national codes, the structure of the Society and the development of industry policy; and

- (j) Establish committees to further the Objects of the Society as necessary.

### 9.3 **Chairperson**

The Chairperson's role is to be independent of both the Corridor Managers and the Utility Operators and 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) Represent the Society as appropriate to the wider Sectors and Government;
- (g) In conjunction with the Board oversee the process for the appointment of the Secretary and Treasurer; and
- (h) Be responsible for establishing and reviewing the conditions of engagement of the Secretary and Treasurer.

The Chairperson shall not have any voting powers.

### 9.4 **Board Powers**

9.4.1 The Board has all of the powers of the Society set out in Rule 5, unless the Board's power is limited by these Rules, or by decision of the Members of the Society.

9.4.2 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Members of the Society.

9.4.3 In addition to the exercise of all powers of the Society set out in Rule 5, the Board may:

- (a) Employ people for the Objects of the Society;
- (b) Exercise any power a trustee might exercise, except to the extent such powers are limited by these Rules;
- (c) Borrow money and provide security for such borrowing if authorised by any General Meeting. Any proposals to do so must be circulated to Members at least 10 working days before the meeting.

### 9.5 **Appointment of Board**

9.5.1 The Board shall consist of:

- (a) An independent Chairperson appointed by the Board for such term as may be specified by the Board at the time of appointment;
- (b) Five representatives appointed from the Transport Corridor Managers' Category (including a representative of central government road Corridor Managers; a representative of the manager of the national rail corridor; and three representatives of Local Government Corridor Managers, one of which should be a representative from a major New Zealand territorial authority);

- (c) Five representatives appointed from the Utility Operator Category, including:
  - (i) One representative from each of the following utility Sectors: electricity; gas; telecommunication; and water; and
  - (ii) One person appointed by the four representatives of the Utility Operators' Category appointed under Rule 9.5.1(c)(i).
- (d) Only full time employees or board members of a Full Member are eligible for appointment to the Board. The full Board shall ratify that the persons nominated to replace any of the Board Members satisfactorily meet the appropriate representation requirements under Rule 9.5.1.

9.5.2 Should the independent Chairperson resign, the Board shall appoint an interim Chairperson to hold that position until it has, within three months or such appropriate period as agreed by the Board and ratified at the next Special General Meeting, completed the process to appoint an independent Chairperson pursuant to Rule 9.5.4.

#### 9.5.3 Appointment of independent Chairperson

The appointment of the independent Chairperson shall be based on the potential candidates' skills and experience, ability to act in an independent manner at all times, capacity and available time. The position description, expenses and remuneration (if any) of the independent Chairperson shall be determined by resolution of the Board prior to the appointment process commencing. The process may be overseen by a committee which will make a recommendation to the Board as a whole. The initial recommendation of the committee cannot be declined but the committee may be requested to give further consideration to the initial recommendation having regard to the views of Board Members.

### 9.6 **Nomination and Appointment of Board Members**

#### 9.6.1 Appointments for the representative of:

- a) the manager of the national rail corridor;
- b) a Local Government Corridor Manager, who should be a representative from a major New Zealand territorial authority;
- c) the electricity Sector; and
- d) the water Sector,

shall be made in even numbered calendar years. The representative of the water services sector shall be a water services utility operator.

#### 9.6.2 Appointments for the representative of:

- a) central government road Corridor Managers;
- b) the two Local Government Corridor Managers, who were not appointed under Rule 9.6.1;
- c) the telecommunications Sector;

- d) the gas Sector; and
- e) the fifth utility operators' slot,

shall be made in odd numbered calendar years.

- 9.6.3 Board Members shall be appointed for two years in accordance with Rules 9.6.1 and 9.6.2 and the appointments shall be announced at the Society's AGM.
- 9.6.4 Nominations for the Board shall only be made by representative associations for each Utility Operator or Corridor Manager Sector provided such an association is a Full Member of the Society. The Local Authority Corridor Managers associations' nominations may be from any of Local Government New Zealand, the Road Controlling Authorities Forum (NZ) Inc. or the Road Efficiency Group, provided the nominating association is a Full Member. If no nominations are received from the relevant Local Government Corridor Managers' Sector organisations or if none of these organisations are eligible to make a nomination, the Full Members who are representing the Local Government Corridor Managers' Sector will agree on, and put forward nomination(s), provided that the Sector only provides sufficient nominations to meet the requirements in 9.5.1 and 9.5.2 above.
- 9.6.5 Nominations for Board Members shall be requested of the representative associations by the Secretary at least 25 working days before an AGM.
- 9.6.6 A nominee for appointment to the Board must be nominated in writing by a Member from within that Member's Sector and represent a Member organisation that is a fully paid up Full Member.
- 9.6.7 The utility organisations to coordinate the nomination of the representative from their utility Sector are the Electricity Networks Association and Electricity Engineers' Association, Gas Association of New Zealand, New Zealand Telecommunications Forum and the Water Services Managers Group of Water New Zealand.
- 9.6.8 Nominations for appointment to the Board shall close at 5pm on the fifteenth working day before the AGM.
- 9.6.9 In the event that there are more nominations for appointment than there are vacancies for representatives of a Sector, the representatives of the Category which includes that Sector will before the AGM decide which candidates are to be appointed having regard to the experience, capability and time availability of the nominees as well as the experience and skills sets required of the role at the Society's Board table, and in the event that this decision is not made before the AGM the Full Members of that Category shall convene separately at the AGM and promptly make such decision.
- 9.6.10 Where the disagreement over a nominee affects a sitting member of the Board, that Member will declare a conflict of interest and withdraw from any discussions and decision on the appointment.
- 9.6.11 Board Members may be re-appointed for any number of terms without limitation.
- 9.6.12 Any Board Member who resigns is eligible for subsequent re-appointment.

- 9.6.13 In the event that a Board Member's position is terminated pursuant to Rule 9.10, that person shall not be eligible for re-appointment to the Board without the approval of the Board by a 70% majority of those Board Members present and voting.
- 9.6.14 In the event of a vacancy arising within the membership of the Board, the Board must consult with the relevant Sector and may then appoint another representative from the same Sector to fill the vacancy until the next AGM.

## **9.7 Board Meetings**

- 9.7.1 The Board shall meet whenever the Board determines, but at least two times in each financial year.
- 9.7.2 A meeting of the Board shall be called upon receipt by the Secretary of a written request signed by at least half of the Board Members stating the business for the meeting.
- 9.7.3 Written notice of all Board meetings indicating the business to be transacted shall be sent to all Board Members at least seven working days before the meeting is to take place, unless all Board Members agree to shorter notice.
- 9.7.4 Copies of the minutes of each Board Meeting shall be circulated to Board 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 Board shall be the Chairperson (or the replacement nominated by the Chairperson below) and six Board Members (including at least three Board Members from each Category). No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned to the same place and time of the following week and if, at the adjourned meeting, a quorum is not present within 15 minutes after the time appointed for the meeting, the Board Members present at that time shall constitute a quorum. Board meetings shall be presided over by the Chairperson or in the Chairperson's absence the Chairperson shall determine who shall chair that meeting, bearing in mind the need for the chosen substitute to be as impartial as possible.
- 9.7.6 The Board shall seek to make consensus decisions, and any such consensus decision shall be recorded by resolution that is correctly formulated and adopted by the Board. All Board decisions, whether by consensus or in default of consensus, shall be put to a vote and determined by a 70% majority of those Board Members (including any Deputies acting in place of a Board Member who is not present) present and voting. Each Board Member including the Chairperson is entitled to one vote. The Chairperson shall not have a casting vote.
- 9.7.7 The Society may pay such reasonable travel, accommodation and other expenses approved by the Board as are necessary for the attendance of any Board Member at a Board meeting.
- 9.7.8 Board meetings may be by way of the Board meeting personally or by telephone, electronic or other linked form of communication by which all Board Members

participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- 9.7.9 A resolution in writing approved by a 70% majority signed or assented to by letter, cable, facsimile, electronic or other written message, by all of the Board Members entitled to receive notice of Board meetings shall be valid and effective as if it had been passed at a Board meeting duly called and constituted.

## **9.8 Secretary and Treasurer**

- 9.8.1 The Secretary and Treasurer shall be appointed by the Board.

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

- 9.8.3 The Secretary's role is to:

- (a) Record the minutes of General Meetings and meetings of the Board and action matters as required;
- (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 Board;
- (e) Advise the Registrar of Incorporated Societies of any changes to the Rules;
- (f) Handle enquiries on behalf of the Society; and
- (g) Undertake such duties as required by the Board or the Chairperson

- 9.8.4 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society, and 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 Board;
- (d) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each AGM and more often if either the Board or a majority of the Society decides this in a General Meeting;
- (e) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an AGM; and
- (f) Hold the Society's cheque and bank deposit books as appropriate, bank account records and other financial records and materials.

## **9.9 Committees**

- 9.9.1 The Board may appoint committees from time to time which shall operate to suitably drafted terms of reference approved by the Board, including a clear statement of the outcomes required and reporting requirements.

9.9.2 In establishing any such committees, the Board shall consider the knowledge and skills required for membership of that committee and ensure an appropriate balance of Member Category and Sector representation, but committee members do not need to be employed by a Member, or be a Member in their own right, in order to be appointed to a sub-committee.

9.9.3 No subcommittee may commit the Society to any financial expenditure without express prior written authority from the Board.

## **9.10 Cessation of Board Membership**

9.10.1 A person shall cease to be a member of the Board:

- (a) On delivery of written notice of such resignation to the Secretary;
- (b) If the Board Member or that person's Deputy has not attended three consecutive Board 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 General Meeting of the Society vote in favour of the removal of any Board Member (but before any vote as to the removal of a Board Member is taken, the Board Member shall have not less than 20 working days' notice of the proposal to remove that person and shall have the right to be heard at the General Meeting at which the proposal is put); and
- (c) If the Board Member ceases to represent any Full Member organisation of the Society.

## **9.11 Deputy Board Members**

9.11.1 A Deputy Board Member ("Deputy") is a person nominated by a Sector to fulfil the role of a Board Member appointed by that Sector should that Member be unable to attend a Board meeting. The Member and Deputy should both be nominated by the Sector to the Board at the time the Member is nominated to the Board to be ratified.

9.11.2 A Deputy has all of the rights and responsibilities of a Board Member for the duration of the period for which the Deputy is appointed.

9.11.3 A Deputy may become a Board Member if:

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

9.11.4 Each Member or Deputy shall provide such details as the Board requires.

## **9.12 Indemnity for Board and Officers**

9.12.1 No Board Member shall be liable to the Society, any Board Member (or former Board Member), or any Member (or former Member) for the act or defaults of any other Board

Member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

- 9.12.2 Without limiting any other rights or remedies an Indemnified Person (as defined below) may have, the Society indemnifies each Board Member (including the Chairperson), the Secretary and the Treasurer (each an “Indemnified Person”), as a continuing indemnity, against all costs, losses, liabilities (including legal and other professional expenses on a full indemnity basis and GST and similar taxes), claims and penalties arising directly or indirectly out of, or in connection with, any acts or omissions of that Indemnified Person made in good faith in that Indemnified Person’s capacity as a Board Member, Chairperson, Secretary or Treasurer as the case may be.

## **10 General Meetings of Members of Society**

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### **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) For AGMs, a copy of the Annual Report and Statement of Accounts;
- (d) Notice of any motions and any supporting documentation about those motions;
- (e) 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; and
- (f) A proxy form enabling a Member who is unable to attend to appoint a proxy for an General Meeting.

- 10.1.2 A Member wishing to propose any notice of motion at any General Meeting may give notice of that in writing to the Secretary no later than 20 working days (or in the case of a motion to remove a Board member or a Member under Rule 9.10.1(b) or 8.1(b), respectively, 25 working days) before the date of the General Meeting at which the business is to be raised, and the Secretary shall include that notice of motion in the notice calling the next General Meeting.

### **10.2 Annual General Meetings**

- 10.2.1 The AGM shall be held once every year between 1 July and 30 November in addition to any Special General Meetings and on such date and time and at such venue as the Board determines.

- 10.2.2 The business of an AGM shall be to:

- (a) Approve any minutes of the previous AGM and any Special General Meeting held since that time;
- (b) Receive and consider the Chairperson’s report on the business of the Society;

- (c) Receive and consider the Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Ratify the appointment of replacement Board members;
- (e) Consider any notices of motion of which notice has been given in accordance with Rule 10.1;
- (f) Approve business plans and the budget for the balance of the period to the next AGM; and
- (g) Ratify the appointment of an independent Chairperson or the period of appointment of an interim Chairperson.

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 registered 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 Board may, whenever it thinks fit, convene a Special General Meeting of the Society on such date and time and at such venue as the Board determines.

10.3.3 A Special General Meeting shall be convened by the Board upon receipt of a written request signed by at least a quarter of the Society's Full Members. A written request for a Special General Meeting shall state the objects of the Special General Meeting, be signed by the Members making the request, and be sent to the Secretary.

10.3.4 If the Board does not convene a Special General Meeting on such date and time and at such venue as the Board determines within 30 working days 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 (at such venue as those Members specify) 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.

10.4 All General Meetings shall be chaired by the Chairperson or in the Chairperson's absence the Chairperson shall determine who shall chair that meeting, bearing in mind the need for the chosen substitute to be as impartial as possible.

10.5 If the Secretary is absent at a General Meeting, the Board shall appoint another person to act as Secretary for that General Meeting.

## **10.6 Special Business**

10.6.1 All business that is transacted at a General Meeting, 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.

## **10.7 Quorum**

10.7.1 No General Meeting shall be held unless a quorum of Full Members (or their representatives or proxies) entitled under these Rules to vote is present.

10.7.2 The quorum for a General Meeting shall be 25% of each Category of Full Members entitled under these Rules to vote at a General Meeting.

10.7.3 If at the commencement of a General Meeting a quorum is not present, the General Meeting if convened at the request of Members shall be dissolved. In any other case, the General 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 General Meeting is adjourned.

10.7.4 If at the commencement of the adjourned General Meeting quorum is not met, the Members present together shall constitute a quorum and the Meeting may continue.

10.7.5 Members may attend General Meetings by having representatives attend personally or, if prior arrangements have been made for their use, by telephone, electronic or other linked form of communication by which all Full Members (or their representatives) participating and constituting a quorum can simultaneously hear each other throughout the meeting.

## **10.8 Voting**

10.8.1 All Full Members who have paid their Joining Fees, Subscriptions or Levies in full no later than 10 working days before a General Meeting shall be entitled to vote. No representative or proxy of a Full Member shall be entitled to vote unless all Subscriptions, levies or other fees due and payable by the Member have been so paid.

10.8.2 A question arising at a General Meeting of the Society shall be determined by a show of hands of the representatives of those Full Members or their proxies entitled to vote.

10.8.3 Each Full Member or that Member's proxy shall be entitled to cast one vote.

10.8.4 A motion of the Society shall be carried by a 70% majority of the votes of those Full Members (or their representatives or proxies) voting being cast in its favour. This does not apply to the alteration to the Rules as set out in Section 18.

10.8.5 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 prima facie evidence of the fact.

10.8.6 All votes shall be exercised personally by representatives of Full Members entitled to vote, or by proxies appointed by Full Members entitled to vote.

## 10.9 **Representatives**

10.9.1 Any Full 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.

10.9.2 A representative of a Member so appointed shall be eligible to be appointed to serve on the Board. In those circumstances, the Member must appoint a new representative under Rule 10.9.1.

10.9.3 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.

## 10.10 **Proxies and Methods of Voting**

10.10.1 Each Member, other than a Member eligible to appoint a representative pursuant to Rule 10.9.2, shall be entitled to appoint 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 Board.

10.10.2 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, and such a vote shall be counted when the subject-matter of the vote is put to a vote at the Meeting.

## 11 **Auditor**

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11.1 At an AGM, the Society may appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, for the purposes of certifying whether they are correct.

11.2 The Auditor must be a member of the New Zealand Institute of Chartered Accountants Incorporated, and must not be a Member of the Society.

11.3 If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

## 12 **Personal Benefit**

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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 Board 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 for the purpose of advancing the Objects 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 received or to reimburse the Member for expenses properly incurred that were intended to advance the Objects 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**

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- 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 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 Board.
- 13.3 Subject to the foregoing requirements of this Rule 13, 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.
- 13.4 The foregoing provisions in this Rule 13 shall not preclude the Board from employing any part of the Society's ordinary funds in accordance with its Objects.

### **14 Payments**

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- 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 the Secretary and one of the Board Members appointed for the purpose.

14.3 All cheques must be signed by at least two of the Board Members appointed for the purpose.

## **15 Submissions, Correspondence and representation of Society views**

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

## **16 Common Seal**

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The common seal of the Society shall be under the control of the Board 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 Board and shall be affixed in the presence of any two of the Chairperson and Secretary and such other Board Members as may be appointed by the Board for that purpose.

## **17 Interpretation of Rules and Procedural Matters Not Provided For**

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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 Board.

## **18 Altering the Rules of the Society**

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18.1 The Society may alter or replace these Rules by resolution of a General Meeting when passed by a 70% majority of those Full Members present and voting.

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

18.3 At least ten working 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 Board has.

18.4 When a Rule change is approved at a General Meeting the Board 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.

## **19 Winding Up The Society**

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

19.2 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid; and
- (b) Surplus assets after payment of all debts costs and liabilities of the Society may be disposed of:
  - (i) By Board resolution; or
  - (ii) In accordance with the provisions in the Incorporated Societies Act 1908, but no distribution may be made to any Member;
  - (iii) Any monies received in relation to activities due after the date of the dissolution shall be returned to the payer; and
  - (iv) Any documents belonging to the Society shall be disposed of in a manner decided by the Special General Meeting.