

New Zealand Utilities Advisory Group (NZUAG) Incorporated Constitution

1. Name

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

2. Definitions

2.1. In this Constitution:

"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 (and is the Committee for the purposes of the Incorporated Societies Act 2022).

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

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

"Code" means the National Code of Practice for Utility Operators' Access to Transport Corridors, as legislated in the Utilities Access Act 2010.

"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.

"Membership Tier" means a subgroup of Members within a Category, which defines a Member's annual subscription and their Voting Rights, as set out in Schedule 1.

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

"Nomination Meeting" means a meeting of members in a Category or Sector to decide who shall be nominated for appointment to the Board, if required under Rule 9.6.9.

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

"Payment" means any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender.

"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” or “SGM” 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.

“Voting Rights” means the number of votes a Member may cast at a General Meeting or a Nomination Meeting of a Category or Sector.

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

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

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

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(d) 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

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 four categories: Transport Corridor Managers, Utility Operators, Contractors, and Industry Bodies.

- (a) The Transport Corridor Manager Category includes KiwiRail, road controlling authorities such as the New Zealand Transport Agency, city or district councils, Auckland Transport, the Minister of Transport, and the Department of Conservation;
- (b) The Utility Operator Category includes utility operators of the electricity, gas, telecommunications and water services Sectors;
- (c) The Contractor Category includes organisations involved in Transport Corridor or Utility design, construction, maintenance, and related services; and
- (d) The industry Body Category includes organisations representing the collective interests of firms and individuals involved in Transport Corridor or Utility operation, construction, maintenance, or related services; for example, the Road Controlling Authorities' Forum, the Electricity Networks Association, Gas NZ, the New Zealand Telecommunications Forum, Water New Zealand, and Civil Contractors New Zealand.

6.3 Associate Membership is available to:

- a) Any organisation eligible for Full Membership and which is not a Full Member;
- b) Any other individual or organisation interested in the Objects of the Society.

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 organisation or individual 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 required.

6.7.3 Each applicant to become a Full Member must specify as part of their membership application which Categories, Sectors, and Tier they deem most appropriate, and to provide such information as the Board requires to enable them to determine the applicant's Categories, Sectors, and Tier.

6.7.4 A member may belong to multiple Categories and Sectors.

6.8 Admission of members

6.8.1 Within two months following receipt of a membership application, the Board shall consider and decide whether to accept each application for membership and to determine which Categories, Sectors, and Tier will apply to the applicant. 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, and its relevant Categories, Sectors and Tier.

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

6.8.4 Following written application by a Full Member or if the Board determines that a material change in the scale or nature of a Full Member's operations justifies a change in Categories, Sectors, or Tier, and after consultation with the Member, a Full Member's Categories, Sectors, or Tier may be redetermined by the Board with the approval of 70% of the Board members voting, and any subscription fees adjusted pro rata from the date the new Category, Sector, or Tier determination takes effect.

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, and the member's Membership type, whether as a Full Member (including the Categories, Sectors, Tier, and Voting Rights 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;

- (e) Terminations and reinstatements of membership; and
- (f) 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

7.1. The Board shall determine by a date not later than 31 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 within 20 working days of fee invoices being sent out. The annual subscription shall be set at a level to cover the Society's annual operating activities, including projects planned for the forthcoming year.

7.2. The Board may set different fees payable by each Tier of Full Members, having consideration for the relative Voting Rights of each Full Member.

7.3. The fee for Associate Members shall be less than that set for Full Members.

7.4. 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.

7.5. 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

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

- 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. Incorporated Societies Registrar Contact Person

The Society shall appoint at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Society's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

9.3. 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;
- (j) Approve the minutes of Annual and Special Meetings of the Society; and
- (k) 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 be eligible to vote at meetings of the Board and its committees, but shall not have any voting rights at a General Meeting.

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 this Constitution, 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 this Constitution, 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) Delegate specific authority to others, with appropriate monitoring and oversight;
 - (d) 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) Four 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 two representatives of Local Government Corridor Managers, one of which should be a representative from a metropolitan New Zealand territorial authority);
 - (c) Four representatives appointed from the Utility Operator Category, including one representative from each of the following utility Sectors: electricity; gas; telecommunication; and water;
 - (d) One representative from the Contractor Category; and
 - (e) One co-opted person appointed by the other Board members to provide such knowledge, expertise, or representation as they deem necessary, for such term as may be specified by them at the time of appointment.

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 from among the other Board Members to hold that position until it has, within three months or such appropriate period as agreed by the Board and ratified at the next General Meeting, completed the process to appoint an independent Chairperson pursuant to Rule 9.5.3.

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) Local Government Corridor Managers, representing members in Local Government Sector Tiers 2 and 3;
- c) the electricity Sector;
- d) the water Sector, and
- e) the Contractors Category

shall be made in even numbered calendar years.

9.6.2 Appointments for the representative of:

- a) central government road Corridor Managers;
- b) Local Government Corridor Managers, representing members in Local Government Sector Tier 1;
- c) the telecommunications Sector;
- d) the gas Sector; and
- e) the co-opted Board member appointed by the Board,

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 (except for the Co-opted Member) shall only be made by representative associations for each Sector provided such an association is a Full Member of the Society. organisations or, if none of these organisations are eligible to make a nomination, the Full Members who represent that 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 Any nominee for appointment to the Board (other than the Co-opted Member) 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 Nominations for appointment as the Co-opted Member can be made by any Board Member other than the Co-opted Board Member.
- 9.6.8 Nominations for appointment to the Board shall close at 5pm on the fifteenth working day before the AGM.
- 9.6.9 If 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 and the requirements of the role, and if this decision is not made before the AGM the Full Members of that Category shall convene a Nomination Meeting separately at the AGM and promptly make such decision. The Board shall meet prior to the AGM to decide which candidate, if any, shall be appointed as the Co-opted Member of the Board.
- 9.6.10 If any 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 or retires is eligible for subsequent re-appointment, subject to Rule 9.6.13.
- 9.6.13 If 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 If a vacancy arises within the membership of the Board, the Board must consult with the relevant Sector, if any, and may then appoint another person 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 either by the Secretary on the direction of the Chairperson, or 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 four Board Members (including at least two Board Members from each of the Corridor Manager and Utility Operators Categories). 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 sent to all Board Members entitled to vote and approved, or assented to by letter, electronic or other written message, by a 70% majority of those Board Members voting 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) prepare draft accounts for audit and liaise appropriately with the auditors during the audit process;

- (e) 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;
- (f) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an AGM; and
- (g) Maintain bank account access 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 committee 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; or
 - (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).

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

10.1 Notice of General Meeting

10.1.1.1 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 AGM's, 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 a 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 An Annual General meeting (AGM) shall be held once every year within 6 months of financial year end 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) Confirm that a valid Quorum for the Meeting is present
- (b) Receive any minutes of the previous AGM and any Special General Meeting held since that time, and which have been approved by the Board;
- (c) Receive and consider the Board's report on the business of the Society;

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

10.2.4 Minutes of the AGM shall be prepared by the Secretary for approval by the Board, after which the minutes shall be made promptly available by the Secretary at reasonable times for inspection by any Member of the Society either online or 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 (SGM's).

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 Full Members together holding at least 25% of the Voting Rights of the Society. 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 Minutes of the SGM shall be prepared by the Secretary for approval by the Board within 20 working days of the SGM, after which the minutes shall be made promptly available by the Secretary at reasonable times for inspection by any Member of the Society either online or 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 holders of 10% of the Voting Rights 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 the number of Votes equal to the Voting Rights allocated to them according to their Membership Tier as defined in Schedule 1e.

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

- 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

- 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

- 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

- 14.1** Any Payment made by the Society must be by electronic deposit.
- 14.2** All payments or electronic deposits must be approved in accordance with the process and delegated authority determined by the Board.

14 Submissions, Correspondence and representation of Society views

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.

15 Transition to New Rules

- 15.1** At the time and date of these new Rules coming into effect, the Tier and Voting Rights of each Full Member shall be as set out in Schedule 2, subject to the named organisations continuing to be Full Members.
- 15.2** At the time and date of these new Rules coming into effect, the Board will comprise the Board Members set out in Schedule 3, along with their term of appointment.

16 Interpretation of Rules, Disputes, 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 Board.
- 16.2** Any dispute arising between members shall normally be subject to the procedures defined in the National Code of Practice for Utility Operators' Access to Transport Corridors.

16.3 If the Code does not apply to the dispute, but it is otherwise related to the activities of the Society, then the procedures specified in Schedule 2 of the Incorporated Societies Act 2022 shall apply.

17 Altering the Rules of the Society

17.1 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.

17.2 Any proposed motion to amend or replace these Rules shall be signed either by the Chairperson following approval by the Board, or 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.

17.3 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.

17.4 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.

18 Winding Up The Society

18.1 The Society may be wound up under the provisions of the Incorporated Societies Act 2022.

18.2 Surplus Assets Distribution on Society Closure

If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

(a) On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities, and return to the payer of any monies received in relation to activities due after the date of the dissolution — shall be vested (as the Board may decide) in:

- i another not-for-profit organisation that will continue the work of NZUAG; or failing that
- ii any other not-for-profit organisations that will work to advance the interests of NZUAG's members ; or failing that
- iii any other not-for-profit organisation.

(b) Any documents belonging to the Society shall be disposed of in a manner decided by the Special General Meeting;

(c) However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

Schedule 1: Full Membership Categories, Tiers, and Voting Rights

Tier 1

- A.** Tier 1 Members shall have 1 vote per member
- B.** Tier 1 Members shall typically be Rural or Provincial Local Authorities, Utility Operators with less than 100,000 customers, small and medium scale contractors, and Industry Bodies

Tier 2

- A.** Tier 2 Members shall have 2 votes per member
- B.** Tier 2 Members shall typically be KiwiRail, Metropolitan Local Authorities, Utility Operators with between 100,000 and 500,000 customers, and large scale contractors

Tier 3

- A.** Tier 3 Members shall have 3 votes per member
- B.** Tier 3 Members shall typically be Waka Kotahi, Auckland Transport, and Utility Operators with more than 500,000 customers

Schedule 2: Transitional Determination of Full Membership Tiers

Tier 1	Tier 2	Tier 3
<ul style="list-style-type: none"> ● Carterton DC ● Hastings DC ● Horowhenua DC ● Manawatu DC ● Nelson DC ● Ruapehu DC ● Tasman DC ● Taupo DC ● Timaru DC ● Upper Hutt CC ● Waimakariri DC ● Waipa DC ● Western Bay of Plenty DC ● Whangarei DC 	<ul style="list-style-type: none"> ● Kiwirail ● Christchurch CC ● Hamilton CC ● Hutt CC ● Tauranga CC ● Wellington CC 	<ul style="list-style-type: none"> ● NZTA/ Waka Kōtahi ● Auckland Transport
<ul style="list-style-type: none"> ● Aurora Energy ● Marlborough Lines ● Power Net 	<ul style="list-style-type: none"> ● Enable ● Orion ● Wellington Electricity ● WEL Networks 	<ul style="list-style-type: none"> ● Chorus ● First Gas ● OneNZ ● PowerCo ● Spark ● Vector ● Watercare
<ul style="list-style-type: none"> ● Electricity Networks Association ● NZ Telecommunications Forum ● Road Controlling Authorities Forum ● Water NZ 		

Schedule 3: Transitional Board Membership and Terms

Sector	Board member	Term expires
Independent Chairperson	Jim Donovan	2024
Rail	Paul Clarke	2024
Central Government Corridor Manager	Ian Cox	2025
Local Government Corridor Managers Tier 2&3	Myles Lind	2024
Local Government Corridor Managers Tier 1	Dawn Inglis	2025
Electricity	Blair Goodenough	2024
Gas	Ben Smith	2025
Telecommunications	Paul Brislen	2025
Water	Martin Mould	2024
Contractors	Nick Miskelly	2024
Co-opted Member	James Ting	2025