



The Incorporated Societies Act 1908

Rules of the

New Zealand Wind Energy Association Incorporated

24 June 2020

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1 **NAME OF INCORPORATED SOCIETY**

The name of the society is the New Zealand Wind Energy Association Incorporated.

2 **DEFINITIONS AND INTERPRETATION**

2.1 **Definitions**

In these Rules, unless the context otherwise requires:

the Act means the Incorporated Societies Act 1908.

Additional Director means an additional member of the Board for the time being, appointed in accordance with Rule 8.3.

Annual Subscription means the annual payment (plus GST if any) due from Members to the Association fixed in accordance with these Rules.

Annual General Meeting means the annual general meeting of the Association, convened and conducted in accordance with these Rules.

Associate Member means any person who is an associate member of the Association in accordance with these Rules.

Association means the New Zealand Wind Energy Association Incorporated.

Auditor means the person appointed in accordance with Rule 14.

Board means the board of directors for the time being elected to manage the affairs of the Association pursuant to these Rules.

Chairperson means the chairperson of the Association, appointed in accordance with these Rules.

Corporate Member means any person who is a corporate member of the Association in accordance with these Rules.

Director means a director appointed to the Board for the time being, in accordance with these Rules.

Financial Year means the period from the 1st day of July in one year to the 30th day of June in the next

Financial Statements means proper financial statements giving a true and fair account of:

- a) the income and expenditure of the Association during a Financial Year;

- b) the assets and liabilities of the Association at the end of a Financial Year; and
- c) all mortgages, charges and other securities of the Association at the end of a Financial Year.

Individual Member means any person who is an individual member of the Association in accordance with these Rules.

Member means a person who is a member of the Association in accordance with these Rules and includes Individual Members, Associate Members and Corporate Members.

Membership Category means a category of membership of the Association as set out in Rule 4.4.

Objects means the objects of the Association, as set out in Rule 3.2.

Registered Office means the registered office of the Association for the time being, as determined in accordance with these Rules.

Registrar means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

Related Company shall have the meaning given to that term in the Companies Act 1993.

Rules means these Rules as originally framed or as from time to time amended or added to by resolution of the Association in accordance with Rule 20.

Secretary means the secretary of the Association, appointed in accordance with these Rules.

Working Day means a day on which registered banks are open for customary retail banking business in Wellington and does not include Saturday or Sunday.

Wind Energy means the generation of electrical energy from the harnessing of the wind.

2.2 **Interpretation**

Unless the context otherwise requires, in these Rules:

- a) headings will be ignored;
- b) words denoting the singular shall include the plural and vice versa and words denoting any gender shall include all genders;

- c) references to any legislation or regulation is deemed to include all amendments, revisions, substitutions or consolidations made from time to time to that legislation or regulation;
- d) reference to a "party", "person" or "entity" includes a natural person, individual, firm, company, corporation, association, trust, the Crown or any agency of the Crown, or other entity, in each case whether incorporated or not and whether or not having a separate legal personality, and includes their respective successors, assigns, executors and administrators;
- e) "written" and "in writing" include all means of reproducing words in a tangible and permanently visible form;
- f) a reference to a Rule is a reference to that Rule in these Rules, as amended from time to time in accordance with the Act.

3 MISSION AND OBJECTS

3.1 Mission

The mission of the Association is to promote the uptake of New Zealand's abundant wind resource as a reliable, sustainable, clean and commercially viable energy source.

3.2 Objects

The objects of the Association are to achieve its Mission in Rule 3.1 by means of:

- a) policy advocacy with local and central government officials and elected representatives, regulatory bodies, industry groups and other interested organisations to raise the awareness of, and develop the concept of Wind Energy in New Zealand;
- b) organising seminars, conferences and other promotional and educational events, and to distribute information, relating to Wind Energy in New Zealand;
- c) providing a forum for external and internal networking, discussion and co-operation amongst persons with an interest in Wind Energy in New Zealand;
- d) promoting the economic, environmental, social and other benefits of Wind Energy in New Zealand; and
- e) promoting research and development of Wind Energy technology in New Zealand.

3.3 **Interpretation of Objects**

In interpreting the Objects, each of the Objects, except where otherwise stated, shall be an independent main Object and shall in no way be limited or restricted by reference to or inference from any other Object or the name of the Association.

3.4 **Pecuniary gain not an Object**

- a) The Association shall not have as an Object the pecuniary gain of Members.
- b) Subject to the provisions of Rule 21 dealing with the winding up of the Association, and paragraph c) below, no Member shall be entitled to receive any dividend out of any subscriptions, fees, donations or other income or funds of the Association.
- c) Any Member may enter into any agreement or arrangement with the Association for the supply of any goods or services for such consideration and on such other terms and conditions as may be reasonable were that Member not a Member.

4 **MEMBERSHIP**

4.1 **Condition of membership**

All Members as a continuing condition of membership of the Association agree to support the Association in achieving Rules 3.1 and 3.2.

4.2 **Form of application**

All applications for membership shall be made to the Board in writing in the form prescribed by the Board from time to time.

4.3 **Acceptance/refusal of applications**

The Board shall have an absolute discretion whether or not to accept or refuse, and shall not be bound to give any reason for its acceptance or refusal of, an application for membership of the Association.

4.4 **Categories of Members**

- a) Membership of the Association shall be divided into 3 Membership Categories, and shall be restricted as follows:
 - i. *Corporate Membership*: Only persons having or about to have involvement in a Wind Energy related activity may become Corporate Members;
 - ii. *Associate Membership*: Any person with an interest in Wind Energy who does not wish, or is ineligible, to be a Corporate or an Individual Member, may become an Associate Member;

- iii. *Individual Membership*: Only persons with an interest in Wind Energy, but who are not engaged directly or indirectly in a Wind Energy business activity, may become Individual Members.
- b) Each member shall belong to one Membership Category only at any given time.
- c) The Board shall have absolute discretion to determine, and shall not be bound to give any reason for determining the Membership Category for which any Member or applicant for membership of the Association qualifies.

4.5 **Changes in Membership Categories**

- a) Any Member may apply for a change to its Membership Category as follows, and the Board may give effect to such application or decline to do so, in accordance with the discretion on it pursuant to Rule 4.4(c):
 - i. *at any time*: where the Annual Subscription for the Membership Category being applied for is greater than the Annual Subscription for that Member's existing Membership Category, by giving written notice of the desired change to the Board, and upon acceptance by the Board of the change, the Member shall immediately pay the increase in the Annual Subscription attributable to the change in Membership Category on a pro rata basis for the balance of the current Financial Year; and
 - ii. *for the next Financial Year*: where the Annual Subscription for the Membership Category being applied for is less than the Annual Subscription for that Member's existing Membership Category, by giving written notice to the Board at least 1 calendar month before the end of the current Financial Year, specifying the Membership Category to which that Member wishes to belong during the next Financial Year.
- b) A Corporate Member ceasing, in the opinion of the Board, to satisfy any of the criteria for that Membership Category (as set out in Rule 4.4) shall immediately, unless the Board resolves otherwise or such Member resigns, cease to be a Corporate Member and shall become an Associate Member instead.

4.6 **Cancellation of membership**

Any Member may cancel its membership by giving one month's prior written notice to the Association, or by Board resolution have its membership of the Association cancelled if;

- a) the principal business activities of that Member are suspended; or
- b) the Member concerned:

- i. becomes insolvent or is adjudged bankrupt;
 - ii. makes any assignment for the benefit of, or enters into any arrangement or composition with, its creditors; or
 - iii. has a receiver, trustee, manager (including a statutory manager) appointed in respect of all or any of its property; or
- c) any resolution is passed, or proceedings are commenced, for the winding up of the Member concerned; or
- d) if, in the opinion of the Board, that Member has materially broken any of its undertakings to the Association or any of the Rules or by-laws of the Association or is guilty of discreditable conduct or conduct materially prejudicial to the interests of the Association.

4.7 Effect of cancellation or change of Membership Category

Unless the Board determines otherwise, neither;

- a) a change of a Member's Membership Category pursuant to Rule 4.5; nor
- b) the cancellation of a Member's membership of the Association pursuant to Rule 4.6 shall,
 - aa) entitle the Member concerned to a refund of any Annual Subscriptions paid to the Association; or
 - bb) relieve the Member from liability to pay any Annual Subscriptions that have fallen payable at the time of such change or cancellation of membership.

4.8 Corporate Members' entitlements – acknowledgement & sponsorship

In addition to any other right or entitlement conferred upon Corporate Members under and pursuant to these Rules, Corporate Members shall, for so long as they remain eligible to vote at general meetings of the Association, and where the Board considers it to be reasonably practicable, have the following entitlements:

- a) Free acknowledgement in publications of the Association and at seminars, conferences and other public functions organised by or on behalf of the Association; and
- b) First right of refusal to sponsor, upon terms specified by the Board, any such publication, seminar, conference or other public function,

PROVIDED THAT:

- aa) Such acknowledgement and sponsorship shall be conducted subject to the control of the Board, shall not in any way conflict with the Mission or

Objects, or cause any loss or damage to the Association, any Member, any Director, the Secretary, the Board or the Chairperson, and shall comply with all relevant laws, rules and regulations;

- bb) The Board shall take all reasonable steps to ensure the division of such entitlements on an equal basis amongst all Corporate Members to the extent possible.

5 ANNUAL SUBSCRIPTIONS

5.1 Annual Subscriptions

Annual Subscriptions for each Financial Year shall be:

- a) calculated on the basis of giving effect to the Board approved work programme for the next 12 month period;
- b) determined by the Board for the upcoming Financial Year before the commencement of that Financial Year, and if it is not practicable to make such determination before the commencement of any Financial Year, as soon as practicable thereafter;
- c) reasonably sufficient for the proper functioning of the Association in undertaking the Mission, Objects and other business of the Association in accordance with these Rules;
- d) at a lower level for Associate Members than for Corporate Members; and
- e) at a lower level for Individual Members than for Associate Members.

5.2 Payment of Annual Subscriptions

Unless the Board determines otherwise, each Member shall pay its relevant Annual Subscription in full on or before the first Working Day of each Financial Year, unless such Member has given, at least one calendar month prior to the commencement of the Financial Year, notice to the Association under Rule 4.6 cancelling its membership.

5.3 Non-payment of Annual Subscriptions

The Board shall have an absolute right to suspend all the rights and privileges enjoyed by any Member who fails to pay any Annual Subscription on its due date.

6 ADMINISTRATION AND SECRETARY

6.1 Administration

The administration of the Association shall be vested in the Association in general meeting, and shall be delegated to the Board and the Secretary, as provided in these Rules.

6.2 **Signing documents**

All documents and written announcements requiring execution or signing on behalf of the Association must be signed in the manner determined by the Board from time to time.

6.3 **Confidentiality**

Neither the Chairperson nor any Member shall, at any time (including after ceasing to be a Member) disclose, other than in the manner set out in Rule 6.4:

- a) any details of the proceedings of the Association in general meeting, the Board and/or any committee or subcommittee of the Board;
- b) any information disclosed by one Member to another, in connection with the affairs or proceedings of the Association, on a confidential basis;
- c) the terms of reference, results or any details as to the preparation of any reports or research undertaken by or on behalf of the Association;
- d) any details as to the Financial Statements and other accounts, agenda for meetings, minutes or any other written material relating to the affairs or proceedings of the Association; or
- e) any intellectual property that may be, or that becomes at any time, the property of the Association;

Except to the extent that such disclosure:

- aa) is authorised in writing by the Board, resolution of the Association in general meeting, or expressly by these Rules;
- bb) is already in the public domain other than as a result of a breach of this Rule; or
- cc) is required by law.

6.4 **Disclosure**

Any person seeking to disclose any confidential information referred to in Rule 6.3 shall first seek the written approval of the Board. Any such information that is:

- a) authorised for disclosure by the Board, the Association or these Rules, or
- b) is required to be disclosed by law,

shall be disclosed in such manner as determined by the Board in its absolute discretion.

6.5 Appointment of Secretary

The Secretary shall be the person (who need not be a natural person) appointed by the Board from time to time, upon such terms as the Board considers appropriate in its absolute discretion. Unless otherwise determined by the Board from time to time, the Chief Executive of the Association shall be the Secretary.

6.6 Duties of Secretary

The duties of the Secretary shall include:

- a) Convening and attending Annual General Meetings and other general meetings of the Association when required to do so in accordance with these Rules and likewise convening and attending meetings of the Board and of all sub-committees (if any) of the Board;
- b) Giving all such notices as the Association in general meeting or the Board may instruct or that the Association may be required to give to Members in the manner provided in these Rules;
- c) Keeping minutes of all meetings of the Association and of the Board and all sub-committees (if any) of the Board and entering the same in the minute book kept for that purpose;
- d) Performing, or supervising the performance of, the clerical work for, and the maintenance of proper records of, the Association;
- e) Maintaining a membership register for the Association;
- f) Giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;
- g) Issuing and receiving correspondence on behalf of the Association;
- h) Receiving all fees, subscriptions, levies and other moneys paid to the Association and issuing receipts;
- i) Opening and operating current and interest bearing bank accounts in the name of the Association;
- j) Making such deposits and investments in the name of the Association as the Board may determine from time to time;
- k) Paying all accounts and making all advances passed for payment by the Board;
- l) Keeping all financial records of the Association and ensuring their safe-keeping together with any security documents;

- m) Reporting to the Board any Member who breaches these Rules or who fails to pay fees, subscriptions or other moneys properly payable by that Member within the prescribed period;
- n) Preparing, or causing to be prepared, and submitting to the Auditor as soon as practicable after each Financial Year, the Financial Statements for that Financial Year; and
- o) Such other duties as prescribed by the Board from time to time.

7 THE BOARD

7.1 Powers of Board

The affairs, funds and assets of the Association shall be managed by the Board, which may exercise all powers of the Association and do on its behalf all such acts as the Board may deem necessary or expedient and as are not by these Rules required to be exercised or done by the Association in general meeting. The Board may exercise such authority, powers and discretions as may, by these Rules, be vested in the Board, but subject always to any limits that may from time to time be imposed by the Association in general meeting on the exercise by the Board of any such powers. The Board may invest any money of the Association in such manner as the Board may from time to time determine.

7.2 Composition of Board

The Board shall consist of:

- a) 5 Directors appointed by all of the Corporate Members, and
- b) 3 Directors appointed by all of the Associate and Individual Members collectively,

Such appointments to be made in accordance with the procedure set out in Rule 8.2; and

- c) up to 2 Additional Directors, if any are appointed in accordance with the procedure set out in Rule 8.3.

7.3 Restrictions

- a) No person shall be or become a Director or an Additional Director;
 - i. who is not a natural person;
 - ii. in the case of a Director representing the Corporate Members, unless that person is a full-time employee or executive office-holder of a Corporate Member;

- iii. if he or she is an undischarged bankrupt or is the subject of an order made under Part I of the Protection of Personal and Property Rights Act 1988.
- b) No Director shall hold more than one seat on the Board;
- c) The number of Directors who are employees, officers, agents or shareholders of any one company (or any Related Company of that company) shall not exceed 2 at any one time.

8 CHAIRPERSON AND DIRECTORS

8.1 Chairperson

- a) Not less than 15 Working Days prior to the Annual General Meeting to occur in 2009, and then every 2 years thereafter, the Secretary shall call for nominations for the position of Chairperson. For the avoidance of doubt, from the 2009 AGM, the Chairperson shall be appointed for 2 year terms.
- b) The nominations referred to in Rule 8.1(a) shall be in writing but in all other respects shall be in a form and shall be called for, reviewed, confirmed with nominees, and notified to Members at such times as the Board considers appropriate provided that all bona fide nominations received are notified to Members before the Annual General Meeting referred to in Rule 8.1(a).
- c) If no nominations are received and confirmed for a person other than an existing member of the Board to become Chairperson then, following the Annual General Meeting referred to in Rule 8.1(a) the Board will select a Chairperson from amongst themselves and so resolve by simple majority.
- d) If only one nomination is received and confirmed for a person other than an existing member of the Board to become Chairperson, then prior to the Annual General Meeting referred to in Rule 8.1(a) the Board shall either:
 - i. ratify the nomination and notify the Members, in which case the nominee will become the Chairperson after the Annual General Meeting referred to in rule 8.1(a); or
 - ii. select from amongst themselves such nominee or nominees for the position of Chairperson in addition to the one nomination referred to in this Rule, in which case the following Rule 8.1(e) shall apply.
- e) Subject to Rule 8.1(c), if there is more than one nomination for the position of Chairperson then the Secretary shall at the Annual General

Meeting referred to in Rule 8.1(a) conduct a ballot with all Members eligible to vote in accordance with their Membership Category as follows;

- Corporate Members 30 votes;
- Associate Members 6 votes;
- Individual Members 1 vote;

The highest polling nomination will be the duly appointed Chairperson.

8.2 **New Directors**

- a) Not less than 15 Working Days prior to each Annual General Meeting the Secretary shall call for nominations from all:
 - i. Corporate Members for five Corporate Members to act as Directors to represent all Corporate Members; and
 - ii. Associate and Individual Members for three Members from among the Associate and Individual Members to act as Directors to represent all Associate and Individual Members.
- b) The nominations referred to in Rule 8.2(a) shall be in writing, but in all other respects shall be in such form, and shall be called for and received at such times, as the Board considers appropriate provided that all nominations received are notified to Members before the Annual General Meeting referred to in Rule 8.2(a).
- c) The Secretary shall conduct ballots, at the Annual General Meeting referred to in Rule 8.2(a):
 - i. amongst the Corporate Members for the appointment of the five Directors to represent such Corporate Members; and
 - ii. amongst the Associate Members and Individual Members collectively for the appointment of the three Directors to represent such Associate Members and Individual Members,

on the Board following the date of the Annual General Meeting referred to in Rule 8.2(a).
- d) The determination of the Secretary in respect of all matters dealt with in this Rule shall be final.
- e) The following amendments to Rule 8.2(a) and (c) shall apply at the 2009 AGM:

- i. The 2 highest polling of the Corporate Members appointed under Rule 8.2(c)i, and the 2 highest polling of the Associate Members and Individual Members appointed under Rule 8.2(c)ii, shall each be appointed for a term of 2 years;
- ii. The remaining of the Corporate Members appointed under Rule 8.2(c)i, and the remaining of the Associate Members and Individual Members appointed under Rule 8.2(c)ii, shall each be appointed for a term of 1 year;
- iii. Thereafter, any Director appointed at an AGM shall be appointed for a period of 2 years, it being intended that Rule 8.2 is hereby amended to the effect that:
 - In 2010 and every even year thereafter, 3 Directors shall be appointed from amongst the Corporate Members, and 1 Director shall be appointed from amongst the Associate Members and Individual Members, making a total of 4 Director appointments in that year; and
 - In 2011 and every odd year thereafter, 2 Directors shall be appointed from amongst the Corporate Members, and 2 Directors shall be appointed from amongst the Associate Members and Individual Members, making a total of 4 Director appointments in that year.

8.3 **Additional Directors**

The Board may, by resolution, appoint a maximum of two additional Directors, which additional Directors are not required to be Members, upon the following basis:

- a) An Additional Director must, in the reasonable opinion of the Board, be willing and able to make a significant contribution to the achievement of the Objects.
- b) An Additional Director may be appointed for such a term as the Board considers appropriate, provided that such appointment shall terminate automatically at the start of the next Annual General Meeting (unless the Additional Director has resigned earlier).
- c) Additional Directors shall:
 - i. count for a quorum of the Board;
 - ii. be entitled to all of the rights and privileges of other Directors; and

- iii. unless the context otherwise requires, be subject to each of the provisions of these Rules dealing with Directors (other than Rule 8.2 dealing with the appointment of new Directors, Rule 8.4 dealing with the retirement of Directors at Annual General Meetings and Rule 8.5 dealing with alternate Directors, which shall not apply).

8.4 Retirement at Annual General Meeting

All Directors (other than Additional Directors) shall be deemed to retire at the start of the Annual General Meeting which falls at the end of the term for which that Director has been appointed provided that each Director so resigning may, provided that such Director does not fall within the ambit of any of the restrictions set out in Rule 7.3, offer himself or herself for re-election.

8.5 Alternate Directors

Each Director (other than Additional Directors appointed pursuant to Rule 8.3) shall have power from time to time by written notice to the Secretary to appoint any person to act as an alternate Director in place of such Director whenever that Director is unable to attend to his or her duty as a Director. Any such alternate Director:

- a) may be removed or suspended from office by notice in writing to the Secretary from the Director by whom such alternate Director was appointed;
- b) shall be entitled to receive notice of meetings of the Board;
- c) shall only be entitled to attend and vote at meetings of the Board if the Director by whom such alternate Director was appointed is not present, at which meeting the alternate Director shall be entitled to exercise all the powers and perform all the duties of a Director insofar as that Director by whom he or she was appointed has not exercised or performed them;
- d) shall not have the power to appoint an alternate Director;
- e) shall, whilst acting as a Director, be responsible to the Association for his or her own acts and defaults and shall not be deemed to be the agent of the Director by whom he or she was appointed.

8.6 Casual vacancies on Board

In the event of any casual vacancy on the Board (whether caused by the death, resignation, or ineligibility of a Director or by some other circumstance) the Chairperson shall call for written nominations and, if necessary, conduct a written ballot, to fill such casual vacancy for the balance of the term for which the Director being replaced was appointed, at the earliest reasonable opportunity (adopting, with any necessary modifications, the same procedure as is set out in Rule 8.2, and votes shall be cast in accordance with Rule 11.1). For

the avoidance of doubt, the appointment of any Director as Chairperson shall not create a casual vacancy on the Board.

8.7 Reimbursement for expenses only

- a) Directors shall not be entitled to any remuneration for their services as such, but Directors and their alternates may be entitled to reimbursement for reasonable expenditure by way of travelling and other out-of-pocket expenses incurred in connection with the business of the Association and in attending meetings of the Board or committees of the Board.
- b) Any reimbursement of expenses pursuant to 8.7(a) must be approved previously in advance by resolution of a majority of not less than 75% of the Board and can be reviewed at least annually.

9 PROCEEDINGS OF THE BOARD

9.1 General

- a) Subject to these Rules, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and procedures as it sees fit.
- b) The Board may meet at such time and place as the Chairperson considers reasonably appropriate. The Secretary shall, upon the request of the Chairperson and one Director or any 3 Directors, convene a meeting of the Board by giving 5 Working Days prior written notice to each Director.

9.2 Quorum

- a) A majority of the total number of Directors on the Board from time to time shall form a quorum for a Board meeting.
- b) No business of the Board shall be conducted at any time when less than a quorum is present.
- c) If, within half an hour of the time appointed for the holding of a Board meeting, a quorum is not present:
 - i. the meeting shall be adjourned for no more than 7 Working Days at such time, day and place as the Board may determine; and
 - ii. at least 5 Working Days prior written notice of such adjourned meeting shall be given to each Director specifying that such notice is given pursuant to this Rule.
- d) If, within half an hour of the time appointed for the holding of any Board meeting adjourned in accordance with paragraph (c) of this Rule, a

quorum is not present, then the Director(s) present at that time shall be a quorum.

9.3 Chairperson

- a) There shall be no requirement for the Chairperson to be a Director, nor for the Chairperson to be a Member or an employee or office-holder of a Member.
- b) If the Chairperson is at any time during the period of his or her appointment as a Chairperson, a Director, then the Chairperson shall be entitled to attend and vote at all Board meetings in the capacity as a Director and, in the case of a casting vote to be exercised in accordance with Rule 9.4, in the capacity of Chairperson also.
- c) The Chairperson may, in addition to any other rights or privileges conferred on the holder of that office in or pursuant to these Rules:
 - i. attend all Board meetings, general meetings of the Association, and all meetings of sub-committees of the Board;
 - ii. receive all information (including copies of all documents and written communications) relating to the running of the Association.
- d) The Chairperson may be entitled to an annual honorarium that shall be payable in the amount, at the time and in the manner determined by the Board. The Chairperson, in his or her capacity as Chairperson and/or Director, may not vote on any resolution of the Board relating to the Chairperson's honorarium.
- e) All references to the Chairperson in the other provisions of these Rules relating to proceedings of the Board or of the Association in general meeting shall, unless the context otherwise requires, be deemed references also to any person chairing a Board meeting or general meeting of the Association in place of the Chairperson in accordance with these Rules.

9.4 Voting by Chairperson

Subject to Rule 9.3(b) and (d), the Chairperson shall not be entitled to vote at any Board meeting or general meeting of the Association, except in the case of a tie in votes, in which case the Chairperson may (but without being required to do so) vote.

9.5 Chairperson to chair Board meetings

- a) The Chairperson shall chair all meetings of the Board at which he or she is present.

- b) If the Chairperson is not present, or being present is unwilling to take the chair, then those Directors who are present shall choose one of their number to chair such Board meeting.

9.6 **Board resolutions**

- a) Resolutions of the Board shall be passed by simple majority of those Directors present and entitled to vote.
- b) Notwithstanding any contrary provision in these Rules, a resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

9.7 **Validity of Board's actions**

All acts properly done by any meeting of the Board or by any person acting as a Director, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

9.8 **Committees of the Board**

- a) The Board may appoint and dissolve committees of the Board to examine any matters relating to any of the Objects and report on those matters to the Board.
- b) Persons appointed to such committees need not be Directors nor Members of the Association.
- c) The Board shall regulate the proceedings of all such committees at its complete discretion.
- d) The Board in its absolute discretion may grant any person appointed to such a committee reimbursement for reasonable expenditure by way of travelling and other out-of-pocket expenses incurred in connection with the business, and in attending meetings, of such committee.

9.9 **Board minutes and records**

- a) The Board shall cause proper minutes to be kept of all proceedings of all meetings of the Association, the Board, and of all committees of the Board.
- b) All business transacted at each such meeting and the minutes of such meeting signed by the Chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

10 GENERAL MEETINGS

10.1 Annual General Meeting

- a) The Association shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such, and the matters to be dealt with in that meeting, in the notices calling such meeting, which matters shall include (without limitation):
 - i. considering and approving a report from the Board on the activities of the Association since the last Annual General Meeting of the Association and any proposed activities of the Association; and
 - ii. approving the Financial Statements for the last Financial Year.
- b) Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- c) Each year's Annual General Meeting shall be held at such time and place as the Board shall determine.

10.2 Other general meeting

A general meeting other than an Annual General Meeting shall be convened by the Secretary whenever required by the Board or by written requisition signed by not less than 20% in number of current Members.

10.3 Powers of Association in general meeting

- a) The Association in general meeting may, by resolution passed by not less than a 75% majority of the votes of Members whom are present in person or by proxy and are entitled to vote at such meeting, exercise all powers, authorities and discretions of the Association, notwithstanding that any such power, authority or discretion may have been vested in the Board by or pursuant to these Rules.
- b) For the avoidance of doubt, the voting entitlement of Members, for the purposes of this Rule, shall be determined in accordance with Rule 11.

10.4 Quorum

- a) No business shall be transacted at any general meeting of the Association unless a quorum is present when the meeting proceeds to business.
- b) A quorum shall be not less than 50% in number of all current Members for the time being entitled to vote at general meetings of the Association and present in person or by proxy.

10.5 Notice of general meeting

- a) Subject to Rule 10.10, a notice of every general meeting of the Association shall be sent to every Member in the manner provided in Rule 12 not less than 10 Working Days before the date of such meeting.
- b) Such notice shall specify the date, time and venue of such meeting.
- c) Except in the case of the general business to be considered at an Annual General Meeting, such notice shall specify all business and all notices of motion to be considered at such meeting and no business or notice of motion that is not specified shall be discussed or transacted at such meeting.
- d) Notwithstanding any contrary provision, the requirements of this Rule relating to notice and limiting the business to be transacted at any meeting may be modified in any particular case with the consent in writing of all Members entitled to attend a meeting of the Association (provided that the modification of such requirements for any given meeting shall not be so construed or deemed to affect such requirements in any respect of any other meeting of the Association).

10.6 Failure to give notice

The accidental omission to give notice to or the non-receipt of any notice by any Member or any other person entitled to such notice shall not invalidate the proceedings of any general meeting to which such notice relates.

10.7 Chairperson of general meetings

- a) The Chairperson may chair any general meeting of the Association at which he or she is present.
- b) If the Chairperson is not present, or being present is unwilling to take the chair, then those Directors who are present may select one of their number to chair such meeting, or if for any reason no such selection is made by those Directors, then those Members entitled to vote at that meeting may elect any person who is entitled to be present to chair that meeting.

10.8 Voting at Meetings

At any general meeting of the Association:

- a) a poll may be directed by the Chairperson or demanded by any Corporate Member present in person or by proxy and entitled to vote;
- b) a poll may be demanded either before the declaration of the result of a vote by a show of hands or immediately afterwards, but before the meeting moves to the next business or it adjourns;

- c) the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a poll, or by some other means unless a poll is demanded by any Corporate Member present in person or by proxy and entitled to vote;
- d) in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Association's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

10.9 Adjournments

- a) If, within half an hour from the time appointed for the holding of a general meeting of the Association, a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved.
- b) In any other case, such meeting shall stand adjourned to the same day in the next week, at the same time and place or, if the Chairperson of the adjourned meeting determines to such other day within 7 days of the adjourned meeting and/or time and/or place.
- c) If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Member(s) present shall be a quorum.

10.10 Adjourned meetings

- a) The Chairperson may adjourn any general meeting, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place.
- b) Members shall not be entitled to receive any notice(s) in respect of adjourned meetings, except when a general meeting has been adjourned for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

11 VOTES OF MEMBERS

11.1 Number of votes per Member at general meetings

- a) Corporate Members present and entitled to vote at general meetings of the Association shall, for the purposes of such general meetings only, be entitled to exercise 30 votes each, either in person or by proxy;
- b) Associate Members present and entitled to vote at general meetings of the Association shall, for the purposes of such general meetings only, be entitled to exercise 6 votes each, either in person or by proxy;

- c) Individual Members present and entitled to vote at general meetings of the Association shall, for the purposes of such general meetings only, be entitled to exercise 1 vote each, either in person or by proxy.

11.2 **No vote if Annual Subscriptions or other amounts unpaid**

If any Annual Subscription or other amount presently payable by any Member to the Association is overdue, such Member shall not be entitled to vote at any general meeting of the Association, whether in his or her own right or as a proxy for another person.

11.3 **Form of proxy**

- a) The instrument appointing a proxy shall be in writing and signed by the appointer and, in all other respects, shall be in such other form as the Board may determine from time to time.
- b) A proxy must be:
 - i. the Chairperson; or
 - ii. a Member of the Association, or an employee, officer, agent or shareholder of a Member, where that proxy is entitled to vote in its, his or her own right at the relevant general meeting.

11.4 **Delivery of instrument appointing proxy**

The instrument appointing a proxy shall be delivered to the registered office of the Association before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument is authorised to vote, failing which the instrument appointing a proxy shall not be treated as valid.

12 **NOTICES**

12.1 **Form**

All notices and other communications required under these Rules shall be in writing and shall be delivered by hand or by properly addressed prepaid standard post or airmail postage or sent by facsimile or email transmission and, in the case of notices to or communications with:

- a) any Member, shall be addressed to that Member at its address as set out in that Member's application for membership, or at that Member's registered office or last known place of business or residency, or at such other address as the Member may from time to time notify the Association in writing;
- b) the Association, the Chairperson, the Secretary, any Director or the Board, shall be addressed to the intended recipient, c/- the Association at the Registered Office.

12.2 **Time of Delivery**

Any notice or communication given in terms of Rule 12.1 shall be deemed to have been delivered:

- a) In the case of delivery:
 - i. by prepaid standard post, if posted within New Zealand to a destination within New Zealand, 2 Working Days after posting;
 - ii. by prepaid airmail postage, if posted within New Zealand to a destination outside New Zealand, 7 Working Days after posting;
 - iii. by prepaid airmail postage, if posted outside New Zealand to a destination within New Zealand, 7 Working Days after posting; and
- b) In the case of transmission by facsimile, on receipt by the sender of a transmission report showing full transmission free of error to the intended recipient;
- c) In the case of email, when acknowledged by the receiving party by return email or otherwise in writing;
- d) In the case of any notice given by a party after 5.00 pm on a Working Day, or on a day that is not a Working Day, that notice shall be deemed to have been given at 9.00 am on the next succeeding Working Day;
- e) Any period of notice required to be given under these Rules shall be computed by excluding the day of service.

13 **ACCOUNTS**

13.1 **Accounts at Board and general meetings**

The Secretary shall from time to time prepare, or cause to be prepared, and shall lay before:

- a) the Board, and/or Association in general meeting, such financial accounts, other than the Financial Statements, as are from time to time required by the Board, and/or Association in general meeting;
- b) the Association at each Annual General Meeting, the Financial Statements for the previous Financial Year.

13.2 **Copies to Members**

Copies of all Financial Statements and other financial accounts that are to be laid before the Association in general meeting, together with a copy of the Auditor's report (if any), shall be sent to every Member not less than 7 Working Days before the date of the relevant general meeting.

14 AUDITOR

- a) appointed for the purposes set out in paragraphs (b) to (c) of this Rule and shall hold office until he or she resigns or is replaced at an Annual General Meeting of the Association.
- b) The auditor shall undertake an independent review of the financial statements of the Association prior to each year's Annual General Meeting.
- c) Additionally, the auditor shall undertake an assessment of the adequacy of the Association's financial controls on a four-year cyclical basis, beginning in the year ending 30 June 2023, unless the Board determines a financial controls' assessment should be completed earlier than every fourth year.

15 REGISTERED OFFICE

The registered office of the Association shall be at such place as the Board shall from time to time determine and until the Board otherwise determines shall be situated at Level 7, 114 The Terrace, Wellington, Attention: Chief Executive Officer.

16 COMMON SEAL

- a) The Board shall obtain a common seal for the use of the Association and shall provide for its safe custody.
- b) The common seal shall not be used except by resolution of the Board, or within the authority of the Chairperson and one Director exercised in accordance with Board policy.
- c) Every instrument to which the common seal is affixed shall be signed by the Chairperson and one Director or by any two Directors and the Secretary.

17 CHEQUES

All cheques shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Association by the Chairperson and one Director, or by some other officer authorised by the Board, or in such other manner as the Board determines from time to time.

18 BY-LAWS

- a) The Association may in general meeting make by-laws not inconsistent with these Rules.

- b) The Board may from time to time prepare draft by-laws and recommend the same for adoption by the Association.

19 **LIABILITY OF MEMBERS**

- a) No action in law or otherwise shall lie in favour of any Member against any other Member, any Director, the Chairperson, or the Secretary in respect of any matter or thing done or omitted to be done pursuant to these Rules, notwithstanding any irregularity or informality in the observance of these Rules (except in respect of any loss or expense arising from the wilful default of the person against whom such action is taken).
- b) No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Association, except a contract or other obligation made or incurred between the Member and the Association pursuant to Rule 3.4(c).

20 **ALTERATION OF RULES**

- a) These Rules, and any by-laws made under these Rules, shall not be amended, added to or rescinded except by resolution of the Association in general meeting, where such resolution is passed by not less than a 75% majority of the votes of the Members whom are present in person or by proxy and are entitled to vote at such meeting, and unless written notice of the proposed amendment, addition or rescission shall have been given to all Members in accordance with these Rules.
- b) No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar.
- c) For the avoidance of doubt, the voting entitlement of Members, for the purposes of this Rule, shall be determined in accordance with Rule 11.
- d) No amendments, additions, or rescissions shall be made to the Rules that will affect the charitable nature of the Association.

21 **LIQUIDATION**

The Association may be liquidated in accordance with the Act. If, upon such liquidation, there remains, after satisfaction of all debts and liabilities of the Association, any property and/or assets, such property and/or assets shall be disposed of in the manner directed by a resolution to another organisation or individual with charitable objects the same as or similar to the Association within New Zealand.

22 POWER TO BORROW MONEY

In addition to the other powers vested in it, the Association shall have the power to borrow money from time to time to meet the Association's short term cash-flow requirements, and the power to grant any security interest in any property and/or rights of the Association to secure such borrowings, and otherwise upon such terms and conditions as the Board may from time to time determine PROVIDED THAT the total borrowings of the Association shall not at any time exceed the aggregate Annual Subscriptions paid or payable for the then current Financial Year. The power to borrow and the power to grant any security interest shall be exercised by the Board in accordance with Rule 7.

23 TRANSITIONAL PROVISION RELATING TO CHANGE OF FINANCIAL YEAR

The Association shall have such rights and powers as are reasonably necessary to undertake the transition from a Financial Year ending on the date that is 31 March, to a Financial Year ending on the date that is 30 June, in accordance with good accounting practice, good financial management, and sound governance.