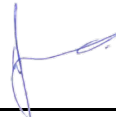


**CONSTITUTION OF  
SITE SAFE NEW ZEALAND INCORPORATED  
CERTIFICATION**

This Constitution setting out the revised rules of Site Safe New Zealand Incorporated was adopted and approved by a majority equal to or exceeding three quarters of the votes cast at the Annual General Meeting of the society held on 28th August 2024 (in accordance with the society's rules dated 25 September 2019). The society's application for reregistration under the Incorporated Societies Act 2022 was also approved at that meeting.

In accordance with the Incorporated Societies Act 2022, and in particular clause 10 of Schedule 1 of that Act, the Constitution was approved at that meeting to take effect on the society's reregistration under that Act and is signed by the following members as required under clause 10:

**SIGNED** on behalf of Grant James Thomas as a member of Site Safe New Zealand Incorporated by:

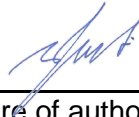


\_\_\_\_\_  
Signature of authorised signatory

Grant James Thomas

\_\_\_\_\_  
Name of authorised signatory

**SIGNED** on behalf of William John Laughton Peet as a member of Site Safe New Zealand Incorporated by:



\_\_\_\_\_  
Signature of authorised signatory

William John Laughton Peet

\_\_\_\_\_  
Name of authorised signatory

**CONSTITUTION OF  
SITE SAFE NEW ZEALAND INCORPORATED  
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**CONSTITUTION OF  
SITE SAFE NEW ZEALAND INCORPORATED  
RULES**

This Constitution sets out all of the rules of Site Safe New Zealand Incorporated with effect from the date of its registration under the Act. The Rules are binding, in accordance with their terms, as between the Society and each Member and as between the Members and they are binding, in accordance with their terms, on each officer of the Society. The Rules have no effect to the extent that they contravene, or are inconsistent with, the Act or any other applicable legislation.

**1. Name and Registered Office**

**1.1 Name:** The name of the Society is Site Safe New Zealand Incorporated.

**1.2 Registered Office:** The registered office of the Society is 23 Jarden Mile, Ngauranga, Wellington, or such other place in New Zealand as determined by the Board.

**2. Interpretation**

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

"**Act**" means the Incorporated Societies Act 2022 and includes any regulations made under that Act;

"**Annual General Meeting**" means an Annual General Meeting of the Members of the Society called in accordance with Rule 12 and Rule 1314;

"**Board**" means the board of the Society comprising the Directors, which is the committee and governing body of the Society for the purposes of the Act;

"**Chairperson**" means, as the context requires, the chairperson of the Board or the substitute acting in their place as set out in these Rules;

"**Charities Act**" means the Charities Act 2005, under which the Society is registered as a charitable entity;

"**Chief Executive**" means the person appointed by the Board as the Chief Executive of the Society as provided in Rule 38;

"**Co-opted Director**" means a person co-opted to the Board under Rule 27;

"**Contact Person**" means a person appointed as a contact person for the Society for the purposes of the Act as provided in Rule 38;

"**Delegate**" means a person appointed by a Member under Rule 16 to represent that Member at a General Meeting;

"**Deputy Chairperson**" means the deputy chairperson of the Board appointed under Rule 28.2;

"**Director**" means a person referred to in Rule 23;

"**Employee Director**" means a person appointed under Rule 25;

"**Financial Year**" means the financial year of the Society as determined in Rule 40;

"**General Director**" means a person nominated and elected under Rule 26;

"**General Meeting**" means an Annual General Meeting or Special General Meeting;

"**General Member**" means a person admitted as a general member of the Society in accordance with Rule 5.2;

"**In writing**" includes by electronic means appropriately authenticated;

"**Independent Director**" means a person appointed under Rule 24;

"**Life Member**" means a person elected to be a life member of the Society under Rule 5.4;

"**Member**" means a General Member or a Life Member;

"**Register**" has the meaning given to that term in Rule 6.1;

"**Rules**" means these rules of the Society comprising the Society's constitution, including the main body of the rules and any schedule(s), as from time to time altered or varied;

"**Society**" means Site Safe New Zealand Incorporated (NZBN 9429042949671, incorporation number 961403, and Charities Act registration number CC26956);

"**Special General Meeting**" means a meeting of the Members of the Society called in accordance with Rule 13 and Rule 14;

"**Working Day**" means a working day as defined for the purpose of New Zealand legislation under the Legislation Act 2019; and

"**Workplace Health and Safety**" includes physical and mental health and safety.

- 2.2 Act Terms and Expressions:** Unless the context requires otherwise, incorporated society law terms and expressions used in these Rules have the same meaning as those terms and expressions have in the Act.
- 2.3 Rules and Schedules:** References to these Rules and Schedules are references to the Rules and Schedules that form part of these Rules.
- 2.4 Persons:** Unless the context requires otherwise, references to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, associations, organisations, trusts, government departments and local authorities in each case whether or not having separate legal personality.
- 2.5 Singular/Plural:** Terms used which import the singular number shall, unless the context plainly requires otherwise, also include the plural and vice versa.
- 2.6 Headings:** Headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of these Rules.
- 2.7 Statutes:** Reference to a statute or statutory provision includes that statute or provision as amended, modified, re-enacted or replaced from time to time (whether before or after the date of adoption of these Rules) and to any previous statute or statutory provision amended, modified, re-enacted or replaced by that statute or provision.

### 3. Objects

**3.1 Objects:** The general object of the Society is to assist participants in the construction industry and where appropriate other workplaces in New Zealand to improve Workplace Health and Safety outcomes. The Society's general object is to be advanced and achieved by pursuing the following specific objects:

- 3.1.1** engaging in a strategic and coordinated approach with government and other organisations to improve Workplace Health and Safety performance;
- 3.1.2** undertaking research and collecting data to raise industry knowledge and benchmark performance;
- 3.1.3** upholding standards for good practice in Workplace Health and Safety;
- 3.1.4** supporting workplaces to continuously improve Workplace Health and Safety practices by providing education, assurance products and services that enable effective solution focused outcomes;
- 3.1.5** recognising and rewarding the achievement of Workplace Health and Safety practices through awards and other means;
- 3.1.6** taking a leadership approach through advocacy in support of the promotion of Workplace Health and Safety good practice; and
- 3.1.7** doing such other things as are incidental or conducive to the attainment of the Society's general and specific objects.

**3.2 Objects Independent:** It is declared that each of the specific objects set out in Rules 3.1.1 to 3.1.6 are to be construed independently and are not to be limited by reference to any other specific objects recorded in Rule 3.1 or by any other provision set out in these Rules. Each of those specific objects set out in Rule 3.1 may be pursued independently of the other specific objects of the Society.

**3.3 Private Profit Not an Object:** The Society is established and maintained exclusively for its charitable objects and not for private profit, and the Society's objects do not include, and the Society must not be carried on for, the financial gain of any of its Members or the private pecuniary profit of any individual in contravention of the Act or the Society's charitable status.

### 4. Powers

**4.1 Powers:** Subject to the Act, any other legislation and the general law, the Society has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, and for that purpose has full rights, powers, and privileges, provided that its capacity and powers must be exercised for the purpose of advancing its objects set out in Rule 3 and in all other respects in accordance with these Rules. In particular, the Society shall have the following powers, which must be exercised in furtherance of the objects of the Society:

- 4.1.1** to make or alter rules in accordance with these Rules;
- 4.1.2** to admit new Members and cancel any membership;
- 4.1.3** to appoint salaried employees, contractors, officers, or other persons providing services to the Society (who may or may not be Members) and to dismiss or retire the same;

- 4.1.4** to carry on any business in connection with the promotion, fostering and development of Workplace Health and Safety in the construction industry and where appropriate other workplaces;
- 4.1.5** to apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may be capable of being used for any of the purposes of the Society, or for the benefit of the Society; and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account, the property, rights, or information so acquired;
- 4.1.6** to enter into partnership or into any arrangement for the sharing of surpluses, with any person or company so as directly or indirectly to benefit the Society;
- 4.1.7** to subscribe to, or otherwise acquire, and hold, shares, debentures, or other securities of any company;
- 4.1.8** to purchase, take on lease, take in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery or plant;
- 4.1.9** to construct, improve, maintain, develop, work, manage, carry out, or control any buildings and other works and conveniences which may be calculated directly or indirectly to advance the Society's interests; and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control of the same;
- 4.1.10** to invest and deal with the money of the Society;
- 4.1.11** to lend and advance money or give credit to any person or company; to guarantee and give guarantees for the payment of money or the performance of contracts or obligations by any person; and otherwise to assist any person;
- 4.1.12** to borrow or raise or secure the payment of money;
- 4.1.13** to remunerate any person or company for services rendered, or to be rendered, in or about the organisation, formation, or promotion of the Society or its objects;
- 4.1.14** to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Society;
- 4.1.15** to take or hold mortgages, liens, and charges to secure payment of any money due to the Society from any other person;
- 4.1.16** to undertake and execute any trusts and to make gifts whether for charitable or benevolent purposes or otherwise;
- 4.1.17** to apply for and accept grants and subsidies on terms and conditions acceptable to the Society and accept donations whether in trust or not;

- 4.1.18** to become a member of, collaborate with, or join with other bodies or organisations, whether incorporated or not, in New Zealand and elsewhere having similar objectives;
- 4.1.19** to carry out all or any of the objects of the Society and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- 4.1.20** to do all such other things as are provided in these Rules or which are incidental or conducive to the attainment of the objects of the Society and the exercise of the powers of the Society in order to give effect to the objects.
- 4.2 Powers Independent:** It is declared that each of the powers set out in Rule 4.1 are to be construed independently and are not to be limited by reference to any other powers recorded in Rule 4.1. Each of the powers set out in Rule 4.1 may be exercised independently of the other powers of the Society.
- 4.3 New Zealand and Overseas Activities:** For the avoidance of doubt, the powers set out in Rule 4.1 may be exercised to undertake activity, enter into arrangements, incur expenditure, or do other things both in New Zealand and overseas, provided that any overseas activity, arrangements, expenditure or other things must be directed at furthering (by generating revenue or otherwise) the objects of the Society in New Zealand.

## MEMBERSHIP

### 5. Membership

- 5.1 Members:** The Members of the Society are:
- 5.1.1** the General Members; and
- 5.1.2** the Life Members.
- 5.2 Application for General Membership:** Any person involved in the construction industry and where appropriate other workplaces in New Zealand, including (without limitation) trade associations, trade unions, commercial enterprises, training associations and local authorities, wishing to become a General Member, must:
- 5.2.1** consent to become a member of the Society;
- 5.2.2** complete an application form and submit such application form to the Board; and
- 5.2.3** supply any other information relevant to the application as determined and required by the Board.
- 5.3 Board Consideration of Application:** Upon receipt of an application for membership as a General Member, the Board:
- 5.3.1** may interview the applicant when it considers the application;

**5.3.2** has total discretion whether or not to admit an applicant as a member of the Society; and

**5.3.3** must advise the applicant of its decision, but is not required to provide reasons for that decision.

**5.4 Election of Life Members:** The Members at an Annual General Meeting may, on the recommendation of the Board, elect a person to be a Life Member in recognition of outstanding services to the Society. The person must consent to becoming a Life Member.

## **6. Register**

**6.1 Arrangements for Keeping the Society's Register:** The Chief Executive shall maintain a register of Members (**Register**), including past Members to the extent that this is required under the Act, recording:

**6.1.1** in relation to each Member, the Member's:

(a) name;

(b) postal address, or email address, or both;

(c) telephone number;

**6.1.2** the date that each Member became a Member;

**6.1.3** the relevant category of membership;

**6.1.4** if applicable, the date of cessation of membership; and

**6.1.5** any other membership information required to be kept for the purposes of these Rules and/or compliance with the Act.

**6.2 Amendments to the Register:** If any of a Member's details referred to under Rule 6.1.1 changes, then the Member must give the Chief Executive the updated information as soon as practicable. If the Chief Executive receives any such updated information from a Member or if the Society becomes aware of any change to any of a Member's details on the Register, the Chief Executive must then update the Register as soon as practicable.

**6.3 Access to the Register:** Access to the Register will be permitted as follows:

**6.3.1** The Board, the Chief Executive, any other Officer or any of their respective delegates may access the Register if access is necessary for the performance of their functions, or the exercise of their powers.

**6.3.2** A Member may make a request to the Chief Executive for access to the Register. The Chief Executive will provide access to the extent that Members have consented to access being granted to information about themselves on the Register.

## **7. Member Rights**

**7.1 General Members:** Each General Member is entitled to attend and be heard and to vote at General Meetings. General Members shall have such other privileges as may be determined from time to time by the Board.



- 7.2 Life Members:** Each Life Member is entitled to attend and be heard and to vote at General Meetings. Life Members shall have such other privileges as may be determined from time to time by the Board.
- 7.3 Society Property and Liabilities:** Membership of the Society does not confer on any Member any right, title or interest, either legal or equitable, in the property of the Society, and a Member is not liable for any obligation of the Society by reason only of being a Member.

## 8. Cessation of Membership

- 8.1 Resignation of Member:** Any Member may resign from the Society by giving not less than three calendar months' notice in writing to the Board of their resignation. Any resigning Member shall remain liable for all of that Member's subscriptions and levies outstanding and unpaid as at the date of the expiry of any such notice.
- 8.2 Cancellation:** Any Member's membership of the Society will be cancelled with immediate effect if:
- 8.2.1** a resolution is passed to this effect by a majority of two thirds of the votes cast at a General Meeting;
  - 8.2.2** the Member becomes bankrupt or insolvent or is put into liquidation or receivership or enters into a composition with creditors;
  - 8.2.3** the Member's subscriptions or levies remain in arrears for more than three months from the date the invoice is sent to that Member; or
  - 8.2.4** the Board determines to cancel the Member's membership because in the opinion of the Board that Member brings discredit on the Society or disrupts the activities of the Society so as to make continued membership undesirable in the interests of the other Members or of the Society.
- 8.3 Cancellation Recommended by Board:** If the Board proposes to cancel the membership of a Member pursuant to Rule 8.2.4 and that proposal is reached without having followed the procedures set out in the Schedule to these Rules, then at least 30 days' written notice of the proposal and particulars relating to the conduct complained of shall be given to the Member concerned before any determination is made by the Board. That Member shall be given an opportunity to be heard by the Board before the matter is voted on by the Board and the Board will otherwise consider the matter in accordance with the rules of natural justice.

## 9. Subscriptions and Levies

- 9.1 Subscriptions and Levies:** General Members must pay any subscriptions and levies as set by the Board. Annual subscriptions for General Members and the method of collection of those annual subscriptions shall be determined by the Board and notified to Members from time to time. The Board may set subscriptions on any basis it thinks fit and may differentiate between General Members as to the amount to be paid.
- 9.2 Non-Payment of Subscriptions:** The Board may suspend all or any of the rights and privileges enjoyed by any General Member who fails to pay a subscription or levy within the period specified for payment and in accordance with Rule 8.2.3.

- 9.3 Additional Levies:** If the income of the Society in any one Financial Year is insufficient for the purposes of the Society then, in addition to the powers of the Board to set subscriptions under Rule 9.1, the Board may levy General Members any such additional amounts as the Board may determine.

**10. Resolution of Disputes/Complaints**

- 10.1** Any dispute arising in respect of the Society and any aspect of its operations and affairs shall be resolved, and any complaint arising in respect of the Society and any aspect of its operations and affairs shall be handled, in accordance with the procedures set out in the Schedule to these Rules.
- 10.2** For the avoidance of doubt, such procedures apply in relation to disputes and complaints as described in the Schedule and not in relation to any other disputes or complaints (such as any difference of opinion regarding the meaning of any Rule, which shall be determined in accordance with Rule 35.3).

**GENERAL MEETINGS**

**11. Chairperson of General Meetings**

- 11.1 Chairperson:** The Chairperson shall act as Chairperson of all General Meetings of the Society. In the Chairperson's absence, the Deputy Chairperson or, in the absence of both of these Directors, another Director or the Chief Executive will be chairperson of a General Meeting.
- 11.2 Vote of Chairperson:** The Chairperson of the General Meeting shall have a second, casting vote.
- 11.3 Regulation of Procedure:** The Chairperson of the General Meeting shall regulate the proceedings at General Meetings.
- 11.4 Powers to Adjourn Meetings:** The Chairperson of the General Meeting:
- 11.4.1** may adjourn the meeting from time to time and from place to place; and
- 11.4.2** shall adjourn the meeting if so directed by the meeting.

No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 Working Days or more, notice of the adjourned meeting must be given as in the case of an original meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 11.5 Unruly Meetings:** If any General Meeting becomes so unruly, disorderly or inordinately protracted that in the opinion of the Chairperson of the General Meeting the business of the meeting cannot be conducted in a proper and orderly manner, the Chairperson may either adjourn or dissolve the meeting.
- 11.6 Unfinished Business:** If any General Meeting is to be dissolved by the Chairperson under Rule 11.5, the Chairperson may direct that any item of business which is completed at the meeting, and which requires a vote, be put to the vote without further discussion.

## 12. Annual General Meetings

**12.1 Timing:** An Annual General Meeting must be held once each calendar year on a date and at a venue fixed by the Board, but no later than six months after the end of each Financial Year and no later than 15 months after the previous Annual General Meeting.

**12.2 Business:** The following business will be transacted at the Annual General Meeting:

**12.2.1** receiving the minutes of the Society's previous General Meeting(s);

**12.2.2** the Board's presentation of:

- (a)** the annual report on the operations and affairs of the Society during the most recently completed accounting period, which must include all information prescribed by the Act;
- (b)** the financial statements of the Society for that period; and
- (c)** notification and a summary of any disclosures or the types of disclosures made by Directors of an interest in matters being considered by or affecting the Society for that period, as prescribed by the Act;

**12.2.3** appointment of an auditor of the Society;

**12.2.4** consideration of any recommendations by the Board;

**12.2.5** election of Directors, if there are vacancies on the Board;

**12.2.6** election of a Director to any vacant position on the Board;

**12.2.7** setting of Directors' fees or honoraria if any;

**12.2.8** motions to be considered; and

**12.2.9** any general business notified to the Board under Rule 14.2.

## 13. Special General Meetings

**13.1 Called by Board:** The Board may call a Special General Meeting at any time.

**13.2 Requisitions:** The Board must call a Special General Meeting if requested to do so by the Chief Executive following a written request from Members who together hold not less than 200 votes that could be cast at a General Meeting. Such a request must be given to the Chief Executive in writing signed or approved in writing by or on behalf of those Members and must state the objects of such a meeting. The Chief Executive must forward the request to the Board within ten Working Days. The Board may refuse to call a Special General Meeting if it considers the request is vexatious, frivolous, made in bad faith, or it is otherwise not in the interests of Members or of the Society to call the meeting sought.

**13.3 Timeframe for Requisitioned Meetings:** Special General Meetings called under Rule 13.2 must be held not more than five weeks after the day on which the request was received by the Chief Executive.

**13.4 Business:** The business transacted at Special General Meeting shall be limited, as applicable, to:

**13.4.1** either:

(a) the business for which the meeting was called by the Board; or

(b) the business for which the meeting was requisitioned by Members; and

**13.4.2** any additional business added by the Board,

and in each case the relevant business must be included in the notice of the Special General Meeting.

**13.5 Conflicted Board:** Without limiting the purposes for which a Special General Meeting may be called, a Special General Meeting may be called to consider and determine any matter in circumstances where a majority of the Board is precluded from voting on the matter because of conflicts of interest under the Act.

#### **14. Notice of General Meetings**

**14.1 Annual General Meeting Date:** The Board must give Members at least five weeks' prior written notice of the date of an Annual General Meeting. This notice must state the date by which nominations for the position of any Directors to be voted on, and notification of business for the Annual General Meeting must be given to the Board by Members.

**14.2 Notification by Members:** Members must provide the Board with the names of their nominees for Director positions requiring nomination by them, and the details of any business they wish to put on the agenda, for the Annual General Meeting by the date specified by the Board under Rule 14.1.

**14.3 Board Assessment of Business:** The Board will collate Director nominations and business for the agenda received in accordance with Rule 14.2. In respect of any motion proposed by a Member, the Board will determine whether such motion will be voted on at the Annual General Meeting, except where a motion submitted is signed or approved in writing by or on behalf of Members who hold at least 200 votes that could be cast at a General Meeting in which case such motion must be put to a vote at the Annual General Meeting.

**14.4 Notice of Business:** The Board will at least ten Working Days prior to the date of the Annual General Meeting notify Members of:

**14.4.1** the time and venue at which the Annual General Meeting will be held; and

**14.4.2** the names of nominees for Officer positions to be voted on at the Annual General Meeting; and

**14.4.3** details of all business which is to be transacted at the Annual General Meeting.

**14.5 Special General Meeting Date:** Subject to Rule 13.3, a Special General Meeting will be held on a date and at a venue fixed by the Board.

- 14.6 Notice of Special General Meeting:** The Board must give Members at least three weeks' notice of the date, venue and business of a Special General Meeting.
- 14.7 Failure to Comply:** An irregularity in a notice of a meeting is waived if all the persons entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such persons agree to the waiver.
- 14.8 Accidental Omission:** The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Member does not invalidate the proceedings at that meeting.

## 15. Right to Attend

Members, Delegates, Directors, the auditor of the Society and observers invited by the Board are entitled to attend General Meetings.

## 16. Delegates

- 16.1 Appointment:** Each Member may appoint one or two persons as the relevant Member's Delegate or Delegates to attend, speak and, if applicable, vote at any General Meeting on the Member's behalf.
- 16.2 Notice of Appointee:** Each Member must give the Board notice of appointment of that Member's Delegate or Delegates not less than three days before the date of the meeting at which the Delegate or Delegates will act on behalf of the Member.
- 16.3 Authority:** A Delegate has the powers of the Member it represents, including the power to vote if applicable, provided that if two Delegates of a Member are present at any General Meeting only one of those Delegates is entitled to vote (as determined by the Member, or otherwise by the Delegates).

## 17. Proxies

- 17.1 Proxies Appointed by Members:** If a Member (or their Delegate or Delegates) will not or might not attend a General Meeting, the Member may appoint a proxy to vote for the Member at the General Meeting. The Board must be notified of the appointment of a proxy prior to the General Meeting. A Member may appoint the Chairperson of a General Meeting, another Director, or another Member (or another Member's Delegate) as its proxy.
- 17.2 Form of Appointment/Notification:** The appointment and notification of any proxy for a General Meeting shall be in writing and signed or approved in writing by or on behalf of the appointor, and may be in the form of:
  - 17.2.1** a voting form or similar document that appoints the Chairperson of the General Meeting as the Member's proxy for the General Meeting and specifies the Member's vote in relation to all or any of the matters to be put to the vote at the General Meeting; or
  - 17.2.2** a proxy appointment form or similar document that appoints the Chairperson of the General Meeting or another eligible person as the Member's proxy for the General Meeting, with general authority to vote or instructions in relation to voting for the Member in relation to all or any of the matters to be put to the vote at the General Meeting.

In all other respects, the Board may determine the form and content of proxy appointments and notifications from time to time.

**17.3 Proxies Appointed by Delegates:** Any Delegate who retires from a General Meeting at the General Meeting may in writing to the Chief Executive appoint some other Member or Delegate who is at the meeting to exercise the retiring Delegate's vote.

**17.4 Duration of Proxy Appointment:** The appointment of any proxy for a General Meeting will continue until the earlier of the conclusion of the General Meeting or the appointor's revocation of the appointment by notice in writing to the Board or the Chief Executive. Unless the Chairperson of the General Meeting determines otherwise, an appointed proxy will be entitled to act on behalf of a Member or Delegate notwithstanding that the Member or Delegate is present at all or any part of the General Meeting.

## **18. Method of Meeting and Quorum**

**18.1 Method:** A General Meeting shall be held, or principally held, by assembly at a venue, but the Board may approve and facilitate participation in a General Meeting by means of audio link, audiovisual link or other electronic communication and, in exceptional circumstances, the Board may approve holding a General Meeting solely by means of audio link, audiovisual link or other electronic communication suitable for the purpose. If participation in a General Meeting by means of audio link, audiovisual link or other electronic communication is approved, references in these Rules to notification of the meeting venue, attendance or presence at the meeting and other such matters shall be interpreted to accommodate such arrangements.

**18.2 Quorum:** A General Meeting shall not commence, and no business may be transacted at any General Meeting, if a quorum is not present. A quorum for a General Meeting shall be present if attendees holding not less than 200 votes (including proxy votes) are participating in the General Meeting:

**18.2.1** by being physically present at the venue for the General Meeting; or

**18.2.2** by means of audio link, audiovisual link or other electronic communication that is approved by the Board for the General Meeting; or

**18.2.3** by a combination of both of the methods described in Rules 18.2.1 and 18.2.2.

## **19. Speaking Rights**

Members, Delegates, and Directors at a General Meeting, and observers approved by the Chairperson of a General Meeting, have the right to speak and be heard on any issue considered at that particular General Meeting.

## **20. Voting at General Meetings**

**20.1 General Members:** Each General Member who has:

**20.1.1** paid all subscriptions and levies required to be paid by that General Member under Rule 9; and

**20.1.2** as at the date on which notice of the applicable General Meeting is given, been a General Member for not less than 3 calendar months,

will be entitled to one vote on each matter put to a vote at a General Meeting, to be cast by the Member or the Member's Delegate or proxy.

- 20.2 Life Members:** Each Life Member is entitled to one vote on each matter put to a vote at a General Meeting, to be cast by the Member or the Member's Delegate or proxy.
- 20.3 Directors:** Each Director is entitled to one vote on each matter put to a vote at a General Meeting. The Chairperson of a General Meeting also has a second, casting vote.
- 20.4 Majority:** Except as otherwise provided in these Rules any question arising at a General Meeting shall be decided by a majority of votes cast at the General Meeting.
- 20.5 Method of Voting:** Voting shall be by voice or show of hands (at the discretion of the Chairperson of the General Meeting), unless any Member, any Member's Delegate, or the Chairperson demands a poll. A poll may be demanded at any time before a vote is taken on a resolution by voice or show of hands. The Chairperson of the General Meeting will determine how to deal with the casting of votes by any attendee who has been appointed as a proxy for more than one Member.
- 20.6 Proof of Resolution:** A statement by the Chairperson of a General Meeting to the effect that a resolution has been carried, or carried by a particular majority, or lost shall be conclusive evidence without proof of the number of votes recorded in favour or against the resolution unless a poll is demanded.
- 20.7 Validity of Votes:** In the case of any dispute as to the admission or rejection of a vote, the Chairperson of the General Meeting will determine the same and such determination will be conclusive.

## 21. Minutes

The Board must ensure that minutes are kept in relation to each General Meeting, stored in a secure and backed up location, and that such minutes are approved and signed off by the Chairperson of the General Meeting and notified or made available to all Members as soon as reasonably practicable following the General Meeting. The minutes of a General Meeting shall also be received and affirmed at the next General Meeting.

## 22. Resolution in lieu of General Meeting

- 22.1 Written resolutions permitted:** Subject to the requirements relating to holding Annual General Meetings, a written resolution signed or approved in writing by or on behalf of not less than 75% of the total number of Members at the relevant time shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such written resolution may consist of several documents in similar form each signed or approved in writing by or on behalf of one or more Members.
- 22.2 Process for written resolutions:** Any proposed written resolution under Rule 22.1 must be:
- 22.2.1** notified to all Members and Directors, and so far as reasonably practicable such notice shall be sent to all Members and Directors on the same date;

- 22.2.2 dated with the circulation date of the proposed resolution, being the date that the proposed resolution is first sent to any one, or all, of the Members and Directors;
- 22.2.3 signed/approved in writing in accordance with Rule 22.1 within three months of the circulation date of the proposed resolution as referred to in Rule 22.2.2 (otherwise the proposed resolution will lapse); and
- 22.2.4 if the proposed resolution is signed/approved in writing in accordance with Rule 22.1, notified to all Members and Directors.

## BOARD

### 23. Composition of Board

**23.1 Composition of Board:** The Board of the Society shall consist of a minimum of 7 Directors and a maximum of 10 Directors of which:

- 23.1.1 **General Directors:** 5 Directors shall be General Directors or persons who have been appointed to replace General Directors under Rule 26;
- 23.1.2 **Co-opted Directors:** Up to 2 additional Co-opted Directors who have been appointed by the Board for their skill and experience, under Rule 27; and
- 23.1.3 **Independent Directors:** Up to 2 Directors shall be Independent Directors appointed under Rule 24; and
- 23.1.4 **Employee Director:** 1 Director shall be an Employee Director or a person who has been appointed to replace an Employee Director under Rule 25.

**23.2 Member Representation on Board:** Each General Director, Co-opted Director and Employee Director must be, at the time of their election or appointment and while they hold office:

- 23.2.1 **Member:** a Member; or
- 23.2.2 **Member Representative:** an employee, officer or other representative of a Member that is a company, incorporated society, or other body corporate.

An Independent Director need not be a Member or Member representative.

**23.3 Continued Existence of Board:** If, for whatever reason, a vacancy occurs on the Board between Annual General Meetings of the Society meaning that the number of Directors becomes less than 7, the existing Directors will still constitute the Board and will be authorised to act provided that any applicable quorum requirements in Rule 32.2 are met.

### 24. Appointment of Independent Directors

**24.1 Appointment:** The General Directors and Employee Director shall, by majority vote, appoint from time to time up to 2 Independent Directors to serve as directors on the Board for such a period, and on such terms, as the General Directors and Employee Director see fit.

**24.2 Qualifications:** The General Directors and Employee Director may only appoint a person as an Independent Director if they consider, in their sole discretion,



that the candidate has the appropriate skills and abilities to add value to the Board and to the Society.

**25. Nomination and Election of an Employee Director**

**25.1 Nomination:** No person may be elected as an Employee Director at an Annual General Meeting unless that person has been a Member, or is an employee, officer or other representative of a company, incorporated society or other body corporate that has been a Member, for not less than 12 months prior to the date of that Annual General Meeting and is nominated by a Member who is an industrial union of workers or a similar employee organisation from the construction industry as determined by the Board whose decision shall be final.

**25.2 Election:** All Members may vote on the candidates for Employee Director and the highest polling candidates equating with the number of positions available will be the new Employee Director commencing from the cessation of the Annual General Meeting.

**26. Nomination and Election of General Directors**

**26.1 Nomination:** No person may be elected as a General Director at an Annual General Meeting unless that person has been a Member, or is an employee, officer or other representative of a company, incorporated society or other body corporate that has been a Member, for not less than 12 months prior to the date of the Annual General Meeting, or is a co-opted Director retiring at that Annual General Meeting, and is nominated by a Member.

**26.2 Election:** All Members may vote on the candidates for General Director and the highest polling candidates equating with the number of positions available will be the new General Directors commencing from the cessation of the Annual General Meeting. Candidates for General Director will be voted on after candidates for Employee Director have been voted on.

**27. Co-Option of Directors**

**27.1 Co-option:** The Board shall have the power at any time, and from time to time, to appoint any person who is a Member or an employee, officer or other representative of a company, incorporated society or other body corporate Member and, in the reasonable opinion of the Board, is willing and able to make a significant contribution to the achievement of the objects of the Society, to be a Co-opted Director, to:

**27.1.1** fill a casual vacancy of a General Director or an Employee Director; or

**27.1.2** be an additional Director (a maximum of 2).

**27.2 Term of Office:** Any Co-opted Director so appointed shall hold office only until the end of the next Annual General Meeting and shall then be eligible for election as a General Director or an Employee Director as the case may be, subject to being nominated under Rule 25 or 26.

**27.3 Notification:** The name of any Co-opted Director must be notified to Members by the Chief Executive within two months of the co-option.

**27.4 Rights of Co-opted Directors:** Directors appointed under Rule 27.1

**27.4.1** may be appointed for such term as the Board considers appropriate, provided that such appointment shall terminate at the next Annual General Meeting (unless the Director has resigned earlier); and

**27.4.2** shall count for a quorum of the Board and shall be entitled to all of the rights and privileges of other Directors.

**28. Chair Appointments**

**28.1 Chairperson:** The Board must elect one of the Directors to be the Chairperson of the Board for the ensuing year at the first Board meeting after every Annual General Meeting.

**28.2 Deputy Chairperson:** The Board must elect a Deputy Chairperson for the ensuing year from its members at the first Board meeting after every Annual General Meeting.

**28.3 Casual Chairperson:** In the absence of both the Chairperson and Deputy Chairperson from any meeting of the Board, a Chairperson for that meeting must be elected from the Directors present.

**29. General Provisions Applying to Nomination and Elections**

**29.1 Form of Nomination:** Nominations must be in the form prescribed by the Board from time to time.

**29.2 Number of Nominations:** Each Member may only make one nomination for the Employee Director positions and one nomination for General Director positions.

**29.3 Consent to Nomination:** Except for Directors retiring at an Annual General Meeting, for a nomination to be valid the nominee must have consented to their nomination in writing and a copy of their consent must have been provided to the Board with their nomination.

**29.4 Insufficient Nominations:** If insufficient nominations for a position are received then additional nominations from Members shall be called for such positions at the Annual General Meeting. Such nominees must be present at the Annual General Meeting and must give their consent in accordance with Rule 29.3.

**29.5 Nomination for One Position:** A candidate can only be nominated for election as either an Employee Director or a General Director.

**29.6 Exact Number of Nominations:** If the number of candidates nominated for any position equals the number of vacancies those nominated are deemed to be elected.

**29.7 Papers:** All ballot papers and other documents (whether on paper or in an electronic form) used for, or relevant to, an election shall be kept for a period of one month after the election whereupon they shall be destroyed by the Chief Executive if no notice of challenge to the election result has been received. If the election result is challenged within one month of the election, the Chief Executive shall retain the papers until authorised at a General Meeting to destroy them.

### 30. Rotation of Directors

#### 30.1 Order of Retirement of Directors:

- 30.1.1 At each Annual General Meeting of the Society two General Directors must retire from office.
- 30.1.2 At each second Annual General Meeting of the Society the Employee Director must retire from office.
- 30.1.3 Unless two General Directors retire from office voluntarily at the relevant Annual General Meeting, the General Directors who must retire are those directors who have been longest in office since their last election.
- 30.1.4 If more than two General Directors have been in office for the same period since their last election then such General Directors shall agree among themselves which of them must retire, but if they are unable to agree the General Directors who must retire shall be chosen by lot.
- 30.1.5 A retiring Employee Director or General Director continues to hold office:
  - (a) until they are re-elected; or
  - (b) if they are not standing for re-election, or are standing for re-election but are not re-elected, until the Annual General Meeting at which they retire (or any adjournment of that meeting) elects someone in their place.

**30.2 Annual Election:** There shall be an election at each Annual General Meeting for General Directors and, if applicable, an Employee Director to fill any vacancies in the Board for such positions.

**30.3 Validity of Acts:** The acts of a person as a Director are valid even though:

- 30.3.1 the person's appointment was defective; or
- 30.3.2 the person is not qualified for appointment.

### 31. Cessation of Directorship

**31.1 Cessation:** A Director ceases to hold office if the person:

- 31.1.1 resigns by giving one month's written notice (or such lesser period of notice accepted by the Board) to the Board;
- 31.1.2 dies;
- 31.1.3 is through illness or disability unable to fulfil the duties of a Director;
- 31.1.4 is adjudged bankrupt or is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382, section 383, or section 385 of the Companies Act 1993;
- 31.1.5 is disqualified or prohibited from holding office or acting as an officer of an incorporated society under the Act, or as an officer of a charitable entity under the Charities Act (if the Society is registered under the Charities Act);

- 31.1.6 is required to leave office under Rule 27.2;
- 31.1.7 fails to attend three consecutive meetings of the Board without the prior permission of the Board;
- 31.1.8 is removed by resolution of the Board passed by a two-thirds majority of the members of the Board holding office at the time, provided the Director has been given the right to be heard on the question of their removal and has otherwise been treated in accordance with the rules of natural justice; or
- 31.1.9 being a Director other than an Independent Director, ceases to be a Member or an employee, officer or other representative of a company, incorporated society, or other body corporate Member.

## 32. Board Meetings

### 32.1 Notice of Meetings:

- 32.1.1 **Requirements for Notice:** Not less than 7 days' notice of a meeting of the Board must be sent to every member of the Board who is in New Zealand. The notice must include the date, time and place of the meeting and the matters to be discussed.
- 32.1.2 **Emergency Meetings:** Should exceptional circumstances dictate, an emergency meeting of the Board may be called that does not meet the requirements of 30.1.1. Any decisions made will be deemed valid provided there is a quorum present.
- 32.1.3 **Waiver of Irregularity:** An irregularity in the notice of a meeting is waived if a majority of members of the Board entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if a majority of members of the Board entitled to receive notice of the meeting agree to the waiver.

- 32.2 **Quorum:** A quorum for a meeting of the Board is a majority of the members of the Board holding office at the time of the meeting. No business may be transacted at a meeting of the members of the Board if a quorum is not present.

### 32.3 Types of Meetings and How They are Called

- 32.3.1 **Regular Meetings:** The Chairperson of the Board, or any person whom the Chairperson authorises to do so, may call a meeting of the Board at any time by giving notice of a meeting.
- 32.3.2 **Special Meetings:** If the Chairperson receives a requisition of a meeting from a majority of Directors, the Chairperson must call a meeting of the Board by giving notice of a meeting. The Chairperson may require the requisitioning members of the Board to give the Chairperson sufficient details to draft a notice of meeting.

- 32.4 **Method of Meeting:** A meeting of the Board may be held by a number of the members of the Board who constitute a quorum:

- 32.4.1 being assembled together at the place, date and time appointed for the meeting;

**32.4.2** being contemporaneously linked together by means of audio link, audiovisual link or other electronic communication by which all members of the Board participating can simultaneously hear each other throughout the meeting; or

**32.4.3** convening by a combination of both of the methods described in Rules 32.4.1 and 32.4.2.

References in these Rules to notification of the place of a Board meeting, attendance or presence at such a meeting, and other such matters shall be interpreted to accommodate arrangements for participating in such a meeting by means of audio link, audiovisual link or other electronic communication.

**32.5 Minutes:** Minutes of each Board meeting must be taken and distributed to all members of the Board within ten Working Days of the meeting. The minutes must then be amended as necessary and approved by the Chairperson of the meeting and stored in a secure and backed up location.

**32.6 Resolution in Writing:** A resolution in writing signed by all members of the Board for the time being entitled to receive notice of meetings of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in similar form each signed by one or more members of the Board. Any such document sent to or by a member of the Board by electronic or other means and approved in writing by that member of the Board is deemed to have been signed by such member of the Board.

### **33. Proxies for Directors**

Any Director may in writing delegate to any other Director (with that Director's consent) their power of voting at any specified meeting of the Board on any specified subject or subjects, by notifying the Chairperson or Deputy Chair in writing that such a delegation is made and the scope of and time limit for that proxy.

### **34. Voting by Directors**

**34.1 One Vote:** Each Director is entitled to one vote (in person or by proxy) on each matter to be decided at any meeting of the Board, unless the Director is prevented from voting on the relevant matter on account of any conflict of interest in relation to the matter under the Act. All matters shall be decided by a majority of votes (including any proxy votes) cast by Directors present, provided there is a quorum.

**34.2 Chairperson Vote:** The Chairperson of a meeting has a second or casting vote as well as a deliberative vote.

**34.3 Method of Voting:** Voting may be by voice or show of hands (at the discretion of the Chairperson) but if it is desired by any Director present, voting shall be secret ballot or poll.

### **35. Board Function and Powers**

**35.1 General Function and Powers:** The Board's function is to govern and oversee the management of the operation and affairs of the Society in order to effect the Society's objects. The Board has all the powers necessary for that function and in particular has the following powers:

- 35.1.1** to exercise any and/or all of the powers of the Society other than those required to be exercised by the Members at a General Meeting;
- 35.1.2** to delegate any of its powers to such person or persons as the Board may determine from time to time;
- 35.1.3** to appoint sub-committees of the Board and committees of the Society, and to delegate any of the Board's powers to any such sub-committee of the Board or committee of the Society as the case may be. The membership, terms of reference and powers of any such sub-committee or committee shall be set out by the Board when the sub-committee or committee is established;
- 35.1.4** to authorise any Director or Directors, the Chief Executive, or any other person or persons to enter into any contract or execute any instrument in the name of and on behalf of the Society in a manner that complies with the Act. This authority may be general or confined to specific circumstances;
- 35.1.5** subject to any maximum annual amount of remuneration of Directors recommended by the Board and subsequently ratified by a majority of votes cast at an Annual General Meeting, to authorise the payment of remuneration or the provision of other benefits by the Society to a Director for services as a Director or in any other capacity and to enter into any contract to do so;
- 35.1.6** to make recommendations to be considered at a General Meeting of persons to be considered for membership of the Society as Life Members;
- 35.1.7** to send information to Members prior to a meeting of the Society at which Directors will be elected, specifying what skills and qualities the Board sees as being desirable in candidates for election as Directors; and
- 35.1.8** to do all such other things that are necessary to give effect to the objects of the Society.
- 35.2** **Purported Exercise of Power by Director:** The purported exercise by a Director of a power vested in the Board may be ratified or approved by the Board in the same manner in which the power may be exercised. The purported exercise of a power ratified under this Rule is deemed to be, and to always have been, a proper and valid exercise of that power.
- 35.3** **Interpretation of Rules:** If any difference of opinion arises as to the meaning of any Rule, it shall be determined by the Board or, if it occurs at a General Meeting, by the Chairperson of that meeting, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination.
- 35.4** **Matters Not Provided For:** If any case should occur which, in the opinion of the Board, is not provided for in these Rules, it shall be determined by the Board in such manner as it deems expedient, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination.

## 36. Regular Reviews and Accountability

- 36.1 Review of Board Performance:** From time to time, and at least every two years, the Board shall assess its own performance and set objectives to assist it to continually improve its performance.
- 36.2 Review of Governance Procedures:** The Board must ensure that from time to time, and at least every three years (or, if applicable, any other minimum period) as required under the Charities Act, the Society reviews its governance procedures as set out in these Rules or elsewhere. Each review must include consideration of whether the Society's governance procedures:
- 36.2.1** are fit for purpose;
  - 36.2.2** assist the Society to achieve its objects; and
  - 36.2.3** assist the Society to comply with the Act, the Charities Act and any other applicable legislation.
- 36.3 Board Accountability to Society:** The Board shall be accountable to the Society in General Meeting for the governance and day-to-day management of the Society.

## 37. Planning and Reporting

- 37.1 Strategic Plan:** The Board will establish a strategic plan from time to time.
- 37.2 Business Plan and Budget:** Prior to the commencement of each Financial Year the Board shall approve a business plan and budget for that year. Any variations to the business plan and budget shall be approved by the Board.
- 37.3 Chief Executive Report to Board:** At each Board meeting the Chief Executive shall table to the Board reports on the achievement of business plan objectives and on revenue and expenditure against budget.
- 37.4 Chief Executive Report to Annual General Meeting:** The Chief Executive shall furnish to the Annual General Meeting a report on the achievement of business plan objectives and the audited financial statements for that year.
- 37.5 Board Report to Annual General Meeting:** The Chairperson shall furnish to the Annual General Meeting, in consultation with the other Directors, a report on the performance of the Society for that year.

## 38. Chief Executive and Contact Person(s)

- 38.1 Chief Executive:** The Chief Executive shall be appointed by, may be removed by, and shall be directly responsible to, the Board for the effective and efficient functioning of the Society's administration in accordance with the goals, policies, objectives and directions of the Society. The Board may delegate such powers to the Chief Executive as it sees fit.
- 38.2 Contact Person(s):** In accordance with the Act, the Board must also appoint the Chief Executive and/or another individual or individuals (subject to a maximum of three appointees) to act as the contact person or contact persons for the Society for the purposes of the Act, and may remove and replace any such appointee at any time.

**38.3 Eligibility of Appointees:** Any appointee under Rule 38.1 or 38.2 must not be disqualified from holding the relevant position under the Act and shall cease to hold the relevant position if they become so disqualified.

**39. Indemnification of Directors and Employees**

Subject to any applicable prohibitions and restrictions under the Act:

**39.1 Indemnity:** Each Director and employee of the Society shall at all times be indemnified out of the funds of the Society from and against all claims, actions, losses and expenses of any nature that such Director or employee incurs in respect of any act or omission done or permitted by them in relation to the duties of their office except when such act or omission is brought about by their willful neglect or default.

**39.2 Fault of Others:** No Director or employee of the Society shall be liable for the acts or omissions of any other Director or employee for any loss, damage or expense, or to the Society through any insufficiency or deficiency of title to any property acquired by order of the Board on behalf of the Society or for the insufficiency or deficiency for any security in which monies of the Society shall be placed or for any loss arising from the bankruptcy, insolvency or tortious loss of any person or entity with whom any monies of the Society shall be lodged or from any loss occasioned by an error of judgment or oversight on the part of the Director or employee or for any other loss or damage which may happen in the execution of their office unless the same shall happen by or through willful default.

**39.3 Insurance:** The Society shall, with the approval of the Board, insure any Director or employee from and against all claims, actions, losses and expenses of any nature that the Director or employee incurs in respect of any act or omission done or permitted by the Director or employee in relation to the duties of their office except when such act or omission is brought about by their willful neglect or default.

The Society's indemnification and insurance of any officer of the Society under and in accordance with this Rule 39 is permitted to extend to any liability (other than criminal liability) for a failure to comply with any duty as an officer (whether imposed under the Act or otherwise) and costs incurred by the officer for any claim or proceeding relating to that liability.

**FINANCE**

**40. Financial Year**

The financial year of the Society for financial reporting purposes shall be the 12 month period ending on the balance date adopted by the Board from time to time, provided that in the event of a change of balance date financial reporting shall be required for a transitional period of more or less than 12 months ending on the new balance date (to ensure that the Society's financial reporting is comprehensive).

**41. Control and Management of Finances**

**41.1 Board Governance/Oversight:** In accordance with the Board's general function, the Board shall govern and oversee the control and management of the Society's finances.

**41.2 Management of Funds:** The Chief Executive shall have charge and custody and be responsible for all funds in the Society's name in banks, trust companies



or other securities as may be selected by the Board and shall render a statement of the finances to the Board at regular meetings and in general shall perform such other duties as the Board may establish, from time to time.

**41.3 Payments:** All payments shall be authorised consistent with the Board's Financial Delegations Policy and the specific delegations authorised by the Board from time to time.

**41.4 Other Person:** The Board shall have the power from time to time to appoint any other officer or employee to carry out the financial duties and responsibilities of the Chief Executive pursuant to this Rule.

## **42. Accounting Records and Financial Reporting**

The Board must ensure that:

**42.1 Accounting Records:** the Society keeps at all times accounting records that correctly record the transactions of the Society, enable the Society to produce accounts that comply with the Act, the Charities Act and/or any other applicable legislation, and enable the accounts to be readily and properly audited, and the Board has and maintains an appropriate system of control of the Society's accounting records; and

**42.2 Accounts:** accounts for each financial year are prepared, completed, audited and filed within 6 months after the balance date for the relevant financial year and in accordance with all applicable requirements under the Act, the Charities Act and/or any other applicable legislation.

## **43. Auditor**

The accounts of the Society must be audited by an appropriately qualified auditor appointed at the Annual General Meeting. The auditor must not hold any other office in the Society. If an appointed Auditor is unable to act, the Board shall appoint an auditor in the interim to be approved at the next Annual General Meeting.

## **MISCELLANEOUS**

### **44. Common Seal**

If the Society chooses to have a common seal, the common seal of the Society will be kept in the custody of the Chief Executive and shall be affixed to any document or writing only by resolution of the Board, by two Directors or one Director and the Chief Executive.

### **45. Alteration of Rules**

**45.1 Vote:** No Rule of the Society may be rescinded or altered nor a new Rule added, and these Rules may not be replaced by revised set of Rules incorporating any such rescission, alteration or addition, except by a majority of three-quarters of the votes cast at a General Meeting in favour of a motion rescinding or altering a Rule or adding a new Rule, or replacing these Rules with revised set of Rules, as applicable.

**45.2 Notice:** Notice of any proposed rescission, alteration or addition of any Rule, or any proposed replacement of these Rules with a revised set of Rules, must be given in writing to the Members at least two months before the General Meeting at which it is to be considered.

**45.3 Changes That may not be Made:** No alteration or amendment to the Rules shall be made, and no purported alteration or amendment shall be valid or effective, if the alteration or amendment in any way detracts from the continued establishment and maintenance of the Society exclusively for charitable purposes under New Zealand law and not for private profit.

**45.4 Registration:** Any alteration, amendment, rescission or replacement of these Rules or any of these Rules shall forthwith be registered with the Registrar of Incorporated Societies, and filed with and/or notified to any other relevant authority.

#### **46. Winding Up and Distribution of Assets**

Subject to any additional or overriding requirements under the Act:

**46.1 Resolution to Wind Up:** The Society may be wound up (by way of a formal liquidation process or any other permissible process for winding up the Society's affairs and dissolving the Society and removing it from the register under the Act) if a resolution to do so, and to authorise the Board or any other person to take the steps required to do so, has been passed by a special majority of three-quarters of the votes cast at the relevant General Meeting convened to consider the proposal of which at least 40 Working Days' notice has been given in writing to each Member and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 20 Working Days after the date on which the resolution to be confirmed was passed.

**46.2 Distribution of Assets:** Upon winding up (by way of a formal liquidation process or any other permissible process for winding up the Society's affairs and dissolving the Society and removing it from the register under the Act) any surplus property or assets remaining after the satisfaction of all the Society's debts, liabilities and obligations shall be given or transferred to another person or persons as is resolved at the General Meeting approving the winding up or a subsequent General Meeting, provided that such property or assets shall not be paid or distributed among Members but must be given or transferred to another appropriate charitable not-for-profit entity or entities within New Zealand whose objects are equivalent to, or otherwise similar to or aligned with, the Society's objects.

#### **47. No Inappropriate Financial or Pecuniary Gain**

No benefit or advantage, whether or not convertible into money or income of any kind shall be afforded to, or received, gained, achieved or derived by any persons where that person is able in any way (whether directly or indirectly) to determine, or in any material way to influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived. For the avoidance of doubt, this Rule does not preclude the Society from paying or providing consideration to a person for the supply of goods and services by the person to the Society, provided that the consideration does not exceed fair market value (that is, an arm's length consideration) for the relevant supply.

#### **48. Transition to Revised Rules**

**48.1 Effect Upon Registration:** These Rules come into effect upon registration under the Act following their approval in accordance with the Society's previous rules, and these Rules repeal and replace those previous rules.

**48.2 Transitional Matters:** In relation to the transition to these Rules at the time they come into effect, unless the context requires otherwise:

- 48.2.1** all General Members and Life Members under the Society's previous rules continue to be General Members and Life Members under these Rules, as if they had attained their membership under these Rules;
- 48.2.2** the members of the Board under the Society's previous rules continue as Board members under these Rules, as if they had been elected or appointed under these Rules at the time that they were elected or appointed under the previous rules;
- 48.2.3** any Chief Executive, auditor or other appointee appointed under the Society's previous rules will continue in the relevant role under these Rules, as if they had been appointed under these Rules at the time that they were appointed under the previous rules; and
- 48.2.4** all other things done, including all contractual and other arrangements entered into, all decisions and appointments made, any bylaws, regulations, guidelines and other policies adopted, and any proceedings commenced under the Society's previous rules remain valid and effective and, if applicable, may be continued and completed under these Rules.

**Schedule:**

**General Disputes/Complaints Procedures**

**1. PURPOSE AND SCOPE**

**1.1** Subject to any other applicable provision of these Rules, any Dispute arising in respect of the Society shall be resolved, and any Complaint arising in respect of the Society and any aspect of its operations and affairs shall be handled, in accordance with the procedures set out in this Schedule, with the intention of ensuring that such Dispute resolution and Complaints procedures are fair to all parties and consistent with the rules of natural justice.

**1.2** The application of this Schedule is limited to the following types of **Dispute** and **Complaint** arising in respect of the Society and any aspect of its operations and affairs:

**(i) Dispute** means a disagreement or conflict that:

**a.** arises between:

**i.** two (2) or more Members; or

**ii.** one (1) or more Members and the Society or the Board; or

**iii.** one (1) or more Members and one (1) or more Officers; or

**iv.** two (2) or more Officers; or

**v.** one (1) or more Officers and the Society or the Board; or

**vi.** one (1) or more Members or Officers and the Society or the Board; and

**b.** relates to an allegation that:

**i.** a Member or an Officer has engaged in misconduct;

**ii.** a Member or an Officer has breached, or is likely to breach, any duty under these Rules or under the Act;

**iii.** the Society or the Board has breached, or is likely to breach, any duty under these Rules or under the Act the Act; or

**iv.** a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

**(ii) Complaint** means the commencement, by a Member or Officer or by the Society or the Board, of the procedure for resolving a Dispute in accordance with these Rules and this Schedule.

- 1.3 For the purposes of this Schedule:
- (i) **Officer** means an “officer” of the Society for the purposes of the Act, including any Director, the Chief Executive, and any other relevant person; and
  - (ii) references to a **Member** are references to a Member acting in their capacity as such, not in any other capacity, and references to an Officer are references to an Officer acting in their capacity as such, not in any other capacity.

## 2. DECISION MAKER

- 2.1 The decision maker in relation to a Complaint shall be the Board or a Complaints sub-committee established by the Board, unless the Board determines otherwise or the Complaint involves an allegation against the majority of the Board or Complaints sub-committee (as applicable) in which case the Complaint shall be referred to another decision maker in accordance with clause 7.
- 2.2 The Board, Complaints sub-committee or any other person may not act as a decision maker in relation to a Complaint if two (2) or more members of the Board (or of a Complaints sub-committee, if applicable) consider that there are reasonable grounds to believe that the proposed decision maker may not be impartial or able to consider the matter without a predetermined view.

## 3. MAKING A COMPLAINT

- 3.1 A Member or an Officer may make a Complaint by giving to the Board (or a Complaints sub-committee established by the Board, if applicable) a notice in writing that:
- (i) states that the Member or Officer is starting a procedure for resolving a Dispute in accordance with these Rules and this Schedule;
  - (ii) sets out the allegation to which the Dispute relates and whom the allegation is against; and
  - (iii) sets out any other information reasonably required by the Society or the Board.
- 3.2 The Society or the Board, in each case acting through an Officer or other person authorised or appointed by the Board, may make a Complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- (i) states that the Society or the Board is starting a procedure for resolving a Dispute in accordance with these Rules and this Schedule; and
  - (ii) sets out the allegation to which the Dispute relates.
- 3.3 The information given under clauses 3.1 and 3.2 must be enough to ensure that the person or persons against whom any allegation is made will be fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

#### 4. **COMPLAINANT'S RIGHT TO BE HEARD**

- 4.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 4.2 If the Society or the Board makes a Complaint, the Society or the Board has a right to be heard before the Complaint is resolved or any outcome is determined, and an Officer or other person authorised or appointed by the Board may exercise that right on behalf of the Society or Board.
- 4.3 Without limiting the manner in which a Member or an Officer, or the Society or the Board, may be given the right to be heard, they must be taken to have been given the right if:
- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) an oral hearing (if any) is held before the decision maker; and
  - (iv) the Member's or Officer's, or the Society's or the Board's, written statement or submissions (if any) are considered by the decision maker.

#### 5. **RESPONDENT'S RIGHT TO BE HEARD**

- 5.1 This clause 5 applies if a Complaint involves an allegation that a Member, an Officer, or the Society or the Board (referred to in this clause as the **Respondent**):
- (i) has engaged in misconduct; or
  - (ii) has breached, or is likely to breach, any duty under these Rules or under the Act; or
  - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 5.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Society or the Board, an Officer or other person authorised or appointed by the Board may exercise that right on behalf of the Society or the Board.
- 5.3 Without limiting the manner in which the Respondent may be given a right to be heard, the Respondent must be taken to have been given the right if:
- (i) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
  - (ii) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

- (iv) an oral hearing (if any) is held before the decision maker; and
- (v) the Respondent's written statement or submissions (if any) are considered by the decision maker.

## **6. INVESTIGATING AND DETERMINING DISPUTES**

**6.1** The Board must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure that the relevant Dispute is investigated and determined, and the Board must ensure that all known Disputes and related Complaints are dealt with in a fair, efficient, and effective manner.

**6.2** Despite clause 6.1, the Board may decide not to proceed further with a Complaint and relevant Dispute if the Board, acting honestly, in good faith and not for any improper purpose, determines that:

- (i) the Complaint is trivial;
- (ii) the Complaint does not disclose or involve any allegation of the following kind:
  - a. that a Member or an Officer has engaged in material misconduct;
  - b. that a Member, an Officer, or the Society or the Board has materially breached, or is likely to materially breach, any duty under these Rules or under the Act; or
  - c. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (iii) the Complaint is without foundation or there is no apparent evidence to support it;
- (iv) the person making the Complaint has an insignificant interest in the matter;
- (v) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under these Rules and this Schedule or any other appropriate process; or
- (vi) there has been an undue delay in making the Complaint.

## **7. REFERRAL OF COMPLAINTS**

The Board may, if it considers necessary or appropriate in order to assist in dealing with a Complaint and/or to determine a Complaint, refer a Complaint to:

- 7.1** a sub-committee or an external person to investigate and report on the matter; or
- 7.2** a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision on the matter; or
- 7.3** any type of consensual dispute resolution process (including mediation, facilitation, or a tikanga-based practice), provided that all parties to the Complaint consent to such referral.