

CONSTITUTION OF NEW ZEALAND WATER AND WASTES ASSOCIATION INCORPORATED

PART I – INTRODUCTORY PROVISIONS

1. NAME

- 1.1 **Association Name:** The name of the incorporated society is *New Zealand Water and Wastes Association Incorporated* (the **Association**).

2. BACKGROUND

- 2.1 **Vision:** The Association recognises the fundamental importance of water to society and of sustainable and environmentally responsible water supply and stormwater and wastewater management. *If the water is healthy, the land is healthy, the people are healthy – ka ora te wai, ka ora te whenua, ka ora ngā tangata.*

3. DEFINITIONS

- 3.1 In this constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it;

Annual General Meeting means a meeting of the Members, convened and conducted in accordance with clauses 20 and 21;

Appointed Officers means those Officers elected in accordance with clause 11;

Balance Date means the end of the Association's financial year, being 30 June in each year;

Board means the Officers appointed to manage the affairs of the Association in accordance with this Constitution;

CEO means any person appointed to that role in accordance with clause 13;

Constitution means this constitution as amended from time to time in accordance with clause 33;

Contact Person/s means the contact person or persons of the Association appointed by the Board in accordance with clause 17.3;

Elected Officers means those Officers elected in accordance with clause 10;

General Meeting means any Annual General Meeting or Special General Meeting;

Member means a person who becomes a member of the Association in accordance with clause 6;

Officer means each Elected Officer and each Appointed Officer;

President means the Officer appointed to that role in accordance with clause 12;

Register of Interests means the register of interests of the Officers maintained in accordance with clause 16.1;

Register of Members means the register of Members maintained under clause 7.4;

Secretary means the person appointed to that role in accordance with clause 9.3 and responsible for, among other things, keeping and recording the minutes of Board meetings and General Meetings;

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, convened and conducted in accordance with clause 22;

Special Resolution means a resolution approved by a majority of 75 percent of the votes of Voting Members voting on the question;

Subscription Fee means any fee payable by Members in accordance with clause 8; and

Voting Members means Individual Members, Corporate Members, Corporate Appointed Members, Overseas Members and Honorary Life Members, as those terms are defined in clause 6.3.

3.2 **Interpretation:** In this Constitution, unless the context requires otherwise:

- (a) **capitalised words** or **expressions** that are used in this Constitution and are not defined in clause 3.1 have the meanings as defined in the Act;
- (b) references to **clauses** are to clauses of this Constitution;
- (c) **derivations** of any defined word or term shall have the corresponding meaning;
- (d) the **headings** to clauses are inserted for convenience only and shall be ignored in interpreting this Constitution;
- (e) the word **including** and other similar words do not imply any limitation;
- (f) a **person** includes any individual, company, body corporate, firm, partnership, trust, unincorporated body of persons, or government agency; and
- (g) the **plural** includes the **singular** and vice versa.

4. REGISTRATION

4.1 **Registration under the Charities Act 2005:** If it considers appropriate, the Board may apply for the Association to be registered as a charitable entity under the Charities Act 2005. If and while so registered, the Board will comply with the requirements of that Act.

PART II – OBJECTIVES

5. PURPOSE

5.1 **Association's Purposes:** The purposes of the Association are to be the pre-eminent organisation in New Zealand for promoting and enabling the sustainable management and development of the water environment by:

- (a) **Strategic:** promoting integrated national and regional policies in the water environment based on sound principles, and scientific and technical evidence and knowledge;
- (b) **Service:** facilitating the exchange of knowledge and provision of quality products and services to meet the needs of the Members;
- (c) **Association:** benefitting society by promoting a better understanding of the water environment and the sustainable management and development of resources, and to provide leadership and informed advocacy on water and wastes (provided that, for the avoidance of doubt, informed advocacy is ancillary and secondary to the other objects of the Association as provided for in this clause); and
- (d) **Technical:** promoting the advancement and application of fundamental and practical knowledge to natural water resources, water use and the environment,

together the **Purposes**.

PART III – MEMBERSHIP

6. MEMBERSHIP

- 6.1 **Requirements of Membership:** An application for membership must be made on the application form prescribed by the Association from time to time (**Membership Application**). The prospective Member must complete and submit the Membership Application to the Board for approval, either electronically or by post to the Association's contact email or postal address (as the case may be). By submitting a Membership Application, the prospective Member consents to becoming a Member. Any Membership Application must be accompanied by payment of any applicable Subscription Fee.
- 6.2 **Approval of Membership Applications:** All Membership Applications must be approved by majority vote of the Board.
- 6.3 **Categories of Membership:** To become a Member, the prospective Member must:
- (a) comply with the provisions of clause 6.1;
 - (b) have their Membership Application accepted by the Board in accordance with clause 6.2; and
 - (c) fall within one of the following categories of membership:
 - (i) **Individual Member:** any natural person trading, practising, engaged or otherwise interested in the Purposes;
 - (ii) **Corporate Member:** each natural person who is appointed by a company, body corporate, firm, partnership, trust, unincorporated body of persons or other organisation trading, practising, engaged or otherwise interested in the Purposes (**Corporate**) to hold a membership allocated to the Corporate from time to time by the Board. The Corporate must nominate a natural person as its contact person. For the avoidance of doubt the Corporate does not hold a membership in its own right;
 - (iii) **Corporate Appointed Member:** any natural persons nominated by the Corporate to become a Member, additional to the Corporate Members;
 - (iv) **Student Member or Recent Graduate Member:** any natural person enrolled in or having recently completed an educational course with a tertiary education provider recognised by the Ministry of Education;
 - (v) **Overseas Member:** any natural person who resides principally outside of New Zealand or any company, body corporate, firm, partnership, trust, unincorporated body of persons or other organisation incorporated or principally based outside New Zealand; or
 - (vi) **Honorary Life Member:** any Individual Member, Corporate Member or Corporate Appointed Member, who, in the opinion of the Board has made a sustained and significant contribution to the New Zealand water industry. Honorary Life Members shall be nominated by the Board and shall be appointed by a majority vote at any General Meeting.
- 6.4 **Creation of Membership Tiers and Sub-Categories of Membership:** The Board shall have the power from time to time to create membership tiers and sub-categories of Membership for any

category of membership on such terms as it sees fit, including (but not limited to) as to Subscription Fees.

- 6.5 **Modification of Categories of Membership:** Subject to clause 6.4, the categories set out in clause 6.3 may be varied by a simple majority vote of Voting Members at an Annual General Meeting.
- 6.6 **Transferable:** Memberships are transferable subject to the prior written approval of the Association first being obtained. The Association has complete discretion to deny a request to transfer a membership.
- 6.7 **Member entitlements:** All Members are entitled in accordance with this Constitution to:
- (a) vote in accordance with clause 24 (excluding Student Members and Recent Graduate Members);
 - (b) nominate candidates for election or appointment as Officers in accordance with clauses 10 and 11 (excluding Student Members and Recent Graduate Members);
 - (c) receive notices and papers, including in relation to General Meetings; and
 - (d) attend General Meetings (at their own cost).
- 6.8 **Conduct of Members:** Each Member must, at all times:
- (a) comply with this Constitution and any policies and/or procedures of the Association;
 - (b) support and promote the Purposes;
 - (c) act in good faith towards the Association and the other Members; and
 - (d) not do anything that may bring the Association into disrepute.

7. CESSATION OF MEMBERSHIP

- 7.1 **Cessation of Membership:** Any Member will cease to be such if:
- (a) the Member is more than ninety (90) days in arrears in payment of any Subscription Fee (if applicable) and fails to give an explanation acceptable to the Board;
 - (b) the Member resigns as a Member at any time upon the giving of one month's notice in writing to the Board, and upon expiration of such notice period has paid any arrears of Subscription Fees;
 - (c) for a good and sufficient reason by a majority vote of the Board, the Board considers that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, any regulation that the Board has adopted from time to time, or any other resolution or determination of the Board;
 - (ii) acted in a manner unbecoming of a Member or prejudicial to Purposes or the interests of the Association; or
 - (iii) acted in a way that has or may have brought the Association or any other Member into disrepute;
 - (d) the Member dies or otherwise ceases to exist,

and any such Member shall forfeit all rights in and claims against the Association, its property and amenities.

- 7.2 **Dispute Resolution Procedure:** The procedures in clauses 2 to 8 of Schedule 2 of the Act shall will apply to the resolution of any allegation that a Member has or may have engaged in one or more of the circumstances in clause 7.1(c).
- 7.3 **Reinstatement:** Any Member whose membership has been terminated by the Board may only be reinstated at the discretion of the Board.
- 7.4 **Register of Members:** The Board shall keep and maintain the Register of Members which shall contain the names and contact details of all Members, the dates on which they each became a Member and any other information the Board deems relevant. If a Member's contact details change, that Member shall give the new contact details to the Board. Each Member shall provide such other details as the Board may reasonably require to keep the Register up to date. The collection of any personal information for the Register of Members by the Association shall comply with the Privacy Act 2020.

8. MEMBERS' SUBSCRIPTION FEES

- 8.1 **Setting of Subscription Fees:** The charging and rates of Subscription Fees shall be determined annually at a General Meeting. Subscription Fees shall not be payable by Honorary Life Members, Student Members or Recent Graduate Members.
- 8.2 **Timing of Payment:** All Subscription Fees shall be payable to the Association on demand.

PART IV – GOVERNANCE, LEADERSHIP AND THE BOARD

9. BOARD

- 9.1 **Number of Officers:** The Board shall consist of eight (8) Officers, being:
- (a) four (4) Elected Officers; and
 - (b) four (4) Appointed Officers.
- 9.2 **Election and Appointment of Officers:** Elected Officers must be elected in accordance with clause 10 and Appointed Officers appointed in accordance with clause 11.
- 9.3 **Secretary:** The CEO shall appoint themselves, or any other person, to act in the role of Secretary .
- 9.4 **Restriction on Employee Officers:** Officers must not also be employees of the Association.
- 9.5 **No Remuneration:** Officers shall not be remunerated other than the reimbursement of reasonable out of pocket expenses incurred as a result of their participation on the Board.

10. ELECTION OF ELECTED OFFICERS

- 10.1 **Process of Election:** Nominations to fill the positions of Elected Officers due to retire in any given year shall be called for seventy (70) days prior to the Annual General Meeting in that year and shall close fifty (50) days prior to the Annual General Meeting and to fill a casual vacancy, shall be called for by the Board from time to time as required. Nominations for candidates for election:
- (a) must relate to a Voting Member;
 - (b) shall, where practicable, relate to a Voting Member with a wide variety of skills, diversity and experience;
 - (c) shall be made in writing, signed by two Voting Members and accompanied by the written consent of the candidate and shall be delivered to the Secretary not less than fifty (50) days prior to the Annual General Meeting at which the election is to take place, and in respect of a casual vacancy, within the timeframe specified by the Board;
 - (d) the Association shall send to each Member a list of the candidates nominated for election at least twenty-eight (28) days prior to the Annual General Meeting, and in respect of a casual vacancy, within the timeframe specified by the Board;
 - (e) if insufficient nominations are received to fill all vacant Elected Officer positions on the Board, further nominations can be received at the Annual General Meeting, and in respect of a casual vacancy, the Board can call again for nomination as it sees fit;
 - (f) if insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies and shall be dealt with in accordance with clause 15.2 provided that if the vacant position is a casual vacancy then the process set out in this clause must be repeated; and
 - (g) if the number of nominations received for Elected Officers exceed the number of vacancies to be filled, a ballot shall be held which shall be conducted in advance of the Annual General

Meeting (or where there is a casual vacancy, then conducted at such time as the Board directs) in such usual and proper manner as the Board may direct, notwithstanding any other provision of this Constitution.

10.2 **Announcement:** The Elected Officers will be announced by the Board at an Annual General Meeting and, in respect of a casual vacancy, announced by the Board at such time as it sees fit.

10.3 **Reservation of Right:** The Board reserves the right to decline the election of an Officer elected pursuant to clause 10.2 to the Board, at its discretion.

11. APPOINTMENT OF APPOINTED OFFICERS

11.1 **Process of Appointment:** Nominations to fill the positions of Appointed Officers due to retire in any given year shall be called for seventy (70) days prior to the Annual General Meeting in that year and shall close fifty (50) days prior to the Annual General Meeting and to fill a casual vacancy.

Nominations for candidates for appointment:

- (a) must relate to a Voting Member;
- (b) shall, where practicable, relate to a Voting Member with a wide variety of skills, diversity and experience; and
- (c) shall be made in writing, signed by two Voting Members and accompanied by the written consent of the candidate and shall be delivered to the Secretary not less than fifty (50) days prior to the Annual General Meeting at which the election is to take place, and in respect of a casual vacancy, within the timeframe specified by the Board.

11.2 **Appointment and Announcement:** The Board may appoint, at its absolute discretion, up to four (4) Officers from the candidates nominated for appointment. The Officers shall be appointed in advance of the Annual General Meeting and shall be announced by the Board at an Annual General Meeting and, in respect of a casual vacancy, announced by the Board at such time as it sees fit.

11.3 **Diversity:** The Board shall endeavour to appoint Officers with a view to the Board being comprised of Officers with a wide variety of skills, diversity and experience.

11.4 **Reservation of Right:** The Board may determine that a casual vacancy has arisen in circumstances where it determines, at its discretion, that there are insufficient candidates nominated for appointment under clause 11.1 that possess the skills, diversity and experience required.

12. PRESIDENT

12.1 **Board to Appoint:** At least four (4) months and not more than sixteen (16) months prior to the expiry of the then President's term of office, the Board shall appoint one of its number to act in the role of President who shall assume office as President after the immediately following Annual General Meeting and preside over Board meetings. At any time where the President is unavailable or unable to act in that role, the Board shall appoint one of its number to act in the role as President until such time as the President is available and able to act.

12.2 **President's Term:** The President shall hold office for a two (2) year term and may only serve a single term as President.

- 12.3 **Immediate Past President:** On expiry of the President's two (2) year term, they shall hold office for a term of one (1) year under the role of 'Immediate Past President' in accordance with clause 12.5.
- 12.4 **President's Role:** The President shall supervise the affairs of the Association and chair all Board and General Meetings.
- 12.5 **Immediate Past President's Role:** The Immediate Past President shall provide assistance to the President as required from time to time with the carrying out of their duties in order to ensure a smooth transition from President to President.
- 12.6 **President's Report:** The President shall prepare a report for presentation at each Annual General Meeting (**President's Report**).

13. CHIEF EXECUTIVE OFFICER

- 13.1 **Appointment and Removal:** The Board shall have power to appoint a CEO and to remove any CEO appointed by it, on such terms and conditions of employment and/or engagement as it sees fit.
- 13.2 **CEO's Responsibilities:** Any CEO shall be appointed by the Board on the basis that they are subject to the general direction of the President, responsible for the administration of the affairs of the Association and maintaining the records of the Association in accordance with Board and Association policies and directions from time to time and this Constitution.
- 13.3 **Financial Matters:** The CEO shall administer all financial matters and keep all appropriate financial records of the Association.
- 13.4 **Employment / Engagement:** The CEO shall employ or engage such employees or contractors on such terms and conditions as they see fit to enable the affairs of the Association to be efficiently carried on and may terminate the employment or engagement of such persons as they see fit.
- 13.5 **Relationship Management:** The Board and CEO shall be responsible for managing any relationships between the Association and national and/or international organisations with comparable aims and objects to the Purposes. The Board may appoint suitably qualified Voting Members who are also members of such organisations to be representatives of the Association in the context of any relationship with such an organisation, such appointment to be on such terms as the Board sees fit.
- 13.6 **Chief Executive's Report:** The CEO shall prepare a report for presentation at each Annual General Meeting (**CEO's Report**).

14. QUALIFICATIONS OF OFFICERS

- 14.1 **Officer Qualification Criteria:** Each Officer must meet the officer qualification criteria set out in section 47 of the Act.
- 14.2 **Disqualifying Factors:** In addition to the disqualifying factors set out in section 47(3) of the Act, the following persons shall not be eligible for election or appointment or to remain in office as an Officer:
- (a) **Bankrupt:** a person who has been adjudged bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006, or any equivalent provision under any replacement legislation;

- (b) **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence imposed on them;
- (c) **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- (d) **Disqualified Director:** 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, or any equivalent provisions under any replacement legislation or a person who is disqualified from being an officer of a charitable entity under section 36B of the Charities Amendment Act 2023; or
- (e) **Property Order:** a person who is subject to a property order made under section 30 or section 31 (lacking in competence to manage own affairs) of the Protection of Personal and Property Rights Act 1988, or any equivalent provision under any replacement legislation.

14.3 **Deemed Vacation of Office:** If any of the circumstances in clause 14.2 applies or occurs in relation to an existing Officer, they shall be deemed to have immediately vacated their office.

15. TERM

15.1 **Officers Term:** Officers are elected or appointed, as the case may be, for a three (3) year term, except that the term of any Officer appointed as President during their term shall be extended automatically to include their two-year term as President. Officers may serve any number of consecutive terms.

15.2 **Casual Vacancies:** A casual vacancy shall arise if:

- (a) an Officer dies;
- (b) an Officer resigns from office prior to the expiry of their term;
- (c) an Officer is removed from office in accordance with this Constitution;
- (d) an Officer is absent from more than three (3) successive meetings without leave of absence having been granted by the President;
- (e) any circumstances that breach an Officer's eligibility arise;
- (f) insufficient nominations are received for Officer roles under clause 10;
- (g) the circumstances in clause 11.4 arise; or
- (h) an Officer is otherwise unable or unwilling to attend to their responsibilities as an Officer for any reason whatsoever.

Any casual vacancy shall fill the vacancy for the balance of the term of the Officer being replaced unless the casual vacancy arises in the circumstances set out in clause 10.1(f) or 11.4, in which case the term shall be three (3) years.

16. REGISTER OF INTERESTS

- 16.1 **Register of Interests:** The CEO (if one is appointed and otherwise the President) shall at all times keep and maintain an up-to-date Register of Interests disclosed by Officers as contemplated in clause 17.4(f).

17. POWERS AND RESPONSIBILITIES OF THE BOARD

- 17.1 **Powers and Role of the Board:** The Board shall:

- (a) manage the operation and affairs of the Association and control the finances of the Association (either directly or under its supervision) and shall have all the powers necessary in order to do so;
- (b) have full capacity to carry on or undertake any activity, do any act, or enter into any transaction to give effect to the Purposes and have all full rights, powers and privileges in order to do so;
- (c) exercise all such functions as may be exercised by the Association, other than those that are required by this Constitution to be exercised at a General Meeting;
- (d) perform all such acts and do all such things as the Board reasonably determines to be necessary or desirable for the proper management of the affairs of the Association;
- (e) manage and control the finances of the Association;
- (f) give effect to the Purposes, taking into account the vision provided for in clause 2.1 as appropriate; and
- (g) have the powers necessary to manage, direct and supervise the management, operation and affairs of the Association.

- 17.2 **Validity of Acts and Decisions:** Perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association. All decisions of the Board shall bind the Association.

- 17.3 **Contact Person/s:** The Board will appoint, by simple majority, at least one Contact Person. The Contact Person may be any Member, but that Member must consent to being the Contact Person. Any change in the Contact Person must be advised to the Registrar of Incorporated Societies within 20 working days of any such change occurring.

- 17.4 **Duties of Officers:** The duties of each Officer are to:

- (a) act in good faith and in furtherance of the Purposes, give due consideration to the vision provided for in clause 2.1, and act in the best interests of the Association at all times;
- (b) exercise the powers of the Board for proper purposes;
- (c) act in accordance with this Constitution;
- (d) not agree to the Association incurring any obligations unless the Officer believes at that time on reasonable grounds that the Association will be able to perform the obligations when it is required to do so;

- (e) exercise the care, diligence and skill that a reasonable Officer would exercise in the same circumstances taking into account, but without limitation, the nature of the Association, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by the Officer;
- (f) if the Officer is interested (as defined in section 62 of the Act, or any equivalent provision under any replacement legislation) in a transaction or proposed transaction of the Association:
 - (i) disclose to the Board the nature and extent of such interest as soon as the Officer becomes aware of the fact that he or she has such interest;
 - (ii) not vote or take part in a decision of the Board relating to the transaction;
 - (iii) not sign any document relating to the entry into a transaction or the initiation of the transaction; and
 - (iv) take such other steps as determined by the Board in respect of any interest, provided that the Officer may form part of the quorum at meetings of the Board or General Meetings and may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise); and
- (g) not disclose information that the Officer would not otherwise have available to them other than in their capacity as an Officer, to any person, or make use of or act on the information except as agreed by the Board for the purposes of the Association, as required by law, or to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993, or any equivalent provision under any replacement legislation; and
- (h) regularly attend Board meetings and General Meetings.

17.5 **Conduct of Officers:** Each Officer must comply with clause 17.4 and any applicable duties set out in the Act.

17.6 **Assistance:** The Board shall have the power to co-opt other Members to fulfil special tasks on its behalf.

17.7 **Responsibilities:** Subject to any specific responsibilities designated to the Board at any Annual General Meeting, the responsibilities of the Board shall be to oversee all matters of business relating to the Association within the scope of the Purposes.

18. BOARD MEETINGS

18.1 **Initial Meeting:** The incoming Officers (other than those who are appointed to fill a casual vacancy, who shall take office immediately upon appointment) shall take office at a meeting of the Board to be held not less than fourteen (14) days and not more than twenty-eight (28) days following the Annual General Meeting.

18.2 **Subsequent Meetings of Board:** Unless otherwise determined by the Board, the Board shall meet at least six (6) times a year, including any General Meetings.

18.3 **Quorum:** Four (4) Officers present at any meeting of the Board shall constitute a quorum.

- 18.4 **Voting:** Each Officer is entitled to one vote at Board meetings. All resolutions shall require a majority vote. In the event of an equality of votes the motion will be deemed to be lost.
- 18.5 **Resolutions:** A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Officers.
- 18.6 **Meetings Using Technology:** Any one or more Officers may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur at meetings by telephone, through video conferencing or by other means of electronic communication (excluding email communication) provided that prior notice of the meeting is given to all Officers and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Officer in this manner at a meeting shall constitute the presence of that Officer at that meeting.
- 18.7 **Cessation of Officer:**
- (a) **Resignation:** An Officer may, at any time, resign from the Board by giving written notice to the other Officers. Resignation shall not affect the membership of the Member;
 - (b) **Expiry of Term:** Unless re-elected or re-appointed, an Officer shall cease to be an Officer when their term expires; and
 - (c) **Removal:** In the event that an Officer is in breach of the Constitution or the Act, the Board may remove the Officer by majority vote of the Board (not including the Officer in breach).

19. GROUPS, SPECIAL INTEREST GROUPS, COMMITTEES

- 19.1 **Application by Members:** Any Members having a common interest may apply to the Board for its approval to form a group, special interest group or committee within the Association, such approval to be at the Board's sole discretion. Any such groups or committees approved by the Board shall have regard to any applicable guidelines or rules as may be set by the Board from time to time.
- 19.2 **Sub-committee or Task Force:** The Board may from time to time appoint a sub-committee or task force to carry out a specific task, the scope of activity and the time frame for which shall be defined by the Board at the time of establishing the relevant sub-committee or task force.

PART IV – GENERAL MEETINGS

20. MEETINGS OF MEMBERS

- 20.1 **Annual General Meeting:** The Association must hold an Annual General Meeting once every year at such a time, date and place as the Board determines, but not more than fifteen (15) months after the last Annual General Meeting and no later than six (6) months after the Balance Date.
- 20.2 **Special General Meeting:** A Special General Meeting may be called by the Board at any time and shall be called within sixty (60) days on receipt of a petition from not less than twenty (20) Members and otherwise as contemplated in clause 22.
- 20.3 **Agenda:** An agenda containing the business to be discussed at a General Meeting shall be forwarded by the Secretary to the Board and Members no later than fourteen (14) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement given by ordinary resolution of Voting Members (and subject always to clause 23.1).

21. ANNUAL GENERAL MEETINGS

- 21.1 **Purpose of Annual General Meeting:** The business of the Annual General Meeting shall include (but not necessarily be limited to):
- (a) receiving the President's Report, CEO's Report, and the auditor's annual financial statements / report for the preceding year;
 - (b) announcement of the results of the election or appointment of Officers for the ensuing year;
 - (c) appointment of an auditor to prepare the following year's annual financial report;
 - (d) notice of disclosures, or types of disclosures, as contemplated in clause 17.4(f) during the recent accounting period including a brief summary of the matters, or types of matters, to which those disclosures relate;
 - (e) the reports of any sub-committees established by the Board;
 - (f) consideration of any notices of motion;
 - (g) determination of the quantum of Subscription Fees for the ensuing year; and
 - (h) any other motions or matters, including general business, that has been properly submitted for consideration at the Annual General Meeting.
- 21.2 **Notice of Annual General Meeting:** At least sixty (60) days' notice shall be sent to each Member by email or in writing by ordinary post of:
- (a) the date, time and venue for the Annual General Meeting;
 - (b) the number of vacancies, if any, of any Officer for which nominations are sought; and
 - (c) the closing date/s for nominations for any appointment or election of Officer's and other items of business to be submitted to the Board.

22. SPECIAL GENERAL MEETINGS

22.1 **Calling an SGM:** The President must call a Special General Meeting:

- (a) when 50% or more of the Board are prevented from voting on a matter relating to the Association;
- (b) upon a written request from:
 - (i) the Board; or
 - (ii) 75 percent or more of Voting Members,

and the written request for a Special General Meeting must state the purpose for which the Special General Meeting is requested including any proposed motion or motions.

22.2 **Notice of SGM:** Not less than twenty-eight (28) days written notice must be given by the President to the Board and Members for a Special General Meeting, which notice shall include:

- (a) the date, time and venue and/or the manner in which the meeting is to be held; and
- (b) the full text of any proposed motion or motions that have been properly submitted for consideration.

23. ALL GENERAL MEETINGS

23.1 **Business:** At any Annual General Meeting or Special General Meeting no business other than that stated on the order paper or properly falling under general business shall be transacted.

23.2 **Notices of Motion:** Notices of motion shall be:

- (a) given in writing, either electronically by email or by ordinary post, and shall be dated and signed by two (2) Voting Members. The text of the motion shall be accompanied by an explanation of the reasons for the motion; and
- (b) provided to the CEO (if one is appointed, and otherwise to the President) at least thirty five (35) days prior to any Annual General Meeting and twenty (20) days prior to any Special General Meeting.

The CEO (or the President, as the case may be) shall, by email, or, if requested in writing by any Member, by ordinary post, send to each Member a copy of the order paper and the full text of any notice of motion at least twenty-eight days prior to any Annual General Meeting.

23.3 **Minutes:** The CEO (if one is appointed and otherwise the President) shall keep a proper record in a minute book of all decisions taken and business transacted at every General Meeting.

23.4 **Quorum:** A quorum at all General Meetings shall be twenty (20) Voting Members. The quorum takes into account Voting Members present by proxy or casting postal votes or votes by electronic means. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board. If no quorum is obtained at this second General Meeting within thirty minutes of the intended commencement time, then the persons present at such second General Meeting are deemed to constitute a valid quorum.

- 23.5 **Chairperson:** The President or, in the President's absence, the CEO, shall preside as chairperson at each General Meeting of the Association. If neither the President nor the CEO is present, then the Voting Members present at the General Meeting shall appoint by ordinary resolution a person present to be the chairperson of the General Meeting.
- 23.6 **Adjournment:** The chairperson (as contemplated in clause 23.5) at a General Meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the General Meeting, adjourn the General Meeting from time to time and place to place but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- 23.7 **Notice of Further Meeting:** Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or verbal notice of the adjourned General Meeting to each Member stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.
- 23.8 **Notice of Business:** Except as provided in clause 23.7, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned General Meeting is not required to be given.
- 23.9 **Proxy:** Any Voting Member unable to attend any General Meeting in person or electronically may appoint any other Voting Member to be a proxy, provided a proxy form is signed and delivered to the CEO (if one is appointed, otherwise to the President) prior to the General Meeting.
- 23.10 **Meetings Using Technology:** If
- (a) an urgent matter or matters arise (as determined by the Board);
 - (b) the Board considers it in the interests of cost and/or efficiency to do so; or
 - (c) where the Voting Members have agreed at a previous General Meeting to do so for a specific purpose,
- a General Meeting may be held by telephone, through video conferencing or by other means of electronic communication (excluding email communications) in which all persons participating can hear each other effectively and simultaneously, provided that prior notice of the manner of the meeting is given to Voting Members at the General Meeting.

24. VOTING AT GENERAL MEETINGS

- 24.1 **One Vote per Voting Member:** At any General Meeting, each Voting Member shall have the right to exercise one vote only on each motion, except in the case of equality of voting, when the chairperson (as contemplated in clause 23.5) may exercise a casting vote in addition to a deliberative vote. A majority of Voting Members shall decide any motion.
- 24.2 **No Voting Unless Fees Paid:** A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable by the Voting Member (including, but not limited to, Subscription Fees) have been paid at the time of the General Meeting notice.

- 24.3 **Form of Voting:** Voting at any General Meeting shall be conducted by voices or by show of hands as determined by the chairperson unless a secret ballot or ballot is requested by the chairperson or 10% of Voting Members. The chairperson may determine that voting be undertaken by other means, including email or other technological means, in the case of a General Meeting held using technology.
- 24.4 **Show of Hands:** On a show of hands, a declaration by the President is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion.
- 24.5 **Scrutineers:** In the event that a secret ballot or ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- 24.6 **Sub-committees:** For sub-committees or for positions to which more than one person is to be appointed, a number of ballots shall be taken equal to the number of persons to be appointed. On each ballot, Voting Members shall vote for one candidate only. The person receiving the greatest number of votes shall be declared appointed. With the appointed person's name deleted from the list of candidates, another ballot should be taken. Again, the person receiving the greatest number of votes shall be declared appointed and their name deleted from the list of candidates before another ballot is taken.
- 24.7 **Postal Voting:** If an urgent matter or matters arise, as determined by the Board, or the Voting Members have agreed at a previous General Meeting to do so for a specific purpose, or the Board considers the matter to be appropriate for resolution by postal vote, the Board may use postal voting for any motions properly submitted for a General Meeting.
- 24.8 **Resolutions in Lieu:** A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by 75 percent majority of the Voting Members shall be valid as if it had been passed at a General Meeting. Any such resolution may consist of several documents in the same form each signed by one or more of the Voting Members.

25. EXPRESSIONS OF ASSOCIATION OPINION

- 25.1 **No Assertions of Association Opinion:** No Member shall state an opinion to be that of the Association unless that Member receives prior written approval from the President and the CEO (if one is appointed) or any two Officers.

26. AUDITOR

- 26.1 **Auditor to be Appointed:** An auditor shall be appointed annually at the Annual General Meeting and its duties shall be to audit and certify the books and accounts of the Association.

PART V - GENERAL

27. PECUNIARY PROFIT

- 27.1 **No Pecuniary Profit:** No private pecuniary profit of any Member or any person associated with a Member shall be permitted, except that any Member:
- (a) shall be entitled to be reimbursed out of the assets of the Association for any reasonable expenses which they properly incur on behalf of the Association or while pursuing the Association's objectives; and
 - (b) shall be entitled to be paid a salary, wages, or other payments for services, or enter into any other transaction with a Member on arm's length terms (as that term is defined in section 24(3) of the Act).

This clause and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

- 27.2 **Influence:** No Member or person associated with the Association may participate in, or materially influence, any decisions of the Association in respect of the payment to or on behalf of that person or any Member of any income, benefit or advantage.

28. DISPUTE RESOLUTION

- 28.1 **Complaints:** The Board shall follow the procedures in clauses 2 to 8 of Schedule 2 of the Act in notifying and resolving all disputes and complaints (as those terms are defined in the Act).

29. FINANCIAL AND OTHER MATTERS

- 29.1 **Financial Management:** The financial management of the Association will be undertaken in accordance with modern business practices.
- 29.2 **Invest:** The Board shall have the power to invest and deal with monies of the Association not immediately required in such a manner as it may determine provided that the funds of the Association can only be used solely for the carrying out of the Purposes.
- 29.3 **Borrow:** The Association may, pursuant to a resolution passed at a General Meeting or pursuant to a resolution passed by a two-thirds majority of the Board, (from time to time) borrow for the purposes of the Association from any person, firm, or corporation any sums of money, with a limit up to twenty five percent of the Association's previous year's gross income.
- 29.4 **Enter into Arrangements:** In furthering the Purposes, the Board may cause the Association to:
- (a) enter into partnerships or joint ventures or affiliations with any person on such terms and conditions as the Board decides (including the basis on which the partnership or joint venture or affiliation is to be terminated and shares in or assets of the entity are to be partitioned);
 - (b) promote, form and incorporate limited liability companies (partly or wholly owned by the Association), or subscribe for or acquire securities (whether shares, stock, debentures, options or convertible securities of any kind) of any company, on such terms and conditions as the Board decides;

- (c) exercise its rights as partner, joint venturer or shareholder in such manner as the Board decides;
- (d) sell shares or securities it holds in joint ventures, affiliated organisations or companies at such price and on such terms and conditions as the Board decides; and
- (e) where the Board considers that it is in the interests of the Association, to join in any resolution for the appointment of a liquidator or other administrator of a company in which it holds shares.

30. INDEMNITY AND INSURANCE

- 30.1 **Indemnification of Officers:** The Association shall indemnify its Officers and other officers and employees of the Association against all damages, costs (including legal costs) for which any such Officers, President and other officers and employees of the Association may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Association, other than any criminal liability or a liability that arises out of a failure to act in good faith and in what the Officers and other officers and employees of the Association believe to be the best interests of the Association when acting in that capacity.
- 30.2 **Insurance:** The Board has the power (which may only be exercised to further the Purposes or further purposes which are incidental or ancillary to the Purposes) to effect policies of insurance or assurance for such amounts and on such terms as the Officers in their absolute discretion think fit, including Officer liability insurance, and to transfer, assign, surrender or mortgage any interest in any such policies and to hold, accept and deal with any interest in any policy of insurance or assurance or its proceeds.

31. COMMON SEAL

- 31.1 **Use of Common Seal:** Any common seal of the Association shall be kept in the custody of the CEO (if one is appointed and otherwise the President) and shall not be affixed to any documents without resolution of the Board and shall be affixed in the presence of any two of the Officers duly authorised.

32. ASSOCIATION'S OFFICE

- 32.1 **Office of the Association:** The office of the Association provided to the Registrar of Incorporated Societies shall be at such a place as the Board may determine from time to time.

33. AMENDMENTS TO THE CONSTITUTION

- 33.1 **Amendments:** Subject to clause 27.1 and 33.2, the Constitution may only be altered to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.
- 33.2 **Restriction on Amendments:** No alteration, addition or revision of this Constitution shall be approved if it affects the not-for-profit nature of the Purposes, personal benefit prohibition or the requirement for the surplus assets of the Association to be distributed to a not-for-profit organisation or organisations, as provided for in this Constitution. The provisions and effect of this clause must not be removed from this document and must be included in any alteration, addition or revision to this Constitution.
- 33.3 **Minor or Technical Amendments:** Minor or technical amendments to the Constitution may be made in accordance with the process set out in section 31 of the Act.

34. DISSOLUTION

- 34.1 **Voluntary Dissolution:** The Association shall be wound up if the Voting Members at a General Meeting pass by a 75 percent majority vote a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days and not later than sixty (60) days after the date on which the resolution was passed.
- 34.2 **Distribution of Net Assets:** Upon the Association being dissolved in accordance with clause 34.1 and following the payment of all debts and liabilities of the Association, any remaining funds, property and/or assets shall be distributed to such not-for-profit organisation or organisation (within the meaning of section 5(1)(3) of the Act) having similar purposes to the Purposes. The decision as to what not-for-profit organisation or organisations will be distributed to shall be decided by a 75 percent majority vote of Voting Members voting on the matter.

Constitution of New Zealand Water and Wastes Association Incorporated

Signature of three members below:

Date:

Lorraine Kendrick

President

Date:

Tim Gibson

President Elect

Date:

Fraser Clark

Chair: Audit and Risk Committee