

2021

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CONSTITUTION



CONSTITUTION

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NAME

1. The name of the Association shall will be Electricity Engineers' Association of New Zealand Incorporated ("the Association"). The Association's Incorporation Number on the Incorporated Societies Register is 215987.

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REGISTERED OFFICE

2. The registered office of the Association shall will be at such place as the Executive Committee Board may from time to time determine.

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OBJECTS

3. The Objects of the Association are:

- a-3.1. To represent Members' views to regulatory bodies, Government, news media and other stakeholders on engineering and associated issues relating to the electricity industry ESI.
- b-3.2. To provide a forum for its Members to debate issues relating to, and advance their knowledge in, the science, technology and management of the assets and resources employed in the production, transmission, distribution, and utilisation of electrical energy.
- e-3.3. To promote the development and adoption of appropriate electricity industry ESI standards.
- d-3.4. To enhance the professional development of Members and promote their value to the community, and to support the education of persons that do, or will, work within the ESI.
- e-3.5. To promote and develop knowledge and awareness of Health and Safety in the electricity industry ESI, and among those persons that interact with the electricity industry ESI.

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POWERS

4. The Association ~~shall~~will have powers to do all such lawful acts and things as are incidental or conducive to the attainment of the Objects set out in Rule 3.

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5. Without limiting the foregoing, the Association ~~shall~~will have power:

a-5.1. To use its funds to pay all costs and expenses properly incurred in carrying out the Objects of the Association, including remuneration of Officers, employees and agents of the Association.

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b-5.2. To invest monies and assets of the Association not required for immediate use in such forms of investment as the ~~Executive Committee~~Board considers fit.

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e-5.3. To purchase, take or lease, hire, or otherwise acquire or hold on any tenure, real or personal property that may be necessary or convenient for the purpose of the Association and hold, manage, demise, let, sell, mortgage, improve and deal therewith.

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d-5.4. To make grants and donations to any person or body undertaking work, which will further the Objects or assist the Association in furthering its Objects.

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e-5.5. To raise or borrow money for the purpose of carrying out the Objects of the Association.

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f-5.6. To enter into all negotiations, contracts and agreements and do all such acts necessary or desirable to achieve the Objects of the Association.

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g-5.7. To employ ~~employees~~Employees, contractors and agents on such terms and conditions as the Association determines.

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h-5.8. To establish, promote or otherwise assist any committees or subcommittees of the Association.

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+5.9. To receive money or property by way of gift, subscriptions and otherwise in order to assist the Association to carry out its Objects.

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+5.10. To employ the profits of the operations of the Association in furthering the Objects of the Association in accordance with these Rules.

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OBJECTS AND POWERS INDEPENDENT

6. Each of the Objects in Rule 3 and Powers in Rule 4 and Rule 5 are independent Objects and Powers of the Association, which are to be construed independently of one another and are not to be limited by reference to any other Objects and Powers.

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MEMBERSHIP

7. There ~~shall must~~ be kept a register of Members which ~~shall will~~ be revised from year to year. Membership ~~shall will~~ be confined to the categories described in this Rule 7:

7.1. ~~Full~~ Individual Members:

~~a-~~7.1. ~~Being are natural~~ persons who are:

~~i. tertiary qualified and working in a technical or technical management role in the electricity industry; or~~

~~ii. non tertiary qualified, working in a technical or technical management role, having substantial experience in the electricity industry; and~~

~~a. having working, studying, volunteering, participating (or having participated) or otherwise involved in New Zealand's ESI; and~~

~~iii. b. whose membership application has~~ been approved by the ~~Executive Membership Approval~~ Committee.

~~b. Full Members shall be entitled to attend, speak, and vote at meetings of Members.~~

c. ~~Full Members shall be~~ Individual Members are entitled to use the letters 'M.EEANZ' after their names in correspondence and other documentation to denote full membership of the Association.

7.2. Life Members:

7.2. ~~Being Student/Ākonga, Alumni/Mātanga, and Life Members, are sub-categories of Individual Members.~~

7.3. ~~Life Members are natural~~ persons who are ~~a-~~:

a. ~~current or former~~ Individual Members who in the opinion of the ~~Executive Committee~~ Board have made a ~~very~~ significant contribution to the Association; and

b. ~~who the Executive Committee have~~ Board has agreed may be entitled to be a Member for life ~~as~~.

7.4. ~~Student/Ākonga Members are natural persons who are:~~

a. ~~currently enrolled in ESI related tertiary education or training; and~~

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b. are approved as Student/Ākonga Members by the Membership Approval Committee.

7.5. Alumni/Mātanga Members are natural persons who are:

a. current or former Individual Members who are aged 65 (or over), or are no longer in material gainful employment; and

b. Are approved to be Alumni/Mātanga Members by the Membership Approval Committee.

7.6. Corporate Members are persons who are:

a. any body corporate, company, or other organisation trading, practising, or with an interest in the Objects of the Association; and

b. whose Corporate Membership application has been approved by the Membership Approval Committee.

7.7. Persons whose membership would create a conflict of interest for both the Association and that person (such as public sector regulators) are excluded from eligibility as Corporate Members, but their employees may apply for Individual Membership. If there is a Life dispute as to whether such a conflict of interest arises, the issue will be decided by the Board, whose decision will be final.

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~~8.~~ The rights of each category of Member, in relation to voting and meetings of Members are set out in this Rule 8.

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8.1. Life Individual Members shall be:

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a. Individual Members are entitled to vote in elections provided for in this Constitution.

b. Individual Members are entitled to attend, speak, and vote at meetings of Members.

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~~7.3. Associate~~ The votes of Student/Ākonga Members:

~~a. Being persons who are:~~

8.2. providing non technical services subject to the ESI and who have been approved further Rules as follows:

~~i. The Board will set a maximum number of votes by the Executive Committee.~~

~~ii. former Student/Akongá Members who which will count for elections provided for in the opinion of the Executive Committee have made a significant contribution to the Association and who the Executive Committee have agreed may be entitled to be an Associate Member.~~

~~b.a. Associate Members shall be entitled to attend and speak, but not vote, this Constitution and for votes at meetings of Members.~~

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~~7.4. Corporate Members:~~

- ~~b. Being any company (as defined in section 2 of the Companies Act 1993) or organisation within the ESI that has made application to the Association to become a Member. Votes by Student/Ākonga Members will be recorded on a first come, first served basis until the maximum number of votes is reached.~~

~~8.3. The votes of Individual Members that are employees of a Corporate Member are subject to further Rules as follows:~~

- ~~a. The Board will set a maximum number of votes for the employees of each Corporate Member of the Association, such application having been approved by the Executive Committee.~~
- ~~b. Corporate Members shall be entitled to have a representative attend and speak, but not vote, at meetings of Members.~~

~~7.5. Reciprocal Members:~~

- ~~a. Being any organisation having similar objects to the Association, provided that those organisations offer the Association membership of their organisations on similar terms to the Reciprocal Membership proposed to be conferred on them by the Executive Committee, and the Executive Committee accepts membership on behalf of the Association.~~

- ~~b.a. Reciprocal Members shall be entitled to attend and speak, but not vote, which will count for elections provided for in this Constitution and for votes at meetings of Members.~~

~~7.6. Graduate Members:~~

- ~~a. being persons who:~~
- ~~i. are New Zealand residents; or are entitled to work in New Zealand;~~
 - ~~ii. have within the preceding 12 months completed a tertiary engineering qualification relevant to the New Zealand ESI that is accredited by IPENZ; or has been benchmarked to an equivalent standard and accredited by IPENZ; and~~
- ~~b. are approved as Graduate Members. Votes by employees of each Corporate Member will be recorded on a first come, first served basis until the maximum number of votes is reached.~~

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c. ~~This Rule 8.3 does not apply to the votes of Life Members that are employees of a Corporate Member.~~

~~iii. Corporate Members by the Executive Committee.~~

~~b.8.4. Graduate Members may hold that status have no right to vote in elections provided for a maximum of two financial years (or part thereof) and are entitled to attend and speak, but not vote, in this Constitution, or at meetings of Members.~~

~~e. Graduate Members shall be entitled to use the letters 'GradM.EEANZ' after their names in correspondence and other documentation to denote graduate membership of the Association.~~

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~~7.7. Student Members:~~

~~a. being persons who:~~

~~i. are fulltime students enrolled in a New Zealand tertiary organisation and undertaking an engineering qualification relevant to the New Zealand ESI that is accredited by IPENZ; or has been benchmarked to an equivalent standard and accredited by IPENZ; and~~

~~ii. are approved as Student Members by the Executive Committee.~~

~~b. Student Members are entitled to attend and speak, but not vote, at meetings of Members.~~

~~8.5. The Board will adopt and maintain policies on how the maximum number of votes are set for Rule 8.2 and Rule 8.3.~~

~~8.6. Decisions of the Board on the applicability of Rule 8.2 or Rule 8.3 to a Member's vote will be final.~~

BECOMING A MEMBER

~~8. A person, whether a natural person or body corporate, who wishes to become a Member must complete and submit an application form to the Executive Committee in the manner prescribed by the Executive Committee. In completing the application form, the person, or their authorised representative if applicable, shall expressly state that they consent to being a Member. The person shall receive confirmation of their application including notice that the application is subject to the approval of the Executive Committee.~~

~~9. The Executive Committee shall~~Each application for membership will be made using the appropriate form or process supplied by the Association and must expressly state that the applicant consents to being a Member.

~~9,10. The Membership Approval Committee will~~ consider each application for membership ~~and,~~ accept or decline the application in ~~the Executive Committee's~~ absolute discretion. ~~The Executive~~Membership Approval Committee ~~shall~~ is not ~~be called upon~~required to give ~~any reason~~reasons for approving or not approving any application submitted to it. ~~Where the Executive Committee approves the application for membership, the person shall receive notice in writing which may~~Applicants will be in electronic form~~advised when their applications are successful and membership will take effect from the date of approval by the Membership Approval Committee.~~

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~~10.11.~~ Any dispute as to whether a person is entitled to be a Member and/or as to what category of membership they are qualified for ~~shall~~will be determined by the ~~Executive Membership Approval~~ Committee, whose decision ~~shall~~will be final.

~~12.~~ Despite Rule 10 and Rule 11, the Membership Approval Committee may escalate any decision on an application to the Board. Any decision by the Board on such an application will be final and the Board is not required to give reasons for its decision.

CESSATION OF MEMBERSHIP & SUSPENSION OF MEMBERSHIP

~~11.~~ A Member may resign by giving written notice to the Director and such Member thereupon ceases to be a Member, but such resignation shall not relieve such Member from liability for any Subscription Fees then due. The resignation shall be noted by the Executive Committee at the next available meeting and removed from the Membership Register.

~~13.~~ The Executive Committee shall haveAny Member may, by notice in writing to the Association, resign membership after payment of all sums due to the Association.

~~12.~~The Board has power to terminate or suspend the membership of any Member whose Subscription Fees are three months in arrears.

~~13.14.~~ The Executive Committee shall have power to suspend, or terminate a Member's membership ifthe Executive Committee, after reasonable enquiry, it considers that the Member:

~~a.14.1.~~ did not, or is unable to comply with this Constitution, the By-laws or any standard, resolution, policy or rule decided by the ~~Executive Committee~~Board; or

~~b.14.2.~~ has engaged in misconduct or acted in a manner prejudicial to the Objects and interests of the Association; or

~~c.14.3.~~ has brought the Association into disrepute.

~~14.15.~~ Before any decision under Rule ~~13.14~~ is made, the Member concerned ~~shall~~will be given no less than 10 Working Days' written notice by the ~~Executive Committee~~Board of the meeting at which the proposal to terminate or suspend their membership ~~shall~~will be considered. The Member ~~shall have~~has the right to be present, make a submission at, and be heard at the ~~Executive Committee~~Board meeting in which the proposal to suspend or terminate membership is to be considered.

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~~15.16.~~ In addition to and separate from the ~~Executive Committee's~~Board's powers of suspension under Rule ~~13~~14, any Member may be suspended from exercising any privileges or powers under this Constitution by resolution passed by seventy five percent of ~~Full~~Individual Members at a Special General Meeting convened for this purpose.

~~16.17.~~ The effect of a suspension under any Rule of this Constitution is that all rights of membership are suspended from the date of suspension until the matter under review is resolved to the satisfaction of the ~~Executive Committee~~Board, the Member resigns, or the Member's membership is terminated by the ~~Executive Committee~~Board in accordance with this Constitution.

~~17.18.~~ Any Member who has resigned or where membership has been terminated pursuant to this Constitution ~~shall~~must return to the Association any documents or papers acquired as a right of privilege of membership and also any property belonging to the Association. If a Member resigns from the Association and subsequently re-joins the Association, then the new application ~~shall~~will not be accepted by the ~~Executive Committee~~Board until that Member has paid any outstanding Subscription Fees.

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MEMBERSHIP REGISTER

~~19.~~ When a membership application is approved by the ~~Executive Committee~~Board, the applicant's name ~~shall~~will be entered in the Membership Register.

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~~18.~~ The ~~Rules pertaining to the Membership Register are set out in this Rule 18.~~

~~18.1.~~ The ~~Director~~Association must keep a register of Members, recording:

~~a.19.1.~~ ~~Each~~ each Member's:

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~~i.a.~~ Name;

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~~ii.~~ Postal, and physical address, and email address.

~~b.~~ Last known contact details

~~iii.c.~~ Employer's details (if applicable).

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~~iv.~~ Telephone number.

~~b.d.~~ The date the person became a Member, and

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~~e.e.~~ Category of membership.

~~18.2.19.2.~~ If a Member's name, address details, email address, employer's details (if applicable) or telephone number changes, then the Member must give the DirectorAssociation the updated information. The DirectorAssociation must then update the Membership Register as soon as practicable.

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~~18.3.19.3.~~ An Officer may access the Membership Register, if access is necessary for the performance of the Officer's functions, or the exercise of the Officer's powers.

~~19.4.~~ The Chief Executive and Employees may access the Membership Register where access is necessary to conduct the affairs of the Association.

~~18.4.19.5.~~ A Member may ~~make a~~ request ~~to the Director~~ for access to the Membership Register. The DirectorAssociation will provide access to the extent that Members have consented to access being granted to information about themselves on the Membership Register.

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EXECUTIVE COMMITTEE BOARD

~~19-20.~~ The affairs of the Association ~~shall~~will be governed by ~~an Executive Committee~~a Board.

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~~20-21.~~ The ~~Executive Committee shall~~Board will consist of a ~~President, Vice President~~Chair, ~~Deputy-Chair~~ and seven other persons.

~~21-22.~~ All Officers ~~shall~~will be elected every two years and ~~shall~~must be ~~Full~~Individual Members to be eligible for election. The ~~President~~Chair may hold office for two consecutive terms, after the expiry of which they are entitled to stand for election to the ~~Executive Committee~~Board.

~~22-23.~~ ~~Notwithstanding~~Despite Rules ~~2021~~ and ~~2122~~ the ~~Executive Committee~~Board may co-opt additional ~~Full~~Individual Members to ensure that the ~~Executive Committee~~Board better reflects the occupational membership of the Association.

~~24.~~ Despite any Rule of this Constitution, there can be only one Student/Åkonga Member elected to the Board. For the avoidance of doubt, this Rule does not require that there must be a Student/Åkonga Member on the Committee.

~~23-25.~~ The following persons are disqualified from being appointed or elected, or to remain in office, as Officers:

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~~a-25.1.~~ a person who is under the age of ~~18~~16 years;

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~~b-25.2.~~ a person who is a 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 by any order under section 299 of the *Insolvency Act 2006*;

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~~c-25.3.~~ a person who is prohibited from being a director or being concerned or taking part in the management of a company or any other incorporated or unincorporated body under any statute including financial markets legislation or the *Companies Act 1993*;

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~~d-25.4.~~ a person who is subject to a property order made under section 30 or section 31 of the *Protection of Personal and Property Rights Act 1988*; or

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~~e-25.5.~~ a person who becomes mentally incapable as defined in the *Protection of Personal and Property Rights Act 1988*.

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ELECTION OF EXECUTIVE COMMITTEE BOARD

~~24.26.~~ The ~~Executive Committee shall~~ Board will be elected as set out in this Rule ~~24.26.~~

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~~24.1-26.1.~~ All ~~Full Members and Life~~ Individual Members are entitled to participate in the election of Officers.

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~~24.2-26.2.~~ The Officers ~~shall~~ will be elected in advance of the Annual General Meeting by a voting method advised by the ~~Executive Committee and voting shall be permitted to~~ Board. Voting may be conducted by electronic means.

~~24.3-26.3.~~ Nominations to the ~~Executive Committee~~ Board must be completed at least 30 Working Days before the Annual General Meeting, provided, however, that if insufficient nominations are received, the ~~Executive Committee shall have~~ Board has the power to fill any remaining vacancy as if it were a casual vacancy. Nominations to the ~~Executive Committee shall~~ Board must be in a form advised by the ~~Executive Committee and shall be permitted to be in electronic format~~ Board. All nominations must ~~bear in writing~~ provide the consent of the person nominated.

~~24.4-26.4.~~ The results of the vote for the ~~Executive Committee shall~~ Board will be presented to the Members at the Annual General Meeting and recorded in the minutes of the Annual General Meeting. Upon presentation of the results of the vote for the ~~Executive Committee~~ Board to the Members, the Officers are deemed elected and ~~shall~~ continue in office until retirement or until their successors are elected.

~~26.5.~~ The ~~Executive Committee~~ Board will elect one of its members to be the Deputy-Chair at the first meeting following the Annual General Meeting.

~~24.5-27.~~ The Board may fill any casual vacancy in the ~~Executive Committee~~ Board that may occur between one election and the next, and the appointed person ~~shall~~ will hold office until the next election. Casual vacancies may only be filled by a ~~Full~~ an Individual Member.

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MEETINGS OF EXECUTIVE COMMITTEEBOARD

~~25.28.~~ Meetings of the ~~Executive Committee shall~~Board will be conducted as set out in this Rule ~~25.28.~~

~~25.1.28.1.~~ The ~~Executive Committee shall~~Board may meet as often and upon such notice as the ~~Executive Committee~~Board may decide, and at every meeting five Officers shall ~~constitute~~constitutes a quorum.

~~25.2.28.2.~~ The ~~Executive Committee shall~~Board may meet in such manner as it determines, including by telephone, and electronic or remote conferencing.

~~25.3.28.3.~~ The ~~President shall be Chairperson at~~Chair will facilitate every meeting of the ~~Executive Committee~~Board as Chairperson. In their absence, the ~~Vice President shall~~Deputy-Chair will act as Chairperson. If ~~neither~~ the ~~President or Chair nor~~ the ~~Vice President is~~ ~~not~~Deputy-Chair are present, the meeting shallwill elect a Chairperson.

~~25.4.28.4.~~ The ~~President~~Chair, or in their absence the ~~Vice President~~Deputy-Chair, may call emergency meetings of the ~~Executive Committee~~Board, and at such meetings three Officers shallwill constitute a quorum.

~~25.5.28.5.~~ Voting at ~~Executive Committee~~Board meetings shallwill be by ~~show of hands~~the manner determined from time to time by the Board, and in the case of equality of votes, the Chairperson shallwill have a second or casting vote. Any Officer personally present may demand a poll. The taking of the poll shallwill be in such manner as the Chairperson decides, and an entry in the minutes signed by the Chairperson shall beis sufficient evidence of the decision of the meeting. No proxies shall beare permitted at ~~Executive Committee~~Board meetings.

FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEEBOARD

~~26.29.~~ The ~~Executive Committee shall~~Board will take such steps as are necessary to promote the Objects and advance the interests of all Members. Except for such powers as shallmay be exercised only by the Association at a General Meeting or otherwise specified in this Constitution, the ~~Executive Committee shall have~~Board has all powers to govern, manage, direct and supervise the management of the business and affairs of the Association, including the power to:

~~a.29.1.~~ ~~develop and implement a strategy for the Association together with such plans and policies it considers appropriate to fulfil the Objects;~~

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~~b. appoint a Director, who shall be responsible for the administration of the ordinary business of the Association and such other employees as the Executive Committee considers necessary for the efficient carrying out of its functions;~~

~~29.2. appoint and remove a Chief Executive and fix the terms and conditions of their employment or engagement;~~

~~e-29.3. delegate such powers as it considers appropriate from the Board to the Chief Executive Committee to the Director and to such persons as the Executive Committee Board may determine from time to time;~~

~~d-29.4. establish as the Executive Committee Board considers appropriate, committees of the Executive Committee Board, and to delegate any of the Executive Committee's Board's powers to any such committee;~~

~~e-29.5. recommend an Auditor for each financial year for approval by the Members at each Annual General Meeting;~~

~~f-29.6. establish the Subscription Fee for each subscription year;~~

~~g-29.7. open and operate in the name of the Association such bank accounts as the Executive Committee Board considers necessary;~~

~~h-29.8. accept or decline membership of the Association in accordance with this Constitution;~~

~~i-29.9. resolve and decide any disputes or matters not provided for in this Constitution;~~

~~29.10. veto a proposed motion for any General Meeting where the Board decides the proposed motion is contrary to the Objects, contrary to the good functioning of the Association, frivolous, or otherwise inappropriate. This veto power may not be delegated;~~

~~j-29.11. do all other acts or things which are within the Powers and Objects and which the Executive Committee Board considers appropriate.~~

27-30. GROUNDS AND PROCEDURE FOR REMOVAL OF AN OFFICER

~~27-30. An Officer may be removed from the Executive Committee Board before the expiration of their term of office by a committee appointed by the Executive Committee Board (whose members shall will be independent of the Executive Committee Board), if that Officer:~~

- a. breaches any of the duties imposed by legislation or by this Constitution; or

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- b. did not, or is unable to comply with this Constitution, the By-laws or any standard, decision or policy decided by the General Meeting or the ~~Executive Committee~~Board; or
- c. engaged in misconduct or acted in a manner prejudicial to the Objects and interests of the Association.

~~28-31.~~ Before any decision under Rule ~~2730~~ is made by the ~~Executive Committee~~Board appointed committee, the Officer concerned ~~shall will~~ be given no less than 5 Working Days' notice by the ~~Executive Committee~~Board appointed committee of the proposal to remove the Officer concerned from the ~~Executive Committee~~Board and ~~shall have~~has the right to be present, make submissions and be heard by the ~~Executive Committee~~Board appointed committee.

CONTACT OFFICER

~~29-32.~~ Where legislation requires that ~~a~~ Contact ~~Officer~~Officers be appointed, the ~~Executive Committee~~Board shall appoint ~~one any~~ of ~~their its~~ members as ~~the~~ Contact ~~Officer~~Officers.

SUB-COMMITTEES APPOINTED BY THE BOARD

~~30-33.~~ The ~~Executive Committee~~Board may from time to time appoint one or more of the Members, or other persons, to carry out work on such terms and at such remuneration as it may fix, and in particular may appoint from among such persons a committee or committees for such purposes as the ~~Executive Committee~~Board shall think proper, such committee to work under the direction and control of the ~~Executive Committee~~Board.

34. Without prejudice to Rule 33, the Membership Approval Committee will be appointed by the Board and must comprise at least three natural persons. Without any minimum requirement for any type of natural person, the Membership Approval Committee may comprise any of an Officer, a Member, the Chief Executive or Staff.

GENERAL MEETINGS

~~31-35.~~ The Annual General Meeting ~~shall will~~ be held each year at a time and place to be fixed by the ~~Executive Committee~~Board, upon thirty Working Days' written notice given by the ~~Director~~Association, for the following purposes:

~~a-35.1.~~ Approval of the minutes of the last Annual General Meeting.

~~b-35.2.~~ To receive from the ~~Executive Committee~~Board a report, balance sheet and statement of accounts for the preceding financial year.

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~~35.3.~~ Election of Members ~~of~~ the ~~Executive Committee~~~~Board~~, which are held every two years.

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~~35.4.~~ The presentation and discussion of technical reports and papers and any other business, of which notice ~~shall~~~~will~~ be given to the ~~Director~~~~Chief Executive~~ 30 Working Days before such meeting.

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~~32-36.~~ The ~~Director~~~~Chief Executive~~ will call a Special General Meeting upon the request in writing of the ~~President~~~~Chair~~, or of any three Officers, or of any twenty Members ~~shall call a Special General Meeting~~, stating the purposes for which the meeting is called. Twenty Working Days' notice of any Special General Meeting ~~shall~~~~must~~ be given to the Members and ~~at such meetings~~ only ~~that~~ business ~~of which covered by this notice has been given shall~~~~may~~ be dealt with ~~at such meetings~~.

~~33-37.~~ Where a General Meeting is being held by electronic or remote conferencing, whether solely or in part, a Member ~~shall be permitted to~~~~may~~ attend a General Meeting by electronic or remote conferencing.

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34-38. At all General Meetings:

~~a-38.1.~~ Twenty ~~Full~~Individual Members ~~shall constitute~~constitutes a quorum for the purpose of both an Annual General Meeting and a Special General Meeting.

~~b-38.2.~~ If within half an hour after the time fixed for holding the General Meeting a quorum is not present, no meeting ~~shall will~~ be held.

~~c-38.3.~~ The ~~President shall~~Chair will be Chairperson at every General Meeting and in their absence the ~~Vice President~~Deputy-Chair, or any other Officer ~~shall will~~ take the chair. If the ~~President~~Chair, or ~~Vice President~~Deputy-Chair is not present and if no other Officer present is willing to take the chair, the General Meeting ~~shall will~~ elect a Chairperson.

~~d-38.4.~~ Each ~~Full~~Subject to Rule 8.2 and 8.3, each Individual Member and Life Member shall ~~have has~~ one vote and ~~be is~~ entitled to appoint a proxy to vote on their behalf.

~~e-38.5.~~ A proxy holder must be a ~~Full Member or Life~~an Individual Member and ~~shall be is~~ entitled to vote on a poll and by voice.

~~f-38.6.~~ Proxies ~~shall will~~ be in writing and may be special or general and ~~shall must~~ be provided to the ~~Director~~Chief Executive no later than two clear Working Days before the time appointed for commencement of the meeting.

~~g-38.7.~~ At all General Meetings, a simple majority of ~~Full~~Individual Members and Life Members ~~shall may~~ decide upon the matters proposed. In the case of equality of votes, the Chairperson ~~shall have has~~ a second or casting vote.

~~h-38.8.~~ The decision of a General Meeting ~~shall will~~ be ascertained on voices unless two Members entitled to vote, being either ~~Full~~Individual Members or Life Members, demand a poll. The decision of a poll ~~shall also include~~includes those votes submitted by proxy. The manner of taking a poll ~~shall be is~~ at the discretion of the Chairperson.

~~i-38.9.~~ Any entry in the minutes signed by the Chairperson ~~shall be is~~ sufficient evidence of the decision of the General Meeting.

~~j-38.10.~~ The acceptance or rejection of votes by the Chairperson ~~shall be is~~ conclusive for the purpose of the decision on the matter in respect of which votes are given, provided that the Chairperson may review their decision at the same General Meeting.

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NOTICES

~~35.39~~ Every notice required to be given to Members ~~shall be~~ deemed to have been duly delivered if:

~~a.39.1.~~ posted in a prepaid letter addressed to the Member's address recorded in the Membership Register; or

~~b.39.2.~~ sent by email to the Member's email address recorded in the Membership Register.

PROPERTY OF THE ASSOCIATION

~~36.40~~ The property and effects of the Association ~~shall~~ must be dealt with as set out in this Rule ~~36.40~~.

~~36.1.40.1.~~ The property and effects of the Association of whatsoever kind, whether tangible or intangible, ~~shall~~ must be vested in the body corporate and used solely in furtherance of the Objects of the Association.

~~36.2.40.2.~~ All invested funds of the Association of whatsoever kind shall be vested in the body corporate and used solely in furtherance of the Objects of the Association.

~~36.3.40.3.~~ All invested funds of the Association shall be held on its behalf in its name in a registered bank (as that term is defined in section 2 of the Reserve Bank of New Zealand Act 1989) or invested in securities or on deposit in accordance with the Trusts Act 2019.

~~36.4.40.4.~~ All funds shall be under the management and control of the ~~Executive Committee~~ Board.

~~36.5.40.5.~~ No funds or property of the Association shall be paid or distributed to any Member provided that an individual Member employed or engaged by the Association in a professional capacity may receive reasonable remuneration for his or her services. Further, the ~~Executive Committee~~ Board may reimburse any Member for the cost of attending meetings of the ~~Executive Committee~~ Board or any sub-committee and may pay a reasonable honorarium to any Member for attending meetings of the ~~Executive Committee~~ Board or any sub-committee.

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BORROWING

~~37-41. The Executive Committee shall have~~The Board has the power to borrow money in the name of the Association and to mortgage or sell the property of the Association.

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INSURANCE

~~38-42. The Executive Committee shall have~~The Board has the power to obtain insurance in the name of the Association, including appropriate insurance, where it is available, for any indemnities which the Association is required to give under this Constitution.

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CONTROL AND USE OF SEAL

~~39. The Association shall have a common seal, which seal shall be kept by the Director at the registered office of the Association and shall be affixed to any document only on the resolution of the Executive Committee. Each impression of the seal shall be valid only if attested in writing by two Officers and counter signed by the Director or the President provided that the President may not counter sign if they have attested as an Officer.~~

DIRECTOR AND AUDITOR CHIEF EXECUTIVE AND AUDITOR

~~43. The Chief Executive will, subject to the general direction of the Board, administer the affairs of the Association (including all financial matters), and will maintain the records of the Association in accordance with Board and Association policies, directions, and this Constitution.~~

~~44. Without limiting the Board's power to authorise other persons to bind the Association, this Rule 44 applies to the Chief Executive's authority to bind the Association:~~

~~40-44.1. The Chief Executive Committee shall appoint a Director. The Director shall be an employee~~has the authority on behalf of the Association to enter any contract or other binding obligation.

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~~41. It shall be the duty of the Director to conduct the correspondence of the Association; to take minutes of the proceedings of the Executive Committee and General Meetings; to read the minutes of the preceding meetings, and all communications that he or she may be ordered to read; to superintend publication of such papers as the Executive Committee may direct; to undertake the collection of subscriptions and the preparation of accounts for presentation to the Executive Committee for its inspection and consideration; and generally to do all such other matters as pertain to the office of the Director, or as may be prescribed by the Executive Committee.~~

~~42. All payments shall be carried out and recorded in accordance with the policies and process set down by the Executive Committee. These policies and processes may be recorded in an operational manual or other such similar document howsoever it is described.~~

44.2. The Chief Executive has the authority on behalf of the Association to enter any deed, in which case the Chief Executive's signature must be witnessed.

45. Under the Chief Executive's direction, the Association will employ or engage such Employees or contractors on such terms and conditions as may be appropriate to enable the affairs of the Association to be efficiently carried on and may terminate the employment or engagement of such persons.

~~43-46.~~ The Association shall will at each Annual General Meeting appoint an Auditor to hold office from the conclusion of the meeting to the next Annual General Meeting. If no such resolution is passed at the next Annual General Meeting, the retiring Auditor shall will be automatically reappointed.

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~~44-47.~~ The Auditor shall will have access at all reasonable times to the accounting records and other documents of the Association and shall will audit and sign the financial statements of the Association before they are submitted by the Executive Committee Board to the Annual General Meeting.

~~45-48.~~ The financial year shall will end on 31st March each year.

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SUBSCRIPTIONS FEES

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~~46-49.~~ Each Member shall will pay a Subscription Fee as fixed from time to time by the Executive Committee. ~~In the case of organisations which wish to promote a number of Members, a discount rate on total subscriptions may be determined by the Executive Committee Board.~~

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50. All Subscription Fees shall become due on 1st April in each year. Subscription Fees shall will be collected in manner decided upon by the Executive Committee Board, or in a manner decided upon by the Director Chief Executive where the Executive Committee Board delegates such decision to the Director Chief Executive.

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~~47-51.~~ Despite Rule 49, the Board has absolute discretion to decide whether a Member, a category of Member, or a defined group of Members do not have to pay a Subscription Fee. The Board can revoke a decision under this Rule 51 at any time.

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PERSONAL BENEFIT

48-52. No Member or any person associated with a Member ~~shall~~will participate in or materially influence any decision made by the Association, the ~~Executive Committee~~Board or employee in respect of any matter in which that Member is materially interested.

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PROCEDURES FOR RESOLVING DISPUTES BETWEEN MEMBERS (IN THEIR CAPACITY AS MEMBERS) AND BETWEEN MEMBERS AND THE ASSOCIATION

49.53. Complaints about a Member ~~shall~~will be resolved as set out in this Rule 49.53.

49.1-53.1. The ~~Executive Committee~~Board must consider a complaint or grievance, or institute a disciplinary procedure, regarding alleged misconduct of a Member.

49.2-53.2. A Member can raise with the ~~Executive Committee~~Board an allegation of damage (caused by the ~~society~~Association, or a Member) to a Member's rights or interests (as a Member) or to Members' rights or interests generally.

49.3-53.3. The ~~Executive Committee~~Board must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance.

49.4-53.4. The Member will be fairly advised of all allegations concerning the Member, with sufficient details and time given to enable the Member to prepare a response.

49.5-53.5. The Member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.

49.6-53.6. The Member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).

49.7-53.7. An oral hearing of a complaint will be held if the ~~Executive Committee~~Board decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.

49.8-53.8. The Member's written statement or submissions will be considered by the ~~Executive Committee~~Board.

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~~49.9. Despite rule 49.10, the Executive Committee may decide not to proceed with a matter further if the Executive Committee determines that:~~

- ~~a. the matter is trivial, or~~
- ~~b. the complaint or grievance does not appear to disclose:
 - ~~i. in the case of a complaint, any material misconduct, or~~
 - ~~ii. in the case of grievance, any material damage to a Member's rights or interests, or~~~~
- ~~c. the complaint or grievance appears to be without foundation or there is no apparent evidence to support it, or~~
- ~~d. the person who makes the complaint or brings the grievance has an insignificant interest in the matter, or~~
- ~~e. the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the society.~~

~~49.10. The Executive Committee may refer a complaint or grievance to:~~

- ~~a. a subcommittee or an external person to investigate and report, or~~
- ~~b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.~~

~~49.11. A person may not act as a decision maker in relation to a complaint or grievance if two or more members of the Executive Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not:~~

- ~~a. be impartial, or~~
- ~~b. be able to consider the matter without a predetermined view.~~

INDEMNITY

~~50-54.~~ Officers, ~~employees~~ Employees or persons otherwise appointed by the Association (for example to a committee) ~~shall~~ will be indemnified by the Association from all losses and expenses incurred by them in or about the discharge of their respective duties except those incurred as a result of a wilful default in the discharge of those duties. ~~Notwithstanding~~ Despite this Rule ~~50,~~ ~~employees~~ ~~shall~~ 54, Employees will not be indemnified for any losses and expenses provided for in their contracts of employment or otherwise in policies of the Association pertaining to ~~employees.~~ Employees. The indemnity in this Rule 54 does not apply to contractors.

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~~51-55.~~ No Officer, ~~employee~~ Employee or person otherwise appointed by the Association (for example, a person appointed to a committee) ~~shall~~ will be liable for the acts or omissions of any other Officer, ~~employee~~ Employee or person otherwise appointed by the Association, or for any loss or expense incurred by the Association unless such loss or expense is incurred by their wilful default.

ALTERATION OF RULES

~~52-56.~~ Any Rule may be rescinded, added to, or altered, or a new rule may be made, at an Annual General Meeting or Special General Meeting provided notice of such proposal ~~shall~~ will have been given in the notice calling such meeting.

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~~53-57.~~ All rescissions, additions or alterations ~~shall~~ will be registered in accordance with the ~~terms of section 21 of the~~ Incorporated Societies Act ~~1908~~ 2022, or upon the amendment or repeal of that Act in accordance with the relevant provision of the legislation in effect at the time of the rescission, addition, or alteration.

WINDING-UP

~~54-58.~~ The Association may be put into liquidation by resolution appointing a liquidator passed by a simple majority of ~~Full Members or Life~~ Individual Members at a General Meeting, notice for which has included the proposal for the appointment of a liquidator, such resolution being confirmed by a simple majority at a further General Meeting called for the purpose and held not sooner than twenty five Working Days after the date on which the resolution to be confirmed was passed.

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~~55-59.~~ On the liquidation of the Association, all surplus assets after payment of the Association's liabilities and the expenses of the winding up, ~~shall~~ will be disposed of by donation to a not-for-profit entity which is engaged in education or vocational training of persons in relation to the ESI. Surplus assets may be disposed of by donation to more than one not-for-profit entity in which situation each not-for-profit entity ~~shall~~ will receive an equal donation.

60. In Rule 58, Individual Member does not include Student/Ākonga Members.

INTERPRETATION

~~56-61.~~ The decision of the Executive Committee~~Board~~ on the interpretation of these rules~~Rules~~ or on any matter or thing not contained in these rules but pertaining to the Association, its property or interests ~~shall be~~ conclusive and binding on all Members until revoked by a General Meeting.

~~57-62.~~ In this Constitution, unless the context requires otherwise:

~~a. Association means the Electricity Engineers' Association of New Zealand Incorporated.~~

~~b-62.1.~~ Auditor means a person, independent of the Association, who is a qualified auditor under the Financial Reporting Act 2013.

~~62.2.~~ Board means the Executive of the Association and is the committee for the purpose of section 45 of the Incorporated Societies Act 2022.

~~c-62.3.~~ Constitution refers to this Constitution.

~~d-62.4.~~ Director~~Chief Executive~~ means the person appointed as chief executive of the Association from time to time in accordance with this Constitution.

~~62.5.~~ Employee means a person that has a contract of employment with the Association.

~~e-62.6.~~ ESI means the Electricity Supply Industry comprising the companies in New Zealand and overseas that produce, transmit, distribute and sell electricity to consumers (the core companies), and the companies or other organisations that provide goods and services, including the supply of equipment and consulting and contracting service, to the core companies.

~~f. Executive Committee means the Executive of the Association.~~

~~g-62.7.~~ General Meeting means an Annual General Meeting or a Special General Meeting of the Association.

~~h-62.8.~~ Member means a member as described in Rule 7.

~~62.9.~~ Membership Approval Committee means the committee established by the Board to exercise the Board's delegated power to approve applications to become Members.

~~h-62.10.~~ Membership Register means the register of Members specified in Rule ~~18~~19.

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~~62.11.~~ Officer is a person elected to the ~~Executive Committee~~Board, including the ~~President~~Chair and ~~Vice President~~Deputy-Chair, in accordance with Rule ~~24~~26 and a person co-opted to ~~Executive Committee~~Board under Rule ~~22-23~~.

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~~62.12.~~ Proxy means an individual who is ~~a Full Member of Life~~an Individual Member who has been appointed to act as an agent for another individual ~~Full~~Member or ~~Life~~Corporate Member at a General Meeting and to exercise that Member's vote on their behalf.

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~~62.13.~~ Registrar means the Registrar of Incorporated Societies.

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~~62.14.~~ Staff means natural persons that work for the Association whether as an Employee or as a contractor.

~~62.15.~~ Working Days means a day that is not Saturday, Sunday or a public holiday in Wellington, New Zealand.

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