



Electricity Engineers'
Association

CONSTITUTION

DRAFT

TABLE OF CONTENTS

| | |
|---|----|
| NAME | 2 |
| REGISTERED OFFICE..... | 2 |
| OBJECTS | 2 |
| POWERS | 2 |
| OBJECTS AND POWERS INDEPENDENT | 3 |
| MEMBERSHIP | 3 |
| BECOMING A MEMBER | 6 |
| CESSATION OF MEMBERSHIP & SUSPENSION OF MEMBERSHIP..... | 6 |
| MEMBERSHIP REGISTER..... | 7 |
| BOARD | 8 |
| ELECTION OF BOARD | 9 |
| MEETINGS OF BOARD..... | 9 |
| FUNCTIONS AND POWERS OF THE BOARD | 10 |
| GROUND AND PROCEDURE FOR REMOVAL OF AN OFFICER | 11 |
| CONTACT OFFICER..... | 11 |
| COMMITTEES APPOINTED BY THE BOARD..... | 11 |
| GENERAL MEETINGS..... | 12 |
| NOTICES | 13 |
| PROPERTY OF THE ASSOCIATION..... | 13 |
| BORROWING..... | 14 |
| INSURANCE | 14 |
| CHIEF EXECUTIVE AND AUDITOR..... | 14 |
| SUBSCRIPTIONS FEES..... | 15 |
| PERSONAL BENEFIT | 15 |
| PROCEDURES FOR RESOLVING DISPUTES BETWEEN MEMBERS (IN THEIR CAPACITY AS MEMBERS) AND BETWEEN MEMBERS AND THE ASSOCIATION | 15 |
| INDEMNITY..... | 16 |
| ALTERATION OF RULES..... | 16 |
| WINDING-UP..... | 17 |
| INTERPRETATION..... | 17 |

NAME

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

REGISTERED OFFICE

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

OBJECTS

3. The Objects of the Association are:
 - 3.1. To represent Members' views to regulatory bodies, Government, news media and other stakeholders on engineering and associated issues relating to the ESI.
 - 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.
 - 3.3. To promote the development and adoption of appropriate ESI standards.
 - 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.
 - 3.5. To promote and develop knowledge and awareness of Health and Safety in the ESI, and among those persons that interact with the ESI.

POWERS

4. The Association 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.
5. Without limiting the foregoing, the Association will have power:
 - 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.
 - 5.2. To invest monies and assets of the Association not required for immediate use in such forms of investment as the Board considers fit.

- 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.
- 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.
- 5.5. To raise or borrow money for the purpose of carrying out the Objects of the Association.
- 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.
- 5.7. To employ Employees, contractors and agents on such terms and conditions as the Association determines.
- 5.8. To establish, promote or otherwise assist any committees or subcommittees of the Association.
- 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.
- 5.10. To employ the profits of the operations of the Association in furthering the Objects of the Association in accordance with these Rules.

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.

MEMBERSHIP

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

- 7.1. Individual Members are natural persons who are:
 - a. working, studying, volunteering, participating (or having participated) or otherwise involved in New Zealand's ESI; and
 - b. whose membership application has been approved by the Membership Approval Committee.

- c. 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. Student/Ākonga, Alumni/Mātanga, and Life Members, are sub-categories of Individual Members.
- 7.3. Life Members are natural persons who are:
 - a. current or former Individual Members who in the opinion of the Board have made a very significant contribution to the Association; and
 - b. who the Board has agreed may be entitled to be a Member for life.
- 7.4. Student/Ākonga Members are natural persons who are:
 - a. currently enrolled in ESI related tertiary education or training; and
 - 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 dispute

as to whether such a conflict of interest arises, the issue will be decided by the Board, whose decision will be final.

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

8.1. Individual Members:

- 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.

8.2. The votes of Student/Ākonga Members are subject to further Rules as follows:

- a. The Board will set a maximum number of votes by Student/Ākonga Members which will count for elections provided for in this Constitution and for votes at meetings of Members.
- b. 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 which will count for elections provided for in this Constitution and for votes at meetings of Members.
- b. 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.
- c. This Rule 8.3 does not apply to the votes of Life Members that are employees of a Corporate Member.

8.4. Corporate Members have no right to vote in elections provided for in this Constitution, or 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

9. 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.
10. The Membership Approval Committee will consider each application for membership, accept or decline the application in its absolute discretion. The Membership Approval Committee is not required to give reasons for approving or not approving any application submitted to it. Applicants will be advised when their applications are successful and membership will take effect from the date of approval by the Membership Approval Committee.
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 will be determined by the Membership Approval Committee, whose decision 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

13. Any Member may, by notice in writing to the Association, resign membership after payment of all sums due to the Association.
14. The Board has power to terminate or suspend the membership of any Member whose Subscription Fees are three months in arrears, or if, after reasonable enquiry, it considers that the Member:
 - 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 Board; or
 - 14.2. has engaged in misconduct or acted in a manner prejudicial to the Objects and interests of the Association; or
 - 14.3. has brought the Association into disrepute.
15. Before any decision under Rule 14 is made, the Member concerned will be given no less than 10 Working Days' written notice by the Board of the meeting at which the proposal to terminate or suspend their membership will be considered. The Member has the right to be present, make a

submission at, and be heard at the Board meeting in which the proposal to suspend or terminate membership is to be considered.

16. In addition to and separate from the Board's powers of suspension under Rule 14, any Member may be suspended from exercising any privileges or powers under this Constitution by resolution passed by seventy five percent of Individual Members at a Special General Meeting convened for this purpose.
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 Board, the Member resigns, or the Member's membership is terminated by the Board in accordance with this Constitution.
18. Any Member who has resigned or where membership has been terminated pursuant to this Constitution 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 will not be accepted by the Board until that Member has paid any outstanding Subscription Fees.

MEMBERSHIP REGISTER

19. When a membership application is approved by the Board, the applicant's name will be entered in the Membership Register.
 - 19.1. The Association must keep a register of Members, recording each Member's:
 - a. Name;
 - b. Last known contact details
 - c. Employer's details (if applicable)
 - d. The date the person became a Member, and
 - e. Category of membership.
 - 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 Association the updated information. The Association must then update the Membership Register as soon as practicable.

- 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.
- 19.5. A Member may request for access to the Membership Register. The Association will provide access to the extent that Members have consented to access being granted to information about themselves on the Membership Register.

BOARD

20. The affairs of the Association will be governed by a Board.
21. The Board will consist of a Chair, Deputy-Chair and seven other persons.
22. All Officers will be elected every two years and must be Individual Members to be eligible for election. The Chair may hold office for two consecutive terms, after the expiry of which they are entitled to stand for election to the Board.
23. Despite Rules 21 and 22 the Board may co-opt additional Individual Members to ensure that the Board better reflects the occupational membership of the Association.
24. Despite any Rule of this Constitution, there can be only one Student/Ākonga Member elected to the Board. For the avoidance of doubt, this Rule does not require that there must be a Student/Ākonga Member on the Committee.
25. The following persons are disqualified from being appointed or elected, or to remain in office, as Officers:
 - 25.1. a person who is under the age of 16 years;
 - 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*;
 - 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*;

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

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

ELECTION OF BOARD

26. The Board will be elected as set out in this Rule 26.

26.1. All Individual Members are entitled to participate in the election of Officers.

26.2. The Officers will be elected in advance of the Annual General Meeting by a voting method advised by the Board. Voting may be conducted by electronic means.

26.3. Nominations to the Board must be completed at least 30 Working Days before the Annual General Meeting, provided, however, that if insufficient nominations are received, the Board has the power to fill any remaining vacancy as if it were a casual vacancy. Nominations to the Board must be in a form advised by the Board. All nominations must provide the consent of the person nominated.

26.4. The results of the vote for the 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 Board to the Members, the Officers are deemed elected and continue in office until retirement or until their successors are elected.

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

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

MEETINGS OF BOARD

28. Meetings of the Board will be conducted as set out in this Rule 28.

28.1. The Board may meet as often and upon such notice as the Board may decide, and at every meeting five Officers constitutes a quorum.

- 28.2. The Board may meet in such manner as it determines, including by telephone, and electronic or remote conferencing.
- 28.3. The Chair will facilitate every meeting of the Board as Chairperson. In their absence, the Deputy-Chair will act as Chairperson. If neither the Chair nor the Deputy-Chair are present, the meeting will elect a Chairperson.
- 28.4. The Chair, or in their absence the Deputy-Chair, may call emergency meetings of the Board, and at such meetings three Officers will constitute a quorum.
- 28.5. Voting at Board meetings will be by the manner determined from time to time by the Board, and in the case of equality of votes, the Chairperson will have a second or casting vote. Any Officer personally present may demand a poll. The taking of the poll will be in such manner as the Chairperson decides, and an entry in the minutes signed by the Chairperson is sufficient evidence of the decision of the meeting. No proxies are permitted at Board meetings.

FUNCTIONS AND POWERS OF THE BOARD

29. The Board will take such steps as are necessary to promote the Objects and advance the interests of all Members. Except for such powers as may be exercised only by the Association at a General Meeting or otherwise specified in this Constitution, the Board has all powers to govern, manage, direct and supervise the management of the business and affairs of the Association, including the power to:
 - 29.1. develop and implement a strategy for the Association together with such plans and policies it considers appropriate to fulfil the Objects;
 - 29.2. appoint and remove a Chief Executive and fix the terms and conditions of their employment or engagement;
 - 29.3. delegate such powers as it considers appropriate from the Board to the Chief Executive and to such persons as the Board may determine from time to time;
 - 29.4. establish as the Board considers appropriate, committees of the Board, and to delegate any of the Board's powers to any such committee;
 - 29.5. recommend an Auditor for each financial year for approval by the Members at each Annual General Meeting;
 - 29.6. establish the Subscription Fee for each subscription year;

- 29.7. open and operate in the name of the Association such bank accounts as the Board considers necessary;
- 29.8. accept or decline membership of the Association in accordance with this Constitution;
- 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;
- 29.11. do all other acts or things which are within the Powers and Objects and which the Board considers appropriate.

GROUNDINGS AND PROCEDURE FOR REMOVAL OF AN OFFICER

30. An Officer may be removed from the Board before the expiration of their term of office by a committee appointed by the Board (whose members will be independent of the Board), if that Officer:
- a. breaches any of the duties imposed by legislation or by this Constitution; or
 - 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 Board; or
 - c. engaged in misconduct or acted in a manner prejudicial to the Objects and interests of the Association.
31. Before any decision under Rule 30 is made by the Board appointed committee, the Officer concerned will be given no less than 5 Working Days' notice by the Board appointed committee of the proposal to remove the Officer concerned from the Board and has the right to be present, make submissions and be heard by the Board appointed committee.

CONTACT OFFICER

32. Where legislation requires that Contact Officers be appointed, the Board shall appoint any of its members as Contact Officers.

COMMITTEES APPOINTED BY THE BOARD

33. The 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 Board shall think proper, such committee to work under the direction and control of the 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

35. The Annual General Meeting will be held each year at a time and place to be fixed by the Board, upon thirty Working Days' written notice given by the Association, for the following purposes:
 - 35.1. Approval of the minutes of the last Annual General Meeting.
 - 35.2. To receive from the Board a report, balance sheet and statement of accounts for the preceding financial year.
 - 35.3. Election of Members to the Board which are held every two years.
 - 35.4. The presentation and discussion of technical reports and papers and any other business, of which notice will be given to the Chief Executive 30 Working Days before such meeting.
36. The Chief Executive will call a Special General Meeting upon the request in writing of the Chair, or of any three Officers, or of any twenty Members, stating the purposes for which the meeting is called. Twenty Working Days' notice of any Special General Meeting must be given to the Members and only business covered by this notice may be dealt with at such meetings.
37. Where a General Meeting is being held by electronic or remote conferencing, whether solely or in part, a Member may attend by electronic or remote conferencing.
38. At all General Meetings:
 - 38.1. Twenty Individual Members constitutes a quorum for the purpose of both an Annual General Meeting and a Special General Meeting.
 - 38.2. If within half an hour after the time fixed for holding the General Meeting a quorum is not present, no meeting will be held.
 - 38.3. The Chair will be Chairperson at every General Meeting and in their absence the Deputy-Chair, or any other Officer will take the chair. If the Chair or Deputy-Chair is not present

and if no other Officer present is willing to take the chair, the General Meeting will elect a Chairperson.

- 38.4. Subject to Rule 8.2 and 8.3, each Individual Member has one vote and is entitled to appoint a proxy to vote on their behalf.
- 38.5. A proxy holder must be an Individual Member and is entitled to vote on a poll and by voice.
- 38.6. Proxies will be in writing and may be special or general and must be provided to the Chief Executive no later than two clear Working Days before the time appointed for commencement of the meeting.
- 38.7. At all General Meetings, a simple majority of Individual Members may decide upon the matters proposed. In the case of equality of votes, the Chairperson has a second or casting vote.
- 38.8. The decision of a General Meeting will be ascertained on voices unless two Members entitled to vote, being either Individual Members or Life Members, demand a poll. The decision of a poll includes those votes submitted by proxy. The manner of taking a poll is at the discretion of the Chairperson.
- 38.9. Any entry in the minutes signed by the Chairperson is sufficient evidence of the decision of the General Meeting.
- 38.10. The acceptance or rejection of votes by the Chairperson 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.

NOTICES

39. Every notice required to be given to Members is deemed to have been duly delivered if:
 - 39.1. posted in a prepaid letter addressed to the Member's address recorded in the Membership Register; or
 - 39.2. sent by email to the Member's email address recorded in the Membership Register.

PROPERTY OF THE ASSOCIATION

40. The property and effects of the Association must be dealt with as set out in this Rule 40.

- 40.1. The property and effects of the Association of whatsoever kind, whether tangible or intangible, must be vested in the body corporate and used solely in furtherance of the Objects of the Association.
- 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.
- 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.
- 40.4. All funds shall be under the management and control of the Board.
- 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 Board may reimburse any Member for the cost of attending meetings of the Board or any sub-committee and may pay a reasonable honorarium to any Member for attending meetings of the Board or any sub-committee.

BORROWING

41. The Board has the power to borrow money in the name of the Association and to mortgage or sell the property of the Association.

INSURANCE

42. 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.

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:
 - 44.1. The Chief Executive has the authority on behalf of the Association to enter any contract or other binding obligation.

- 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.
46. The Association 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 will be automatically reappointed.
47. The Auditor will have access at all reasonable times to the accounting records and other documents of the Association and will audit and sign the financial statements of the Association before they are submitted by the Board to the Annual General Meeting.
48. The financial year will end on 31st March each year.

SUBSCRIPTIONS FEES

49. Each Member will pay a Subscription Fee as fixed from time to time by the Board.
50. All Subscription Fees become due on 1st April in each year. Subscription Fees will be collected in manner decided upon by the Board, or in a manner decided upon by the Chief Executive where the Board delegates such decision to the Chief Executive.
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.

PERSONAL BENEFIT

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

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

53. Complaints about a Member will be resolved as set out in this Rule 53.
- 53.1. The Board must consider a complaint or grievance, or institute a disciplinary procedure, regarding alleged misconduct of a Member.

- 53.2. A Member can raise with the Board an allegation of damage (caused by the Association, or a Member) to a Member's rights or interests (as a Member) or to Members' rights or interests generally.
- 53.3. The Board must, as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance.
- 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.
- 53.5. The Member has a right to be heard before the complaint or procedure is resolved or any outcome is determined.
- 53.6. The Member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).
- 53.7. An oral hearing of a complaint will be held if the Board decides that an oral hearing is needed to ensure an adequate hearing, or is otherwise desirable.
- 53.8. The Member's written statement or submissions will be considered by the Board.

INDEMNITY

54. Officers, Employees or persons otherwise appointed by the Association (for example to a committee) 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. Despite this Rule 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. The indemnity in this Rule 54 does not apply to contractors.
55. No Officer, Employee or person otherwise appointed by the Association (for example, a person appointed to a committee) will be liable for the acts or omissions of any other Officer, 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

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 will have been given in the notice calling such meeting.

57. All rescissions, additions or alterations will be registered in accordance with the Incorporated Societies Act 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

58. The Association may be put into liquidation by resolution appointing a liquidator passed by a simple majority of 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.
59. On the liquidation of the Association, all surplus assets after payment of the Association's liabilities and the expenses of the winding up, 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 will receive an equal donation.
60. In Rule 58, Individual Member does not include Student/Ākonga Members.

INTERPRETATION

61. The decision of the Board on the interpretation of these Rules or on any matter or thing not contained in these rules but pertaining to the Association, its property or interests are conclusive and binding on all Members until revoked by a General Meeting.
62. In this Constitution, unless the context requires otherwise:
- 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.
- 62.3. Constitution refers to this Constitution.
- 62.4. 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.

- 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.
- 62.7. General Meeting means an Annual General Meeting or a Special General Meeting of the Association.
- 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.
- 62.10. Membership Register means the register of Members specified in Rule 19.
- 62.11. Officer is a person elected to the Board, including the Chair and Deputy-Chair, in accordance with Rule 26 and a person co-opted to Board under Rule 23.
- 62.12. Proxy means an individual who is an Individual Member who has been appointed to act as an agent for another individual Member or Corporate Member at a General Meeting and to exercise that Member's vote on their behalf.
- 62.13. Registrar means the Registrar of Incorporated Societies.
- 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.