

INSTITUTE OF PUBLIC WORKS ENGINEERING AUSTRALASIA LIMITED

Rules for the Aotearoa New Zealand Branch

Approved

PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 Governing Document definitions and interpretation apply

1.1.1 Unless otherwise defined in clause 1.2, an expression defined in the Articles of Association has the same meaning in these rules.

1.1.2 The interpretation provisions in the Articles of Association apply to these rules.

1.2 Other definitions

In these rules:

Annual Meeting means an annual meeting of the Members held under clause 5.

Articles of Association means the Articles of Association for the Company.

Branch Committee means the management committee for the Branch.

Branch Director means the person appointed as a Director by the Branch Members pursuant to clause 12 from time to time.

Company means the Institute of Public Works Engineering Australasia Limited.

Chairperson means in respect of the conduct of a meeting of Members or the Branch Committee, the person presiding at that meeting.

Committee Chairperson means the Committee Member elected chairperson of the Branch Committee under clause 11.1.

Committee Member means a member of the Branch Committee.

Deed of Restructure means the deed of restructure between the Company and the Former Association giving effect to the merger of the two entities.

Deputy Committee Chairperson means the Committee Member elected deputy chairperson of the Branch Committee under clause 11.1.

Director means a director of the Company.

Directors means all or some of the Directors acting as a board.

Governing Documents means the Articles of Association and Memorandum of Association.

Guidelines means the guidelines for the operation of the Branch Committee as agreed by the Branch Committee and the Directors from time to time.

Member means a member of the Branch under clause 4 and **Membership** has a corresponding meaning.

Memorandum of Association means the Memorandum of Association for the Company, which form part of the Articles of Association.

Returning Officer means a person appointed by the Committee Members as returning officer for the election of Committee Members.

Secretary means the company secretary of the Company.

Sum means the sum of money transferred to the Company as provided for in the Deed of Restructure.

1.3 Purpose

The purpose of these rules is to detail how the Branch is to be governed and operated.

2. ROLE

The primary role of the Branch is to assist the Company to carry out its objects and charitable purposes by:

- 2.1 advancing excellence in public works and services in Aotearoa New Zealand;
- 2.2 supporting Members to enhance the quality of life of communities through their involvement in public works and services;
- 2.3 enhancing the professional capability of Members to drive continuous improvement and best practice operations;
- 2.4 developing and exchange ideas, information and technology;
- 2.5 promoting excellence in the delivery of public works and services;
- 2.6 advancing public works and services issues;
- 2.7 enhancing the quality of life of communities through the application of continuous improvement and best practice principles in all aspects of public works and services;
- 2.8 promoting the Company within local government, the public works and services industry and the community of Aotearoa New Zealand as the principal source of credible, authoritative advice on all public works and services matters;
- 2.9 advancing the science and practice of all aspects of public works and services amongst Members and practitioners generally;
- 2.10 providing a forum to inspire, educate and encourage people engaged in public works to discuss and implement best practice to enhance the future of Aotearoa New Zealand communities;

- 2.11 fostering dialogue and relationships with other organisations to promote a holistic approach on all aspects of public works and services;
- 2.12 providing an organisational structure for the Branch which encourages unity of membership and the efficient and effective management of the business of the Branch and as a Branch of the Company, whilst fostering leadership to support Members in dealing effectively with change;
- 2.13 working with government at all levels to ensure that the interests of the community are represented in regard to the decision making process relating to public works and services;
- 2.14 collaborating with the other Divisions and doing all things as are incidental or conducive to the attainment of their respective objectives in common with the Company in a unified, efficient and effective manner.

3. NAME

The name of the Branch is the Institute of Public Works Engineering Australasia (Aotearoa New Zealand) Branch.

MEMBERSHIP

4. MEMBERSHIP

- 4.1 Membership is open to all persons who support the objects of the Company and satisfy any membership eligibility criteria for the Branch in the Governing Documents.
- 4.2 All other matters concerning Membership (including application processes, amount and timing for payment of fees, and suspension or expulsion of Membership) are as provided for in the Governing Documents or otherwise as determined by the Directors from time to time.

MEETINGS OF MEMBERS

5. ANNUAL MEETING

The Branch must hold an annual meeting of Members at least once in each calendar year in accordance with any requirements determined by the Branch Committee (including any requirements relating to the business of the meeting).

6. PROCEDURES FOR MEETINGS OF MEMBERS

The rules about Special General Meetings provided for in the Governing Documents apply to meetings of Members, subject to the following:

6.1 Calling meetings of Members

Without limiting the ways in which a meeting of the Members can be called under the Governing Documents, the Directors must call a meeting of Members if requested by the Branch Committee.

6.2 Who gets notice of meetings of Members

Notice of a meeting of Members must be given to:

- 6.2.1 each Member, Committee Member and Director; and
- 6.2.2 any auditor of the Company.

6.3 Failure to give notice of meeting of Members

The accidental failure to give notice of a meeting of Members (including a proxy appointment form) to a Member, or the non-receipt of notice, does not invalidate the proceedings of the meeting.

6.4 Chairperson of meetings of Members

- 6.4.1 The Committee Chairperson may preside at every meeting of Members.
- 6.4.2 If there is no Committee Chairperson, or if the Committee Chairperson is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Deputy Committee Chairperson may preside at the meeting.
- 6.4.3 If there is no Deputy Committee Chairperson, or if the Deputy Committee Chairperson is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Members present must elect one of their number to preside at the meeting.
- 6.4.4 The Chairperson has charge of the general conduct of the meeting of Members and determining the procedures to be adopted at the meeting and a decision by the Chairperson under this clause is final.

6.5 Quorum for meetings of Members

- 6.5.1 A quorum is 15 Members entitled to vote and present in person or by proxy or attorney.
- 6.5.2 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (a) if the meeting was called on the requisition of Members, it is dissolved; and
 - (b) in any other case, it is adjourned to the same day in the next week at the same time and place, or to another day, time and place determined by the Branch Committee. If at the resumed meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

BRANCH COMMITTEE

7. QUALIFICATION OF COMMITTEE MEMBERS

A person may be appointed or elected a Committee Member only if the person:

7.1 is an individual over 18 years of age; and

7.2 is a Member of the Branch.

8. NUMBER OF COMMITTEE MEMBERS

8.1 There is a minimum of six Committee Members and a maximum of 12 Committee Members.

8.2 Notwithstanding clause 8.1, while the number of Committee Members is below the minimum, the Committee Members may convene a Branch Committee meeting and pass resolutions to appoint additional Committee Members.

9. VACATION OF OFFICE OF COMMITTEE MEMBERS

9.1 The office of a Committee Member becomes vacant if the Committee Member:

9.1.1 reaches the end of their term of office;

9.1.2 ceases to be a member of the Branch;

9.1.3 dies or is a person whose estate or property has had a personal representative or trustee appointed to administer it;

9.1.4 is absent from Branch Committee meetings for three months without leave of the Branch Committee;

9.1.5 resigns by notice in writing to the Branch;

9.1.6 is removed by a resolution of a meeting of Members; or

9.1.7 is removed by a resolution of the Directors if, in their reasonable opinion, the Committee Member has not materially complied with the obligations and or code of conduct set out in their letter of appointment.

9.2 Except where a Committee Member reaches the end of their term in office and subject to clauses 7 and 8.1, the Branch Committee may fill any casual vacancy or other vacancy in the number of Committee Members by appointing a replacement to fill such vacancy at any time. Any person so appointed:

9.2.1 must be one of the Committee Members to retire at the conclusion of the next Annual Meeting; and

9.2.2 is to be treated as a Committee Member elected under clause 10 for all purposes.

10. ELECTION OF COMMITTEE MEMBERS

10.1 The initial Committee Members upon establishment of the Branch are the persons listed in Schedule 1, all of whom have consented to be Committee Members on the Branch's establishment. Those Committee Members will be deemed to have been elected by the Members under this clause 10.

10.2 Subject to clause 12, one half of the Committee Members must retire with effect from the conclusion of each Annual Meeting.

- 10.3 The Committee Members to retire under clause 10.2 will be any person appointed to fill a casual vacancy under clause 9.2 and otherwise those who have been longest in office since their last appointment, and as between persons who became Committee Members on the same day, those to retire shall (unless otherwise agreed amongst themselves) be determined by lot.
- 10.4 If at the time of the retirement of any Committee Members from office under clause 10.2, the number of Committee Members is not a multiple of two, then the number of Committee Members to retire must be rounded down to the nearest multiple of two.
- 10.5 Before each Annual Meeting, the Members may elect persons to replace retiring Committee Members in accordance with this clause 10.
- 10.6 The Branch Committee must appoint a Returning Officer in respect of each election of Committee Members under this clause 10.
- 10.7 A candidate is eligible for election as a Committee Member only if the candidate is:
- 10.7.1 not disqualified under clause 7; and
 - 10.7.2 nominated by two Members (**proposers**). The nomination must:
 - (a) be in the form approved by the Branch Committee;
 - (b) be signed by the two proposers;
 - (c) state that the candidate is willing to stand for election as a Committee Member and be signed by the candidate; and
 - (d) be provided to the Branch Committee.
- 10.8 The Branch must give Members notice calling for Members to nominate candidates for election as a Committee Member under this clause 10 not less than 60 days before the Annual Meeting.
- 10.9 Nominations for election as a Committee Member under this clause 10 close 45 days before the Annual Meeting.
- 10.10 A retiring Committee Member who is elected under this clause is deemed to nominate for re-election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 10.11 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the nominee is not eligible for election as a Committee Member. Upon rejecting a nomination, the Returning Officer must notify the nominee, the nominee's proposers and the Committee Member.
- 10.12 The election of Committee Members will be held by postal or electronic ballot prior to the Annual Meeting and the Returning Officer must:
- 10.12.1 prepare ballot papers for the election;
 - 10.12.2 determine the order in which candidates appear on the ballot paper;

- 10.12.3 ensure some authenticating mark appears on each ballot paper;
- 10.12.4 ensure that a ballot paper is sent to all Members no less than 30 days before the Annual Meeting.

10.13 The ballot closes 14 days before the Annual Meeting.

10.14 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause 10 and any requirements for the ballot determined by the Branch Committee from time to time.

10.15 The Chairperson must announce the results of the ballot at the Annual Meeting.

11. ELECTION OF CHAIRPERSON AND DEPUTY CHAIRPERSON

- 11.1 At the first Branch Committee meeting after each Annual Meeting, the Branch Committee must appoint a Committee Chairperson and Deputy Committee Chairperson from among their number. Subject to these rules, the Committee Chairperson and the Deputy Committee Chairperson hold office until the election of the Committee Chairperson and the Deputy Committee Chairperson at the first Branch Committee meeting after the next Annual Meeting.
- 11.2 A retiring Committee Chairperson or Deputy Committee Chairperson is eligible for reappointment or re-election.
- 11.3 Nominations for the office of Committee Chairperson and Deputy Committee Chairperson are made in the manner determined by the Branch Committee.
- 11.4 If there is only one nomination for the office of Committee Chairperson or Deputy Committee Chairperson, the nominee stands appointed to such office.
- 11.5 If there is more than one nomination for the office of Committee Chairperson or Deputy Committee Chairperson, then there must be an election for such office conducted by secret ballot.
- 11.6 The office of the Committee Chairperson or Deputy Committee Chairperson becomes vacant if that person:
 - 11.6.1 reaches the end of their term of such office;
 - 11.6.2 resigns from such office by notice in writing to the Branch Committee;
 - 11.6.3 is removed from such office by resolution of the Committee Members;
or
 - 11.6.4 ceases to be a Committee Member.
- 11.7 If a vacancy occurs in the office of Committee Chairperson or Deputy Committee Chairperson, the Branch Committee must promptly fill such vacancy by appointment from among their number.

12. ELECTION OF BRANCH DIRECTOR

- 12.1 The Branch is entitled to appoint a Branch Director to, among other things, represent the interests of the Members at a board level.

- 12.2 A Branch Director must be a current Committee Member and holds office until that person is required to retire as a Director of the Company. A retiring Branch Director is eligible for re-election. To avoid any doubt, for such time as a person holds office as the Branch Director, that person will not be subject to retirement as a Committee Member under clause 10.2.
- 12.3 The initial Branch Director upon establishment of the Branch is the person listed in Schedule 1 as the Branch Director, who has consented to be Branch Director on the Branch's establishment. The Branch Director is deemed to have been appointed under this clause 12.
- 12.4 The office of Branch Director becomes vacant if that person:
- 12.4.1 ceases to be, a Committee Member;
 - 12.4.2 reaches the end of their term as a Director of the Company;
 - 12.4.3 resigns from such office by notice in writing to the Branch Committee;
 - 12.4.4 is removed from such office by resolution of:
 - (a) the Branch Members;
 - (b) the members of the Company; or
 - (c) the Directors if, in their reasonable opinion, the Branch Director has not materially complied with the obligations and or code of conduct set out in their letter of appointment.
- 12.5 If a vacancy occurs in the office of Branch Director, the Branch Committee may fill that vacancy by appointment of a replacement from among their number.

13. HONORARIUM AND EXPENSES

No honorarium or sitting fee may be paid to the Committee Members. However, with the approval of the Directors, the Branch may pay any extraordinary travelling and other expenses Committee Members properly incur:

- 13.1 in attending meetings of Company, the Branch or of any Sub-Committee;
- 13.2 in attending any meeting of Members; and
- 13.3 otherwise in connection with the business of the Branch or the Company.

POWERS AND DUTIES OF BRANCH COMMITTEE

14. BRANCH COMMITTEE TO MANAGE

- 14.1 The business of the Branch is managed by the Branch Committee under delegated authority from the Directors as provided for in the Guidelines.
- 14.2 Subject to the Guidelines, the Branch Committee may exercise all the powers of the Company that the Corporations Act, the Governing Documents, these rules or a meeting of Members does not require to be exercised by a meeting of Members.

- 14.3 The Branch Committee may interpret these rules and determine any matter relating to the affairs of the Branch on which these rules are silent, save where the relevant matter is provided for in the Governing Documents.

PROCEEDINGS OF BRANCH COMMITTEE

15. PROCEDURES FOR BRANCH COMMITTEE MEETINGS

The rules about proceedings of the Directors provided for in the Governing Documents apply to meetings of the Branch Committee, subject to the following:

15.1 Chairperson of Branch Committee meetings

- 15.1.1 The Committee Chairperson may preside at every Branch Committee meeting.
- 15.1.2 If there is no Committee Chairperson, or if the Committee Chairperson is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Deputy Committee Chairperson may preside at the meeting.
- 15.1.3 If there is no Deputy Committee Chairperson, or if the Deputy Committee Chairperson is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Committee Members present must elect one of their number to preside at the meeting.

15.2 Quorum for Branch Committee meetings

- 15.2.1 Subject to clauses 15.2.2 and 15.2.3 the quorum for a Branch Committee meeting is a majority of the Committee Members holding office at the relevant time.
- 15.2.2 If at any Branch Committee meeting a quorum is not present, the meeting must be adjourned for not less than one week and not more than two weeks and all Committee Members notified of such adjournment. When the meeting is reconvened, the Committee Members present at the reconvened meeting constitute a quorum.
- 15.2.3 If a quorum cannot be established because of a vacancy in the office of Committee Members, the remaining Committee Members may appoint Committee Members to form a quorum.
- 15.2.4 The quorum must be present at all times during the meeting.

15.3 Branch Committee meetings using technology

A Branch Committee meeting may be held using any technology by which the Committee Members are able simultaneously to hear each other and participate in discussion, or by any other technology consented to by all the Committee Members. The consent may be a standing one and can only be withdrawn by a Committee Member on 48 hours' notice.

DOCUMENTS AND RECORDS

16. EXECUTION OF DOCUMENTS

The Branch may execute a document only if authorised:

- 16.1 by the Directors; or
- 16.2 in accordance with any delegations made by the Directors.

17. MINUTES

17.1 Minutes of all meetings of Members and the Branch Committee must be:

- 17.1.1 signed by the Chairperson of the meeting; and
- 17.1.2 provided to the Secretary as soon as practicable following the relevant meeting.

17.2 Unless proved incorrect, signed minutes are presumed to be an accurate record of the proceedings.

18. AMENDMENT OF RULES

The Members may modify these rules, or a provision of these rules, in accordance with the Governing Documents.

WINDING UP

19. WINDING UP

The Branch may be wound up:

- 19.1 by a Special Resolution of the Members on the grounds that the Company has materially failed to comply with its obligations under the Governing Documents of the Deed of Restructure; or
- 19.2 otherwise, in accordance with the Governing Documents.

ASSETS AND RIGHTS OF FORMER ASSOCIATION

20. DEED OF RESTRUCTURE

Notwithstanding anything else contained in these rules, the Guidelines or the Governing Documents, the Directors acknowledge that:

- 20.1 the Sum is held on trust for, and for the sole benefit of the Members;
- 20.2 the Branch Committee will have:
 - 20.2.1 full discretion about the use and application of the Sum; and
 - 20.2.2 control of the bank account in which the Sum is held;

- 20.3 the Sum will only be applied to carry on activities for the benefit of the Members;
- 20.4 the Branch Committee is entitled to enforce any and all of the Former Association's rights under the Deed of Restructure; and
- 20.5 to the extent that any amount of the Sum remains on the winding up of the Branch, the Company must, as long as the direction complies with the distribution requirements, transfer that amount at the direction of the Members.

Schedule 1

INITIAL COMMITTEE MEMBERS AND INITIAL BRANCH DIRECTOR

Myles Lind (Committee Member and Branch Director)

Erin Moogan (Committee Member and Branch President)

Ross Roberts (Committee Member)

Raven Garcia (Committee Member)

Michael Van Tilburg (Committee Member)