



**Advancing Manufacturing Aotearoa Incorporated
Constitution (“Rules”)**

(Formerly Advanced Manufacturing Aotearoa Incorporated)

December 2024

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Introductory Rules

1. Name

- 1.1. The name of the society is Advancing Manufacturing Aotearoa Incorporated (in these Rules referred to as the '**Society**'). The **Society** was previously named "Advanced Manufacturing Aotearoa Incorporated" but changed its name upon adoption of a new constitution and re-registration under the **Act**.

2. Charitable status

- 2.1. The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

- 3.1. In these **Rules**, words have the meaning set down in the **Act**. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:
 - 3.1.1. '**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any Act which replaces it.
 - 3.1.2. '**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
 - 3.1.3. '**Board**' means the Board of Directors of the **Society** as constituted under Rule 25, which shall be the **Society's** governing body.
 - 3.1.4. '**Board Member**' means a member of the **Board**, including the **Chair**, **Secretary** and **Treasurer**.
 - 3.1.5. '**Chair**' means the **Board Member** responsible for chairing **General Meetings** and any **Board** Committee meetings, and who provides leadership of the **Society**.
 - 3.1.6. '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.
 - 3.1.7. '**Interested Member**' means a **Member** who is interested in a **Matter** for any of the reasons set out in section 62 of the **Act**.
 - 3.1.8. '**Interests Register**' means the register of interests of **Officers**, including **Board Members**, kept under these **Rules** as required by section 73 of the **Act**.
 - 3.1.9. '**Matter**' means—
 - 3.1.9.1. The **Society's** performance of its activities or exercise of its powers; or
 - 3.1.9.2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
 - 3.1.10. '**Member**' means a person who has been properly admitted or elected to become a **Member** of the **Society**, and who has consented to becoming a **Member**, and who has not ceased to be a **Member** of the **Society**, and (as defined and subject to the limitations in Rule 11) includes **Life Members**, **Honorary Members**, and **Non-Voting Members**.

- 3.1.11. **'Notice' to Members** includes any notice given by post, courier or email.
- 3.1.12. **'Officer'** means a natural person who is a member of the **Board** and/or who occupies a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any **Secretary** or **Treasurer** if they are Board Members.
- 3.1.13. **'Register of Members'** means the register of **Members** kept under these **Rules** as required by section 79 of the **Act**.
- 3.1.14. **'Rules'** means the rules in this document.
- 3.1.15. **'Secretary'** means the **Board Member** responsible for, among other things, keeping the **Register of Members**, the **Interests Register**, and recording the minutes of **General Meetings** and **Board** meetings.
- 3.1.16. **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 3.1.17. **'Treasurer'** means the **Board Member** responsible for, among other things, overseeing the finances of the **Society**.
- 3.1.18. **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Purposes

- 4.1. The primary purposes of the **Society** are to:
 - a) Drive improvements in productivity and output in the manufacturing sector
 - b) Focus on sharing useful information, promoting collaboration, and taking practical steps to connect stakeholders across the industry.
 - c) Deliver initiatives that strengthen the sector and support sustainable growth
 - d) Drive real progress and innovation that benefits all New Zealanders.
 - e) Represent the industry's voice in government discussions
 - f) Ensure policies align with sector needs.
 - g) Deliver program that help manufacturing succeed with better efficiency and an empowered workforce.
 - h) Any other purposes that support the success of manufacturing in New Zealand as deemed appropriate by the **Board**.
- 4.2. The **Society** must not operate for the purpose of, or with the effect of:
 - a) any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
 - b) returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
 - c) conferring any kind of ownership in the **Society's** assets on **Members**.
- 4.3. The **Society** will not operate "for the financial gain of **Members**" simply if the **Society**:
 - a) engages in trade,
 - b) for matters that are incidental to the purposes of the **Society**, pays a **Member** that is a not-for-profit entity,

- c) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- d) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- e) pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms, and the payment for those services, or percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- f) pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**, or
- g) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**, or
- h) on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

4.4. No **Interested Member** is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Interested Member** of any income, benefit, or advantage.

4.5. Any payments made to an **Interested Member** must be for goods and services and must be reasonable and comparable to payments that would be made between unrelated parties.

5. Culture

- 5.1. The culture of the **Society** is as follows: to be respectful
- b) to be supportive
 - c) to be inclusive
 - d) to put the interests of the New Zealand manufacturing sector first

and these **Rules** shall be interpreted having regard to that culture.

6. Act and Regulations

6.1. Nothing in these **Rules** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

7. Registered office

7.1. The Registered Office of the Society shall be at Future House (c/o – Outset Ventures) 24 Balfour Rd, Parnell, Auckland and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

7.2. The **Society's** Contact Person shall be appointed in accordance with Rule 51.

8. Power to borrow money

8.1. The **Society** has the power to borrow money.

9. Other powers

- 9.1. In addition to its statutory powers, the **Society** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its purposes of the **Society** as set out in Rule 4:
- a) use its funds to pay the costs and expenses to advance or carry out its objects,
 - b) employ or contract with such people as may be appropriate, and
 - c) invest in any investment consistent with the purposes of the **Society** as set out in Rule 4.

Members

10. Minimum number of members

- 10.1. The **Society** shall maintain the minimum number of **Members** required by the **Act**.

11. Types of members

- 11.1. The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
- a) **Member**: A **Member** is an individual or body corporate admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.
 - b) **Life Member**: A **Life Member** is a person honoured for highly valued services to the **Society**. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.
 - c) **Honorary Member**: An **Honorary Member** is a person honoured for services to the **Society** or in an associated field. An **Honorary Member** has such rights and privileges as the **Board** may from time to time determine.
 - d) **Non-voting Member**: A **Non-voting Member** is a person who may work in fields such as academia who is associated with manufacturing. A **Non-voting Member** has no membership rights, privileges or duties.
- 11.2. **Life Members, Honorary Members and Non-voting Members** must all be ratified by resolution (put as a **Board Motion** under Rule 23.10) of a **General Meeting**, and which must be passed by a two-thirds majority of those present and voting. **Life Members, Honorary Members and Non-voting Members** shall be “non-financial” **Members**, and as such shall not be obliged to pay subscriptions or any other fees for membership.

12. Becoming a member: consent

- 12.1. Every applicant for membership and every elected **Life Member, Honorary Member** and **Non-Voting Member** must consent in writing to becoming a **Member**.

13. Becoming a member: process

- 13.1. An applicant for membership under Rule 11.1(a) must confirm in writing their intention to become a **Member** (may be by email), provide written consent to becoming a **Member** should their application be successful, complete and sign any application form where relevant, supply any information, or attend an interview, as may be reasonably required by the **Board** regarding an application for membership.
- 13.2. An applicant for membership under Rule 11.1(a) will become a **Member** upon acceptance of that applicant’s application by the **Board**. The **Board** may accept or decline an application

for membership. The **Board** must advise the applicant of its decision (but is not required to provide reasons for that decision).

- 13.3. Evidence of the written consent of every applicant to become a **Member** of the **Society** shall be maintained in the **Society's** membership records.

14. Obligations and rights

- 14.1. Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address(s) and promptly advise the **Society** of any changes to those details.
- 14.2. Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

15. Other obligations and rights

- 15.1. All **Members** (including **Board Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 15.2. A Member is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property) if all subscriptions (if any) and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- 15.3. Any Member that is a body corporate shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**. Where that person is unavailable, either their delegated stand-in or the senior-most person from the body corporate attending the **General Meeting** shall be the authorised representative.
- 15.4. The **Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, including any conditions of and fees for such access or use.

16. Subscriptions and fees

- 16.1. The annual subscription (if any) and any other fees for membership for the then current financial year shall be set by resolution of the **Board** (at which it may also be decided whether payment can be made by periodic instalments).
- 16.2. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

17. Ceasing to be a member

17.1. A **Member** ceases to be a **Member**:

- a) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- b) by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- c) on termination of a **Member's** membership following the dispute resolution process under these **Rules**; or
- d) by resolution of the **Board** (which must be promptly notified to the **Member**) where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** with 20 Working Days of the due date for payment.
- e) at a time specified (not to be less than **10 Working Days**) by way of **Notice** if, in the opinion of the **Board**, the **Member** has brought the **Society** into disrepute.

17.2. with effect from (as applicable):

- a) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- b) the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- c) the date of termination of membership under these **Rules**, or
- d) the date specified in a resolution of the **Board** under Rule 17.1(d); or
- e) the date specified in any Notice given under Rule 17.1(e).

18. Obligations on resignation

18.1. A **Member** who resigns or whose membership is terminated under these **Rules**:

- a) remains liable to pay any subscriptions and other fees to the **Society's** next balance date,
- b) shall cease to hold himself or herself out as a **Member** of the **Society**, and
- c) shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- d) shall cease to be entitled to any of the rights of a **Society Member**.

19. Becoming a member again

19.1. Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Board**.

19.2. However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

General meetings

20. Annual General Meetings

20.1. An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Board** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

20.2. The **Annual General Meeting** must be held not later than 6 months after the balance date of the **Society** and no later than 15 months after the previous **Annual General Meeting**.

21. Annual General Meetings: business

- 21.1. The business of an **Annual General Meeting** shall be to:
- a) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - b) adopt the annual report on **Society** business,
 - c) adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
 - d) consider any motions of which prior notice has been given to **Members** with the notice of the meeting,
 - e) consider any general business.
- 21.2. The **Board** must, at each **Annual General Meeting**, present the following information:
- a) an annual report on the affairs of the **Society** during the most recently completed accounting period,
 - b) the annual financial statements for that period, and
 - c) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

22. Special General Meetings

- 22.1. **Special General Meetings** may be called at any time by the **Board** by resolution.
- 22.2. The **Board** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 50 per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 22.3. The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the Meeting.

23. Procedure

- 23.1. The Board shall give all **Members** at least 10 Working Days' **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**. That notice will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of **Members**.
- 23.2. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 23.3. All voting **Members** may attend, speak and vote at **General Meetings**:
- a) in person, or
 - b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
 - c) through the authorised representative of a body corporate as notified to the **Secretary**, and

No other proxy voting shall be permitted.

- 23.4. No **General Meeting** may be held unless at least 10 eligible **Members** attend. This will constitute a quorum.
- 23.5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- 23.6. **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 23.7. All **General Meetings** shall be chaired by the **Chair**. If the **Chair** is absent, the meeting shall elect another **Board Member** to chair that meeting.
- 23.8. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 23.9. Any person chairing a **General Meeting** may:
- a) With the consent of a simple majority of **Members** present and voting at that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 23.10. The **Board** may put forward motions for the **Society** to vote on (**Board Motions**), which shall be notified to **Members** with the notice of the **General Meeting**.
- 23.11. Any **Member** may request that a motion be voted on (**Member's Motion**) at a **General Meeting**, by giving notice to the **Secretary** at least 5 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**Member's Information**). If notice of the **Member's Motion** is given to the **Secretary** or **Board** before written **Notice** of the **General Meeting** is given to **Members**, notice of the **Member's Motion** shall be provided to **Members** with the written **Notice** of the **General Meeting**.
- 23.12. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.
- 23.13. Unless otherwise required by these **Rules**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 23.14. Any decisions made when a quorum is not present are not valid.
- 23.15. The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and these **Rules** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the responding **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of

communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Rules** (for example, by electronic means).

24. Minutes

24.1. Minutes must be kept by the **Secretary** of all **General Meetings**.

Board

25. Composition

25.1. The **Board** will consist of at least 5 and up to 10 **Board Members**, elected or appointed as the case may be under Rule 27, who are:

- a) voting **Members**; and
- b) natural persons; and
- c) not disqualified by these **Rules** or the **Act**.

25.2. The **Board** will include:

- a) a **Chair**,
- b) up to 7 other **Board Members**; and
- c) up to 2 development role **Board Members**, who shall be observers and not have voting rights,

25.3. The **Board** will be assisted by a **Secretary** and **Treasurer**, who may be the same person or two different persons, and who may or may not be **Board Members**.

26. Qualifications

26.1. Prior to election or appointment, every **Board Member** and every other **Officer** must consent in writing to be a **Board Member** or other **Officer** and certify in writing that they are not disqualified from being appointed or holding office as a **Board Member** or **Officer** by these **Rules** or the **Act**.

26.2. The following persons are disqualified from being appointed or holding office as a **Board Member**:

- a) a person who is under 16 years of age,
- b) a person who is an undischarged bankrupt,
- c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
- d) a person who is disqualified from being a member of the **Board** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),

- iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- f) a person subject to:
- i. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- h) Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Board**.

27. Election or appointment

- 27.1. The **Chair** and three **Board Members** shall be appointed from time to time by the **Board**, by simple majority vote. All **Board** appointments will be made with the aim of achieving diversity, inclusion and equity in terms of the overall composition of the **Board**.
- 27.2. The balance of up to six additional **Board Members** (including up to two development role **Board Members**) shall be elected using the following process:
- a) At least 7 **Working Days** before the date of the **Annual General Meeting**, the **Secretary** shall give **Notice** to all **Members** by posting or emailing them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination.
 - b) Only voting **Members** who are not disqualified from being appointed or holding office as a **Board Member** by these **Rules** or the **Act** may stand for election and vote in elections.'
 - c) If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
 - d) Each candidate standing for election shall be voted on separately, with votes in favour of each candidate to be counted. If there are more candidates than there are vacancies, then (subject to Rule 27.2(e)) those candidates with the highest number of votes in favour shall be elected.
 - e) No candidate nominated for election shall be elected to the **Board** unless that candidate receives votes in favour from at least 10 percent of the **Members** present and voting at the **Annual General Meeting**.
 - f) Votes shall otherwise be cast in such a manner as the chairperson of the **Annual General Meeting** shall determine.

- g) Two **Members** (who are not nominees) or non-**Members** appointed by the chairperson of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- h) The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
- i) In the event of any vote being tied the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).

27.3. The **Board** has the power to co-opt **Members** or non-members to the **Board** for the duration until the next **Annual General Meeting** to fill a vacancy or skillset.

28. Term

- 28.1. The term of office for all **Board Members** shall be 2 years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Board Member's** term of office.
- 28.2. No **Board Member** shall serve for more than 3 consecutive terms.
- 28.3. No **Chair** shall serve for more than 3 consecutive terms as **Chair**.

29. Removal

- 29.1. Where a complaint is made about the actions or inaction of a **Board Member** (and not in the **Board Member's** capacity as a **Member** of the **Society**) the following steps shall be taken:
 - a) The **Board Member** who is the subject of the complaint, must be advised of all details of the complaint.
 - b) The **Board Member** who is the subject of the complaint, must be given adequate time to prepare a response.
 - c) The complainant and the **Board Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Board** (excluding the **Board Member** who is the subject of the complaint) if it considers that an oral hearing is required.
 - d) An oral hearing shall be held by the **Board** (excluding the **Board Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Board** (excluding the **Board Member** who is the subject of the complaint).
- 29.2. If the complaint is upheld the **Board Member** may be removed from the **Board** by a resolution of the **Board** or of a **General Meeting**, in either case passed by a two-thirds majority of those present and voting.

30. Cessation of Board membership

- 30.1. A **Board Member** shall be deemed to have ceased to be a **Board Member** if that person ceases to be a **Member**; submits a resignation from the **Board** (which must be delivered in writing to the **Board**); is removed under Rule 29; dies or becomes of unsound mind.
- 30.2. Each **Board Member** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers, information (electronic or otherwise) and other property (including devices) of the **Society** held by such former **Board Member**.

31. Functions

- 31.1. From the end of each **Annual General Meeting** until the end of the next **Annual General Meeting**, the **Society** shall be governed, and managed by or under the direction or supervision of, the **Board** in accordance with the **Act** and these **Rules**. The **Board** shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

32. Officers' duties

- 32.1. At all times each **Board Member**:
- a) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
 - b) must exercise all powers for a proper purpose,
 - c) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or these **Rules**,
 - d) when exercising powers or performing duties as a **Board Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, the position of the **Board Member** and the nature of the responsibilities undertaken by him or her,
 - e) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
 - f) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

33. Powers

- 33.1. The **Board** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in these **Rules**.

34. Sub-committees

- 34.1. The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**:
- a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - b) no sub-committee shall have power to co-opt additional members,
 - c) a sub-committee must not commit the **Society** to any financial expenditure without express authority, and
 - d) a sub-committee must not further delegate any of its powers.

35. General issues

- 35.1. The **Board** and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** meeting.

- 35.2. Other than as prescribed by the **Act** or these **Rules**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.
- 35.3. Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Board** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these **Rules** shall be final and binding on all **Members**.

36. Conflicts of interest

- 36.1. An **Officer** or a member of the **Board**, and/or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
- a) to the **Board** and or sub-committee; and
 - b) in an **Interests Register** kept by the **Board**.
- 36.2. Disclosure must be made as soon as practicable after the member of the **Board** and/or sub-committee becomes aware that they are interested in the matter.
- 36.3. A member of the **Board** and/or sub-committee who is an **Interested Member** regarding a **Matter**—
- a) must not vote or take part in the decision of the **Board** and/or sub- committee relating to the **Matter**; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter**; but
 - c) may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).
- 36.4. However, a member of the **Board** and/or sub-committee who is prevented from voting on **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 36.5. Where 50 per cent or more of **Board Members** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Board Members** agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

Board meetings

37. Frequency

- 37.1. The **Board** will endeavour to meet bi-monthly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair** or **Secretary**.

37.2. The **Secretary**, or other **Board Member** nominated by the **Board**, shall give to all **Board Members** not less than 5 **Working Days**' notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

38. Procedure

38.1. The quorum for **Board** meetings is at least half the number of **Board Members**.

38.2. A meeting of the **Board** may be held either—

- a) by a number of the members of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b) by means of audio, or audio and visual, communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

38.3. A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote.

38.4. A resolution in writing, including by electronic means, passed by all members of the **Board** available and entitled to vote (provided that the requirements of a quorum have been met) shall be as valid and effective as if it had been passed at a duly called and constituted **Board Meeting**. Such resolutions shall be recorded in the Minutes of the following **Board Meeting**.

38.5. The members of the **Board** shall elect one of their number as **Chair** of the **Board**. If at a meeting of the **Board**, the **Chair** is not present, the members of the **Board** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Board**.

38.6. Except as otherwise provided in these **Rules**, the **Board** may regulate its own procedure

Records

39. Register of Members

39.1. The **Society** shall keep an up-to-date **Register of Members**.

40. Contents of Register of Members

40.1. The information contained in the **Register of Members** shall include each **Member's**:

- a) name
- b) postal address
- c) phone number (landline and/or mobile)
- d) email address (if any)
- e) the date the **Member** became a **Member**,
- f) occupation, and
- g) whether the **Member** is financial or unfinancial (if relevant); and
- h) any other information required by these **Rules** or prescribed by Regulations under the **Act**.

40.2. Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

40.3. The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record the former **Member's** name, and the date the former **Member** ceased to be a **Member**

41. Access to information held by the Society

- 41.1. A **Member** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified. The **Society** must, within a reasonable time after receiving a request —
- a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - d) refuse to provide the information, specifying the reasons for the refusal.
- 41.2. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - d) the information is not relevant to the operation or affairs of the **Society**, or
 - e) withholding the information is necessary to maintain legal professional privilege, or
 - f) the disclosure of the information would, or would be likely to, breach an enactment, or
 - g) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - h) the request for the information is frivolous or vexatious, or
 - i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under these **Rules** and the **Act**.
- 41.3. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
- a) that the **Member** will pay the charge; or
 - b) that the **Member** considers the charge to be unreasonable.
- 41.4. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

42. Interests Register

- 42.1. The **Secretary** shall maintain an up-to-date register of the interests disclosed by **Officers**.

Finances

43. Control and management

- 43.1. The funds and property of the **Society** shall be:

- a) controlled, invested and disposed of by the **Board**, subject to these **Rules**, and
 - b) devoted solely to the promotion of the objects and purposes of the **Society**.
- 43.2. All money received on account of the **Society** shall be banked within 5 **Working Days** of receipt. All accounts paid or for payment shall be submitted to the **Board**, or the delegated authorities of the **Board**, for approval of payment.
- 43.3. The **Board** must ensure that there are kept at all times accounting records that—
- a) correctly record the transactions of the **Society**, and
 - b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Rules**).
- 43.4. The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**

44. Balance date

- 44.1. The **Society's** financial year shall commence on 1 July of each year and end on 30 June (the latter date being the **Society's** balance date).

Dispute resolution

45. Meaning of dispute and complaint, and how a complaint is made

- 45.1. A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below. The disagreement or conflict may be between any of the following persons—
- a) 2 or more **Members**;
 - b) 1 or more **Members** and the **Society**;
 - c) 1 or more **Members** and 1 or more **Officers**;
 - d) 2 or more **Officers**;
 - e) 1 or more **Officers** and the **Society**; or
 - f) 1 or more **Members** or **Officers** and the **Society**.
- 45.2. The disagreement or conflict relates to any of the following allegations—
- a) a **Member** or an **Officer** has engaged in misconduct;
 - b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Rules** or bylaws or the **Act**;
 - c) the **Society** has breached, or is likely to breach, a duty under the **Society's Rules** or bylaws or the **Act**; or
 - d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 45.3. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints subcommittee) a notice in writing that—
- a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Rules**; and

- b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - c) sets out any other information or allegations reasonably required by the **Society**.
- 45.4. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- a) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Rules**; and
 - b) sets out the allegation to which the dispute relates.
- 45.5. The information setting out the allegations (subclause 45.3(b) or 45.4(b)) must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 45.6. A complaint may be made in any other reasonable manner permitted by the **Rules**.
- 45.7. All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 45.8. The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

46. Rights to be heard

- 46.1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 46.2. If the **Society** makes a complaint—
- a) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) an **Officer** may exercise that right on behalf of the **Society**.
- 46.3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.
- 46.4. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
- a) has engaged in misconduct; or
 - b) has breached, or is likely to breach, a duty under the **Rules** or bylaws or the **Act**; or
 - c) has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of

the **Society**. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

- d) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- e) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- f) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- g) an oral hearing (if any) is held before the decision maker; and
- h) the respondent's written statement or submissions (if any) are considered by the decision maker.

47. Investigating and determining disputes

47.1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Rules**, ensure that the dispute is investigated and determined.

47.2. Disputes must be dealt with under the **Rules** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

47.3. Despite Rules 47.1 and 47.2 above, the **Society** may decide not to proceed further with a complaint if—

- a) the complaint is considered to be trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a **Member** or an **Officer** has engaged in material misconduct:
 - ii. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Rules** or bylaws or the **Act**;
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Rules**; or
- f) there has been an undue delay in making the complaint.

47.4. The **Society** may refer a complaint 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.

47.5. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

47.6. A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints subcommittee consider that there are reasonable grounds to

believe that the person may not be impartial, or able to consider the matter without a predetermined view.

Liquidation and removal from the register

48. Process

- 48.1. The **Society** may be liquidated and removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 48.2. The Secretary shall give 20 **Working Days Notice** to all **Members** of:
 - a) the proposed motion to put the **Society** into liquidation and remove it from the Register of Incorporated Societies, and
 - b) the **General Meeting** at which any such proposal is to be considered (including all information as required by section 228(4) of the **Act**),
 - c) any recommendations from the **Board** in respect to such notice of motion.
- 48.3. Any resolution to put the **Society** into liquidation and remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

49. Surplus assets

- 49.1. If the **Society** is put into liquidation and removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 49.2. On the liquidation of the **Society** all surplus assets after payment of all costs, debts and liabilities shall, subject to any trust affecting the same, be paid to such other manufacturing incorporated society or societies with substantially similar purposes as the **Society** at a **General Meeting** shall determine. If the surplus assets as aforesaid are subject to any trust, they shall be disposed of in the manner provided in the **Act**.
- 49.3. However, in any resolution to put the **Society** into liquidation, the **Society** may approve a different distribution to a different entity from that specified in Rule 49.2, so long as the **Society** complies with these **Rules** and the **Act** in all other respects.

Alterations to the Rules

50. Amending these Rules

- 50.1. All amendments must be made in accordance with the **Rules** and the **Act**.
- 50.2. The **Board** may resolve to make amendments to these **Rules** if such amendments are minor in effect, or correct errors or make similar technical alterations. Any such minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**, and shall only become effective and able to be registered by the **Board** if no objections are received from any **Member** during the notice period.
- 50.3. The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.
- 50.4. Any proposed motion to amend or replace these Rules shall be signed by at least 3 eligible **Members** and given in writing to the **Secretary** at least 20 **Working Days** before the **General**

Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

- 50.5. At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Board** has.
- 50.6. When an amendment is approved by a **General Meeting** or by the **Board** under Rule 50.2, it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

Other

51. Contact person

- 51.1. The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 51.2. The Society's contact person must be:
 - a) At least 18 years of age, and
 - b) An Officer, and
 - c) Ordinarily resident in New Zealand, and
 - d) Not disqualified under the **Act** from holding that office; and shall be the Chair, unless decided otherwise by the **Board**.
- 51.3. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address and a telephone number.
- 51.4. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

52. Bylaws

- 52.1. The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.